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Corporate Governance Statement

For the year ended 30 June 2018

Corporate governance statement

The Board is committed to the Company operating effectively and in the best interests of shareholders. The Board has followed the principles and best practice recommendations established by the ASX Corporate Governance Council having regard to the nature of the Company's activities and its size. The Company has adopted the ASX Corporate Governance Principles and Recommendations with 2014 Amendments (3rd Edition) for the 2018 financial year, subject to the exceptions noted below.

Lay solid foundations for management and oversight (Recommendations: 1.1 to 1.7)

The Company has a Board of Directors and no full-time employees. The day-to-day management of the Company and investment of funds is carried out by Wilson Asset Management (International) Pty Limited (the Investment Manager or the Manager) pursuant to a management agreement, subject at all times to any written guidelines issued by the Board of Directors of WAM Capital. Consequently, there is no need to delegate functions to senior management or for a process to evaluate the performance of senior executives under Recommendations 1.1, 1.3 and 1.7.

The role of the Board is to set the strategic direction of the Company, approve capital management initiatives and to be responsible for the overall corporate governance of the Company. This includes:

- overseeing and monitoring the performance of the Manager's compliance with the management agreement and to ensure that the Manager is monitoring the performance of other external service providers;
- ensuring adequate internal controls exist and are appropriately monitored for compliance;
- ensuring significant business risks are identified and appropriately managed;
- approving the interim and final financial statements and related reports, and generally various other communications to the ASX and shareholders that the Board deems material; and
- setting appropriate business standards and codes for ethical behaviour.

The Board aims to ensure that all Directors and the Manager act with the utmost integrity, objectivity and endeavour to enhance the reputation of the Company. The Board aims to act in a manner designed to create and build sustainable value for all shareholders.

Each Director has undergone background and other checks before appointment. The Board ensures that all security holders are provided in advance with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director. Details of the skills, experience, expertise and term in office of each Director are set out in the Directors' Report in the Company's 2018 Annual Report.

The Board comprises experienced company directors who have each received a formal letter of engagement outlining the key terms of their appointment, including their roles and responsibilities.

The Board has appointed an experienced Company Secretary who is directly accountable to the Board.

The Company has a Diversity Policy designed to support its commitment to diversity. As the Company has no full-time employees, the Diversity Policy will only apply to the Board.

The Company's Diversity Policy requires the Board to develop measurable objectives and the strategy to meet these objectives, including fostering gender diversity and ensuring 30% female representation on the Board. The Board's composition is reviewed on an annual basis. In the event a vacancy arises, the Board will include diversity in its nomination process. Currently, the Company has two female Directors, representing 33% of the Board. The Company is not a relevant employer under the Workplace Gender Equality Act. A copy of the Diversity Policy is contained in the Company's Corporate Governance Charter which is available on the [Company's website](#).

To determine whether it is functioning effectively, the Board shall:

- review its Corporate Governance Charter annually; and
- perform an evaluation of the Board's performance at intervals considered appropriate.

The Board is responsible for undertaking a performance evaluation of itself and its members. During the year, the Board reviewed its performance by reference to generally accepted board performance standards and in accordance with the Company's Board Policy. A copy of the Board Policy is contained in the Company's Corporate Governance Charter which is available on the Company's website.

Structure the Board to add value (Recommendations: 2.1 to 2.6)

A nomination committee has not been formed under Recommendation 2.1. The Board, as a whole, considers the composition of the Board and appointment of new Directors. The Board identifies suitable candidates to fill vacancies as they arise with the aim of achieving the optimal mix of skills and diversity.

The Company supports the appointment of directors who bring a wide range of business, investment and professional skills and experience. The mix of skills and diversity represented on the Board as at 30 June 2018 is as follows:

Category	Skill/quality	Level
Professional skills	Leading and managing	Very strong
	Corporate governance	Very strong
	Strategy	Very strong
	Financial	Very strong
	Audit, risk and compliance management	Very strong
	Investment management	Very strong
	Marketing and/or investor shareholder relations	Strong
Gender diversity	Financial services	Very strong
	Female	33%
	Male	67%

The Board skills matrix is based on the average ratings received from each Director as part of a reasonable self-assessment process whereby each Board member rates their individual skills and qualities across the above-mentioned categories. Each skill and quality is based on a range from no knowledge or experience in this area, to very strong experience and demonstrated capability in this area.

The qualifications, skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the Annual Report and their attendance at Board and Committee meetings are set out in the Directors' Report in the Company's 2018 Annual Report.

The Board has the following three independent Directors:

- James Chirnside
- Lindsay Mann
- Philippa Ryan

These Directors are considered independent as per the criteria outlined in the Company's Board Policy which includes the Company's criteria for independence of Directors. The criteria are in accordance with ASX Corporate Governance Council's Principles.

Whilst the Company agrees with the benefits of a majority of independent Directors, under Recommendation 2.4, it believes that it can better achieve the results of the Company with the current Board's level of expertise and without burdening shareholders with the additional costs associated with adding further independent Directors.

The appointment dates of each Director are shown in the Directors' Report in the Company's 2018 Annual Report.

The Chairman is not an independent Director. The Company believes that an independent Chairman, under Recommendation 2.5, does not necessarily improve the function of the Board. The Company believes that when the Chairman is a significant driver behind the business, as is the case with this Company, it adds value to the Company and all shareholders benefit. The Company does not employ a Chief Executive Officer, consequently Recommendation 2.5 is not applicable.

On appointment, new Directors participate in an induction process to familiarise themselves with the business of the Company and the senior management team of the Manager. The program includes briefings on the nature of the business, current issues, the corporate strategy and the expectations of the Company concerning performance of Directors. Directors are given access to continuing education opportunities to update and enhance their skills and knowledge.

