

CORPORATE GOVERNANCE STATEMENT

INTRODUCTION

The Board of Directors is committed to maintaining high standards of safety, performance and corporate governance for [Orion Equities Limited](#) (**Company** or **Orion**) and the entities it controls (**Group** or **Orion Group**). Good corporate governance is about having a set of core values and behaviours that underpin the Group's activities and ensure transparency, fair dealing and protection of the interests of stakeholders – including shareholders, personnel, suppliers and communities in which the Group operates.

The Board of Directors supports the [Corporate Governance Principles and Recommendations](#) (3rd Edition, released in March 2014) (**ASX Recommendations**) developed by the [ASX Corporate Governance Council](#) (**Council**).

The Company's practices are largely consistent with the ASX Recommendations. The Board considers that the implementation of a small number of ASX Recommendations is not appropriate, for the reasons set out below in relation to the items concerned. The Board uses its best endeavours to ensure that exceptions to the ASX Recommendations do not have a negative impact on the Company and the best interests of shareholders as a whole.

As required by the [ASX Listing Rules](#), this Corporate Governance Statement (**CGS**) discloses the extent to which the Company has followed the ASX Recommendations during the 2015/2016 financial year (**Reporting Period**), as summarised below:

ASX Corporate Governance Principles and Recommendations	CGS Reference
Principle 1 – Lay solid foundations for management and oversight	1.1 - 1.8
Principle 2 – Structure the Board to add value	2.1 - 2.15
Principle 3 – Act ethically and responsibly	3.1
Principle 4 – Safeguard integrity in corporate reporting	4.1 - 4.3
Principle 5 – Make timely and balanced disclosure	5.1
Principle 6 – Respect the rights of security holders	6.1 - 6.4
Principle 7 – Recognise and manage risk	7.1 - 7.3
Principle 8 – Remunerate fairly and responsibly	8.1 - 8.3

The Company has also prepared an [ASX Appendix 4G – Key to Disclosures](#) (which reports on the Company's compliance with each of the ASX Recommendations) - this Key has been lodged with the CGS on ASX and may be viewed and downloaded from the Company's website (details below).

A copy of the ASX Recommendations can be found on the ASX website at the following URL:
<http://www.asx.com.au/documents/asx-compliance/cgc-principles-and-recommendations-3rd-edn.pdf>

The Company's latest 2016 Annual Report (and other ASX market announcements and releases) may be viewed and downloaded from the Company's website at the following URL:
<http://www.orionequities.com.au/>

The Corporate Governance page of the Orion website contains most of the charters, codes and policies which are referred to in this CGS, at the following URL:
<http://www.orionequities.com.au/corporate-governance>

The names of the Executive Chairman, Executive Director (also the Company Secretary) and Non-Executive Director currently in office and their qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report.

Approved by the Board and current as at 21 October 2016



CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

1.1. Role and Responsibilities of the Board of Directors and Senior Management

1.1.1. Board of Directors

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. The Board is also responsible for the overall corporate governance of the Company, and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Company as a whole.

The Board also ensures that the Company complies with all of its contractual, statutory and any other legal and regulatory obligations. The Board has the final responsibility for the successful operations of the Company. Where the Board considers that particular expertise or information is required, which is not available from within its members, appropriate external advice may be taken and reviewed prior to a final decision being made.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the matters set out below, subject to delegation to Senior Management as specified elsewhere in this Statement or as otherwise appropriate:

- (a) formulation and approval of the strategic direction, objectives and goals of the Company;
- (b) the prudential control of the Company's finances and operations and monitoring the financial performance of the Company;
- (c) the resourcing, review and monitoring of Senior Management and the Investment Committee;
- (d) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- (e) the identification of significant business risks and ensuring that such risks are adequately managed;
- (f) the timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market;
- (g) the establishment and maintenance of appropriate ethical standards;
- (h) responsibilities typically assumed by a nomination committee, including (refer also Section 2.2):
 - (i) devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors; and
 - (ii) oversight of Board and Company Executive succession plans;
- (i) responsibilities typically assumed by an audit committee, including (refer also Section 4.1):
 - (i) reviewing and approving the audited annual and reviewed half-yearly financial reports; and
 - (ii) reviewing the appointment of the external auditor, their independence, the audit fee and any questions of resignation or dismissal;
- (j) responsibilities typically assumed by a risk committee, including (refer also Section 7.1):
 - (i) ensuring that an appropriate risk management framework is in place and is operating properly; and
 - (ii) reviewing and monitoring legal and policy compliance systems and issues; and
- (k) responsibilities typically assumed by a remuneration committee, including (refer also Section 8.1):
 - (i) reviewing the remuneration and performance of Directors;
 - (ii) setting policies for Senior Executive remuneration, setting the terms and conditions of employment for Senior Executives, undertaking reviews of Senior Executive performance, including setting goals and reviewing progress in achieving those goals; and

CORPORATE GOVERNANCE STATEMENT

- (iii) reviewing the Company's Senior Executive and employee incentive schemes (where applicable) and making recommendations on any proposed changes.

