

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

GWA Group Limited

ABN / ARBN:

15 055 964 380

Financial year ended:

30 June 2018

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

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These pages of our annual report:

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This URL on our website:

<http://www.gwagroup.com.au/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 30 June 2018 and has been approved by the Board.

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

Date: 14 September 2018

Name of Director or Secretary authorising
lodgement:



Richard Thornton
Executive Director

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. You can, if you wish, delete the option which is not applicable.

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

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

| Corporate Governance Council recommendation | | We have followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|--|
| 1.1 | A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at this location: http://www.gwagroup.com.au/corporate-governance |
| 1.2 | A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 1.3 | A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 1.4 | The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 1.5 | A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. | ... the fact that we have a diversity policy that complies with paragraph (a): <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> at this location: http://www.gwagroup.com.au/corporate-governance/policies ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 1.6 | A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | ... the evaluation process referred to in paragraph (a): <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and the information referred to in paragraph (b): <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 1.7 | A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. | ... the evaluation process referred to in paragraph (a): <input checked="" type="checkbox"/> in our Corporate Governance Statement ... and the information referred to in paragraph (b): <input checked="" type="checkbox"/> 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 ... |
|--|--|
| <p>2.1 The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.gwagroup.com.au/corporate-governance/policies</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Refer to the Directors' Report included in the 2018 Annual Report</p> <p>http://www.gwagroup.com.au/investor-relations/annual-reports</p> <p>[If the entity complies with paragraph (b):] N/A</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> |
| <p>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> | <p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>2.3 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</p> <p>... and, where applicable, the information referred to in para (b): N/A</p> <p><input type="checkbox"/> in our Corporate Governance Statement</p> <p>... and the length of service of each director:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>2.4 A majority of the board of a listed entity should be independent directors.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>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> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <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> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>3.1 A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p> | <p>... our code of conduct or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location</p> <p>http://www.gwagroup.com.au/corporate-governance/policies</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|--|
| <p>4.1 The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.gwagroup.com.au/corporate-governance/policies</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Refer to the Director Profiles and Directors' Report included in the 2018 Annual Report</p> <p>http://www.gwagroup.com.au/investor-relations/annual-reports</p> <p>[If the entity complies with paragraph (b):] N/A</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</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</p> |
| <p>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> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>5.1 A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.gwagroup.com.au/corporate-governance/policies</p> |
| <p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p> | <p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.gwagroup.com.au/corporate-governance</p> |
| <p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p> | <p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| <p>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> | <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</p> |

| Corporate Governance Council recommendation | | We have followed the recommendation in full for the whole of the period above. We have disclosed ... |
|---|--|---|
| 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. | ... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement |
| 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</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location: http://www.gwagroup.com.au/corporate-governance/policies</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location: Refer to the Directors' Report included in the 2018 Annual Report http://www.gwagroup.com.au/investor-relations/annual-reports</p> <p>[If the entity complies with paragraph (b):] N/A</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> |
| 7.2 | <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p> | <p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> |
| 7.3 | <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>[If the entity complies with paragraph (b):] N/A</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> |
| 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</p> |

| Corporate Governance Council recommendation | We have followed the recommendation in full for the whole of the period above. We have disclosed ... |
|--|--|
| <p>8.1 The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | <p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>http://www.gwagroup.com.au/corporate-governance/policies</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Refer to the Directors' Report included in the 2018 Annual Report</p> <p>http://www.gwagroup.com.au/investor-relations/annual-reports</p> <p>[If the entity complies with paragraph (b):] N/A</p> <p>... the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p><input type="checkbox"/> in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> at [insert location]</p> |
| <p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</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 AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Refer to the Remuneration Report included in the 2018 Annual Report</p> <p>http://www.gwagroup.com.au/investor-relations/annual-reports</p> |
| <p>8.3 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 AND</p> <p><input checked="" type="checkbox"/> at this location:</p> <p>Refer to the Remuneration Report included in the 2018 Annual Report</p> <p>http://www.gwagroup.com.au/investor-relations/annual-reports</p> |



Corporate Governance Statement

Introduction

The Board of Directors is responsible for the corporate governance of GWA Group Limited (the Group) which is an essential role of the Board. The Group's corporate governance practices have been in place since listing and are constantly reassessed in the light of experience, contemporary views and guidelines on corporate governance practices. The Board adopts practices it considers to be superior and which will lead to better outcomes for the Group's shareholders.

The Board supports The Third Edition of the Corporate Governance Principles and Recommendations (the recommendations) of the ASX Corporate Governance Council. The Board confirms that the current corporate governance practices of the Group meet or exceed these recommendations. The Group's corporate governance disclosures have been prepared in accordance with the Third Edition of the recommendations of the ASX Corporate Governance Council. Additional disclosures have also been provided to enhance the transparency of the Group's corporate governance practices.

This statement was approved by the Board of GWA Group Limited and is current as at 30 June 2018. The statement is available on the Group's website at www.gwagroup.com.au under Corporate Governance.

