

Primewest Group Limited and Primewest Management as responsible entity of Primewest Property Fund

Corporate governance statement for the financial year ended 30 June 2020

Background

- (A) Primewest Group Limited (ASX:PWG) comprises a stapled structure in which each share in Primewest Group Limited ACN 636 344 137 (**Company**) is stapled to a unit in Primewest Property Fund ARSN 636 405 635 (**Fund**) (together **Primewest**). Primewest Management Ltd ACN 091 415 833 (**PWM**) is the responsible entity of the Fund. The board of directors of the Company is identical to the board of directors of PWM.
 - (B) Primewest's corporate governance framework is based on the Corporate Governance Principles and Recommendations 4th Edition with 2019 amendments issued by the ASX Corporate Governance Council ("**ASX Principles**") and has regard to the circumstances of Primewest.
 - (C) As Primewest comprises a stapled structure, this statement services both the Fund and the Company. This statement has been approved by the board of Primewest (**Board**) on 27 August 2020 and describes the key corporate governance practices in place as at that date. This statement also describes the extent to which Primewest has followed the Recommendations in the ASX Principles for the period from admission to the ASX to 30 June 2020 ("**Reporting Period**").
 - (D) Primewest's website has a dedicated Corporate Governance section in the Investor section which provides securityholders with access to Primewest's corporate governance framework of policies and procedures, and this corporate governance statement:
primewest.biz/investor-centre/corporate-governance-policies/primewest-corporate-governance-statement
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1. The Board

(ASX Corporate Governance Principles and Recommendations: 1)

The Board is responsible for providing guidance to and effective oversight of management on behalf of Primewest and its securityholders. The roles and responsibilities of the Board are set out in the Board Charter. This Board Charter and the Primewest constitutions set out the Board's role and responsibilities and describe those matters expressly reserved for the Board's determination and those matters delegated to management. Copies of these documents are available in the Investor section on Primewest's website (in compliance with Recommendation 1.1 of the ASX Principles): primewest.biz/investor-centre/corporate-governance-policies/

- (a) The Board is responsible for the overall operation and stewardship of Primewest and, in particular, for the long-term growth and profitability of Primewest, the strategies, policies and financial objectives of Primewest, and for monitoring the implementation of those policies, strategies and financial objectives.
- (b) In performing the responsibilities set out in the Board Charter, the Board seeks to act at all times in a manner designed to create and continue to build sustainable value for securityholders and in accordance with the duties and obligations imposed on it by Primewest's constitution and by law. The Board reviewed the Board Charter during

the Reporting Period and determined that its form remained appropriate with no changes required and will review the Board Charter periodically.

1.1 Delegation to management

Primewest's Managing Director is responsible for running the day to day affairs of Primewest under delegated authority from the Board and to implement the policies and strategy set by the Board supported by Primewest's Executives. Details of the members of Primewest's Executives are set out in Primewest's Annual Report.

2. Board structure and composition

(ASX Corporate Governance Principles and Recommendations: 1, 2)

2.1 Board structure

- (a) The Board is structured so that its membership provides the mix of qualifications, skills and experience to enable it to discharge its responsibilities, and so that its size facilitates effective discussion and efficient decision making.
- (b) As at the date of this statement, the Board comprises 5 Directors, with three Executive Directors (Mr John Bond - Executive Chairman, Mr David Schwartz – Managing Director and Mr James Litis – Executive Director), and two Independent Non-Executive Directors (Ms Erin Flaherty and Mr Hamish Beck). For a profile of the Directors, including their length of service, skills, qualifications, experience, relevant expertise and year of appointment, please refer to Primewest's Annual Report.

2.2 Director independence

- (a) Directors are expected to bring views and judgement to Board deliberations that are independent of management and free of any business or other relationship or circumstance that could materially interfere with the exercise of objective, unfettered or independent judgment, having regard to the best interests of the company as a whole.
- (b) The Board Charter recommends that the Board should be comprised of a majority of people who are independent Directors (in compliance with Recommendation 2.4 of the ASX Principles). The Board Charter also recommends that the Chair of the Board is independent and should not hold the role of CEO or Managing Director (in compliance with Recommendation 2.5 of the ASX Principles). Further information on Mr John Bond and Mr David Schwartz is set out in Primewest's Annual Report.
- (c) The Board considers Erin Flaherty and Hamish Beck to be independent. However, with Mr John Bond as Executive Chairman and Mr David Schwartz as Managing Director, the Board structure does not follow Recommendation 2.4 and 2.5 of the ASX Principles. Despite not having a majority of independent Directors, the Board has considered Primewest's immediate requirements and is satisfied that the composition of the Board reflects an appropriate range of independence, skills and experience, and the Board believes that the current Board is appropriately constituted and able to make decisions in the best interest of all securityholders.
- (d) The Board assesses the independence of new Directors upon appointment and regularly reviews the independence of all Directors in light of interests disclosed. The Board will also review the independence of any director who has served in that position for more than 10 years to confirm that their independent status can be maintained. The Board will regularly review the independence of each Director in light