In view of the current composition of the Board (which comprises an Executive Chairman, an Executive Director and a Non-Executive Director) and the nature and scale of the Company's activities, the Board has considered that establishing formally-constituted committees for audit, risk, board nominations and remuneration would not add value for shareholders, and is therefore not required.

Accordingly audit matters, risk matters, the nomination of new Directors and the setting, or review, of remuneration levels of Directors and Executives are considered by the Board as a whole and approved by resolution of the Board (with abstentions from relevant Directors where there is a conflict of interest). That is, matters typically dealt with by audit, risk, nominations and remuneration committees are dealt with by the full Board.

1.1.2. Senior Management

The role of Senior Management is to deliver the strategic direction and goals determined by the Board.

The Board has delegated to the Executive Chairman, and through the Executive Chairman to other Senior Executives, responsibility for the day-to-day management of the Group, which includes:

- (a) management of the Group's operations and finances;
- (b) reporting to the Board on matters including the Group's operations and financial performance;
- (c) recommending Group strategy, budgets, plans, policies and risk management systems to the Board; and
- (d) determining Group policies, other than those reserved for the Board.

Senior Management may also be delegated responsibility for other matters under policies adopted by the Board.

The Company's Senior Management Team comprises the Executive Chairman (Mr Farooq Khan, appointed on 23 October 2006; previously Executive Chairman of the Company between 4 October 1999 and 1 July 2003) and the Executive Director/Company Secretary (Mr Victor Ho, appointed Executive Director on 4 July 2003 and Company Secretary on 2 August 2000).

1.2. Board Nominations

The Board will consider nominations for appointment or election of Directors that may arise from time to time, having regard to the skills and experience required by the Company (as detailed in the Board Skills Matrix referred to in Section 2.1 below) and procedures outlined in the Company's [Constitution](#) and the [Corporations Act 2001 \(Cth\)](#).

The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election, as a Director. Candidates are assessed through interviews, meetings and background and reference checks (which may be conducted both by external consultants and by Directors) as appropriate.

The Company gives shareholders all material information in its possession relevant to the decision on whether or not to elect (or re-elect) a Director, either in the notice of the meeting at which the election of the Director is to be held, or by including in the notice a clear reference to the location on the Company's website, Annual Report or other document lodged with ASX where the information can be found.

CORPORATE GOVERNANCE STATEMENT

1.3. Terms of Appointment – Directors and Senior Executives

Each new Non-Executive Director will receive a letter formalising their appointment and outlining the material terms of their appointment including: the time commitment expected; the requirement to disclose their interests and matters affecting their independence to the Company; the obligation to comply with key Company policies, including the [Code of Conduct](#) and the [Share Trading Policy](#); the Company's policy on Directors seeking independent advice; the policy in relation to the payment of additional remuneration in respect of special exertions undertaken by the Director (at the request of the Company) and the retirement requirements (subject to the right to seek re-election at the Company's AGM).

In addition, the Company and each Director are party to Director's Indemnity Deeds, discussed in more detail in Section 2.15 below. The sole Non-Executive Director of the Company has not been appointed for a fixed term.

Senior Executives will generally have written employment agreements with the Company setting out their duties, obligations and remuneration. The Company does not presently have a formal service or employment agreement with the Executive Chairman or the Executive Director/Company Secretary, being the Company's current Senior Executives. The present Senior Executives are, however, experienced company executives and are well aware of the requirements of their positions, including their roles and responsibilities and their duties as directors/officers of the Company. Their remuneration has been determined by the Board. The Company will consider entering into service or employment agreements with its Senior Executives to formalise their duties, obligations, remuneration, reporting arrangements and termination (including any termination entitlements, where applicable).

The remuneration paid/payable to the Company's "[Key Management Personnel](#)" (as defined in the Accounting Standards), which includes the Executive Chairman and Executive Director/Company Secretary, are outlined within the Remuneration Report in the Company's latest 2016 Annual Report.

The Company's Constitution requires one third of the Directors (or if that is not a whole number, the whole number nearest to one third) to retire at each Annual General Meeting (**AGM**). The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. This rule does not apply to any Managing Director. A Director appointed by the Board since the last AGM and subject to retirement and re-election at the following AGM is also not taken into account in determining the number of Directors who must retire by rotation.

The initial appointment and last re-election dates of each current Director are listed below:

Director	First Appointed	AGM Last Re-elected
Farooq Khan	23 October 2006 (also served as Executive Chairman between 4 October 1999 and 1 July 2003)	28 November 2013 AGM ; Standing for Re-election at the 2016 AGM ¹
Yaqoob Khan	5 November 1999	27 November 2014 AGM
Victor Ho	4 July 2003	12 November 2015 AGM

1.4. The Company Secretary

The Company Secretary is appointed by the Board and is responsible for developing and maintaining the information systems and processes that are appropriate for the Board to fulfil its role. The Company Secretary is responsible to the Board for ensuring compliance with Board policies and procedures and governance matters. The Company Secretary ensures the timely despatch of Board papers and the accurate minuting of Board meetings. He has responsibility to facilitate the ongoing professional development of Directors. The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. The Company Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX.