Principle 1 – Lay solid foundations for management and oversight

Role of the Board and Management

The Board is responsible for the long-term growth and financial performance of the Group. The Board charts the strategic direction of the Group and monitors executive and senior management performance on behalf of shareholders. To achieve this, the Board is engaged in the following activities:

- Providing input and final approval of corporate strategies and performance objectives developed by executives and senior management
- Approval and monitoring of financial and other reporting
- Monitoring of executive and senior management performance, including the implementation of corporate strategies, and ensuring appropriate resources are available
- Appointment and monitoring of the performance of the Managing Director
- Ensuring that the Group has appropriate systems of risk management and internal controls, reporting mechanisms and delegation authority limits in place
- Liaison with the Group's external and internal auditors through the Audit and Risk Committee
- Approval and monitoring the progress of major capital expenditure, capital management, acquisitions and divestments
- Any other matters required to be dealt with by the Board from time to time depending upon circumstances of the Group
- Other matters referred to in the Board and Board Committee charters

The Board operates under a charter that details the functions and responsibilities of the Board. The charter is reviewed annually to ensure it remains consistent with the Board's objectives

and responsibilities. Refer to the Group's website at www.qwagroup.com.au under Corporate Governance Policies for a copy of the charter.

Management is responsible for the implementation of corporate strategies and performance objectives and all aspects of the day to day running of the Group. Management are also responsible for ensuring the Group operates within the risk parameters set by the Board and for providing the Board with accurate and timely information to enable the Board to carry out its duties.

Delegations Policy

The Board has approved a Delegations Policy which clearly outlines the authorities of the Board and those which have been delegated to executive and senior management covering all management activities. The policy ensures that the executives and senior management understand the authorities delegated by the Board and are accountable to the Board for its compliance. Annual reviews are conducted on the appropriateness of the delegated authorities and any material breaches are reported to the Board.

Background Checks

Before the appointment of directors and executives, the Group ensures that appropriate background checks are conducted as to the person's character, experience, education, criminal record and bankruptcy history. This is an important step in the recruitment process to ensure the appointment of suitable candidates to the director and executive roles.

All material information relevant to the election or re-election of directors is provided to shareholders in the director profiles which are included in the Explanatory Memorandum to the Notice of Annual General Meeting. The following information is provided to shareholders:

- Details of the qualifications, skills and experience of directors
- Details of any other directorships held by directors
- The term of office currently served by the director (if any)
- A statement if the Board considers the director independent
- A statement on whether the Board supports the election or re-election of the director
- Any other material information advised to shareholders that is relevant to the decision on whether to elect or re-elect the director

Letter of Appointment

New directors of the Group are provided with a formal letter of appointment which outlines the key terms and conditions of their appointment. Similarly, executives including the Managing Director, Executive Director and Chief Financial Officer have formal job descriptions and letters of appointment describing their salary arrangements, rights and responsibilities and entitlements on termination.

A comprehensive induction program is provided to directors, executives and senior management to ensure full understanding of the Group, its policies and procedures and the industry within which it operates.

Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board including all corporate governance matters. The Company Secretary is responsible for the compilation and dispatch of the agenda and papers for each Board and Committee meeting. The Company Secretary prepares the draft minutes for each meeting, which are tabled at the next Board meeting for review and approval. The

Company Secretary and the directors communicate regularly on all Group and governance matters.

Diversity in the Workforce

GWA is committed to promoting diversity and inclusion through the implementation of targeted employment policies and initiatives to achieve a diverse workforce. The Board understands that significant benefits arise from increasing the pool of diverse talent across the business.

In 2012, the Board established a number of measurable objectives to promote and encourage increased diversity and in particular, to improve the representation of females within the workforce. The measurable objectives are assessed annually and are reported in the Corporate Governance Statement which is available on the Group's website.

These objectives and supporting actions are:

1. Increase the percentage of females employed by GWA

- Ensure the recruitment process and practices continue to comply with equal opportunity principles
- Provide recruitment training for managers ensuring a focus on equal opportunity and avoiding 'unconscious bias'

2. Provide and promote flexible work practices to attract and retain female employees

- Continue to promote awareness of current flexible work practices available in the Group to existing employees and potential candidates
- Investigate and implement any additional flexible work arrangements appropriate to the needs of employees with families

3. Succession planning and high potential employee development

- Ensure high potential female employees are identified as part of the Group's succession planning process and actively developed for career progression

In FY18 a Talent Acquisition Specialist was appointed to increase our ability to attract diverse talent, embed our employee value proposition and create career paths for our employees.

The Group continues to review employment policies and practices to ensure that, among other things, flexibility is offered to attract and retain talent. GWA fully supports flexible working arrangements and many employees take advantage of this policy to work from home or to work flexible hours. A purchased leave plan is also in place which allows employees to "purchase" additional leave of up to four weeks per year via salary sacrifice.

During FY18 the Group had regular talent reviews with a view to strengthen our succession plans. As outlined in the Group's 2018 Workplace Gender Equality Report, the overall workforce consists of 37% female which is an increase of two percentage points from 2017 (2017: 35%). In addition, female representation across all levels of management has increased versus the prior year including two females appointed to the Executive Leadership Team in FY18.

The following table is a summary of the Group's workplace profile at 31 March 2018:

| Title | % Female | % Male |
|-----------------------------------|-----------------|---------------|
| Board | 13% | 87% |
| Key Management Personnel | 33% | 67% |
| Other executives/General Managers | 25% | 75% |
| Senior Managers | 24% | 76% |
| Other Managers | 17% | 83% |
| Total - Management | 20% | 80% |
| Total - Non-Management | 41% | 59% |
| Overall Totals | 37% | 63% |

In May 2018, the Group lodged its 2018 Workplace Gender Equality Report with the Workplace Gender Equality Agency in accordance with the *Workplace Gender Equality Act 2012*. The Group notified its employees and employee organisations of the lodgment of the report and advised how it may be accessed. The Group also allowed employees and employee organisations to make comments on the report. The report is available on the Group's website under Gender Equality Reporting. The Group received notification during September 2018 that it is compliant with the *Workplace Gender Equality Act 2012*.

