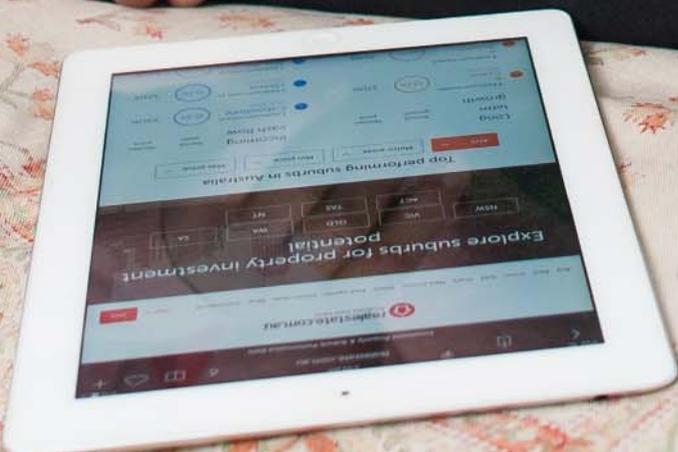




REAAustralia

Corporate Governance
Statement
2015



Corporate Governance Statement 2015

Introduction

REA Group is committed to being ethical, transparent and accountable. We believe this is essential for the long term performance and sustainability of our Company and supports the interests of our shareholders. The REA Group Board of Directors is responsible for ensuring that the Company has an appropriate corporate governance framework to protect and enhance Company performance and build sustainable value for shareholders. This corporate governance framework acknowledges the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles and Recommendations) and is designed to support our business operations, deliver on our strategy, monitor performance and manage risk.

ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

Our Corporate Governance Statement addresses the recommendations contained in the 3rd edition of the ASX Principles and Recommendations and is available on our website at www.rea-group.com/corporate-governance. Unless otherwise indicated, the information contained in this statement is true for the whole of the 2015 financial year commencing on 1 July 2014.

This statement should be read in conjunction with the Investor sections of the REA Group website and with our Directors' Report, including the Remuneration Report, on pages 44 – 55 of our 2015 Annual Report, available at www.rea-group.com.

ASX Principles and Recommendations

Principle 1: Lay solid foundations for management and oversight

The Board

Charter

The Board has adopted a *Board Charter* that details the functions and responsibilities of the Board, Chairman and individual directors. A copy of the *Board Charter* is available on the REA Group website. Responsibility for the day to day management and administration of REA Group is delegated by the Board to the Chief Executive Officer (CEO), assisted by the executive team. The CEO manages REA Group in accordance with the strategy, plans and delegations approved by the Board.

The Board comprises directors with an appropriate range of skills, experience and expertise, together with a proper understanding of, and competence to deal with, current and emerging issues of the

business. Further, directors are expected to effectively review and challenge the performance of management.

A copy of the REA Group *Board Charter* (adopted by the Board in May 2015) is available on the Company's website.

Responsibilities

The Board retains full responsibility for overseeing and appraising the Company's strategies, policies and performance, however, to assist with discharging its responsibilities it has established the following committees:

1. Audit, Risk and Compliance (ARC) Committee; and
2. Human Resources (HR) Committee.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

1. Approval of REA Group's corporate strategy and performance objectives, which are designed to meet stakeholders' needs and manage business risk;
2. Approving initiatives and strategies designed to ensure the continued growth and success of the entity;
3. Implementation of budgets by senior management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators; and
4. Implementing the Company's risk framework, including setting risk appetite and implementing systems to ensure risk is appropriately managed.

Other functions reserved to the Board include:

1. Appointing and removing the CEO, including CEO succession planning;
2. Approval and monitoring of the annual and half year financial reports;
3. Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
4. Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored; and
5. Reporting to shareholders.

Company secretary

During the year, the Company Secretary reported directly to the Chairman of the Board and had an internal reporting line through to the CEO and Chief Financial Officer. All directors have access to the Company Secretary. The appointment of Ms Sarah Turner as Company Secretary from September 2015 was a collaborative decision between the Chairman of the Board, the Chair of the HR Committee, and the CEO.

