

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

The Board recognises the importance of establishing a comprehensive system of control and accountability as the basis for the administration of corporate governance.

To the extent relevant and practical, the Company has adopted a corporate governance framework that is consistent with *The Corporate Governance Principles and Recommendations (4th Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

The Board has adopted the following suite of corporate governance policies and procedures which are contained with the Company's **Corporate Governance Plan**, a copy of which is available on the Company's website at www.terrainminerals.com.au

- Board Charter
- Corporate Code of Conduct
- Audit and Risk Committee Charter
- Remuneration Committee Charter
- Nomination Committee Charter
- Performance Evaluation Procedures
- Continuous Disclosure Policy
- Risk Management Policy
- Trading Policy
- Remuneration Policy
- Diversity Policy
- Shareholder Communications Strategy
- Whistleblower Policy
- Anti-Bribery and Corruption Policy

The Board is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

The Company is pleased to report that its practices are largely consistent with the Recommendations of the ASX Corporate Governance Council and sets out below its compliance and departures from the Recommendations for the period ended 30 June 2022.

In light of the Company's size and nature, the Board considers that the current corporate governance regime is a fit-for-purpose, efficient, practical and cost-effective method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the implementation of additional corporate governance policies and structures will be reviewed.

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity should have and disclose a board charter setting out:</p> <ol style="list-style-type: none"> The respective roles and responsibilities of its board and management; and Those matters expressly reserved to the board and those delegated to management. 	Yes	<p>The Company has adopted a Board Charter which complies with the guidelines prescribed by the ASX Corporate Governance Council.</p> <p>A copy of the Company's Board Charter is available on the Company's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and 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. 	Yes	<p>The Nomination Committee (the function of which is currently performed by the full Board) is responsible for the selection and appointment of members of the Board. The Company's Nomination Committee Charter requires the Nomination Committee to undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director.</p> <p>The Company confirms that such checks, albeit on an informal basis only, were undertaken in respect of each of the Company's newly appointed directors.</p> <p>All material information relevant to a decision on whether or not to elect or re-elect a Director will be provided to security holders prior to any general meeting at which a resolution to elect or re-elect a Director will be voted on.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>The Company has written agreements with all Directors and senior executives of the Company which sets out the terms of their appointment.</p>
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters</p>	Yes	<p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. The Company Secretary is accountable directly to the</p>

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

<p>to do with the proper functioning of the board.</p>		<p>Board, through the nominated meeting chair (or via all directors between meetings), on all matters to do with the proper functioning of the Board.</p>
<p>Recommendation 1.5 A listed entity should:</p> <ol style="list-style-type: none"> a. Have and disclose a diversity policy; b. Through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally and c. Disclose in relation to each report period: <ol style="list-style-type: none"> i. The measurable objectives set for that period to achieve gender diversity ii. The entity's progress towards achieving those objectives and iii. Either: <ol style="list-style-type: none"> A. 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 B. 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>Partially</p>	<p>The Company has adopted a Diversity Policy as set out in the Company's Corporate Governance Plan which is available on the Company's website. Given the current size of the Company, the Board has determined that the benefits of the initiatives recommended by the ASX Corporate Governance Council in this regard are disproportionate to the costs involved in the implementation of such strategies. Accordingly, the Board has elected to adopt a tiered approach to the implementation of its Diversity Policy which is relative to the size of the Company and its workforce. The Company's policy provides:</p> <ul style="list-style-type: none"> – Where the Company employs 100 or more employees, the Board will undertake to adopt practices in line with the Recommendations of the ASX Corporate Governance Council, including compliance with the requirement for the Company to set and report against measurable objectives for achieving gender diversity. – Whilst the Company's workforce remains below this threshold, the Board will continue to drive the Company's diversity strategies on an informal basis and will apply the initiatives contained in its Diversity Policy to the extent that the Board considers relevant and necessary. <p>As the Company did not employ 100 or more employees during the financial year, the Company did not establish a set of measurable gender diversity objectives.</p> <p>As at 30 June 2022, the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation are set out below. The Company defines senior executives as those employees whose</p>