While gender diversity is a priority, it is also important to promote a workplace employee profile that delivers competitive advantage through diversity of thought, experience and perspective. Currently 50% of the Group's workforce is over the age of 45 and the average new hire age is 40. To continue to be a relevant, adaptive and innovative organisation, a balance of multi-generational employees is integral to ensuring the Group remains future focused. There will be an increased focus on building a pipeline of younger talent through increased graduate or early career hires.

GWA continues to support a progressive approach to embedding diversity in the organisation, and our Diversity and Inclusion Policy is available on the Group's website.

Performance Evaluation - Directors

The Nomination and Remuneration Committee conducts an annual evaluation of the performance of the Board, the Board Committees and the individual Board members to determine whether they are functioning effectively by reference to current good practice. The performance evaluation is conducted by the Chairman of the Board through open discussions with the Board members and detailed questionnaires as required. Any issues or improvement opportunities identified from the performance evaluation are actioned.

During FY18 a performance evaluation of the Board was conducted by the Chairman in accordance with the evaluation process.

Performance Evaluation – Executives

Performance reviews of executives are conducted formally on a bi-annual basis. The performance review process is critical to the development of executives and enables performance issues to be addressed. The Group has identified core competencies for the key roles in the organisation and these are incorporated into individual job descriptions. During the performance review process, the performance of executives is assessed against the business objectives, core competencies and personal goals.

Measurable personal financial and business improvement goals are established during the performance review process which are aligned with the Group's strategy and priorities. The achievement of both financial and personal goals is incorporated into the Group's Short-Term Incentive Plan as outlined in the Remuneration Report.

During FY18 performance reviews of executives were conducted in accordance with the performance review process.

Principle 2 – Structure the Board to add value

Board Meetings

The Board meets at least nine times each year for scheduled meetings and may, on other occasions, meet to deal with specific matters that require attention between scheduled meetings. Together with the Board Committees, the directors use the Board meetings to challenge, understand and review the business performance and operational issues. To assist with the Board's understanding of the business, the Board regularly conducts Board meetings at various business locations followed by management presentations and site tours.

Divisional management are required to regularly attend and present at Board meetings on strategy, divisional operational issues, and performance. Regular group strategy meetings are held with the Board which enables the directors to review corporate strategy and performance with the executives. This ensures that the Board is effectively carrying out its duties of providing input and approving corporate strategies and performance objectives. The Chief Financial Officer is required to attend Board meetings to answer questions from the directors on financial performance, accounting, risk management, treasury, Information Technology and other matters.

Composition of the Board

The Board presently comprises 7 directors, 5 of whom, including the Chairman and Deputy Chairman, are non-executive directors and 2, the Managing Director and Executive Director, are executive directors.

The profiles of the directors are set out in the Annual Report. The profiles outline the skills, experience and expertise of each Board member, including the period of office held by each director.

The composition of the Board is determined by the Nomination and Remuneration Committee and, where appropriate, external advice is sought. The following principles and guidelines are adhered to:

- The Board should maintain a majority of non-executive directors
- The Board should consist of a majority of independent directors
- The Chairperson should be an independent director
- The role of Chairperson and Managing Director should not be exercised by the same individual
- Non-executive directors should not be involved in management of the day to day operations of the Group
- All Board members should be financially literate and have relevant experience in the industries in which the Group operates

Board Skills and Experience

The business strategy of the Group has transitioned from that of an Australian manufacturer to that of a designer, importer and distributor of branded building products and solutions. The current Board represents a diverse range of professional backgrounds, experience and perspectives as outlined in the director profiles in the Annual Report. The possessed skills align with the current business strategy of the Group.

The Board's collective skills and experience include:

- supply chain and distribution
- marketing and branding
- retail industry knowledge and experience
- consumer focused business transformation
- digital and information technology
- corporate and financial management
- accounting and taxation
- insurance and financial services
- CEO and general management experience
- Human resources management
- legal, governance and regulation
- risk management

To the extent that any skills are not represented on the Board, they are augmented through management and, as required, external advisers.

Re-Election of Directors

In accordance with the Group's constitution, at each Annual General Meeting, a number of directors will face re-election. One third of the Board (excluding the Managing Director and any director not specifically required to stand for re-election) must stand for re-election. In addition, no director (other than the Managing Director) may hold office for more than three years without standing for re-election and any director appointed by the Board since the last Annual General Meeting must stand for re-election at the next Annual General Meeting. All retiring directors are eligible for re-election.

Independence of Directors

The Board considers that the non-executive directors must be independent from management and free of any business or other relationship that could interfere, or reasonably be perceived to interfere, with the exercise of their unfettered and independent judgement.

In considering the relationships which may affect independent status as outlined in The Third Edition of the recommendations of the ASX Corporate Governance Council, it has been determined that the Group's non-executive directors are independent. Therefore, the Board comprises 5 independent directors and 2 non-independent directors (being the Managing Director and Executive Director) which meets the recommendation of the ASX Corporate Governance Council of having a majority of the Board comprising independent directors.

