

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Tassal Group Limited

ABN / ARBN:

15 106 067 270

Financial year ended:

30 June 2017

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: <http://www.tassal.com.au/governance-policies/>

The Corporate Governance Statement is accurate and up to date as at 30 June 2017 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 22 September 2017



Company Secretary

<sup>1</sup> Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.



## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should 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.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>... the names of the directors considered by the board to be independent directors:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>... and, where applicable, the information referred to in paragraph (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>... and the length of service of each director:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	<p>A majority of the board of a listed entity should be independent directors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	<p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	<p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: <ul style="list-style-type: none"> <li>(a) have a code of conduct for its directors, senior executives and employees; and</li> <li>(b) disclose that code or a summary of it.</li> </ul>	... our code of conduct or a summary of it: <ul style="list-style-type: none"> <li><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></li> <li><input type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></li> </ul>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement



Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity 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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	<p>... our continuous disclosure compliance policy or a summary of it:</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>... information about us and our governance on our website:</p> <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a> <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a> <a href="http://www.tassal.com.au/sustainability/our-sustainability-reports/">http://www.tassal.com.au/sustainability/our-sustainability-reports/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/sustainability/our-sustainability-reports/">http://www.tassal.com.au/sustainability/our-sustainability-reports/</a> <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>... the fact that we follow this recommendation:</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i> <p>... and a copy of the charter of the committee:</p> <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a> <p>... and the information referred to in paragraphs (4) and (5):</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at <i>[insert location]</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a> <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a>  <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a>  <a href="http://www.tassal.com.au/sustainability/our-sustainability-reports/">http://www.tassal.com.au/sustainability/our-sustainability-reports/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/annual-reports/">http://www.tassal.com.au/annual-reports/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our policy on this issue or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.tassal.com.au/governance-policies/">http://www.tassal.com.au/governance-policies/</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at <i>[insert location]</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

## 2017 Corporate Governance Statement

Tassal is committed to maintaining high standards of corporate governance appropriate to its size and operations to effectively manage risk, improve the Company's performance and enhance corporate responsibility. The Board of Directors of Tassal (the **Board**), working with senior management, is responsible for the corporate governance of Tassal and its controlled entities. The Board carries out its responsibilities within a framework of corporate governance policies and practice documents which outline the commitment to act ethically, openly, fairly, and diligently when promoting the interests of shareholders, employees and customers and broader community interests.

Unless explicitly stated otherwise, the Directors believe Tassal complies with the core principles and underlying recommendations of the third edition of the ASX Corporate Governance Council's "Corporate Governance Principles and Recommendations" for the period ended 30 June 2017.

The Corporate Governance Statement is provided in a format to specifically align the response of the Board clearly to each specific recommendation. The statement also lists the relevant codes, policies or charters that underpin Corporate Governance practices at Tassal.

Each document (unless indicated) is available for public inspection on Tassal's website (Investors Section), [www.tassal.com.au](http://www.tassal.com.au)

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### Principle 1: Lay solid foundations for management and oversight

*A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.*

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#### Recommendation 1.1

A listed entity should disclose:

- (a) the respective roles and responsibilities of its board and management; and
  - (b) those matters expressly reserved to the board and those delegated to management
- 

The Board has adopted a Board Charter which clearly outlines the role and functions of the Board, has developed separate role statements for the Chairman and Chief Executive Officer and implemented a policy prescribing the delegated and reserved powers of the Board and that delegated to Senior Executives.

The Board currently has the following three Committees to assist the Board in meeting its responsibilities:

- The Remuneration and Nominations Committee – see "Principle 2 – Structure the Board to add value"
- The Audit and Risk Management Committee – see "Principle 4 – Safeguard integrity in corporate reporting"



# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- The Health & Safety and Environment & Community Committee (formed 24 May 2017)

Each of the Committees has its own Charter which establishes the Committee's terms of reference and operating procedures.