of interests disclosed to the Board and will disclose any change to ASX, as required by the ASX Listing Rules.

2.3 Tenure, retirement and election/re-election

- (a) Each Director's term of appointment is subject to the provisions of the Corporations Act, the ASX Listing Rules and the Primewest constitutions. Each Director has a written agreement with Primewest which sets out the terms of their appointment (in compliance with Recommendation 1.3 of the ASX Principles).
- (b) No Director (other than the Managing Director) may hold office without re-election past the third AGM following their appointment or three years, whichever is longer.
- (c) Primewest will provide securityholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director in the relevant notice of meeting (in compliance with Recommendation 1.2(b) of the ASX Principles). Board support for Directors retiring and seeking re-election is not automatic.

2.4 Nomination and appointment of new Directors and Board diversity

- (a) The Board and the Remuneration and Nomination Committee are responsible for the nomination, selection and appointment of new Directors. The Remuneration and Nomination Committee is responsible for identifying individuals who may be qualified to become Directors. The Remuneration and Nomination Committee has regard to such factors it considers appropriate, including judgement, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee, and the ASX Principles.
- (b) On appointment, all Directors receive a formal letter of appointment or service agreement which clearly sets out what is expected of them in terms of time commitment, Committee membership and involvement outside Board meetings.
- (c) Primewest values and is proud of its strong and diverse workforce and is committed to supporting and further developing this diversity through attracting, recruiting, engaging and retaining diverse talent and aligning Primewest's culture and management systems with this commitment.
- (d) Primewest believes that such a commitment to diversity creates competitive advantage and enhances employee participation and is crucial to the organisation's growth and continuing success. Primewest's Diversity Policy can be found on Primewest's website in the Investor section: primewest.biz/investor-centre/corporate-governance-policies/primewest-diversity-policy (in compliance with Recommendation 1.5 of the ASX Principles).
- (e) The Board currently has one female member and one of the Company Secretaries of both the Company and PWM is female.

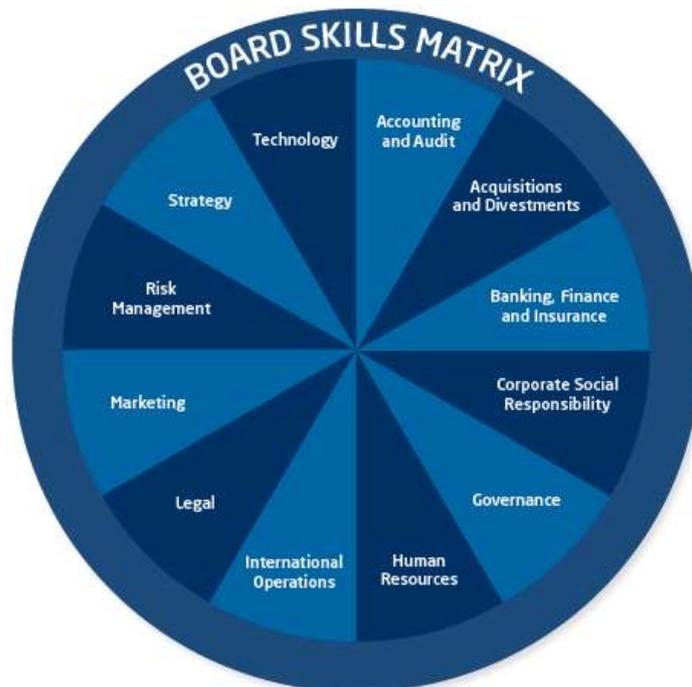
2.5 Induction of new Directors and ongoing development

- (a) The Remuneration and Nomination Committee is responsible for ensuring an effective orientation program for new Directors that would involve a formal letter of appointment or service agreement which clearly sets out what is expected of them in terms of time commitment, Committee membership and involvement outside Board meetings. New Directors would also be provided with important information about Primewest and its business.