The Company Secretary is Mr Victor Ho (appointed 2 August 2000) (also an Executive Director, appointed 4 July 2003), whose qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report.

CORPORATE GOVERNANCE STATEMENT

1.5. Diversity

The Board, Senior Management and workforce of the Company/Group currently comprises individuals that are culturally diverse, together with possessing an appropriate blend of qualifications and skills. The Company recognises the positive advantages of a diverse workplace and is committed to:

- (a) creating a working environment conducive to the appointment of well-qualified employees, Senior Management and Board candidates; and
- (b) identifying ways to promote a corporate culture which embraces diversity.

The small size of, and low turnover within, the Company's workforce are such that it cannot realistically be expected to reflect the degree of diversity of the general population. Given those circumstances, and the current nature and scale of the Company's activities, the Board has determined that it is not practicable to set a formal diversity policy with measurable objectives for achieving gender diversity at this time. The Board monitors the extent to which the level of diversity within the Company is appropriate on an ongoing basis and periodically considers measures to improve it. The Board will give further consideration to the establishment of objectives for achieving gender diversity as the Company develops and its circumstances change.

The Board has delegated the responsibility of monitoring and ensuring workplace diversity to the Executive Chairman.

The Company recognises that both female and male employees may have family/domestic responsibilities and, accordingly, adopts flexible work practices to assist them to meet those responsibilities (so far as is practicable having regard to business/operational requirements).

The Company does not currently have any women on the Board or in Senior Executive roles within the Group. A Senior Executive is a member of Senior Management that directly reports to the Executive Chairman. In this regard, it is noted that the Company has only three members on its Board and no Senior Executive (apart from Board members who are Executive Directors). 57% of the Orion Group's employees as at 30 June 2016 are female (30 June 2015: 52%).

1.6. Board - Performance Review and Evaluation

The Board as a whole has responsibility to review its own performance, the performance of individual Directors and the performance of Board Committees. The Chairman also speaks to Directors individually regarding their role and performance as a Director.

Generally, Board evaluations are conducted initially by the Chairman via questionnaires and or interviews covering matters such as each Director's individual contribution, Board and Committee (where applicable) performance and the functioning of the Board and Committee processes. The overall outcomes are discussed by the Board from time to time, with measures taken to improve the effectiveness and efficiency of the Board and Committees as appropriate. A Board performance evaluation will be conducted with Directors during the current financial year.

The Board as a whole is responsible for reviewing the performance and remuneration of the Executive Chairman and Executive Director (in his capacity as such). Performance evaluations will be conducted with Executive Directors during the current financial year.

1.7. Senior Executive - Performance Review and Evaluation

The Executive Chairman reviews the performance of the Company Secretary (in his capacity as such), who is the only other Senior Executive. A performance evaluation will be conducted with the Company Secretary during the current financial year.

CORPORATE GOVERNANCE STATEMENT

1.8. Investment Committee

The Company's implementation of its investment strategies in accordance with its investment objectives is carried out by the Board and the Investment Committee. The Investment Committee (established on 8 July 2004) currently comprises the Executive Chairman, Mr Farooq Khan and the Executive Director/Company Secretary, Mr Victor Ho. Where necessary, the Investment Committee will engage additional specialist resource(s) to assist with the identification, evaluation and management of particular investment opportunities. This includes specialist consultants and advisers, analysts and brokers. The Investment Committee's role is to implement the Company's Investment Mandate, approved by shareholders on [4 June 2004](#) and the Company's investment strategies approved by the Board.

PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE

2.1. Board of Directors – Composition, Structure and Process

The Board has been formed so that it has an effective composition, size and commitment to adequately discharge its responsibilities and duties given the current size and the scale and nature of the Company's activities. The Directors periodically review whether the size and composition of the Board remains appropriate to the Company's activities and operating environment.

The names of the Executive Chairman, Executive Director and Non-Executive Director currently in office and their qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report. A Director is generally initially appointed by the Board and retires (and may stand for re-election) at the next AGM after their appointment (as outlined in Section 1.3 above).

2.2. Nomination Committee

As a consequence of the size and composition of the Company's Board (comprising the Executive Chairman, an Executive Director and a Non-Executive Director) the Board does not have a stand-alone Nomination Committee.

The Board as a whole (with abstentions from relevant Directors where there is a conflict of interest) has the responsibilities typically assumed by a nomination committee, including but not limited to:

- (a) devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board (including the necessary and desirable qualifications, experience and competencies of Directors and the extent to which these are reflected in the Board) and identifying specific individuals for nomination as Directors;
- (b) oversight of Board and Company Executive succession plans; and
- (c) addressing Board diversity.

