

# CORPORATE GOVERNANCE STATEMENT



MAXITRANS INDUSTRIES LIMITED ACN 006 797 173

FOR THE YEAR ENDED 30 JUNE 2019

## INTRODUCTION

This Corporate Governance Statement reflects MaxiTRANS Industries Limited's ('MaxiTRANS' or 'the Company') corporate governance policies and practices as at 30 June 2019 and which, unless otherwise stated, were in place throughout the year.

This Statement is structured in order of the corporate governance principles set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3<sup>rd</sup> edition) (the 'Principles and Recommendations').

This Statement refers to the 2019 Report of Directors and the 2019 Remuneration Report which are available from the MaxiTRANS website, <https://maxitrans.com/annual-report>.

## PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

### Recommendation 1.1:

**Disclose the respective roles and responsibilities of the Board and management and those matters expressly reserved to the Board and those delegated to management.**

The Board acts on behalf of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company.

The MaxiTRANS Board Charter sets out the role and responsibilities of the Board. The Board Charter is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>. The Board has also approved a Delegation of Authority Policy to set out the nature and quantum of authority limits at varying levels of the organisation. The Policy reserves particular matters for Board approval.

Matters which are specifically reserved for the Board or its Committees include:

- appointing and removing the Managing Director, and monitoring the performance of the Managing Director;
- ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer;
- appointing the Company Secretary;
- approving senior management remuneration policies and practices;
- approving succession plans for the executive leadership team;
- monitoring and reviewing the performance of the executive leadership team;
- reporting to shareholders;
- providing input into management's development of corporate strategy and approving the annual financial budget and strategic plan;
- reviewing and ratifying systems of risk management and internal compliance and control;
- monitoring compliance with regulatory requirements and the Company's standards and policies;
- approving the payment of dividends;
- approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestments;
- approving the half-yearly and annual financial reports to ASX and shareholders;
- monitoring and ensuring compliance with best practice corporate governance requirements; and
- appointing the Chair of the Board.

Responsibility for the day-to-day management and administration of MaxiTRANS is delegated by the Board to the Managing Director and the executive management team. The Managing Director manages MaxiTRANS in accordance with the strategy, plans and policies approved by the Board. The Board has procedures in place to assess the performance of the Managing Director and the executive leadership team.

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The responsibilities of the Managing Director include:

- developing and recommending to the Board strategies, business plans and annual budgets for the Company, and implementing the strategies, business plans and budgets approved by the Board;
- providing effective leadership, direction and supervision of the executive leadership team; and
- developing and managing resources, policies and systems to ensure the effective operation of the Company.

## **Recommendation 1.2:**

**Undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a director. Provide security holders with all material information in the possession of the company relevant to a decision on whether or not to elect or re-elect a director**

The Nomination Committee is responsible for making recommendations to the Board about the appointment of directors. As part of that process, the Nomination Committee will undertake appropriate checks before making such a recommendation. The Report of Directors and the notice for the Company's annual general meeting contain information about directors who are seeking election or re-election.

## **Recommendation 1.3:**

**Each Director and senior executive should have a written agreement setting out the terms of their appointment**

Each Director and senior executive is appointed under a written agreement setting out the terms of their appointment.

## **Recommendation 1.4:**

**The Company Secretary should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

## **Recommendation 1.5:**

- **Establish a diversity policy which includes requirements for the board or a board committee to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them. Disclose that policy or a summary of it.**
- **Disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or the board committee in accordance with the diversity policy, and its progress towards achieving them.**
- **Disclose the entity's most recent "Gender Equity Indicators" as published under the Workplace Gender Equality Act.**

The MaxiTRANS Workplace Diversity and Equal Opportunity Policy confirms MaxiTRANS' commitment to providing a workplace that encourages and celebrates diversity, enabling each employee to fully contribute to the organisation's success.