- (b) The Remuneration and Nomination Committee will regularly review the orientation program's effectiveness and whether there is a need for directors to undertake further professional development to maintain the skills and knowledge needed to perform their roles as directors effectively, in compliance with Recommendation 2.1 and 2.6 of the ASX Principles.

2.6 Knowledge, skills and experience

- (a) In the lead up to listing on ASX in November 2019, Primewest undertook an extensive process to ensure that the skills, experience and diversity on the Board reflected the various areas relevant to Primewest's core capabilities and strategic objectives. The Board members were provided with background industry information, previous financial and business results and information on Primewest's strategic initiatives. The composition of the Board has not changed since the listing.
- (b) Primewest is committed to having a Board whose members have the collective skills and diversity of experience to assist with decision making and leading Primewest for the benefit of securityholders. The Board recognises the advantage of having a mix of relevant industry and international professional expertise that will assist the Board to fulfil its oversight role effectively as well as specialised skills.
- (c) The skills and experience considered by the Board to be important for its Directors to have collectively are as set out in the Board Skills Matrix. The full Board undertake an assessment of their skills and capabilities once a year and use the results to determine whether additional training is necessary or to determine whether recruitment of Board members with targeted skillsets is required.



- (d) Directors are expected to maintain the knowledge and skills required to discharge their duties and obligations. The Board is provided with papers, presentations and briefings on matters that may affect business or operations, and is briefed on relevant changes in the legislative, regulatory or industry framework.

2.7 Board Access to Independent Professional Advice

- (a) Directors have unrestricted access to management. Management is expected to provide regular detailed financial and operational reports in a form and timeframe and of a quality that enables the Board to discharge its duties effectively. Directors may request additional information where necessary to make informed decisions.
- (b) The Board Charter sets out the circumstances and procedures pursuant to which a Director may seek independent professional advice at Primewest's cost. The Board Charter is available at: primewest.biz/investor-centre/corporate-governance-policies/primewest-board-charter

2.8 Conflicts of Interest

Directors are required to take all reasonable steps to avoid actual, potential or perceived conflicts of interests. Under the Corporations Act, the Company and Fund constitutions and the Board Charter, Directors are required to disclose any conflicts and, unless an exception applies, abstain from participating in any discussions or voting on matters in which they have a material personal interest. A Director who discloses that they may have a conflict must follow the procedures developed by the Board to deal with such circumstances.

2.9 Company secretary

The Company Secretary (jointly and severally in the case of joint company secretaries) will be appointed and removed by the Board and be accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and Board Committees (in compliance with Recommendation 1.4 of the ASX Principles).

3. Operation of the Board

(ASX Corporate Governance Principles and Recommendations: 2, 4, 7 and 8)

3.1 Board Committees

- (a) The Board has established the Audit and Risk Management Committee and the Remuneration and Nomination Committee as standing Committees. Each standing Committee operates under a charter approved by the Board. These charters set out the authority, membership and responsibilities of the Committees together with any relevant administrative arrangements and any other matters considered appropriate by the Board. The charters were reviewed during the last reporting period and the Board determined that they were appropriate with no changes required.
- (b) The role of the Committees is to advise and make recommendations to the Board. The Committees do not have decision making authority except as expressly stated in the relevant charter or as authorised by the Board.
- (c) In accordance with the ASX Principles, the Audit and Risk Management Committee is comprised of at least three Non-Executive Directors (a majority of whom are independent). The composition of each Committee is as follows:

Committee	Members	Composition	Key responsibilities
Audit and Risk Management Committee	Erin Flaherty (Chair)	Majority of Non-Executive Directors	- the integrity of Primewest's external financial reporting and financial statements;
	Hamish Beck Jim Litis	- At least 3 members	- the appointment, remuneration, independence and

Committee	Members	Composition	Key responsibilities
		<ul style="list-style-type: none"> - Chaired by independent director 	<ul style="list-style-type: none"> - competence of Primewest's external auditors; - the performance of the external audit function and review of its audit; - the effectiveness of Primewest's system of risk management and internal controls; and - Primewest's systems and procedures for compliance with applicable legal regulatory requirements including Primewest's compliance with the Corporations Act, the AFSL of Primewest Management Ltd and the compliance plans of Primewest Property Fund
Remuneration and Nomination Committee	Erin Flaherty Hamish Beck (Chair) Jim Litis	<ul style="list-style-type: none"> - Majority of Non-Executive Directors - At least 3 members - Chaired by independent director 	<ul style="list-style-type: none"> - appointment and re-election of Directors; - induction and continuing professional development programs for Directors; - development and implementation of processes for evaluating the performance of the Board, and its committees and Directors; - processes for recruiting new Directors (including evaluation of skills, independence and experience); and - succession planning for the Board, the Managing Director and other senior management