The Board established the Health & Safety and Environment & Community Committee (HSEC) in May 2017 to assist the Board in discharging its overall responsibilities in relation to health & safety, food safety and environmental matters arising out of the Group's activities as they may affect employees, contractors, and the local communities in which the Group operates.

The HSEC Committee's charter sets out its roles, responsibilities, membership, meeting process, Board reporting requirements and performance evaluation requirements.

The Committee is structured so that it consists of at least three non-executive Directors, all of whom are independent.

Refer to:

- Board Charter
  - Statement of Delegated Authority
  - Role of the Chairman
  - Role of the CEO
  - Health & Safety and Environment & Community Committee Charter
- 

### Recommendation 1.2

A listed entity should:

- (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and
  - (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.
- 

The Remuneration and Nominations Committee considers the composition of the Board when considering directors' election or re-election. Consideration is given to the skills experience expertise of and the contribution made by a Director to the Board and also the contribution that the Director is likely to make if re-elected or elected. Appropriate checks are made and the times of and as part of the recruitment process.

In accordance with the Company's Constitution, if the Board appoints a new Director during the year, that person will stand for election by shareholders at the next Annual General Meeting. Shareholders are provided with relevant background information on the candidate for election and the candidate is invited to give a short presentation to the Annual General Meeting in support of their election.

Retiring Directors are subject to the selection and appointment procedures set out in the Constitution of the Company, the ASX Listing Rules and the Corporations Act.

Refer to:

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- Policy for the Selection and Appointment of Directors
- 

### Recommendation 1.3

A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.

---

Senior executives and directors are engaged under a written individual employment agreement that stipulates the terms of their employment along with a position description.

Refer to:

- Role of the CEO
  - Board Charter
  - Directors' Report (Annual Report) – Section 20
- 

### Recommendation 1.4

The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.

---

Under Tassal's Board Charter, the appointment, review and, where appropriate, the removal of the Company Secretary is a key responsibility of the Board. The Company Secretary is accountable directly to the Board, through the Chairman, including on all matters to do with the proper functioning of the Board.

Refer to:

- Board Charter
  - Role of the Chairman
- 

### Recommendation 1.5

A listed entity should:

- (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;
  - (b) disclose that policy or a summary of it; and
  - (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:
    - (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or
    - (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.
-

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

The Directors have adopted a Diversity Policy which includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

In 2011 the Board adopted the Company's Diversity Policy. The Remuneration and Nominations Committee of the Board of Directors has responsibility for oversight of the Policy. The Committee has established the following measurable objectives concerning the strategies, initiatives and programmes to achieve gender diversity in order to create an environment conducive to the appointment of well-qualified Board, senior management and other employees to maximise the achievement of Tassal's corporate goals.

Measurable objectives:

- (i) Annual review of following policies and procedures has been conducted to ensure Equal Employment Opportunity (EEO) is part of the process and no barriers to diversity within policies or procedure;
  - a. Recruitment Policy
  - b. Recruitment and Promotions Procedure
  - c. Harassment, Bullying and Discrimination Policy
- (ii) The Company has a policy to ensure principles of diversity are considered such as flexibility of position design, and equity in consideration for selection.
- (iii) Inclusion of company diversity data within annual sustainability report.
- (iv) Continue to participate in career forums, school networks etc to reinforce positive messages to both genders concerning careers within Tassal.
- (v) Training platforms across the business cover both technical and competency based aspects of which all genders are given equal access to participate with support given to those that participate.
- (vi) Continued recruitment practices with aim for mix of males and females shortlisted for Senior Executive roles (but no change to approach on competency/skills).

The Company continues with selection criteria which are competency based, but which also recognise diversity. Further the Company does not intend to set a quota or a target level for female employees as the expectation is that the long-term trend for the proportion of females will be one of steady increase.

The Committee will also monitor the representation of women on the Board by ensuring that appropriately qualified women are considered for any Board appointments.