MaxiTRANS believes that perspectives resulting from a diverse workforce promote innovation and business success, increasing productivity and competitiveness. Under the Policy, diversity encompasses differences including but not limited to gender, age, nationality, race, culture, sexual orientation, religious beliefs, social background, disability, family status, marital status, political opinions, physical and mental ability, experience and education.

Under the Policy, the executive leadership team are responsible for:

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- promoting a working environment that encourages outstanding performance, cooperation, trust and mutual respect;
- ensuring fair and equal practice in relation to recruitment, promotion, salaries, career development and conditions of employment;
- ensuring diversity is considered when determining the composition of employees and senior management; and
- undertaking programs to build trust and cooperation among a diverse workplace.

Under the Policy, managers and supervisors are responsible for:

- promoting a workplace free of employment practices that are biased or discriminate unlawfully against employees, potential employees, contractors, visitors or customers;
- promoting a workplace culture that values and encourages diversity;
- ensuring all decisions are made in a fair and equitable manner;
- valuing and promoting the diverse skills and competencies of all employees and utilising these skills in ways that serve to enhance the performance of the organization and improve individual job satisfaction;
- maintaining a working environment that is free from all forms of bullying, harassment and discrimination; and
- recognising the importance of balancing workplace and domestic responsibilities and priorities.

The Workplace Diversity and Equal Opportunity Policy requires the Board of MaxiTRANS to set objectives for achieving diversity. The Board must also monitor, evaluate and review targets.

The table below sets out the gender diversity targets in place during FY19 and MaxiTRANS' progress in achieving them:

Graduate recruitment	From 1 July 2018: Year 1 (ending 30/6/19) – Minimum 50% female Year 2 (ending 30/6/20) – Minimum 50-75% female Year 3 (ending 30/6/21) – Minimum 75% female	Result: <b>Target Not Met</b> Year 1 (ending 30/6/19) – 25% female graduates
Apprenticeship recruitment	From 1 July 2018: Year 1 (ending 30/6/19) – Minimum 10% female Year 2 (ending 30/6/20) – Minimum 20% female Year 3 (ending 30/6/21) – Minimum 30% female	Result: <b>Target Not Met</b> Year 1 (ending 30/6/19) – 5% female apprentices
Female members of the Senior Management Team	From 1 July 2018: Year 1 (ending 30/6/19) – Minimum 24% Year 2 (ending 30/6/20) – Minimum 30% Year 3 (ending 30/6/21) – Minimum 36%	Result: <b>Target Met</b> Year 1 (ending 30/6/19) – 26% female SMT members
Shortlist for external recruitment to Senior Management Team positions	With immediate effect – Minimum 50% female.  Systems and procedures have been implemented in order to track achievement against this target.	Result: <b>Target Not Met</b> Year 1 (ending 30/6/19) – 46% female shortlist

The Graduate Recruitment target was affected by the small size of MaxiTRANS' graduate recruitment program; and the Apprenticeship Recruitment target was affected by a shortage of talent in Ballarat, where MaxiTRANS' main manufacturing facility is located. During FY20 MaxiTRANS will continue to work towards achieving the gender diversity targets.

MaxiTRANS has continued its relationship with the National Association of Women in Operations to develop and drive strategies to build diversity and inclusion.

A copy of MaxiTRANS' 2018-19 Report to the Workplace Gender Equality Agency is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>.

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## **Recommendation 1.6:**

**The board should establish and disclose a process for periodically evaluating the performance of the board, its committees and individual directors. The board should also disclose whether a performance evaluation was undertaken in the reporting period in accordance with that process.**

The Chair regularly reviews the conduct of Board and Committee meetings and agrees with the Board whether changes should be made to the content or structure of Board and Committee meetings. The Board also evaluates the performance of individual directors at the time of their re-election to the Board, in order to make a decision whether to recommend that a director be re-elected.

