

Director Independence Policy

The Board Charter prescribes that the majority of the Board must comprise independent directors. In determining whether or not a director is to be considered independent, the Board will have regard to whether the director:

- is a substantial shareholder in the Company;
- within the last 3 years, has been an employee of the Company, a material adviser to the Company or a principal or employee of any material adviser to the Company;
- is a material supplier to, or a material customer of, the Company;
- is directly or indirectly associated with any of the above persons;
- is otherwise free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company; and
- is of independent character and judgement.

Whether an interest, relationship or business is 'material' is considered having regard to the nature, circumstances and activities of the director and from the perspective of the Company, the persons and entities with whom the director has an affiliation and the director.

The Board does not believe that the period of service of a director necessarily hinders the director's ability to act in the best interests of the Company. The directors believe that experience and knowledge of the Company's operations are important contributors to the efficient working of the Board and the best interests of the Company as is the director's ability to bring independence of judgement to Board decisions.