The following table outlines the Group's directors considered to be independent:

| Director | Role | Length of Service | Non-Executive | Independent |
|-----------------|------------------------|--------------------------|----------------------|--------------------|
| D McDonough | Chairman | 9 years | Yes | Yes |
| J Mulcahy | Deputy Chairman | 8 years | Yes | Yes |
| T Salt | Managing Director | 2 years | No | No |
| P Birtles | Non-Executive Director | 8 years | Yes | Yes |
| R Thornton | Executive Director | 9 years | No | No |
| J McKellar | Non-Executive Director | 2 years | Yes | Yes |
| S Goddard | Non-Executive Director | 2 years | Yes | Yes |

The Board is responsible for ensuring that the action of individual directors in the Boardroom is that of independent persons. The Board distinguishes between the concept of independence

and issues of conflict of interest or material personal interest which may arise from time to time – refer Conflicts of Interest below.

In recognising the importance of the independence of directors and the immediate disclosure of conflicts of interest, the Board has included both matters as permanent items on the agenda at Board meetings. Any independence or conflict of interest issues that arise must be disclosed to the Chairman prior to each Board meeting. The disclosure is recorded in the Register of Directors' Interests and in the Board minutes.

Selection and Appointment of Directors

The Nomination and Remuneration Committee is responsible for the selection and appointment of directors. In the circumstances where there is a need to appoint a director, whether due to the retirement of a director, growth of the Group, or changed circumstances of the Group, certain procedures will be followed including the following:

- Determination of the skills and experience appropriate for an appointee, having regard to the Group's business strategy, the skills and experience of the existing directors and other likely changes to the Board
- Upon identifying a potential appointee, consider the competency and qualifications, independence, other directorships, time availability, and the effect that their appointment would have on the overall balance of the composition of the Board
- Consideration of the need for Board diversity and whether the potential appointee furthers the Board's objective of achieving a diverse workforce in accordance with its Diversity Policy
- The Board members consent to the proposed appointee

Details of the skills, experience and expertise of each director are outlined in the director profiles in the Annual Report.

Board Succession Planning

The Board has established succession plans for the retirement of individual Board members to ensure an appropriate balance of skills, experience and expertise on the Board. The Board views director renewal as an essential process to ensure optimal Board performance. The Board is also mindful of the need to increase diversity of the Board for future director appointments.

Following a Board succession process in 2016, the Chairman announced the retirements of Robert Anderson and Bill Bartlett as Non-Executive Directors effective from the conclusion of the 2016 and 2017 Annual General Meetings respectively. The Chairman also announced the appointments of Jane McKellar and Stephen Goddard as Non-Executive Directors effective from the conclusion of the 2016 Annual General Meeting and both were re-elected as Non-Executive Directors at the 2017 Annual General Meeting.

Induction Program

The Nomination and Remuneration Committee is responsible for ensuring that an effective induction program for new directors is in place and regularly reviewed to ensure its effectiveness. The Board has developed a comprehensive induction program for new directors to allow new appointees to participate fully and actively in Board decision making. The Board views the induction program as critical in enabling new directors to gain an understanding of the Group and the markets in which it operates. The Company Secretary assists with the induction program for directors to ensure the Group's corporate governance practices are understood. The Group also supports appropriate professional development opportunities for directors to enable them to enhance their skills and knowledge.

Conflicts of Interest

The directors are required to disclose to the Board any relationships from which a conflict of interest might arise. A director who has an actual or potential conflict of interest or a material personal interest in a matter is required to absent himself from any meeting of the Board or Board Committee, whenever the matter is considered. In addition, the director does not receive any Board papers or other documents in which there is a reference to the matter.

This process is applied to business and trading relationships, dealings with the directors, dealings with companies with common directors and dealings with any significant shareholders of the Group.

The materiality thresholds used for the determination of independence and issues of conflict of interest has been considered from the point of view of the Group and directors. For the Group, a relationship which accounts for 5% or more of its revenue is considered material. For a director, a relationship which accounts for 5% or more of the total income of a director is considered material. Directors' fees are not subject to this test.

Access to Independent Advice

Directors and the Board Committees have the right in connection with their duties and responsibilities to seek independent advice at the Group's expense. Prior approval of the Chairman is required, but this will not be unreasonably withheld. Where appropriate, directors share such advice with the other directors.

Principle 3 – Act ethically and responsibly

Code of Conduct and Values

The Group's objective is to conduct its business with the highest standards of personal and corporate integrity consistent with the cultural values of the organisation. To assist employees in achieving this objective, the Group has developed a comprehensive Code of Conduct which guides the behaviour of directors, officers and employees (including executives) and demonstrates the commitment of the Group to ethical practices. The Group has also established Cultural Pillars and Social Contract which outlines the company values and how this is applied to business activities and the high standards of behaviour expected in the business in order to achieve the Group's objectives.



The Code of Conduct, Cultural Pillars and Social Contract are incorporated as part of new employees' induction training and new employees must acknowledge their understanding and compliance with the Code of Conduct and the Group's policies and procedures. Any suspected breach of the Code of Conduct is investigated accordingly.

The Code of Conduct states the values and policies of the Group and complements the Group's risk management and internal control practices. The Code of Conduct is supported by the Group's Whistleblowing Policy and system of reporting activity suspected of breaching the Code of Conduct. The Code of Conduct is reviewed annually and updated to ensure that it reflects current good practice and to promote the ethical behaviour of all employees. Refer to the Group's website at www.gwagroup.com.au under Corporate Governance Policies for a copy of the Code of Conduct.

Share Trading Policy

The Board has approved a Share Trading Policy which complies with the ASX Listing Rules. The policy limits the trading periods for directors and executives in the Group's securities to 30 days after each full year/half year results announcement and Annual General Meeting, and provided they are not in the possession of unpublished insider information.