As part of developing an evaluation process to assess the performance of the Board, its committees and individual directors, the Board has identified the skills and experience desirable for those on the Board and, further, the Chair has undertaken an assessment process to identify and confirm which directors hold those skills – refer to Recommendation 2.2 below. The Board will continue to develop an evaluation process to measure the performance of the Board, its committees and individual directors.

## **Recommendation 1.7:**

**Establish and disclose the process for evaluating the performance of senior executives. Report on whether a performance evaluation for senior executives has taken place in the reporting period.**

The Board evaluated the performance of senior executives during FY19.

The Board reviews the performance of senior executives against key performance indicators (KPIs). The KPIs are established at the start of a financial year and generally include measures relating to the Group, the relevant segment and the individual, and include safety, values, financial, people, customers, strategy and risk measures. The measures are chosen as they directly align the individual's rewards to the values, strategy and performance of the Group.

The MaxiTRANS online performance development system, known as "Maxine", provides a program and tools for goal-setting, regular coaching and monitoring sessions, and annual performance evaluations for senior executives. This system was implemented in FY19 and will be progressively enhanced over the coming years.

Please refer to the 2019 Remuneration Report for more information about the performance evaluation of senior executives.

## **PRINCIPLE 2: STRUCTURE THE BOARD TO ADD VALUE**

### **Recommendation 2.1:**

- **The Board should establish a nomination committee which has at least three members, the majority of whom are independent directors.**
- **The Committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and the attendance of members at meetings of the committee.**

The Board has established a Nomination Committee. All non-executive directors are members of the Committee – Mr Robert Wylie, Mr James Curtis, Mr Joseph Rizzo, Ms Samantha Hogg and Ms Mary Verschuer (appointed in January 2019). Mr Wylie is the Chair of the Committee. A majority of the members are independent directors, including the Chair of the Committee. Information about the independence of the directors is set out below in relation to Recommendation 2.3.

The Nomination Committee met once during the year, to consider the appointment of Ms Verschuer to the Board.

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The Charter of the Nomination Committee is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>.

## **Recommendation 2.2:**

**Have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.**

The Board has identified the key skills and experience that the MaxiTRANS Board is looking to achieve in its membership, as set out below. During FY19, the Board determined that the current composition of the Board provides coverage of all of these identified skills and experience. The Board also looks for gender diversity within these skill sets.

The following tables and charts illustrate the skills, experience and diversity of the Board as at 30 June 2019.

Management and promotion of workplace health and safety
Understanding manufacturing operations
Capital management and allocation
Development and execution of strategy
Financial acumen and oversight of financial reporting
Risk management including the ability to identify emerging risks
Understanding of MaxiTRANS' products and related services (Trailers and Parts)
Road transport industry experience in Australia and/or New Zealand
Development of new business in Asia
Knowledge of corporate governance and compliance requirements for listed entities
Experience as a non-executive director
People matters, including remuneration frameworks and implementing cultural change
Senior executive leadership experience across multiple countries/sites
Government relations
Product development and innovation