That is, matters typically dealt with by a nomination committee are dealt with by the full Board.

2.3. Skills, Knowledge and Experience

The Board seeks to ensure that its members have an appropriate mix of skills, knowledge and experience to enable it to properly perform its responsibilities and be well equipped to navigate the Company through the many opportunities and challenges it faces.

Directors are appointed based on the specific business, corporate and governance skills and experience required by the Company. The Board recognises the need for Directors to have a relevant blend of skills and personal experience in a range of disciplines required for the proper management and oversight of the Company's operations, having regard to the scale and nature of its activities.

While recognising that each Director will not necessarily have experience in each of the following areas, the Board seeks to ensure that its membership includes an appropriate mix of Directors with experience in the financial/investments sector, capital markets, general management, accounting and finance and corporate affairs.

CORPORATE GOVERNANCE STATEMENT

A summary of the Directors' skills and experience relevant to the Group as at the end of the Reporting Period is set out below:

Skills and Experience (out of 3 Directors)			
Leadership and Governance		Sector Experience	
Executive management	3	Investment management	3
Corporate governance	3	Analysis and research	3
Strategy	2	Resources/oil and gas	2
Capital Markets		Property	2
Capital raising	3	Agribusiness	3
Securities markets	3	People	
Capital management	3	Human resources	2
Corporate actions	3	Corporate	
Finance and Risk		Mergers and acquisitions	3
Accounting	2	Legal	2
Risk management	3	Investor relations	3
		Compliance	1

The diverse qualifications, skills and experiences of the Directors, disclosed in the Company's latest 2016 Annual Report, and in the above Skills Matrix, represents a mix that the Board believes is appropriate to have reflected among its members. The Board reviews its Skills Matrix at least annually.

2.4. Chairman

The Chairman leads the Board and has responsibility for ensuring that the Board receives accurate, timely and clear information to enable Directors to perform their duties as a Board. The Executive Chairman is Mr Farooq Khan (appointed Executive Chairman on 23 October 2006; previously Executive Chairman of the Company between 4 October 1999 and 1 July 2003), whose qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report.

The Company does not have a Managing Director or Chief Executive Officer (**CEO**). The Board has determined that the Executive Chairman is the appropriate person to perform the CEO-equivalent role in signing the declaration relating to the statutory accounts under [section 295A](#) of the Corporations Act and as per the ASX Recommendations (refer Section 4.2 below).

The Company's principal business is to invest shareholders' funds in accordance with its Investment Mandate (refer Section 1.8). All material investment decisions require the approval of either the Investment Committee or the Board. In light of the very limited CEO-equivalent function that exists in the Company, the role of Chairman is the most important role on the Board. The Board believes that it is appropriate for that role to be performed by an Executive Director, given the current size and the scale and nature of the Company's activities and the size and composition of the Board and Senior Management Team.

The Board believes that the benefits to shareholders of having an independent Non-Executive Chairman who is separate from the CEO do not outweigh the disadvantage of the real or perceived divergence of command and the additional remuneration and administrative expenses involved. However, the Board will periodically review whether it would be more appropriate to have an independent Non-Executive Chairman and/or a separate Managing Director/CEO.

2.5. Executive Director

Mr Victor Ho (appointed 4 July 2003) (also the Company Secretary, appointed 2 August 2000) is the only other Executive Director of the Company. His qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report.

CORPORATE GOVERNANCE STATEMENT

2.6. Non-Executive Directors

The Company recognises the importance of Non-Executive Directors and the external perspective and advice that they can offer. The Board currently does not have a majority of Non-Executive Directors. Mr Yaqoob Khan (appointed 5 November 1999) is presently the Company's only Non-Executive Director. His qualifications, experience and positions in other listed companies are stated in the Company's latest 2016 Annual Report. The Board as a whole is satisfied that the Non-Executive Director brings an independent discretion to his deliberations, unaffected by the executive status of the Chairman.

2.7. Independence

An independent Director, in the view of the Company, is a Non-Executive Director who:

- (a) has not previously been employed in an Executive capacity within the Group, unless a period of at least three years has elapsed between ceasing such employment and serving on the Board;
- (b) is not and has not within the last three years been a principal or senior employee of a material professional adviser to the Group;
- (c) is not and has not within the last three years been in a material business relationship (e.g. supplier or customer) with the Group, or an officer of or otherwise associated with someone with such a relationship;
- (d) is not a substantial shareholder of the Company or an officer of, or otherwise associated with, a substantial shareholder of the Company;
- (e) has no material contractual relationship with the Company or its controlled entities, other than as a director;
- (f) has no close family ties with any person who falls within any of the categories described above; and
- (g) has not been a Director of the Company for such a period that his or her independence may have been compromised. There is no specified length of service beyond which a Director is no longer considered independent. The Board will regularly assess whether any, otherwise independent, Director who has served for more than 10 years may no longer be regarded as independent.