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

		<p>direct report is to the Managing Director or the Board.</p> <ul style="list-style-type: none"> – None of the Company's board were female; – The Company's one senior executive was a male; – The Company's entire workforce of 7 people comprise four males and three females.
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> a. Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b. Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>The Nomination Committee (the function of which is currently performed by the full Board) is responsible for evaluating the performance of the Board and individual Directors on an annual basis. The process for this is set out in the Company's Performance Evaluation Procedures policy which is available on the Company's website.</p> <p>The Board continually monitors performance in an ongoing way. Whilst there wasn't a formal evaluation undertaken during the reporting period the process of continual evaluation was ongoing.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <ol style="list-style-type: none"> a. Have and disclose a process for evaluating the performance of its senior executives as least once every reporting period; and b. Disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. 	Yes	<p>The Remuneration Committee (the function of which is currently performed by the full Board) is responsible for evaluating the performance of senior executives on an annual basis in accordance with the Company's Performance Evaluation Procedures policy. The Performance Evaluation Procedures policy is available on the Company's website.</p> <p>The Board continually monitors performance in an ongoing way. There wasn't a formal evaluation undertaken during the reporting.</p>
Principle 2: Structure the board to be effective and add value		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p>	Yes	<p>The Board has determined that the function of the Nomination Committee</p>

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

<p>a. Have a nomination committee which:</p> <ul style="list-style-type: none"> i. Has at least three members, a majority of whom are independent directors; and ii. Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> iii. The charter of the committee; iv. The members of the committee; and v. 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>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>is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Nomination Committee at this stage.</p> <p>As a result, the duties that would ordinarily be assigned to the Nomination Committee under the Nomination Committee Charter are carried out by the full board.</p> <p>A copy of the Nomination Committee Charter is available on the Company's website.</p> <p>The Board devotes time at least on an annual basis to discuss Board succession issues. All members of the Board are to be involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Board of the Company is comprised of directors with a broad range of technical, operational, commercial, legal, financial and other skills, experience and knowledge relevant to overseeing the business of the Company.</p> <p>The Company had developed a skills matrix which it intends to use as a tool to assess the appropriate and ideal balance of knowledge, skills, experience, independence and diversity necessary for the Board to discharge its duties and responsibilities effectively.</p> <p>A copy of the Company's Board Skills Matrix for the 2022 Financial Year is set out within the Company's Corporate Governance Plan which is available on the Company's website.</p>

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

<p>Recommendation 2.3</p> <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 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>Yes</p>	<p>Mr Trevor Bradley, Non-executive Director is considered to be independent.</p> <p>Mr Johannes Lin is not considered independent due to being an associate of a substantial holder.</p> <p>The Directors in office at the date of this Statement have served continuously since their respective dates of appointment which are as follows:</p> <ul style="list-style-type: none"> – Justin Virgin: appointed 31 July 2012; – Johannes Lin: appointed 1 May 2017; and – Trevor Bradley: appointed 1 May 2017.
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>No</p>	<p>The Board has formed the view that, given the size and nature of the business of the Company, the current Board structure is appropriate for the Company at its current stage of development.</p>
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>No</p>	<p>Since the resignation of Mr Paul Dickson (former Chairman) on 22 November 2019, the Company has not appointed a new Chairman. At this point in the Company's evolution, the Board does not consider it necessary to have a permanent Chairman, with the role of driving Board meetings being assumed by an elected participant on each occasion.</p> <p>The Board considers that this arrangement is appropriate in the context of the current structure of the Board and that the Board is able to function effectively and efficiently on this basis.</p>
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain</p>	<p>Partially</p>	<p>Whilst the Company does not have a formal induction process, all Directors are encouraged to undergo continual professional development and, subject to prior approval by the full Board, all</p>