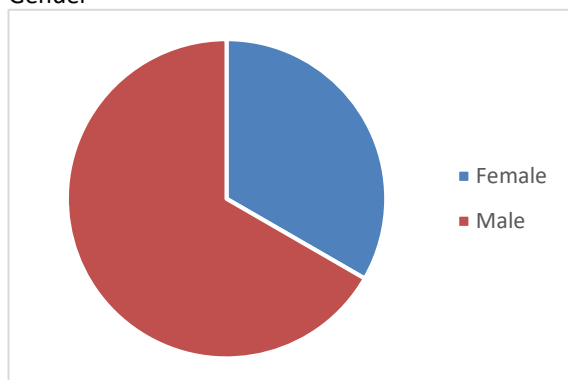
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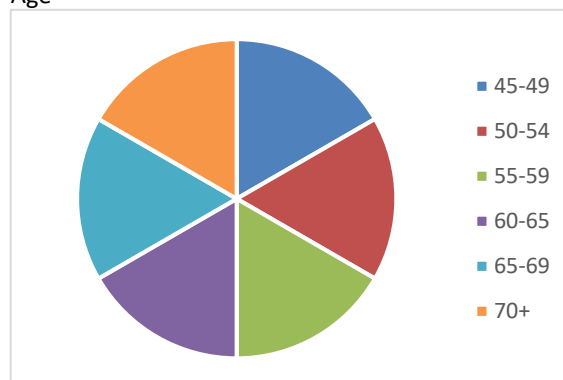
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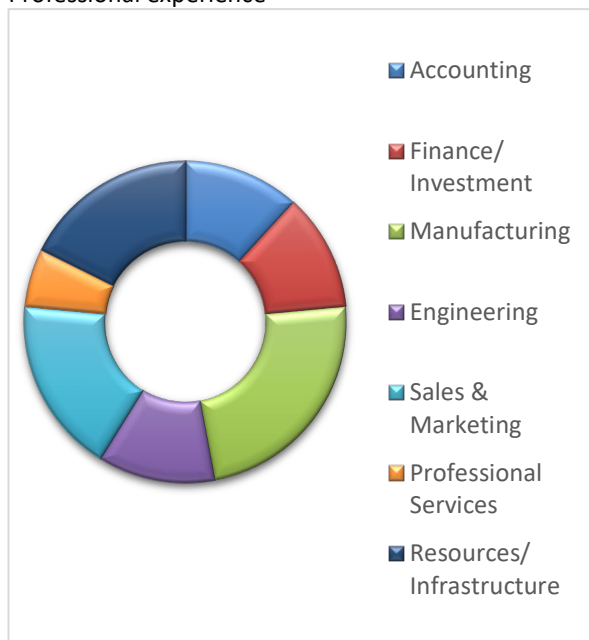
Gender



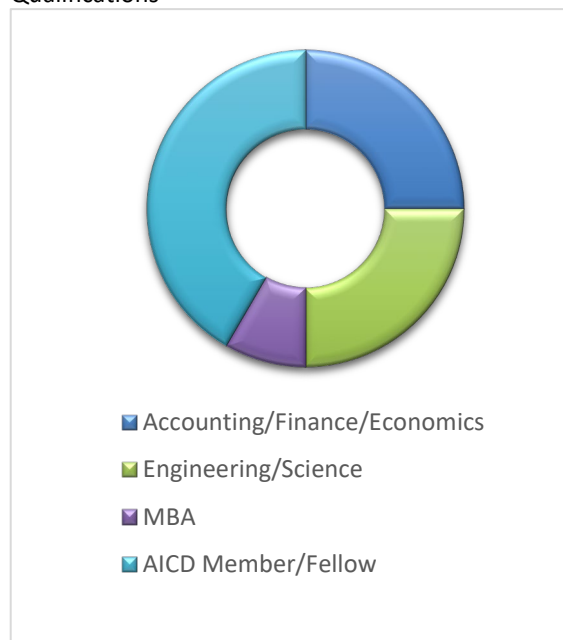
Age



Professional experience



Qualifications



**Recommendations 2.3 & 2.4:**

**A majority of the Board should be independent directors**

**Disclose the length of service of each director and the names of the directors considered to be independent directors.**

The Board acknowledges that all directors, whether assessed as independent or not, should bring independent judgement to bear on all Board decisions.

The Board comprises a majority of independent directors. MaxiTRANS presently has five non-executive directors, four of whom are considered by the Board to be independent, and one executive director.

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## Non-Executive Directors

Mr Robert Wylie (Chair) – Independent  
Mr James Curtis (Deputy Chair) – Not independent  
Mr Joseph Rizzo – Independent  
Ms Samantha Hogg – Independent  
Ms Mary Verschuer – Independent

## Executive Director

Mr. Dean Jenkins (Managing Director) – Not Independent

The MaxiTRANS Board Charter sets out a number of measures to ensure that all directors exercise independent judgement in decision making, including:

- Directors are expected to cast their vote on any resolution in accordance with their own judgement.
- Directors are expected to comply with their legal, statutory and equitable duties when discharging their responsibilities as directors.
- Directors may access information and seek independent advice that they consider necessary to fulfil their responsibilities and to exercise independent judgement in decision making.
- Directors are expected to be sensitive to conflicts of interest that may arise and be mindful of their fiduciary obligations to MaxiTRANS.