Appointment

Before electing or re-electing (as the case may be) a candidate as a director, REA Group undertakes appropriate background checks to determine that candidate's suitability.

All directors and senior executives are appointed pursuant to formal letters of appointment setting out the key terms and conditions of the appointment (including the time commitment envisaged, remuneration and other duties). Director appointment letters also include further details regarding committee responsibilities, directors' duties and responsibilities, board performance evaluation, confidentiality of information, the Board's policy on obtaining independent advice, disclosure of interests and matters affecting independence and entering into deeds of indemnity, insurance and access.

Diversity

REA Group's commitment to workplace diversity is an investment in the creation of a sustainable and enduring business, which will deliver long term shareholder value. REA Group's *Diversity Policy* includes requirements for the Board to establish measurable objectives towards achieving gender equality and diversity. The Board will assess and report annually on the objectives and the progress towards achieving them. A copy of the *Diversity Policy* is available on the REA Group website.

To assist REA Group to continue its work towards achieving gender diversity in the workplace, the following measurable objectives were reviewed by the HR Committee and approved by the Board for the 2015/2016 reporting period:

1. A target of 50% women at the senior level (Senior Manager, Executive Manager, Sales Director, Executive Leadership Team) by 2018.
2. Regular engagement with REA staff on diversity strategy and priorities, including:
 - a. Diversity roundtables in all Australian offices; and
 - b. Engagement with senior leaders of REA Group and achieve buy-in for the diversity strategy.

3. Reviewing and developing policies to reflect strong commitment to diversity and retention of primary carers including:
 - a. Developing and launching a competitive parental leave policy; and
 - b. Developing and launching a Fair Work Act policy in conjunction with a parental leave policy.
4. Investing in a strategy to reach talented women in technology in Australia and New Zealand.
5. Incorporating gender diversity into our people practices, including by:
 - a. Tracking gender statistics;
 - b. Embedding improved gender diversity in scorecards of executives and direct reports; and
 - c. Tracking outcome measures to identify any evidence of unconscious bias.
6. Creating a mentoring program for junior women in product, sales and technology.

The Company has tracked well against its former diversity measures, including:

- 1. Build female leadership and representation on the ELT and Board:** Since the last reporting period, the Company has added a new female Board member in Tracey Fellows, CEO. We have also recruited women for the roles of EGM People & Culture, EGM Media & Property Related Services and the General Counsel & Company Secretary. Actual numbers of female managers have increased significantly during the year, resulting in a higher proportion of female managers compared with male managers.
- 2. Focus on increasing female representation in IT roles:** With consistently low levels of women entering into IT study in Australia, REA Group has both an internal and external strategy to increase female representation in IT. REA Group has focused on female IT personnel from graduate levels upwards and continued to increase its presence in the IT community amongst females. Many of our initiatives have a long term focus and we are confident that we will see the benefit of our investment in the long-term.
- 3. Increase the number of part time roles:** Significant progress has been made in this challenging target with an increase in the number of part time roles in REA from 31 in FY14 to 37 in FY15. As with all of our diversity metrics, we measure and report on part time roles on a monthly basis.
- 4. Retain talent by increasing and supporting new parents to return to work:** During FY15, we have undertaken a number of

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initiatives such as successfully commencing trials of externally run 'Returning from Parental Leave' seminars, a tailored 1:1 coaching program for senior leaders and supporting new parents returning to work with a Parent Support Pack and New Parents Network. As a result of some of these initiatives, we have seen an increase in our return from parental leave rates from 68% to 83% during FY15.

REA Group's most recent Gender Equality Indications (as defined in the Workplace Gender Equality Act) can be accessed at the Workplace Gender Equality Agency website: https://www.wgea.gov.au/sites/default/files/public_reports/tempPublicReport_naw8fsxfcc.pdf

Evaluation of the Board

In accordance with the *Board Charter*, the performance of the Board is reviewed annually by the Chairman, assisted by the HR Committee. The Chair of the HR Committee makes recommendations to the Board on the process for the evaluation of the performance of the Board, its committees and directors. The evaluation of Board performance is intended to review the Board's role; review Board and Committee processes to support that role; and review the Board's performance. The performance of the Board Committees and individual directors is also reviewed as part of this process.