Diversity outcomes recognised during the 2016/2017 were

- female representation on the Board was 20%
- female representation within Executive Group, directly reports to the CEO, was 33%
- female representation within Management was 16%
- female representation across Non- Management was 31.1%

The Committee will undertake an annual review of the Diversity Policy and the progress towards delivering these measurable objectives.

The Company's WGEA report is on the Tassal website.

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

Refer to:

- Diversity Policy
  - Sustainability Report
  - WGEA Report
- 

### **Recommendation 1.6:**

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and
  - (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.
- 

The Board Charter requires that each year the Board will conduct an evaluation of its performance that:

- compares the performance of the Board with the requirements of its Charter;
- sets forth goals and objectives of the Board for the upcoming year; and
- effects any improvement to the Board Charter deemed necessary or desirable.

The respective Board Committee Charters also require the Committees to evaluate their performance and composition at least annually to determine whether the relevant Committee is functioning effectively by reference to current best practice. This evaluation is presented to the Board for review.

Formal performance evaluations have been satisfactorily undertaken for the Board, Audit and Risk Committee and Remuneration and Nominations Committee during the current financial year in accordance with disclosed Tassal policy.

Refer to:

- Remuneration Report – section 20 of the Directors' Report (Annual Report)
  - Board Charter
  - Remuneration Policy
  - Remuneration and Nominations Committee Charter
  - Audit and Risk Committee Charter
  - Health & Safety and Environment & Community Committee Charter
- 

### **Recommendation 1.7**

A listed entity should:

- (a) have and disclose a process for periodically evaluating the performance of its senior executives; and
  - (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting.
- 

The Chief Executive Officer's compensation arrangements and performance is reviewed, monitored and evaluated by the Board and Remuneration and Nominations Committee on an annual basis.

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

The compensation arrangements and performance of the direct reports to the Chief Executive Officer (the Senior Executives) is reviewed, monitored and evaluated by the Chief Executive Officer.

The Chief Executive Officer provides the Remuneration and Nominations Committee with an overview of individual Senior Executive performance and compensation recommendations for Committee assessment and review.

Performance evaluations have been undertaken for the Chief Executive Officer and Senior Executives during the current financial year.

Refer to:

- Remuneration Report – section 20 of the Directors' Report (Annual Report)
  - Board Charter
  - Remuneration Policy
  - Remuneration and Nominations Committee Charter
- 

## Principle 2: Structure the Board to add value

*A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.*

---

### Recommendation 2.1

The board of a listed entity should:

(a) have a nomination committee which:

- (1) has at least three members, a majority of whom are independent directors; and
- (2) is chaired by an independent director,

and disclose:

- (3) the charter of the committee;
- (4) the members of the committee; and
- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

---

The Board has established a Remuneration and Nominations Committee. The Committee's charter sets out its roles, responsibilities, membership, meeting process, Board reporting requirements and performance evaluation requirements.

The Committee is structured so that it consists of at least three non-executive Directors, all of whom are independent.

Refer to:

- Remuneration and Nominations Committee Charter

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- Directors Report (Annual Report)

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### Recommendation 2.2

A listed entity should 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.

---

Tassal Group aims to have Directors with an appropriate range of skills, experience, gender, race, ethnicity, age and expertise and an understanding of and competence to deal with current and emerging issues in the Company's business. Tassal Group's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.

A summary of the five non- executive directors' skills and experience as at the end of the reporting period is set out below:

#### General

Board experience  
Management experience  
Corporate Governance  
Strategic Thinking  
Desired behavioural competencies  
Risk Management

#### Subject Matter

Accounting and financial reporting  
WHS  
Food Safety  
Marketing  
Engineering  
Manufacturing  
Processing  
Logistics

#### Industry

Aquaculture  
Agribusiness  
Retail  
Government  
International

The Board considers the above skills are appropriate at this stage of the Company's development.