Refer to the 2019 Report of Directors for information about each Director's length of service.

### **Recommendation 2.5:**

**The chair of the Board should be an independent director. The roles of chairperson and chief executive officer should not be exercised by the same individual.**

MaxiTRANS' Chairman, Mr Robert Wylie, is considered by the Board to be an independent director.

The roles of chairperson and managing director are exercised by Mr Robert Wylie and Mr Dean Jenkins, respectively.

### **Recommendation 2.6:**

**The Company should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain their skills and knowledge needed to perform their role as directors effectively**

New directors are offered induction programs to allow them to fully and actively participate in decision making. The induction programs are designed to ensure that any new director has a comprehensive knowledge of MaxiTRANS and the industry and the markets in which it operates.

Directors and senior executives are encouraged to become members of relevant industry groups and professional organisations and to update and enhance their skills and knowledge through appropriate education and training courses.

To assist with understanding the Group's business operations and the key health and safety risks across the business, the Board undertakes tours of the Group's major manufacturing, service and parts facilities as part of its annual Board cycle.



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## PRINCIPLE 3: ACT ETHICALLY AND RESPONSIBLY

### Recommendation 3.1:

**Have a code of conduct for directors, senior executives and employees, and disclose that code or a summary of it.**

MaxiTRANS has a Code of Conduct. All employees, directors, managers and contractors must adhere to the Code of Conduct, regardless of location or role.

The MaxiTRANS Code of Conduct is based on the six MaxiTRANS Values:

- Send all our people home safely
- A balanced focus on customers and results
- Enable and empower people to achieve results
- Be honest, forthright and ethical in our dealings
- Encourage collaboration and deep seated accountability
- Become better every day in all that we do

MaxiTRANS believes that consistent and proper business conduct creates loyalty and trust with our stakeholders and each other. The Code of Conduct demonstrates how to apply our Values and reflects the Company's policies and procedures.

The Code of Conduct is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>.

## PRINCIPLE 4: SAFEGUARD INTEGRITY IN CORPORATE REPORTING

### Recommendation 4.1:

- **The Board should establish an audit committee which has at least three members, all of whom are non-executive directors and a majority of whom are independent directors.**
- **The committee should be chaired by an independent director, who is not the chair of the board.**
- **Disclose the charter of the committee, the relevant qualifications and experience of members of the committee and the attendance of members at meetings of the committee.**

The Board has established an Audit & Risk Management Committee. The Committee comprises all of the non-executive directors - Ms Samantha Hogg, Mr Robert Wylie, Mr James Curtis, Mr Joseph Rizzo and Ms Mary Verschuer. The Committee is chaired by an independent director, Ms Hogg. A majority of the members are independent directors. Information about the independence of the directors is set out above in relation to Recommendation 2.3.

The Charter of the Audit & Risk Management Committee is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>.

The members of the Committee have sufficient accounting and financial expertise, and a sufficient understanding of the industry in which MaxiTRANS operates, to be able to discharge the Committee's responsibilities effectively.

The 2019 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

The Committee has the right to obtain access to the external auditors, without management being present. The Committee also has the right to obtain independent professional advice (including financial, accounting, legal and tax advice).



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## **Recommendation 4.2:**

**The board should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.**

In accordance with the Charter of the Audit & Risk Management Committee and section 295A of the Corporations Act, the Managing Director and Chief Financial Officer of MaxiTRANS are required to declare in writing to the Board that, in their opinion, MaxiTRANS' financial records have been properly maintained in accordance with the Corporations Act and that MaxiTRANS' consolidated financial statements and associated notes comply with the relevant accounting standards and present a true and fair view of the Group's financial position and performance. The declaration is also underpinned by representations from executive management and relevant accounting officers.