Outside of these trading periods, the directors, executives and other 'potential insiders' are prohibited from trading in the Group's securities unless 'exceptional circumstances' exist and prior written approval of the Chairman (in the case of the directors) or Managing Director (in the case of the executives) has been obtained. 'Exceptional circumstances' mean severe financial hardship or other circumstances considered to be exceptional, including a court order or court enforceable undertaking in a bona fide family settlement or some other overriding legal or regulatory requirement to transfer the Group's securities.

The Share Trading Policy requires directors to notify the Company Secretary within two business days after trading, to enable the Company Secretary to lodge the required disclosures with the Australian Securities Exchange. Refer to the Group's website at www.gwagroup.com.au under Corporate Governance Policies for a copy of the Share Trading Policy.

Principle 4 – Safeguard integrity in corporate reporting

Audit and Risk Committee

The Audit and Risk Committee meets as required and at least four times throughout the year. For membership and attendance details of the Audit and Risk Committee, refer to the Directors' Report. The qualifications and experience of each member of the Audit and Risk Committee is outlined in the director profiles in the Annual Report.

The composition of the Audit and Risk Committee is based on the following principles:

- The Committee should consist of non-executive directors only
- The Committee should consist of a majority of independent directors
- The Chairperson of the Committee should be an independent director and not the Chairperson of the Board
- The Committee should consist of at least three members
- The Committee should include members who are financially literate with at least one member who has financial and accounting related expertise

The Audit and Risk Committee is governed by a charter which outlines the Committee's role and responsibilities, composition, structure and membership requirements. The charter is

reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities. Refer to the Group's website at www.gwagroup.com.au under Corporate Governance Policies for a copy of the charter. A detailed Terms of Reference has been developed to ensure the Audit and Risk Committee meeting agenda is consistent with the Committee's role and responsibilities as outlined in the charter.

The External Auditor, Internal Auditor, Managing Director, Chief Financial Officer, Company Secretary, other executives and senior management (as required) attend Audit and Risk Committee meetings, by invitation, to present the relevant statutory information, Financial Statements, reports, and to answer the questions of the members. At the Audit and Risk Committee meetings, the members will meet with the External Auditor and Internal Auditor without management present and also with the Managing Director and Chief Financial Officer without the External Auditor and Internal Auditor present.

The main responsibilities of the Audit and Risk Committee include:

- Review of financial statements and external financial reporting
- Assess the management processes supporting external reporting
- Assess whether the external reporting is adequate to meet the information needs for shareholders
- Recommendations on the appointment and removal of the External Auditor and Internal Auditor
- Review and monitor the performance and independence of the external audit function
- Review of tax planning and tax compliance systems and processes
- Review and monitor risk management and internal compliance and control systems
- Assess the performance and objectivity of the internal audit function
- Reporting to the Board on the Committee's role and responsibilities covering all the functions in its charter

The Company Secretary prepares the draft minutes for each Audit and Risk Committee meeting, which is tabled at the next Audit and Risk Committee meeting for review and approval. The draft minutes are also included in the Board papers for the next Board meeting following the Audit and Risk Committee meeting.

Certification of Financial Reports

The Managing Director and Chief Financial Officer state in writing to the Board at each reporting period that, in their opinion:

- The financial records of the Group have been properly maintained;
- The financial reports present a true and fair view of the Group's financial position and performance;
- The financial reports comply with Accounting Standards; and
- The opinion has been formed on the basis of a sound system of risk management and internal compliance and control which is operating effectively.

The statements from the Managing Director and Chief Financial Officer are based on a formal sign-off framework established throughout the Group and reviewed by the Audit and Risk Committee as part of the financial reporting process.

External Auditor Independence

The Board recognises the importance of an independent external audit firm to ensure that the audit function delivers, for the benefit of the Board and all other stakeholders, an unbiased confirmation of both the Financial Statements and the state of affairs of the Group. Consistent with the Board's commitment to an independent audit firm, a policy has been approved by the

Board on the role of the External Auditor, which is designed to ensure the independence of the external audit function, including audit partner rotation requirements.

The Audit and Risk Committee reviews the independence of the external audit function annually and makes a recommendation to the Board on continuing independence. As part of this review, the Audit and Risk Committee examines the non-audit roles performed by the External Auditor to satisfy itself that the auditor's independence is not compromised. Whilst the value of non-audit services could, in extreme cases, compromise audit independence, more important is to ensure that the External Auditor is not passing an audit opinion on the non-audit work of its own firm.

As a further measure to ensure the independence of the external audit function, the Chairman of the Audit and Risk Committee must pre-approve all audit services provided by the External Auditor and all non-audit services.

During the year, the Group's External Auditor, KPMG, provided an Auditor Independence Declaration to the Board (refer to the 2018 Annual Report) that, to the best of their knowledge and belief, there have been no contraventions of:

- The auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- Any applicable code of professional conduct in relation to the audit.

In considering the KPMG independence declaration and the recommendation of the Audit and Risk Committee, the Board was satisfied with the continuing independence of the external audit function. For details of the non-audit roles performed by KPMG during the year, please refer to the Auditors' Remuneration note to the Financial Statements.

Selection and Appointment of External Auditor and Rotation

Following shareholder approval at the 2004 Annual General Meeting, KPMG was appointed External Auditor for the financial year commencing 1 July 2004 after a comprehensive tender process conducted by the Audit and Risk Committee. KPMG has advised the Group that their policy of audit partner rotation requires a change in the Lead Engagement Partner and Review Partner after a period of five years. The current KPMG Lead Engagement Partner is Ms Julie Cleary who was appointed on 1 July 2015.