The Board aims to review its performance annually (including its performance against the requirements of its Charter), the performance of the Committees and the performance of individual Directors, including the performance of the Chairman as Chairman of the Board.

These performance reviews are conducted both internally and, on a periodic basis, externally with the assistance of a facilitator. During the year the review of Board, Committee and Director performance was conducted internally, led by the Chairman. The process comprised an internal questionnaire to obtain the Directors' views as to what currently works well and the areas for improvement together with a whole of Board discussion, led by the Chairman, discussing the results of the questionnaire.

The Board considers the appointment or retirement of directors, where appropriate, and with regard to the size of the Company. The director concerned does not participate in the decision.

The HR Committee, together with the CEO, reviews and makes recommendations to the Board on the guidelines for evaluation of senior executive performance.

Evaluation of senior executives

The performance of senior executives is reviewed regularly against both quantitative and qualitative indicators. The CEO conducts

an annual performance assessment that involves an assessment of each senior executive's performance against specific and measurable qualitative and quantitative performance criteria which is shared and discussed with the HR Committee. The performance criteria against which the executives are assessed are aligned with the financial and non-financial objectives of the Company.

A performance evaluation for senior executives took place during the year by the CEO in accordance with the process referred to above. Further details of the performance assessment for senior executives are set out in the Remuneration Report on pages 44 – 55 of the 2015 Annual Report.

Principle 2: Structure the Board to add value

HR Committee

The Board has delegated the functions of a nomination committee, being the review of Board composition and management succession, to the HR Committee.

In March 2015, the Board adopted an amended *HR Committee Charter*. Under the terms of the *HR Committee Charter*, the HR Committee reviews and makes recommendations to the Board on the appropriate size and composition of the Board; the appropriate criteria for appointment of independent non-executive directors; and on the appointment and removal of directors. The *HR Committee Charter* is available on the Company's website.

The HR Committee consists of a majority of independent directors, is chaired by an independent director, and has at least three members, one being the Chairman of the Board.

The members of the HR Committee during the year and up to the date of this statement are:

- > Ms Kathleen Conlon (Chair of the Committee)
- > Mr Roger Amos
- > Mr John D McGrath
- > Mr Hamish McLennan (Chairman of the Board)

The CEO also attends HR Committee meetings at the invitation of the Committee.

Responsibilities

The responsibilities of the HR Committee relating to Board nomination and composition are to review and make recommendations to the Board on:

1. The appropriate size and composition of the Board;
2. The appropriate criteria (necessary and desirable competencies) for appointment of independent non-executive directors;

3. Board membership, including appointment, re-election and retirement/removal of directors;
4. The terms and conditions of appointment to and retirement from the Board; and
5. Social, environmental and ethical impact of business activities and investments.

The HR Committee met four times in the 2015 reporting period.

Board appointment

The Board’s policy and procedure for selecting and appointing new directors to the Board is to:

1. Identify and consider qualified potential candidates, in light of the skills, experience, expertise and personal qualities that will best complement the Board’s effectiveness and diversity and fulfil the Board’s composition in line with the Board Charter.
2. Consider the capacity of the candidate to devote the necessary time and commitment to the role.

Suitable candidates are appointed by the Board, which may nominate and appoint directors to the Board to fill casual vacancies. Directors appointed as casual vacancies hold office until the Company’s next AGM and are then eligible for election.

Under the Constitution of the Company and subject to the ASX Listing Rules, a director must retire from office, and will be eligible for re-election, no later than the third AGM of the Company following that director’s last election or re-election.

In determining membership of the Board, the Board seeks to achieve a mix of skills and diversity that includes international, digital media, corporate management, and operational experience, as well as a deep understanding of the advertising industry and the nature of the Group’s customer relationships. The table below provides a summary of the relevant skills possessed by directors.