As a matter of principle, the Board is committed to encouraging the ongoing development of both individual Directors and the Board as a whole. Each year the Board will conduct an evaluation of its performance that:

- compares the performance of the Board with the requirements of its Charter;
- sets forth goals and objectives of the Board for the upcoming year; and
- effects any improvement to the Board Charter deemed necessary or desirable.

The performance evaluation shall be in a manner as the Board deems appropriate.

Refer to:

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- Board Charter
  - Policy for the Selection and Appointment of Directors
  - Directors Report (Annual Report)
- 

### Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
  - (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
  - (c) the length of service of each director.
- 

Refer to:

- Policy on Independence of Directors
  - Section 16 Directors Report (Annual Report)
- 

### Recommendation 2.4

A majority of the board of a listed entity should be independent directors.

---

The Directors considered by the Board to constitute independent directors are identified, along with their period in office, in the Directors' Report.

The Company presently has five non-executive Directors, all of whom, including the Chairman, are considered by the Board to be independent in terms of the ASX Corporate Governance Councils' recommendations definition of an independent director. The Chief Executive Officer is an Executive Director of the Company.

Refer to:

- Board Charter
  - Policy – Independence of Directors
  - Refer section 1 of the Directors' Report for details of Director's length of service
  - Refer section 16 of the Directors' Report for names of Directors considered to be independent
- 

### Recommendation 2.5

The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.

---

The Chairman, Mr Allan McCallum, is an independent non-executive Director. Mr Mark Ryan is the Chief Executive Officer and Managing Director.

Board policy is that the Chief Executive Officer cannot become Chairman.

Refer to:

- Board Charter
- Role of the Chairman

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- Role of the CEO
- 

### Recommendation 2.6

A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.

---

The Board is committed as a matter of principle to encouraging the ongoing development of both individual Directors and the Board as a whole.

The Board conducts an annual evaluation of the following:

- A comparison of the performance of the Board with the requirements of its Charter;
- the goals and objectives of the Board for the upcoming year; and
- the Board Charter and whether any improvements are necessary or desirable.

Refer to:

- Board Charter
- 

### Principle 3: Act ethically and responsibly

*A listed entity should act ethically and responsibly.*

---

### Recommendation 3.1

A listed entity should:

- (a) have a code of conduct for its directors, senior executives and employees; and
  - (b) disclose that code or a summary of it.
- 

The Directors have adopted a Code of Conduct to provide clear guidelines for the ethical behavioural standards expected of the Company's Directors, Senior Executives and all employees.

The Code of Conduct sets ethical standards for Tassal's Directors and employees, all of whom are expected to pursue the highest standards of ethical conduct in the interests of shareholders, customers, suppliers, the wider community and the environment.

Ethical conduct relates to standards of behaviour characterised not only by complying with the law and the various Tassal policies which are referred to in the Code of Conduct, but also by acting fairly, honestly and with integrity.

The Code addresses, among other things:

- ethical conduct and expected behaviours based on the principles of fairness, honesty and integrity;
- compliance with the law;
- confidentiality and inside information;
- disclosure of interests;
- trading in Tassal securities;
- integrity of records;



# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- protection of Tassal assets;
- personal transactions;
- improper payments, gifts, entertainment and travel;
- political contributions; and
- whistle-blower protection.

Refer to:

- Code of Conduct
- 

### **Principle 4: Safeguard integrity in corporate reporting**

*A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.*

---

#### **Recommendation 4.1**

The board of a listed entity should:

(a) have an audit committee which:

- (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
- (2) is chaired by an independent director, who is not the chair of the board, and disclose:
  - (3) the charter of the committee;
  - (4) the relevant qualifications and experience of the members of the committee; and
  - (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or

(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

---

The Board has established an Audit and Risk Committee which is structured in compliance with this best practice recommendation.

All Committee members are independent Directors.

The Audit and Risk Committee has a formal charter which sets out its roles, responsibilities, membership, meeting process, Board reporting requirements and performance evaluation requirements.