AGM Attendance

The External Auditor attends the Annual General Meeting and is available to answer questions from shareholders about the conduct of the external audit and the preparation and content of the Independent Auditor's Report. Shareholders attending the Annual General Meeting are made aware they can ask questions of the External Auditor concerning the conduct of the audit.

Principle 5 – Make timely and balanced disclosure

The Group is committed to ensuring the timely disclosure of material price sensitive information through compliance with the continuous disclosure obligations in the ASX Listing Rules and the *Corporations Act 2001*. The Group includes continuous disclosure as a permanent item on the agenda for Board meetings. The Board has approved a Continuous Disclosure Policy to ensure the Group complies with the continuous disclosure requirements and to ensure accountability at the executive and senior management level for that compliance. Refer to the Group's website at www.gwagroup.com.au under Corporate Governance Policies for a copy of the Continuous Disclosure Policy.

The Managing Director is the Group's Continuous Disclosure Compliance Officer and is responsible for ensuring compliance with the continuous disclosure requirements and overseeing and authorising disclosure of information to the ASX. All ASX and/or media releases which contain material price sensitive information must be approved by the Board prior to release to the ASX.

The Company Secretary coordinates the communications with the ASX including ensuring compliance with regulatory requirements and overseeing information released to the ASX, shareholders and other interested parties. In the Company Secretary's absence, the Chief Financial Officer fulfills this role. Announcements made to the ASX are published on the Group's website immediately after release.

Principle 6 – Respect the rights of security holders

The Group is committed to ensuring shareholders and the financial markets are provided with full, open and timely information about its activities. This is achieved by the following:

- Ensuring that shareholder communications (including the Annual Report and Notice of Annual General Meeting) satisfy relevant regulatory requirements and guidelines. The Group is committed to producing shareholder communications in plain English with full and open disclosure of the Group's policies and procedures, operations, strategy and performance.
- Ensuring that shareholders have the opportunity to receive external announcements by the Group through the corporate website at www.gwagroup.com.au. All Group announcements and information released to the market (including half and full year results) are located on the website and may be accessed by shareholders. There is a Corporate Governance section on the website which outlines the Group's governance practices and policies and other information such as the Group's carbon emissions and energy usage reporting, gender equality reporting, information on workplace health and safety performance and tax transparency reporting.
- As an initiative to assist with the provision of timely information to shareholders and other stakeholders about the strategy and financial performance of the Group, the half and full year results presentations, Annual General Meeting and Investor Market Briefings are webcast via the Group's website at www.gwagroup.com.au. Shareholders are also able to access historical webcasts on the Group's website.
- The Board is committed to the use of electronic communications with shareholders to reduce the environmental impact and costs. Shareholders can elect to receive Group communications electronically. Annual Reports are no longer printed and mailed to shareholders, unless specifically requested. Annual Reports are made available to shareholders on the Group's website at www.gwagroup.com.au in an accessible and user-friendly format including an interactive Annual Report. Shareholders are sent the Notice of Annual General Meeting and Proxy Form, which includes details on accessing the online Annual Report and instructions for casting proxy votes electronically.
- The Group encourages shareholders to attend and participate at the Annual General Meeting to canvass the relevant issues of interest with the Board. An opportunity is given at the Annual General Meeting for shareholders to ask questions on the Group's financial reports and business strategy, operations and performance. If shareholders are unable to attend the Annual General Meeting personally, they are encouraged to participate through proxy voting. The Group has implemented online proxy voting to make it easier for shareholders to lodge their proxy votes if they are unable to attend the Annual General Meeting. The Group endeavours to set the timing and the location of the Annual General Meeting so that it is convenient for shareholders generally. The voting on proposed

resolutions at the Annual General Meeting is conducted by way of a poll to ensure that all shareholders are provided with the opportunity to vote on resolutions.

- The Group has developed an investor relations program to facilitate effective communications with investors. The Group actively engages with institutional and private investors, broking analysts and the financial media on the Group's operations, performance, governance and prospects, and to provide an opportunity for investors to express their views or concerns about the Group. At all times the Group ensures compliance with the continuous disclosure obligations in the ASX Listing Rules and the *Corporations Act 2001*.

Principle 7 – Recognise and manage risk

The Board recognises that effective risk management processes help ensure the business is more likely to achieve its business objectives and that the Board meets its corporate governance responsibilities. In meeting its responsibilities, the Board has ensured that management has put in place comprehensive risk management policies and practices across the Group. The Board conducts annual reviews of the Group's risk management framework to ensure that it continues to be sound. During FY18, the Audit and Risk Committee conducted a review of the Group's risk management framework to ensure it is working effectively and within the risk parameters set by the Board.

Such risk management processes include defining the risk oversight responsibilities of the Board and the responsibilities of management in ensuring risks are both identified and effectively managed. Whilst ultimate responsibility for risk oversight rests with the Board, the Audit and Risk Committee is the delegated mechanism for focusing the Group on risk oversight, risk management and internal controls. The Audit and Risk Committee reports to the Board on risk management and internal control matters in accordance with its main responsibilities as outlined in the Audit and Risk Committee Charter.

For further details of the Audit and Risk Committee composition and responsibilities, refer to the Audit and Risk Committee disclosures under Principle 4 - Safeguard integrity in corporate reporting.