Skills	
Digital media	Global experience
Strategy / risk	Governance / risk
Management / leadership	Remuneration
Financial acumen	Media
Real estate / customer relations	Technology

Independence

Independent directors

REA Group considers a director to be independent when they are a non-executive director who is free of any business or other relationship that could materially interfere with – or could reasonably

be perceived to materially interfere with – the independent exercise of their judgement.

In the context of director independence, “materiality” is considered from both the Company and individual director perspective. The determination of materiality requires consideration of both quantitative and qualitative elements. An item is presumed to be quantitatively immaterial if it is equal to or less than 5% of the appropriate base amount. It is presumed to be material (unless there is qualitative evidence to the contrary) if it is equal to or greater than 10% of the appropriate base amount. Qualitative factors considered include whether a relationship is strategically important, the competitive landscape, the nature of the relationship and the contractual or other arrangements governing it, and other factors which point to the actual ability of the director in question to shape the direction of the Company’s strategy

The Board makes an assessment of the independence of each director upon their appointment and annually thereafter. Directors are required on an ongoing basis to disclose to the Board relevant personal interests and conflicts of interest. Upon any such disclosure, a director’s independence is reassessed. In accordance with the definition of independence above, and the materiality thresholds set, the following directors of REA Group are considered to be independent:

- > Mr Roger Amos
- > Ms Kathleen Conlon
- > Mr John D McGrath

Board composition

The *Board Charter* sets out that the Board is to comprise a minimum of three independent non-executive directors, together with a maximum of four directors appointed by News Limited (News Corp Australia), the majority shareholder of the Company, and the CEO.

Due to the size of the Company and the strategic relationship with its majority shareholder, News Corp Australia, the Board has determined that it is not appropriate to have a majority of independent directors on the Board. However, this decision does not preclude the appointment of additional directors in accordance with the Company’s Constitution, if deemed appropriate.

Chairman

The Chairman of the REA Group Board, Mr Hamish McLennan, is not assessed as an independent director as he has previously held an executive position with News Corp, the parent of the Company’s majority shareholder, and continues to sit on the Board as a nominee director of News Corp Australia. The Board is of the

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opinion that the Chairman has the necessary skills and experience to undertake the role notwithstanding his non-independent status.

There is a clear division of responsibility between the Chairman and the CEO. The Chairman's role is primarily to provide leadership to the Board, ensure the effective organisation and conduct of the Board, and facilitate Board discussions to ensure core issues facing the Company are addressed. The CEO's responsibilities are to conduct the day to day management and administration of the Company including the implementation of strategic objectives, plans and budgets approved by the Board. The details of their respective roles are clearly outlined in the Board Charter and the Board-approved delegated authority matrix.

Induction

All new Board members are given an induction pack containing detailed information on the Company and its operations. Each new Board member has the opportunity to meet with existing Board members and relevant senior executives and senior Company managers. All Board members are expected to maintain the skills required to discharge their respective roles.

Principle 3: Act ethically and responsibly

Code of conduct

REA Group has adopted a *Code of Conduct* to guide the standards of ethical behaviour expected of REA Group Directors, executives and employees in the performance of their work. In summary, the *Code of Conduct* requires compliance with the following minimum standards of behaviour: to treat each other respectfully, courteously and with dignity; to be fair and honest in dealings; to use REA Group property responsibly and in the best interests of the Company and its reputation; to be responsible for actions and accountable for their consequences; to respect the law and act accordingly; and to respect and adhere to REA Group's values.

A summary of the *Code of Conduct* is available on the Company's website. A full copy of the *Code of Conduct* is documented on the REA Group intranet and is supplemented by the REA Group Grievance Policy, and the REA Group Whistleblower Policy. The Group Grievance Policy details a process for resolving staff grievances so that work-related concerns and problems are dealt with fairly, sensitively and quickly; and the Whistleblower Policy facilitates the reporting by employees of anyone suspected of fraudulent or corrupt conduct, where an employee wishes to remain anonymous or feels unable to utilise the Grievance Policy.