The declaration by the Managing Director and Chief Financial Officer must also confirm the existence of a sound system of risk management and internal compliance and control which reflects the policies adopted by the Board and that MaxiTRANS' risk management and internal compliance and control systems are operating efficiently and effectively.

## **Recommendation 4.3:**

**Ensure the external auditor attends the Annual General Meeting and is available to answer questions from security holders relevant to the audit**

The external auditor attends the Annual General Meeting and is available to answer questions from security holders.

## **PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURES**

### **Recommendation 5.1:**

**Establish a written policy for complying with the continuous disclosure obligations under the ASX Listing Rules.**

The Company is committed to complying with its continuous disclosure obligations to keep the market fully informed of information which may have a material effect on the price or value of the Company's shares.

MaxiTRANS has adopted a Continuous Disclosure Protocol to enable the Company to comply with the continuous disclosure obligations under the ASX Listing Rules. The Protocol is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>. The Protocol sets out the responsibilities of the Board, the Company Secretary and managers in relation to continuous disclosure. The Protocol also sets out the requirements to be followed in relation to discussions with analysts and the media.

ASX announcements are made available on the Company's website after they are released to ASX.

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## 6. PRINCIPLE 6: RESPECT THE RIGHTS OF SHAREHOLDERS

### **Recommendation 6.1:**

#### **Disclose information about the company and its governance to shareholders via its website**

The Investors section of the MaxiTRANS website (<https://maxitrans.com/>) contains information about MaxiTRANS including key people, annual reports, the share price, key corporate governance documents and ASX announcements.

### **Recommendation 6.2:**

#### **Design and implement an investor relations program to facilitate effective two way communication with investors**

The Company respects the rights of shareholders and seeks to facilitate the effective exercise of those rights. The Company does this by communicating effectively with shareholders, giving shareholders ready access to balanced and understandable information about the Company, responding to individual enquiries and encouraging shareholders to participate in general meetings.

### **Recommendation 6.3:**

#### **Disclose the policies and processes it has in place to facilitate and encourage participation at meetings of shareholders**

MaxiTRANS encourages shareholders to attend and actively participate in the annual general meetings.

Notices of meeting are drafted in plain English to be easy and clear to understand. They are honest, accurate and not misleading. Meetings are held during normal business hours and at a convenient location.

### **Recommendation 6.4:**

#### **Provide shareholders with the option to receive communications from, and send communications to, the Company and its share registry electronically**

The Company publishes information on its website and sends information to shareholders by mail or e-mail (where nominated). Shareholders may contact Computershare on 1300 85 05 05 (Australia) or +61 3 9415 4000 (Overseas) if they wish to elect to receive communications by email.

## 7. PRINCIPLE 7: RECOGNISE AND MANAGE RISK

### **Recommendation 7.1:**

- **The Board should have a committee to oversee risk.**
- **The committee should have at least three members, a majority of whom are independent directors.**
- **The committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and attendance of members at committee meetings.**

The Audit & Risk Management Committee assists the Board in reviewing the risk management and internal compliance and control systems of the group.

As outlined above, the Committee comprises all of the non-executive directors - Ms Samantha Hogg, Mr Robert Wylie, Mr James Curtis, Mr Joseph Rizzo and Ms Mary Verschuer. The Committee is chaired by Ms Hogg, who is an independent director. A majority of the members are independent directors. Information about the independence of the directors is set out above in relation to Recommendation 2.3.

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The Charter of the Audit & Risk Management Committee is available from the Corporate Governance section of the MaxiTRANS website, <https://maxitrans.com/corporate-governance>.