In the case where any of the above interests, positions or relationships exists, the Company, in consultation with the relevant director, assesses its materiality to determine whether it might interfere, or reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders generally.

The Board assesses the independence of Directors annually, or more frequently if circumstances require.

Mr Farooq Khan is not regarded as an independent Director as he is an Executive Director of the Company and also the Executive Chairman and Managing Director of the Company's largest (and controlling) shareholder, Queste Communications Ltd (ASX: QUE) (which held an interest of 59.86% (9,367,653 shares) as at 30 June 2016 (58.93% (9,367,653 shares) as at 30 June 2015) in Orion.

Mr Victor Ho is not regarded as an independent Director, as he is an Executive Director/Company Secretary of the Company and also an Executive Director/Company Secretary of QUE.

Mr Yaqoob Khan is not regarded as an independent Director, being a Non-Executive Director of QUE.

The Board considers that the Company is not currently of a size, nor are its affairs of such complexity, to justify the expense of the appointment of a majority of independent Non-Executive Directors. The Board believes that the individuals on the Board can make, and do make, quality and independent judgments in the best interests of the Company on all relevant issues.

CORPORATE GOVERNANCE STATEMENT

2.8. Induction and Professional Development

It is the policy of the Board to ensure that the Directors and Senior Management of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively and that individual and collective performance is regularly and fairly reviewed. The Board regularly reviews whether the Directors, as a group, have the skills, knowledge and familiarity with the Company and its operating environment required to fulfil their role on the Board effectively.

The Company has a programme for inducting new Directors. This includes giving new Directors a full briefing about the nature of the business, current issues, the corporate strategy and the expectations of the Board concerning the performance of Directors and access to all employees to gain full background on the Company's operations.

Directors are encouraged to attend director training and professional development courses, as may be required to enable them to develop and maintain the skills and knowledge needed to effectively perform their roles as Directors, at the Company's expense (as approved by the Chairman and or the Board, as appropriate and applicable).

2.9. Meetings of the Board

The Board holds meetings whenever necessary to deal with specific matters requiring attention. Directors' Circulatory Resolutions are also utilised where appropriate, either in place of or in addition to formal Board meetings. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

It is recognised and accepted that Board members may also concurrently serve on other boards, either in an executive or non-executive capacity, provided that these commitments do not materially interfere with their ability to serve as a Director of the Company.

2.10. Conflicts of Interest

To ensure that Directors are at all times acting in the interests of the Company, Directors must:

- (a) disclose to the Board actual or potential conflicts that may or might reasonably be thought to exist between the interests of the Director or his duties to any other parties and the interests of the Company in carrying out the activities of the Company; and
- (b) if requested by the Board, within seven days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, as per the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters to which the conflict relates (save with the approval of the remaining Directors and subject to the Corporations Act).

2.11. Related-Party Transactions

Related party transactions include any financial transaction between a Director and the Company as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholders' approval for the related-party transaction, the Board may not approve the transaction. The Company also discloses related-party transactions in its Annual Report as required under the Corporations Act and relevant Accounting Standards.

CORPORATE GOVERNANCE STATEMENT

2.12. Share Dealings and Disclosures

The Company has adopted a Share Trading Policy (dated 31 December 2010), which applies to Directors and employees of the Group and contractors who have agreed to be bound by the policy. The policy is designed to:

- (a) explain the type of conduct in relation to dealings in the Company's securities that is prohibited under the relevant law and by the Group, including insider trading; and
- (b) establish a procedure for buying, selling or otherwise dealing in the Company's securities (generally and during specified prohibited periods) which requires (in the case of 'Executive Personnel') the prior approval from the Chairman of the Board. Approval to sell the Company's shares during prohibited periods will only be granted where there is severe financial hardship or exceptional circumstances.

A copy of the Company's [Share Trading Policy](#) may be viewed and downloaded from the Company's website.

2.13. Independent Professional Advice

Subject to prior approval by the Chairman, each Director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as a Director.

2.14. Company Information and Confidentiality

All Directors have the right of access to all relevant Company books and to Senior Executives. In accordance with legal requirements and agreed ethical standards, Directors and employees of the Company have agreed to keep confidential all information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

2.15. Directors' and Officer's Deeds

The Company has also entered into a deed with each of the current Directors and the Company Secretary to regulate certain matters between the Company and each officer, both during the time the officer holds office and after the officer ceases to be an officer of the Company (or of any of its wholly-owned subsidiaries), including indemnity and insurance and the rights of access to and obligations of confidentiality concerning Company information. A summary of the terms of such deeds is contained within the Company's latest 2016 Annual Report and also in the Company's [2005 Notice of AGM dated 18 October 2005](#).

PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY

3.1. Code of Conduct

The Company has developed a formal [Code of Conduct](#), which may be viewed and downloaded from the Company's website. The Code sets and creates awareness of the standard of conduct expected of Directors, officers, employees and contractors in carrying out their roles.