The Audit and Risk Committee is supported in managing risk through the combined activities of the following:

- Executive Risk Committee (ERC) comprising the executive and senior management of the Group which has been established to identify business risks in the organisation and review status and risk mitigation activities. Formal enterprise risk profiles have been prepared for the businesses and these are reviewed, at a minimum, half yearly by the ERC. The major business risks are reported to the Audit and Risk Committee at the May and November meetings together with risk mitigation activities. The ERC reports to the Audit and Risk Committee on its activities as outlined in the ERC charter;
- Enterprise risk profiles have been developed for the Group and its division which are regularly reviewed and updated as part of the strategic planning process together with mitigation actions. The identified risks are analysed based on their potential impact and likelihood of occurrence and mitigation responses are put in place to manage the risks. Updates to the enterprise risk profiles form part of the agenda for the quarterly business reviews and strategy planning sessions with the Managing Director and Chief Financial Officer. An enterprise risk update for major risks is prepared for the Audit and Risk Committee at the May and November meetings.
- Finance Risk Committee comprising the executive and senior financial management of the Group meets quarterly to monitor the financial risks in the organisation, oversee the execution of Group policies in relation to finance risk and measure the impact of both the

underlying risks and the mitigation strategies employed. Financial risks include liquidity and funding, interest rates, foreign currency, credit and legal risks. The Finance Risk Committee reports to the Audit and Risk Committee on its activities as outlined in the Finance Risk Committee charter;

- Chief Financial Officer who has primary responsibility for designing, implementing and coordinating the overall Group risk management and internal control practices. The Chief Financial Officer attends the Audit and Risk Committee meetings and presents bi-annually, the Chief Financial Officer's Report. The Chief Financial Officer has the authority to report directly to the Board or Audit and Risk Committee on any matter at any time;
- General Manager Supply Chain and National Workplace Health and Safety Manager who have specific responsibilities in respect of operational risks including workplace health and safety, business continuity, environmental, sustainability and industrial relations risks. The National Workplace Health and Safety Manager prepares a workplace health and safety report for the monthly Board meetings and is regularly required to attend and present at Board meetings on Group workplace health and safety strategy and performance;
- General Manager, Business Transformation & Technology and Group IT Risk & Security Manager who have specific responsibilities in respect of the Group's information technology security and risk environment including cyber security risks. The General Manager, Business Transformation & Technology and IT Risk & Security Manager attend and present at Audit and Risk Committee meetings as required;
- Company Secretary who is responsible for putting in place adequate insurances to cover the major group insurable risks including property and business interruption, public and products liability, product recall and directors and officers liability insurances. The Group's insurance brokers are AON Risk Services who assist with arranging the insurances and claims management. The insurance policies are placed with reputable insurers with appropriate coverage, limits and deductibles.
- Internal Audit activities are carried out by a combination of internal and appropriately qualified external resources from PWC based on an annual program of work approved by the Audit and Risk Committee. The internal audit function provides both management and the Board with independent objective assurance in relation to the adequacy of the design, and effectiveness of the implementation of the Group's governance, risk management, internal control, key business processes and compliance systems and their operational effectiveness. The Internal Audit function has independent access to the Audit and Risk Committee and is independent of the External Audit function;
- External Audit activities undertaken by the External Auditor, KPMG, to review internal controls as part of their half year review and end year audit procedures. Internal control weaknesses are identified by the External Auditor and communicated to management to address through a formal reporting process. The actions taken by management are reviewed by the Chief Financial Officer and Group Financial Controller as part of the stewardship review process, on a quarterly basis, and for the half and full year accounts.

The Group has implemented risk management software across the Group for the purpose of identifying and managing workplace health and safety, business continuity and environmental risks. The software is a critical tool for executives and senior management and has enhanced the identification, reporting and monitoring of actions in this important area.

Risk management is embedded in the Group's policies and procedures which have enabled the Group to pro-actively identify and manage all types of risk within the organisation. The Board aims to continually evaluate and re-assess the risk management and internal control practices of the Group to ensure current good practice is maintained and to preserve and create long-term value within the organisation.

Certification of Risk Management Controls

In conjunction with the certification of financial reports, the Managing Director and Chief Financial Officer state in writing to the Board each reporting period that in their opinion:

- The financial statements are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board; and
- The Group's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects.

The statements from the Managing Director and Chief Financial Officer are based on a formal sign-off framework established throughout the Group and reviewed by the Audit and Risk Committee as part of the financial reporting process.

Economic, Environmental and Social Sustainability Risks

The Group's keys risks to its future prospects, and measures to mitigate these risks where possible, are outlined in the Managing Director's Review of Operations in the 2018 Annual Report and comprise the following:

- a significant deterioration in building activity impacting sales growth and margins;
- a significant movement in the Australian dollar impacting the price of imported products leading to changes in market pricing in order to maintain margins and competitiveness;
- unforeseen disruptions impacting product supply from offshore suppliers leading to reputational damage, lower sales and loss of market share;
- security risks around external threats to the digital network, IT systems and data could potentially result in adverse operational, financial and reputational impacts through possible system failures and security / cyber breaches; and
- Workplace health and safety risks could potentially result in physical injury to employees, contractors or others, or damage to the Company's reputation.

The Board is committed to sustainable practices throughout its operations and continues to work with key stakeholders and communities. The Board recognises that a sustainable business is one that provides a safe, rewarding and diverse environment for its people whilst operating in an environmentally and socially responsible manner. The Board also accept the increasingly important role the Group's products and superior water solutions play in enabling customers and consumers to conserve and use water more efficiently.

GWA has a strong pedigree and history in developing innovative solutions in water. Sustainability in the area of water solutions has been its mantra for over 35 years. Caroma was the first brand in the world to introduce dual flush technology in 1984 which has subsequently been further developed to enable enhanced water conservation. During FY19, GWA will introduce a consolidated sustainability report to provide shareholders and other stakeholders with detailed information on its on-going approach to sustainability.