The relevant qualifications and experience of each of the members of the Committee together with the number of times the Committee meets and the individual attendances of the members at those meetings are set out in the Directors' Report.

Refer to:

# CORPORATE GOVERNANCE STATEMENT

## Tassal Group Limited and Controlled Entities

- Audit and Risk Committee Charter
  - Directors' Report (Annual Report) – Section 16
- 

### Recommendation 4.2

The board of a listed entity 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.

---

The CEO and the CFO respectively provide such an assurance to the Board.

---

### Recommendation 4.3

A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

---

Tassal's external auditors attend the company's AGM and are available to answer questions.

---

### Principle 5: Make Timely and balanced Disclosure

*A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.*

---

### Recommendation 5.1

A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
  - (b) disclose that policy or a summary of it.
- 

The Board has adopted a Continuous Disclosure Policy to ensure Tassal complies with its disclosure obligations under ASX Listing Rules and the Corporations Act and to attribute accountability at a Senior Executive level for that compliance.

Refer to:

- Continuous Disclosure Policy
- 

### Principle 6: Respect the rights of security holders

*A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.*

### Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

---

The Board aims to ensure that shareholders are informed of all material information relating to the Company by communicating to shareholders through:

- continuous disclosure reporting to the ASX;
- its annual reports; and
- media releases and other investor relations publications on the Group's website.

Tassal places considerable importance on effective communication with its shareholders, market participants, customers, employees, suppliers, financiers, creditors other stakeholders and the wider community. Accordingly, the Board has adopted a Communications Policy which requires communication with shareholders in an open, regular and timely manner so that the market has sufficient information to make informed investment decisions on the operations and results of the Company.

The Company's website ([www.tassal.com.au](http://www.tassal.com.au)) is the primary means for shareholders to access communications and it has been designed to enable information to be accessed in a clear and readily accessible manner.

Tassal has published on its website [www.tassal.com.au](http://www.tassal.com.au) all of its annual reports and policies in respect of Corporate Governance and Sustainability.

Refer to:

- Communications Policy
  - Continuous Disclosure Policy
  - Annual Report
  - Sustainability Report
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### Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

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The Company's website ([www.tassal.com.au](http://www.tassal.com.au)) is the primary means for shareholders to access communications and it has been designed to enable information to be accessed in a clear and readily accessible manner.

The Board also encourages participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of Tassal's strategy and goals and has developed guidelines for the format and content of Notices of Meetings.

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Refer to:

- Communications Policy
- Annual Report
- Sustainability Report

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### Recommendation 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and understanding of Tassal's strategy and goals and has developed guidelines for the format and content of Notices of Meetings.

Shareholders who are unable to attend the meeting are able to submit questions and comments before the meeting to the Company or the auditor.

At the meeting the Chairman encourages questions and comments from shareholders and seeks to ensure that shareholders are given the opportunity to participate.

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### Recommendation 6.4

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

Tassal also communicates with its shareholders via its share registry Computershare.

Computershare provides shareholders with the option of receiving communications from and sending communications to it electronically except in limited circumstances such as where an original signature or document must be provided.

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## Principle 7: Recognise and manage risk

*A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.*

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### Recommendation 7.1

The board of a listed entity should:

(a) have a committee or committees to oversee risk, each of which:

- (1) has at least three members, a majority of whom are independent directors; and
- (2) is chaired by an independent director,

and disclose:

- (3) the charter of the committee;
- (4) the members of the committee; and

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- (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.
- 

The Board has established an Audit and Risk Committee which consists of:

- only non-executive Directors;
- a majority of independent Directors;
- an independent Chairman who is not Chairman of the Board; and
- has four members

The Audit and Risk Committee charter is on the Tassal website [www.tassal.com.au](http://www.tassal.com.au)

The members of the Committee together with the number of times the Committee meets and the individual attendances are all set out in the Directors' Report of the Annual Report. Refer to:

- Audit and Risk Committee Charter
  - Procedures for the Oversight and Management of Material Business Risks
  - Annual Report
- 

### Recommendation 7.2

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.
- 

Management has designed and implemented a comprehensive risk management and internal control system to manage Tassal's material business risks through the establishment and formalisation of Tassal's "Risk Map and Mitigation Plan". The Plan identifies and quantifies material business risks across Tassal and highlights management action plans and timelines for risk mitigation.