The Company seeks to encourage and develop a culture which will maintain and enhance its reputation as a valued corporate citizen and an employer which personnel enjoy working for. The Code sets out policies in relation to various corporate and personal behaviours including safety, discrimination, respecting the law, anti-corruption, interpersonal conduct, conflict of interest and alcohol and drugs.

While the Code seeks to prescribe standards of behaviour for all Group personnel to observe, it does not, and understandably cannot, identify every ethical issue that an individual might face. The Code's objective is to provide a benchmark for professional and personal behaviour throughout the Group, to safeguard the Group's reputation and to make clear the consequences of breaching the Code.

CORPORATE GOVERNANCE STATEMENT

All Group personnel receive a copy of the Code when they start with the Group and can access the Code from the Company's website or request a copy from their reporting manager or the Company Secretary.

PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING

4.1. Audit Committee

As a consequence of the size and composition of the Company's Board (comprising the Executive Chairman, an Executive Director and a Non-Executive Director) the Board does not have a stand-alone Audit Committee.

The Board as a whole has responsibilities typically assumed by an audit committee, including but not limited to:

- (a) verifying and safeguarding the integrity of the Company's stakeholder reporting;
- (b) reviewing and approving the audited annual and reviewed half-yearly financial reports;
- (c) reviewing the appointment of the external auditor, their independence and performance, the audit fee, any questions of their resignation or dismissal and assessing the scope and adequacy of the external audit; and
- (d) a risk management function (refer Section 7.1 for further details).

That is, matters typically dealt with by an audit committee are dealt with by the full Board.

4.2. CEO and CFO Declarations

The Company does not presently have a Managing Director, Chief Executive Officer (**CEO**) or Chief Financial Officer (**CFO**). The Board has determined that the Executive Chairman is the appropriate person to make the CEO-equivalent declaration and the Company Secretary (also an Executive Director) is the appropriate person to make the CFO-equivalent declaration, as required under [section 295A](#) of the Corporations Act and as per the ASX Recommendations.

These declarations state that, in their respective opinions, the financial records of the Company 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 Company 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 Board receives, prior to its approval of the Company's financial statements for a financial period (i.e. the half-year and full-year reports), these CEO- and CFO-equivalent declarations from the Executive Chairman and the Company Secretary respectively.

4.3. External Auditor

The Company's external auditor (**Auditor**) is selected for its professional competence, reputation and the provision of value for professional fees. Within the audit firm, the partner responsible for the conduct of the Company's audits is rotated every five years. The external Auditor attends the Company's AGMs (in person or by teleconference) and is available to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's Report.

The Company changed its Auditor from [BDO Audit \(WA\) Pty Ltd](#) to [Rothsay Auditing](#) (a firm of Chartered Accountants with offices in [Perth](#) and [Sydney](#)) on 12 February 2016.¹ The transition occurred as part of a review of the Company's corporate administration costs – Rothsay was selected after considering proposals received from BDO and a number of other audit firms. Rothsay will hold office as Auditor until the 2016 AGM, at which time shareholder approval will be sought for their re-appointment and continuation as Auditor.

1 Refer Orion's ASX announcement dated [12 February 2016: Change of Auditors](#).

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE

5.1. Continuous Disclosure to ASX

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to ASX as well as communicating with ASX, subject to prior review and approval of all announcements by the Directors.

In accordance with the Corporations Act and ASX Listing Rule 3.1, the Company's policy requires the immediate (i.e. promptly without delay having regard to the circumstances) notification to ASX of all information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities, subject to exceptions permitted by that rule. A reasonable person is taken to expect information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

All staff are required to inform their reporting manager of any potentially price-sensitive information concerning the Company as soon as they become aware of it. Reporting managers are in turn required to inform the Executive Chairman of any potentially price-sensitive information.

In general, the Company will not respond to market speculation or rumours unless required to do so by law or by the ASX Listing Rules.

The Company may request a trading halt from ASX to prevent trading in its securities if the market appears to be uninformed. All personnel are under written confidentiality obligations to the Company, designed to prevent, amongst other things, the premature disclosure of information. The Executive Chairman and, where the Executive Chairman is not available, the Company Secretary/Executive Director (in consultation with the Board where appropriate), are authorised to determine whether to seek a trading halt.

PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS

6.1. Website Information

All public information about the Company and its governance is available to investors on the Company's website (<http://www.orionequities.com.au>). The website includes an easily located link to a "Corporate Governance" page, from which all relevant governance information can be accessed.

The Company's website contains all announcements and financial and other reports lodged on ASX; notices of shareholder meetings, explanatory statements and meeting results; Director biographies, Company and share registry contact information, shareholder forms and a range of other information about the Company's affairs.

The Company's announcements and reports lodged on ASX may also be viewed and downloaded from the ASX website: <http://www.asx.com.au> under ASX code "OEQ".

6.2. Investor Relations Programme

The Company is owned by shareholders. Increasing shareholder value is the Company's key mission. Shareholders require an understanding of the Company's operations and performance to enable them to understand how that mission is being fulfilled. The Directors are the shareholders' representatives. In order to properly perform their role, the Directors must be able to ascertain the shareholders' views on matters affecting the Company.