The Board is committed to reducing energy, carbon emissions, water and waste across the GWA Group operations. GWA is a low emissions intensity entity but it continues to voluntarily report its carbon emissions on the GWA website www.gwagroup.com.au under Carbon Reporting. For FY18 total carbon emissions from GWA's controlled facilities were approximately 5,800 tonnes of carbon dioxide equivalent (CO₂e), representing a 15 per cent reduction on the prior year. This reduction is due to a combination of factors including site closures and the implementation of energy efficiency measures across the Group including the recycling of water and installation of solar panels.

The Board is committed to continuous improvement in workplace health and safety performance through comprehensive safety systems and processes, communication with employees and increased diligence in identifying and removing safety risks. The Group aims to provide a safe and healthy workplace with the objective of an injury free work environment.

For further information on workplace health and safety, please refer to the Group's website at www.gwagroup.com.au under Health and Safety.

The Board is committed to providing stakeholders with a comprehensive understanding of the Group's tax activities, and in FY17 signed up to the Board of Taxation's Voluntary Tax Transparency Code ('Code'). The Code is designed to encourage greater transparency within the corporate sector and enhance the community's understanding of the corporate sector's compliance with Australian tax laws. The Group follows the recommendations outlined in the Code in preparing the Group's Tax Transparency Report.

Refer to the Group's website at www.gwagroup.com.au under Corporate Governance for a copy of the Board Tax Policy and Tax Transparency Reporting.

Principle 8 – Remunerate fairly and responsibly

Nomination and Remuneration Committee

The Nomination and Remuneration Committee meets as required and at least four times throughout the year. For membership and attendance details of the Nomination and Remuneration Committee, refer to the Directors' Report.

The composition of the Nomination and Remuneration Committee is based on the following principles:

- The Committee should consist of non-executive directors only
- The Committee should consist of a majority of independent directors
- The Committee should consist of a minimum of three members
- The Chairperson of the Committee should be an independent director

The Nomination and Remuneration Committee operates under a charter that details the Committee's role and responsibilities, composition, structure and membership requirements. The charter is reviewed annually to ensure it remains consistent with the Board's objectives and responsibilities. Refer to the Group's website at www.gwagroup.com.au under Corporate Governance Policies for a copy of the charter.

The main responsibilities of the Committee include:

- Review of Board size and composition
- Assessment of the necessary and desirable competencies of Board members
- Review of Chairman, Board, Managing Director and other executive succession plans
- Evaluation of the performance and contributions of Board members
- Recommendations for the appointment and removal of directors
- Review of the remuneration framework for the non-executive directors
- Review of the Group's executive remuneration and incentive policies and schemes
- Review of Managing Director and other executives' remuneration packages
- Review of Managing Director and other executives' performance objectives
- Evaluation of Managing Director performance against objectives
- Review of Managing Director and other executive development plans
- Review of the Group's recruitment, retention and termination policies and procedures
- Review of the Group's superannuation arrangements
- Review of the Group's overall remuneration budget
- Review of the annual Remuneration Report for inclusion in the Directors' Report
- Approval of engagement of external remuneration consultants
- Review of Diversity Policy and assessing progress against measurable objectives
- Reporting to the Board on the Committee's role and responsibilities covering all the functions in its charter

In performing its responsibilities, the Nomination and Remuneration Committee receives appropriate advice from independent external advisers. During July 2018, the Nomination and Remuneration Committee obtained market benchmarking data from Ernst & Young for the FY19 executive remuneration review. The Board will engage an independent remuneration consultant during FY19 to review the executive remuneration structure comprising all elements of executive remuneration including the fixed and variable components.

The Company Secretary prepares the draft minutes for each Nomination and Remuneration Committee meeting which are tabled at the next Nomination and Remuneration Committee meeting for review and approval. The draft minutes are also included in the Board papers for the next Board meeting following the Nomination and Remuneration Committee meeting.

Remuneration Policies

The Board's objective in setting the Group's remuneration policies is to provide maximum stakeholder benefit from the retention of a high-quality forward-thinking Board and executive team. This is achieved by remunerating directors and executives fairly and appropriately based on relevant market benchmarking data and the linking of executive remuneration to the Group's strategy and financial and operating performance in order to align with shareholder wealth creation.

The Nomination and Remuneration Committee is responsible for determining the remuneration for the non-executive directors, with the maximum aggregate amount approved by shareholders. The non-executive directors receive their remuneration by way of directors' fees only (including statutory superannuation) and are not able to participate in the executive incentive schemes. There are no director retirement benefits other than statutory superannuation.

The Nomination and Remuneration Committee is responsible for reviewing and determining the remuneration and incentive arrangements for executives. The Nomination and Remuneration Committee obtains market benchmarking data from independent external advisers to assist in determining market remuneration levels. The remuneration and incentive arrangements have been structured to ensure that performance is fairly rewarded and to attract, motivate and retain a high quality executive team, capable of implementing the Group's strategy.

The Group has an equity-based remuneration scheme for executives which was approved by shareholders in 2008. For details of the scheme, refer to the Remuneration Report. In accordance with the rules of the scheme, participants must not enter into any transactions or arrangements (whether through the use of derivatives or otherwise) which reduces or limits the economic risk of participating in the scheme.

For details of the Group's remuneration policies and disclosures, refer to the Remuneration Report included in the Annual Report.