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

<p>the skills and knowledge needed to perform their role as directors effectively.</p>		<p>Directors have access to numerous resources and professional development training to address any skills gaps.</p> <p>In addition, opportunities to develop the skills and experience of individual board members are considered as part of the Company's board performance review process.</p>
<p>Principle 3: Instil a culture of acting lawfully, ethically and responsibly</p>		
<p>Recommendation 3.1 A listed entity should articulate and disclose its values.</p>	<p>Yes</p>	<p>The Company's values are included in its Corporate Code of Conduct which is available on the Company's website.</p>
<p>Recommendation 3.2 A listed entity should:</p> <ul style="list-style-type: none"> a. Have and disclose a code of conduct for its directors, senior executives and employees; and b. Ensure that the board or a committee of the board is informed of any material breaches of that code. 	<p>Yes</p>	<p>The Company has a Corporate Code of Conduct that applies to its Directors, employees and contractors.</p> <p>The Company's Corporate Code of Conduct is available on the Company's website.</p>
<p>Recommendation 3.3 A listed entity should:</p> <ul style="list-style-type: none"> a. Have and disclose a whistleblower policy; and b. Ensure that the board or a committee of the board is informed of any material incidents reported under that policy. 	<p>Yes</p>	<p>The Company has a whistleblower policy which is available on its website.</p>
<p>Recommendation 3.4 A listed entity should:</p> <ul style="list-style-type: none"> a. Have and disclose an anti-bribery and corruption policy; and b. Ensure that the board or a committee of the board is informed of any material breaches of that policy. 	<p>Yes</p>	<p>The Company has an anti-bribery and corruption policy which is available on its website.</p>
<p>Principle 4: Safeguard integrity in financial reporting</p>		
<p>Recommendation 4.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> a. have an audit committee which: <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 	<p>Yes</p>	<p>The Board has determined that the function of the Audit and Risk Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Audit and Risk Committee at this stage.</p>

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

<p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) 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 financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>		<p>As a result, the duties that would ordinarily be assigned to the Audit and Risk Committee under the Audit and Risk Committee Charter are carried out by the full board.</p> <p>The Audit and Risk Committee Charter is available on the Company's website.</p> <p>The Board reviews the audited annual and half-year financial statements and any reports which accompany published financial statements. In addition, the Board has the opportunity to confer with the Company's external auditors on any matters identified during the course of the audit that have the potential to increase the Company's exposure to risks of material misstatements in its financial reports. To this end, the Company is pleased to confirm that no such matters were raised by the Company's auditors.</p> <p>The full Board also assumes responsibility for recommendations to security holders on the appointment and removal of the external auditor.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Yes</p>	<p>Prior to the execution of the financial statements of the Company, the Company's Board received the relevant written assurances that the declarations provided in accordance with section 295A of the Corporations Act are founded on a sound system of risk management and internal control which is operating effectively in all material aspects in relation to the Company's financial reporting risks.</p>
<p>Recommendation 4.3</p> <p>A listed entity should disclose its process to verify the integrity of any periodic corporate report⁴⁸ it releases to the market that is not audited or reviewed by an external auditor</p>	<p>Yes</p>	<p>Each year, the Company's external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>
<p>Principle 5: Make timely and balanced disclosure</p>		
<p>Recommendation 5.1</p>		

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

<p>A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.</p>	<p>Yes</p>	<p>The Company has adopted a Continuous Disclosure Policy which details the processes and procedures which have been adopted by the Company to ensure that it complies with its continuous disclosure obligations as required under the ASX Listing Rules and other relevant legislation.</p> <p>The Continuous Disclosure Policy is available on the Company's website.</p>
<p>Recommendation 5.2 A listed entity should ensure that its board received copies of all material market announcements promptly after they have been made.</p>	<p>Yes</p>	<p>All board members receive a copy of ASX announcements before they are released to the market.</p>
<p>Recommendation 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation</p>	<p>Yes</p>	<p>A copy of company presentations are released on the ASX platform as required.</p>
<p>Principle 6: Respect the rights of security holders</p>		
<p>Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p>	<p>Shareholders can access information about the Company and its governance (including its Constitution and adopted governance policies) from the Company's website on the "Corporate Governance" page.</p>
<p>Recommendation 6.2 A listed entity should have an investor relationship program that facilitate effective two-way communication with investors.</p>	<p>Yes</p>	<p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate an effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders.</p> <p>A copy of the Company's Shareholder Communications Strategy policy is available on the Company's website.</p>
<p>Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.</p>	<p>Yes</p>	<p>Shareholders are encouraged to participate at all general meetings of the Company by written statement contained in every notice of meeting</p>