The Audit and Risk Committee and through it the Board, reviews the risk management framework annually to ensure that it continues to be effective.

In addition, the Health & Safety and Environment & Community Committee is responsible for reviewing and monitoring those particular health and safety, food safety and environmental and community risks identified pursuant to the risk management framework.

Before it approves the Company's financial statements for the half year and full year financial periods, the Board also receives a written assurance from the CEO and CFO 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 together with a written assurance from the Chief

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Risk Officer that the performance of the entity and the opinion has been formed on the basis of a sound system of risk management and internal control processes which are operating effectively.

Refer to:

- Procedures for the Oversight and Management of Material Business Risks
  - Audit and Risk Committee Charter
  - Board Charter
  - Annual Report
  - Health & Safety and Environment & Community Committee Charter
- 

### Recommendation 7.3

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
  - (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.
- 

As part of a comprehensive risk management and internal control system, Management reports to the Board and to the Audit and Risk Committee during the financial year as to the effectiveness of Tassal's Management of its material business risks.

There is no internal audit function. However, given the comprehensive system which Management has implemented to manage Tassal's material business risks the Board is of the view that this function is not required.

The Committee has unrestricted access to Tassal Executives and to the external auditor and has the power to direct any special investigations it deems necessary and to obtain professional advice from employees within Tassal or from appropriate external advisers.

Refer to;

- Procedures for the Oversight and Management of Material Business Risks
  - Audit and Risk Committee Charter
  - Board Charter
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### Recommendation 7.4

A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.

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Tassal discloses any material exposures to economic environmental and social sustainability risks and how it intends to manage those risks in its Annual Report and Sustainability Report on annual basis and otherwise in accordance with its continuous disclosure obligations.

Refer to:

- Annual Sustainability Report

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- Continuous Disclosure Policy
  - Annual Report
- 

### **Principle 8: Remunerate fairly and responsibly**

*A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.*

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#### **Recommendation 8.1**

The board of a listed entity should:

(a) have a remuneration committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,

and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; 43 or

(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

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The Board has established a Remuneration and Nominations Committee.

The Committee's charter sets out its roles, responsibilities, membership and meeting process.

The Committee is structured so that it consists of at least three non-executive Directors, all of whom must be independent.

The Committee consists of three independent non-executive directors.

Refer to:

- Remuneration Report – section 20 of the Directors' Report
  - Remuneration and Nominations Committee Charter
  - Refer sections 16 and 18 of the Directors' Report
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#### **Recommendation 8.2**

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

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Non-executive Directors receive a cash fee for service and have no entitlement to any performance-based remuneration or participation in any share-based incentive schemes.

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This policy reflects the differences in the role of the non-executive Directors, which is to provide oversight and guide strategy, and of management, which is to operate the business and execute Tassal's strategy.

The remuneration packages of the Chief Executive Officer and Senior Executives may include a Short-term Incentive component that is linked to the overall financial and operational performance of Tassal and based on the achievement of specific Tassal and individual / team goals.

The Chief Executive Officer and Senior Executives may also be invited to participate in the Company's Long-term Incentive Plan. The long-term benefits of the Long-term Incentive Plan are conditional upon Tassal achieving certain performance criteria.

Details of Tassal's remuneration policies are set out in the Remuneration Report.

Refer to:

- Remuneration Report – section 20 of the Directors' Report
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### **Recommendation 8.3**

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
  - (b) disclose that policy or a summary of it.
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Tassal has a Securities Trading Policy that governs the scope of participants' ability to enter into transactions that limit the economic risk from participating in the scheme.

Refer to:

- Securities Trading Policy