Act ethically and responsibly (Recommendations: 3.1)

The Company has adopted a Code of Conduct which sets out the Company's key values and how they should be applied. The Code of Conduct is contained in the Company's Corporate Governance Charter which is available on the Company's website.

Safeguarding integrity in corporate reporting (Recommendations: 4.1 to 4.3)

The Company has an Audit and Risk Committee consisting of three Independent Directors being:

- James Chirnside Chairman, Independent Director
- Lindsay Mann Independent Director
- Philippa Ryan Independent Director

The qualifications of those appointed to the Committee are detailed in the Directors' Report in the Company's 2018 Annual Report.

The Audit and Risk Committee Charter is contained in the Company's Corporate Governance Charter which is available on the Company's website.

The Committee formally reports to the Board after each meeting. Details of the number of meetings of the Audit and Risk Committee during the 2018 year are set out in the Directors' Report in the Company's 2018 Annual Report.

The Company's external audit is undertaken by Pitcher Partners and the audit engagement partner is required to be changed at regular intervals. Chris Chandran, a partner of Pitcher Partners, is the partner responsible for the external audit of the Company for the 2018 financial year.

The external auditors are requested to attend the Annual General Meeting and are available to answer shareholders' questions regarding the conduct of the audit and preparation of the Auditor's Report.

The Chief Executive Officer and Chief Financial Officer of the Investment Manager provide written confirmations to the Board that the Company's Annual Report presents a true and fair view, in all material respects, of the Company's financial position and operational results and are in accordance with relevant accounting standards; and that this statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

Make timely and balanced disclosure (Recommendations: 5.1)

The Company reviewed the Continuous Disclosure Policy during the year to ensure compliance with the continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act 2001*. The policy aims to ensure all investors have equal and timely access to material information concerning the Company and that Company announcements are factual and presented in a clear and balanced way. A copy of the Continuous Disclosure Policy is contained in the Company's Corporate Governance Charter which is available on the Company's website.

Respect the rights of security holders (Recommendations: 6.1 to 6.4)

The Company is committed to:

- ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way through the annual and half yearly reports, semi-annual shareholder presentations with the Manager, ASX releases, annual general meetings and the Company's website;
- complying with continuous disclosure obligations contained in the applicable ASX Listing Rules and the *Corporations Act 2001* in Australia; and
- encouraging shareholder participation at annual general meetings.

The Company Secretary is primarily responsible for coordinating the disclosure of information to shareholders and regulators under the direction of the Board.

The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Company's strategy. Shareholder information sessions are also held twice a year. These provide an informal forum where shareholders are given the opportunity to raise questions and participate in general discussion about the Company.

The Company's Corporate Governance Charter is available on the Company's website.

The Continuous Disclosure Policy is contained in the Company's Corporate Governance Charter.

The Company's registry, Boardroom Pty Limited, provides the option for shareholders to receive and send communications electronically. Shareholders are encouraged to create an online account at www.clientonline.com.au.

Recognise and manage risk (Recommendations: 7.1 to 7.4)

The Company has an Audit and Risk Committee consisting of three independent Directors being James Chirnside, Lindsay Mann and Philippa Ryan.

The qualifications of those appointed to the Committee and their attendance at Audit and Risk Committee meetings are detailed in the Directors' Report in the Company's 2018 Annual Report. The Audit and Risk Committee Charter is contained in the Company's Corporate Governance Charter which is available on the Company's website.

The Company has an established enterprise risk management program in accordance with the International Risk Standard AS/NZS ISO 31000:2009. It also has an established internal control program based upon the principles set out in the Australian Compliance Standard AS 3806:2006. This enterprise risk management program addresses the material business risks of the Company. Each identified risk is individually assessed in terms of the likelihood of the risk event occurring and the potential consequences should each risk event occur.

The Board has received assurance from the Chief Executive Officer and Chief Financial Officer of the Manager that in their view:

- the declaration provided in accordance with section 295A of the *Corporations Act 2001* is founded on a sound system of risk management and internal control; and
- the system of risk management and internal control is operating effectively in all material respects in relation to financial reporting risks.

The Board requires the Manager to review and report annually on the operation of internal controls used to manage the Company's material business risk, reviews any external audit commentary with respect to internal controls and conducts any other investigations it requires in order to report on the effectiveness of the internal control system. In respect of the current financial year, all necessary declarations have been submitted to the Board.

The Company does not have an internal audit function. A summary of financial risks including market, credit, and liquidity risk are included in Note 16 of the Company's 2018 Annual Report.

Remunerate fairly and responsibly (Recommendations: 8.1 to 8.3)

A Remuneration Committee has not been formed under Recommendation 8.1. The Board believes that such a committee would not serve to protect or enhance the interests of the shareholders. The Board, as a whole, considers the issue of remuneration.

The maximum total remuneration of the Directors of the Company has been set at \$190,000 per annum to be divided in such proportions as they agree. The scope of the Company's operations, and the frequency of Board meetings are principal determinants of the fee level. Further detail is provided in the Directors' Report in the Company's 2018 Annual Report.

All Directors of WAM Capital are non-executive directors. Accordingly, the requirement under Recommendation 8.2 to distinguish the structure of the remuneration paid to executive and non-executive directors is not applicable. No equity based remuneration or bonuses are paid to Directors as part of their remuneration.

The Chairman of WAM Capital Limited is the sole director of Wilson Asset Management (International) Pty Limited. Further details are provided in the Directors' Report in the Company's 2018 Annual Report.

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