Principle 4: Safeguard integrity in corporate reporting

Audit Committee

Purpose of the Audit Committee

The Board has established an Audit, Risk and Compliance Committee (ARC Committee) that operates under a charter, which was reviewed and approved by the Board in 2015, and is available on the Company's website. The ARC Committee has been established to review and make recommendations to the Board on areas including financial reporting, internal audit, risk management, compliance, external audit and related party transactions.

Composition of the Audit Committee

The ARC Committee is structured so that it has at least three members; consists only of non-executive directors; consists of a majority of independent directors; and is chaired by an independent Chair, who is not Chairman of the Board.

Technical expertise

The *ARC Committee Charter* states that the Committee will comprise a minimum of three non-executive directors who should be financially literate, have an understanding of financial statements and familiarity with financial management; and at least one director who is a qualified accountant or other financial professional with experience of financial and accounting matters. The current Committee composition meets these requirements.

The members of the ARC Committee during the year and up to the date of this statement were:

- > Mr Roger Amos (Chair of the Committee)
- > Ms Kathleen Conlon
- > Mr Peter Tonagh (reappointed on 20 August 2014 after his time as interim CEO)
- > Mr Hamish McLennan (13 March 2014 – 19 August 2014)

For details of the qualifications of the ARC Committee members refer to the Directors' Information on pages 30 – 31 of the 2015 Annual Report.

Responsibilities

The ARC Committee is responsible for reviewing and making recommendations to the Board on areas including the following:

1. The financial statements and reports intended for publication, including the annual statutory financial statements and the ASX financial reports at half year and full year;
2. The adequacy of accounting and business policies and practices, approving and ensuring appropriate application of new policies;

and revisions to existing policies to ensure compliance with Australian accounting standards;

3. Approval of the appointment and remuneration of the external auditor;
4. Facilitation of the external audit process and ensuring an appropriate response from management in addressing any issues raised by the external auditor; and
5. Developing and implementing the Board's policy on the provision of non-audit services provided by the external auditor.

Meetings

The *ARC Committee Charter* dictates that the number of meetings is to be determined by the Chair of the Committee in order to permit the Committee to fulfill its obligations, but shall not be less than three each year. Further, that the Company Secretary will attend and maintain minutes of each meeting.

For details of the number of meetings of the ARC Committee held during the year, and the attendees at those meetings, refer to Meetings of Directors on page 32 of the 2015 Annual Report.

Reporting

The Chair of the ARC Committee communicates the findings of the Committee to the Board after each meeting.

The ARC Committee meets at least twice a year with the external auditors to discuss the results of their work, fee arrangements and other work performed. To ensure that the auditor remains independent at all times, all non-audit work is authorised by the ARC Committee.

While the Company has not adopted a formal policy on the appointment of the external auditor, REA Group's external auditor has a policy of rotating its external audit partner every five years. The lead audit partner was last rotated during the 2012 financial year.

The external auditor attends each AGM and is available to answer shareholder questions at the AGM.

Financial statement

The Chief Executive Officer and the Chief Financial Officer have provided a written statement to the Board in accordance with s295A of the *Corporations Act 2001* (Cth) that their view provided on the Group's financial report is founded on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and that the Group's risk management and internal compliance and control system is operating effectively in all material respects in relation to financial reporting risks.

Principle 5: Make timely and balanced disclosure

Communication

In 2015, the Board reviewed and adopted the *REA Group Market Disclosure and External Communications Policy*, which sets out the key obligations of the Board and senior management to ensure that REA Group complies with its disclosure obligations under the ASX Listing Rules and the Corporations Act. The Board has overall responsibility for the establishment, implementation and supervision of the Company's continuous disclosure system, however, it has delegated authority to Authorised Spokespersons of the Company for market communications, including what information will be disclosed to the market via the ASX. The Authorised Spokespersons include the Chairman, the Chair of the ARC Committee, the CEO, the Chief Financial Officer, the Company Secretary, the Group Manager, Corporate Affairs & Communications and a specified delegate, nominated by the Chairman or the CEO for a specified purpose.

A copy of REA Group's *Market Disclosure and External Communications Policy* is available on the Company's corporate website.