The 2019 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

## **Recommendation 7.2:**

**The board or one of its committee should review the company's risk management framework at least annually to satisfy itself that it continues to be sound and disclose whether such a review has taken place**

The Risk Management Framework sets out the process that will be followed to identify, assess and manage risk across the Group. The risk methodology used by MaxiTRANS to identify, analyse, assess, evaluation, treat, monitor and report on risks is based on the practices outlined by the ISO31000:2018 Risk Management Guidelines.

The Audit & Risk Management Committee reviewed the Risk Management Framework during FY19. Following that review, the Board approved changes to the Risk Management Framework.

The Risk Management Framework has been amended to provide more information about the key risk governance activities to be undertaken with MaxiTRANS, and the responsibility for those activities as between the Board, the Audit & Risk Management Committee, the Executive Leadership Team and risk owners. The revised Risk Management Framework also sets out the risk categories which have been adopted by MaxiTRANS to assist with risk identification and measurement and to provide a basis for organising and reporting outcomes.

Where appropriate, specific risk management policies and frameworks are also established by MaxiTRANS to identify and analyse specific risks faced by the Group, to set appropriate risk controls, and the monitor risks and adherence to limits. This includes policies in relation to the health and safety of employees and financial controls.

## **Recommendation 7.3:**

**Disclose if the Company has an internal audit function, how it is structured and what role it performs. If not, disclose that fact and the processes the Company employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.**

MaxiTRANS does not have an internal audit function but the Audit & Risk Management Committee has recognised the benefit of an internal audit function to assist in identifying risks and monitoring the effectiveness of internal controls.

MaxiTRANS has a plan to introduce internal audit activities in FY20. These activities will commence with the introduction of self-assessment questionnaires for the purpose of evaluating and continually improving the effectiveness of MaxiTRANS' risk management and internal control processes. The assurance reports will be provided to the Audit & Risk Management Committee.

## **Recommendation 7.4:**

**Disclose whether the Company has material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks**

Please refer to the 2019 Report of Directors for information about the materials risks faced by the Company.

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## 8. PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

### Recommendation 8.1:

- **The Board should establish a remuneration committee.**
- **The committee should have at least three members, a majority of whom are independent directors.**
- **The committee should be chaired by an independent director.**
- **Disclose the charter of the committee, the members of the committee and attendance of members at committee meetings.**

The Board has established the Remuneration & Human Resources Committee. The Committee comprises all of the non-executive directors – Mr Joseph Rizzo, Ms Samantha Hogg, Mr Robert Wylie, Mr James Curtis and Ms Mary Verschuer. The Committee is chaired by an independent director, Mr Rizzo. A majority of the members are independent directors. Information about the independence of the directors is set out above in relation to Recommendation 2.3.

The Charter of the Committee is available from the Corporate Governance section of the MaxiTRANS website <https://maxitrans.com/corporate-governance>.

The 2019 Report of Directors contains details of attendances by directors at Committee meetings and the relevant qualifications and experience of members of the Committee.

### Recommendation 8.2:

**Disclose the policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.**

Non-executive directors receive a fixed fee and are not entitled to termination benefits or incentives. Fees paid to non-executive directors are periodically benchmarked against similar companies. Non-executive directors are not entitled to participate in any executive equity incentive scheme.

Executive directors have access to salary, termination benefits in certain circumstances, superannuation benefits, a vehicle allowance, short term incentives and long term incentives.

Letters of appointment for directors set out their remuneration entitlements.

Details of the remuneration paid to non-executive directors, executive directors and key management personnel are set out in the 2019 Remuneration Report.

### Recommendation 8.3:

**Establish a policy on whether participants in an equity-based remuneration scheme are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme. Disclose that policy or a summary of it.**

The rules of the MaxiTRANS Performance Rights Plan prohibit executives from entering into transactions to limit the economic risk of participating in the Plan. This Plan is the only equity-based remuneration scheme available to employees of MaxiTRANS.

**This Corporate Governance Statement has been approved by the Board of MaxiTRANS.**