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

		<p>sent to shareholder prior to each meeting.</p> <p>The Company also accommodates shareholders who are unable to attend general meetings in person by accepting votes by proxy.</p> <p>Further, any material presented to shareholders at the meeting is released to the ASX immediately prior to the commencement of the meeting for the benefit of those shareholders who are unable to attend in person. The Company also announces to the ASX the outcome of each meeting immediately following its conclusion.</p> <p>At each general meeting, shareholders are given an opportunity to ask questions in relation to the resolutions put to shareholders at that meeting, and in respect of the Company's business and operations generally.</p> <p>At each annual general meeting, shareholders are also invited by the Chairman of the meeting to ask questions of the Company's external auditor and the Board in relation to the annual financial report of the Company.</p>
<p>Recommendation 6.4</p> <p>A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.</p>	Yes	All resolutions at shareholder meetings are resolved by poll.
<p>Recommendation 6.5</p> <p>A listed entity should give security holders the option to receive communication from, and send communications to, the entity and its security registry electronically.</p>	Yes	Shareholders have the option of electing to receive all shareholder communications by e-mail and can update their communication preferences with the Company's registrar at any time.
<p>Principle 7: Recognise and manage risk</p>		
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>a. have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p>	Yes	The Board has determined that the function of the Audit and Risk Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Audit and Risk Committee at this stage.

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

<p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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 process it employs for overseeing the entity's risk management framework.</p>		<p>As a result, the duties that would ordinarily be assigned to the Audit and Risk Committee under the Audit and Risk Committee Charter are carried out by the full board.</p> <p>The Audit and Risk Committee Charter is available on the Company's website.</p> <p>The Board devotes time at Board meetings on at least an annual basis to fulfil the roles and responsibilities associated with overseeing risk and maintaining the Company's risk management framework.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>c. review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the entity faces and to ensure that they remain within the risk appetite set by the board; and</p> <p>d. disclose in relation to each reporting period, whether such a review has taken place.</p>	<p>Partially</p>	<p>The Company's Risk Management Policy details the Company's disclosure requirements with respect to the review of the Company's risk management procedures and internal compliance and controls.</p> <p>The Board continually monitors risk in an ongoing way. There wasn't a formal evaluation undertaken during the reporting period.</p>
<p>Recommendation 7.3</p> <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>Yes</p>	<p>The Audit and Risk Committee (the function of which is currently performed by the full Board) is responsible for monitoring the need for a formal internal audit function.</p> <p>Due to the size and nature of the Company's operations, the Company does not consider it necessary to establish a formal internal audit committee at this stage. The effectiveness of the Company's risk management and internal control processes is subject to annual review by the Board.</p>

Terrain Minerals Limited

Corporate Governance Statement

Year Ended 30 June 2022

<p>Recommendation 7.4</p> <p>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>	<p>Yes</p>	<p>The Company's Risk Management Policy details the Company's risk management systems which assist in identifying and managing potential or apparent business, economic, environmental and social sustainability risks (where appropriate).</p>
<p>Principle 8: Remunerate fairly and responsibly</p>		
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) 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>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>Yes</p>	<p>Due to its size, the Board has determined that the function of the Remuneration Committee is most efficiently carried out with full board participation and accordingly, the Company has elected not to establish a separate Remuneration Committee at this stage.</p> <p>As a result, the duties that would ordinarily be assigned to the Remuneration Committee under the Remuneration Committee Charter are carried out by the full board.</p> <p>The Remuneration Committee Charter is available on the Company's website.</p> <p>The Board devotes time on an annual basis to discuss the outcome of any performance reviews of its Board and any senior executives, and to consider the level and composition of remuneration for Company directors and senior executives in line with its Remuneration Policy.</p>
<p>Recommendation 8.2</p> <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>Yes</p>	<p>The Company's policies and practices regarding the remuneration of non-executive and executive directors and other senior employees are set out in its <i>Remuneration Policy</i>, a copy of which is available on the Company's website.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p>	<p>Yes</p>	<p>The Company's Remuneration Committee (the function of which is</p>

Terrain Minerals Limited
Corporate Governance Statement
Year Ended 30 June 2022

<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>currently performed by the full Board) is responsible for the review and approval of any equity-based remuneration schemes offered to Directors and Employees of the Company. Further, in accordance with the Remuneration Committee Charter, the Remuneration Committee is also responsible for granting permission, on a case by case basis, for scheme participants to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Scheme.</p> <p>The Company's policy in this regard is set out the Company's Remuneration Committee Charter, a copy of which is available on the Company's website.</p>
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