Principle 6: Respect the rights of security holders

Shareholder communication

REA Group aims to communicate all important information relating to the Company to its shareholders. The Board has adopted a *Shareholder Communication Policy*, which sets out the means to enable REA Group to meet this aim including the following:

1. ASX announcements – announcements are made to the ASX in respect of annual and half-year results and on other occasions when the Company becomes aware of disclosable information.
2. The REA Group corporate website – copies of all Board Charters and policies are made available in the Corporate Governance section of the Company's website and all ASX and media releases are made available via the investor section of the website after they have been released to the ASX.
3. Shareholder communication – shareholders can sign up to receive ASX announcements via email and can contact Company representatives via email addresses listed on our website. Shareholders can also elect to communicate with the Company's share registry electronically.
4. Annual Report – the Annual Report is distributed to all relevant shareholders and includes relevant information about the operations of the Company during the year, changes in the state of affairs of the Company and details of future developments, in addition to other required disclosures.

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- Annual General Meeting – each shareholder receives a Notice of Meeting invitation to attend the Annual General Meeting and has the opportunity to attend and participate in the meeting.

Further, REA Group webcasts full year and half year financial results briefings made by the CEO and CFO.

A copy of the *Shareholder Communication Policy* is available as part of the REA Group Market Disclosure and External Communications Policy, on the Company's website.

Principle 7: Recognise and manage risk

Audit and Risk Committee

The Board is responsible for ensuring material risks facing the Company have been identified and that appropriate and adequate control, monitoring and reporting mechanisms are in place.

In August 2015, REA Group adopted a *Risk Management Policy* that is based on the requirements of the International Standard ISO 31000 Risk Management. The policy sets out the framework for risk management at REA Group. The *Risk Management Policy* is available on the Company's website.

Further, the Board has delegated the review of risk management, audit and compliance matters to the ARC Committee. As noted above, the ARC Committee has at least three members; consists only of non-executive directors; consists of a majority of independent directors; and is chaired by an independent Chair, who is not Chairman of the Board. The ARC Committee Charter has a section dealing with the monitoring and management of business, operational and financial risks, and the Company's ongoing risk management program. This is designed to ensure the adequacy and effectiveness of reporting and control systems, policies and guidelines, including the Company's business continuity plans and information systems, the Company's main corporate governance practices and the Company's legal, regulatory and ethical compliance programs and to ensure accountability at an executive level for risk oversight and management.

The ARC Committee met seven times in the 2015 reporting period.

The Board requires management to design and implement a risk management and internal control system to manage the Company's material business risks. The resulting Risk Management Framework (required by the *Risk Management Policy*), sets out the Group's processes of Risk Management including:

- Ongoing identification and assessment of risks that may materially impact the Group's objectives;
- Formulating risk treatment strategies, including assessment of internal controls, to manage identified risks; and

- Ongoing management and ARC Committee reporting on the operation and performance of the Risk Management Framework.

The Board also requires management to report to it on whether its material business risks are being managed effectively in accordance with the Risk Management Framework. During the reporting period, the ARC Committee held its annual risk day meeting in which senior management reported on their relevant material business risks and the work undertaken to mitigate these risks.

The ARC Committee/Board has reviewed the Company's risk management framework in the 2014/2015 reporting period and considers that it is sound.

Internal audit

Additionally, REA Group has an internal audit function which reports to the ARC Committee and the Chief Financial Officer. The ARC Committee is responsible for assessing the results and effectiveness of the internal audit programs and the performance and objectivity of the internal audit function; including recommending the appointment and/or dismissal of the Group Risk and Assurance Manager. The Group Risk and Assurance Manager meets regularly with the Chair of the ARC Committee in the absence of management. This function has full access to personnel and information and is independent of the external auditor.

Management of economic, environmental and social sustainability risks

There are a number of business risks that could materially impact the Company. A summary of these risks and the measures that the Company takes to mitigate them are contained in the 2015 Annual Report on page 40.

Principle 8: Remunerate fairly and responsibly

Remuneration Committee

Purpose of the HR Committee

The Board has delegated the functions of a remuneration committee, which is to review and make recommendations to the Board on the remuneration and performance of the Board and senior executives, to the HR Committee.