The Board therefore considers it paramount to ensure that shareholders are informed of all major developments affecting the Company and have the opportunity to communicate their views on the Company to the Board. The Board has designed and implemented an Investor Relations Programme to meet these objectives.

CORPORATE GOVERNANCE STATEMENT

The Investor Relations Programme involves the communication of information to shareholders and the market through various means including:

- (a) monthly [net tangible asset \(NTA\) backing announcements](#) released to ASX, which are posted on the Company's website;
- (b) [Annual Reports](#), which is distributed to shareholders if they have elected to receive a printed version and is otherwise available for viewing and downloading from the Company's website;
- (c) the AGM and other general meetings (the notices for which are available for viewing and downloading from the Company's website) called in accordance with the Corporations Act and to obtain shareholder approvals as appropriate. The Executive Chairman (where appropriate) gives an address at the AGM updating shareholders on the Company's activities;
- (d) [Half Year](#) and [Full Year](#) Directors' and Financial Reports, which are available for viewing and downloading from the Company's website; and
- (e) other [announcements](#) released to ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders, which are available for viewing and downloading from the Company's website.

The Executive Chairman (and/or the Company Secretary/Executive Director, where appropriate) has general responsibility to speak to the media, investors and analysts on the Company's behalf. Other Directors or Senior Executives may be given a brief to do so on particular occasions (where appropriate).

The Company actively promotes communication with shareholders through a variety of measures, including the use of the Company's website and email.

6.3. Shareholder Meeting Participation

The Company actively encourages shareholders to participate in its AGM and other shareholder meetings.

Traditionally, the key forum for two-way communication between the Company and its shareholders is its AGM. The AGM facilitates investor communications by means which include:

- (a) shareholders having the opportunity to ask questions of Directors at all general meetings;
- (b) the presence of the Auditor at AGMs (in person or by teleconference, as practicable and appropriate) to take shareholder questions on any issue relevant to their capacity as Auditor;
- (c) the Company's policy of expecting Directors to be available (where practicable) to meet shareholders at the AGM; and
- (d) the Company making Directors available (where practicable) to answer shareholder questions submitted by telephone, email and other means (where appropriate).

The Chairman encourages questions and comments from shareholders at shareholder meetings and seeks to ensure that shareholders are given ample opportunity to participate. Shareholders who are unable to attend the AGM or a general meeting may submit questions and comments before the meeting to the Company and or to the Auditor (in the case of the AGM).

6.4. Electronic Communication

Shareholders may send communications to and receive communications from the Company and its Share Registry electronically. The contact email addresses for the Company and its Share Registry are info@orionequities.com.au and admin@advancedshare.com.au respectively (also available on the Company's website).

Shareholders may elect to receive Annual Reports electronically. The Company also maintains an email list for the distribution of the Company's announcements on ASX via email in a timely manner.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 7 – RECOGNISE AND MANAGE RISK

7.1. Risk Committee

As a consequence of the size and composition of the Company's Board (comprising the Executive Chairman, an Executive Director and a Non-Executive Director) the Board does not have a stand-alone Risk Committee.

The Board as a whole has responsibilities typically assumed by a risk committee, including but not limited to:

- (a) ensuring that an appropriate risk-management framework is in place and is operating properly; and
- (b) reviewing and monitoring legal and policy compliance systems and issues.

That is, matters typically dealt with by a risk committee are dealt with by the full Board.

During the Reporting Period, the Board relied on the Company's existing risk-management framework. The Board intends during the course of this financial year to update its risk-management framework so that the Board can satisfy itself that the framework remains sound, and make any changes that may be required.

7.2. Internal Control and Risk Management

The Board of Directors is responsible for the overall internal control framework (which includes risk management) and oversight of the Company's policies on and management of risks that have the potential to impact significantly on operations, financial performance or reputation.

The Board recognises that no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified and experienced service providers and suitably qualified and experienced management personnel. The effectiveness of the system is monitored and reviewed by management on an on-going basis and at least annually by the Board. On a day-to-day basis, managing the various risks inherent in the Company's operations is the responsibility of the Executive Directors. Risks facing the Company can be divided into the broad categories of operations, compliance and market risks.

Operations risk refers to risks arising from day-to-day operational activities which may result in direct or indirect loss from inadequate or failed internal processes, decision-making, exercise of judgment, people, systems or external events or fraudulent activity. The Executive Chairman and the Company Secretary have delegated responsibility from the Board for identification of operations risks generally, for putting processes in place to mitigate them and monitoring compliance with those processes.

The Company has clear accounting and internal control systems to manage risks to the accuracy of financial information and other financial risks.

Compliance risk is the risk of failure to comply with all applicable legal and regulatory requirements and industry standards and the corresponding impact on the Company's business, reputation and financial condition. The Company's compliance risk-management strategy ensures compliance with key legislation affecting the Company's activities. A key principle of the Company's compliance risk-management strategy is to foster an integrated approach where line managers are responsible and accountable for compliance, within their job descriptions and within overall guidance developed by the Company Secretary/Executive Director, assisted by the General Counsel (as appropriate). The Company's compliance strategy is kept current with advice from the General Counsel, senior external professionals and the ongoing training of Executives and other senior personnel involved in compliance management (as appropriate). The Company Secretary/Executive Director has oversight responsibility for managing the Company's compliance risk.

The Company has policies on responsible business practices and ethical behaviour, including the [Code of Conduct](#) and conflict of interest and share trading policies, to maintain confidence in the Company's integrity and ensure legal compliance.

CORPORATE GOVERNANCE STATEMENT

The material economic risks to which the Company is exposed principally consist of market risks. Market risk encompasses risks to the Company's performance from changes in equity and property/asset prices, interest rates, currency exchange rates, capital markets and economic conditions generally. The Investment Committee acts as the first line in managing this risk, under the supervision of its Chairman (also the Executive Chairman of the Board). The Board retains final responsibility to assess the Company's exposure to these risks and set the strategic direction for managing them. Further details are in Note 9 (Financial Risk Management) to the financial statements for the Company's latest financial year.

As a Listed Investment Company (**LIC**), the Company has no direct material exposure to environmental or social sustainability risks. There is potential for indirect material exposure to environmental, social sustainability and economic risks through the entities in which the Company invests. The Investment Committee regularly reviews existing and proposed material investments. These reviews include assessing whether entities in which the Company has, or is considering making, material investments have exposure to material environmental, social sustainability, economic and other risks. These risks are taken into account as part of the process of determining whether to make, maintain or dispose of any given material investment.

The Company's approach to risk management is not stationary; it evolves constantly in response to developments in operations and changing market conditions.

Management has reported to the Board as to the effectiveness of the Company's management of its material business risks in respect of the Company's latest financial year.

7.3. Internal Audit

The Company does not have an independent internal audit function. Due to the nature and size of the Company's operations, and the Company's ability to derive substantially all of the benefits of an independent internal audit function in the manner disclosed below, the expense of an independent internal auditor is not considered to be appropriate.

The Board as a whole performs all key elements of an internal audit function, including but not limited to:

- (a) evaluating and seeking and obtaining reasonable assurance that risk management, control, and governance systems are functioning as intended and will enable the Company's objectives and goals to be met;
- (b) evaluating information security and associated risk exposures;
- (c) evaluating regulatory compliance programmes with consultation from internal and external legal counsel;
- (d) evaluating the Company's preparedness in case of business interruption; and
- (e) providing oversight of the Company's anti-fraud programmes.

The Board delegates to the Company Secretary/Executive Director the authority to implement any non-strategic amendments to risk management systems required as a result of changed circumstances, or where the potential for improvement has been identified; reporting all such matters to the Executive Chairman promptly, and to the Board for consideration at its next meeting. The Board may also seek recommendations from appropriate Senior Executives where strategic changes to risk management and internal control processes are required. The Board makes such strategic changes as and when required.

CORPORATE GOVERNANCE STATEMENT

PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY

8.1. Remuneration Committee

As a consequence of the size and composition of the Company's Board (comprising the Executive Chairman, an Executive Director and a Non-Executive Director) the Board does not have a stand-alone Remuneration Committee.

The Board as a whole has responsibilities typically assumed by a remuneration committee, including but not limited to:

- (a) reviewing the remuneration (including short- and long-term incentive schemes and equity-based remuneration, where applicable) and performance of Directors;
- (b) setting policies for Senior Executive remuneration, setting the terms and conditions of employment for Senior Executives, undertaking reviews of Senior Executive performance, including setting goals and reviewing progress in achieving those goals; and
- (c) reviewing the Company's Senior Executive and employee incentive schemes (including equity-based remuneration) (where applicable) and making recommendations to the Executive Chairman on any proposed changes.

That is, matters typically dealt with by a remuneration committee are dealt with by the full Board.

8.2. Remuneration Policy

Details of the Company's remuneration policy are contained in the Remuneration Report within the Company's latest 2016 Annual Report.

8.3. Equity-Based Remuneration Scheme

The Company does not have an Employee Share Option Plan (**ESOP**) and has not issued equity-based remuneration (including shares and options) to Directors or Senior Management.

If options are proposed to be issued to Directors, Senior Management or employees, the Company's policy would be to require these option holders not to enter into transactions in associated products which limit the economic risk of holding unvested options. Also, under the Company's Share Trading Policy, Director and employee option-holders may not:

- (a) hedge or limit their exposure to risk in any unvested options in the Company; or
- (b) use any securities in the Company held by them as security for borrowing or other obligations (including a margin lending facility) without the written consent of the 'Trading Officer'.

The Company's [Share Trading Policy](#) may be viewed and downloaded from the Company's website.