The HR Committee is responsible for establishing and maintaining an appropriate framework for remuneration within the Company. This function includes the determination of remuneration policies and of executives' remuneration based on individual performances and the financial and operating performance of the Company.

HR Committee Charter

The HR Committee acts in accordance with the terms of reference set out in the *HR Committee Charter*, approved by the Board.

The *HR Committee Charter* sets out the responsibilities of the HR Committee to review and make recommendations to the Board on:

1. Remuneration and performance of the Board;
2. Executive remuneration including the remuneration of the CEO and senior executives, remuneration incentive and KPI policies and guidelines for the business;
3. Superannuation arrangements; and
4. Guidelines for employee share plans.

The Charter confirms that no executive should be directly involved in deciding their remuneration.

A copy of the current *HR Committee Charter* is available on the Company's website.

Remuneration policy

For further details of the remuneration policies of the Company, please refer to the Remuneration Report on pages 44 – 55 of the 2015 Annual Report.

The non-executive directors' remuneration is fixed and non-executive directors do not participate in any "at risk" incentive plans. Remuneration paid to executives in the 2015 financial year includes fixed and variable components.

REA Group does not provide any scheme for retirement benefits, other than statutory superannuation, for non-executive directors.

Under the Corporations Act, key management personnel (including directors) are prohibited from entering into transactions in products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

Further details of the non-executive directors' remuneration and that of the CEO and senior executives can be found in the Remuneration Report on pages 44 – 55 of the 2015 Annual Report.

Equity-based remuneration

REA Group has a long term incentive plan designed to link shareholder value with long term executive decision making. All executives participate in the long term incentive plan. Further details of the long term incentive plan are included on pages 48 – 51 of the 2015 Annual Report.

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity

REA GROUP LIMITED

ABN/ARBN

54 068 349 066

Financial year ended

30 JUNE 2015

Our corporate governance statement² for the above period above can be found at:³

these pages of our annual report: _____

this URL on our website: <http://www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372>

The Corporate Governance Statement is accurate and up to date as 8 October 2015 and has been approved by the board.

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

Date here: 8 October 2015

Sign here: _____



~~Director~~/company secretary

Print name: Sarah Turner

¹ 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.

² "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.

³ 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.

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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
<u>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</u>			
1.1	<p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... 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):</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <u>OR</u></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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>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.</p>	<p>... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.5 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): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p> <p>... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> at this location: _http://www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p> <p>... 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: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i></p> <p>... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
		<i>Insert location here</i>	
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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
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):] ... 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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... 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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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.	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... where applicable, the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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.	<p>... the fact that we follow this recommendation:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input checked="" type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
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.	<p>... our code of conduct or a summary of it:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
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	<p>[If the entity complies with paragraph (a):] ... 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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
<p>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><input type="checkbox"/> at this location: http://www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... 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 OR</p> <p><input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	
<p>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.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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 OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
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 checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</i>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
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 this location: www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372	<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 OR <input type="checkbox"/> at this location: <hr/> <i>Insert location here</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><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</p>
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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
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> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
	<p style="text-align: center;"><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... 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: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	
<p>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.</p>	<p>... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<p>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.</p>	<p>[If the entity complies with paragraph (a):] ... how our internal audit function is structured and what role it performs: <input checked="" type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p> <p>[If the entity complies with paragraph (b):] ... 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: <input type="checkbox"/> in our Corporate Governance Statement OR <input type="checkbox"/> at this location: _____</p> <p style="text-align: center;"><i>Insert location here</i></p>	<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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...
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 checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
8.1 The board of a listed entity should: <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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p> <p>... and a copy of the charter of the committee:</p> <p><input type="checkbox"/> at this location:</p> <p>www.rea-group.com/irm/content/corporate-governance1.aspx?RID=372</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
	<p>executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></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 checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
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 checked="" type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</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 <u>NOT</u> followed the recommendation in full for the whole of the period above. We have disclosed ...	
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</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 OR</p> <p><input type="checkbox"/> at this location:</p> <p>_____</p> <p><i>Insert location here</i></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>