(d) The composition of each Committee complies with Recommendations 2.1(a)(1) – (2) and 8.1(a)(1) – (2) in relation to the Remuneration and Nomination Committee and 4.1(a)(1) – (2) and 7.1(a)(1) – (2) in relation to the Audit and Risk Management Committee. The number of meetings held by each Committee during the Reporting Period and each member's attendance at those meetings are set out in the Directors' Report in Primewest's Annual Report.

(e) The Board Charter allows the Board to establish such other committees as may be appropriate.

3.2 Performance of the Board, Committees and individual Directors

(a) According to the Board Charter, the performance of the Board, its Committees and individual Directors is reviewed formally on an annual basis comparing their performance with the requirements of the Board Charter, relevant Board Committee Charters and the reasonable expectations of individual Directors.

- (b) The Committee Charters themselves require each Committee to perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.
- (c) Performance Assessments, including a comprehensive review of the operations of the Board, have been undertaken by the Chairman with the participation of all Board members during this Reporting Period.

3.3 Performance of Executives

- (a) Each Executive has a written service agreement that clearly sets out their role and responsibilities and Primewest's expectations in terms of their performance (in compliance with Recommendation 1.3 of the ASX Principles).
- (b) The Managing Director and all Executives will undergo a formal performance review each year. As Primewest was listed on ASX in November 2019, a formal review process was not undertaken during the Reporting Period. Primewest intends to conduct such a review during the next full reporting period. On or around the commencement of each financial year, the Board sets individual key performance indicators (**KPIs**) for Management and approves individual KPIs for other Executives. At the end of the financial year, the performance of the Managing Director is reviewed by the Board and the Managing Director will review the performance of each Executive.

3.4 Remuneration of Directors and the Executives

- (a) The remuneration of Non-Executive Directors consists entirely of Directors' fees and Committee fees. Non-Executive Directors do not receive any variable remuneration or other performance related incentives. Further details of the remuneration paid to each Non-Executive Director during the Reporting Period are set out in Primewest's Annual Report.
- (b) The remuneration of the Managing Director and the Executive Directors comprises fixed remuneration. Further details of the remuneration paid to the Managing Director and each Executive during the Reporting Period are set out in Primewest's Annual Report.
- (c) The Directors are not entitled to participate in any employee incentive scheme.

4. Ethical conduct and responsible decision-making

(ASX Corporate Governance Principles and Recommendations: 1, 3)

Primewest promotes ethical and responsible behaviour and is supported by relevant governance policies such as the Code of Conduct, Whistleblowers Policy, Securities Trading and Diversity Policy. The Board aims to lead by example when it comes to acting ethically and responsibly and has placed responsibility on management for creating a culture within Primewest that promotes ethical and responsible behaviour.

4.1 Conduct and ethics

- (a) Primewest has a Code of Conduct that clearly states the standards of responsibility and ethical conduct that apply to all Directors, employees, consultants, secondees and contractors of Primewest. Primewest expects its employees and, where relevant and to the extent possible, consultants, secondees and contractors, to be familiar with and have a personal commitment to meeting the standards set out in the Code of Conduct. The Code of Conduct encourages employees and, where relevant and to

the extent possible, consultants, secondees and contractors, who suspect that fraudulent or unethical behaviour has occurred or have related concerns to contact the Chair of the Audit and Risk Management Committee, the Company Secretary or the auditors of Primewest or act in accordance with Primewest's Whistleblowers Policy.

- (b) Primewest is committed to conducting its operations and business activities with integrity and preventing bribery or corruption by any of its directors, officers, employees or any other party acting on its behalf. Primewest's Code of Conduct contains guidance as to anti-bribery and corruption (in compliance with Recommendation 3.4 of the ASX Principles).
- (c) The Code of Conduct is located on Primewest's website at: primewest.biz/investor-centre/corporate-governance-policies/primewest-code-of-conduct

4.2 Whistleblower protection

- (a) In line with the Code of Conduct, Primewest has a Whistleblowers Policy to encourage Directors, employees, contractors and suppliers who have witnessed or know about any misconduct to report it without fear of reprisal. The policy sets out how Primewest will respond to and investigate reports of misconduct and outlines the protection available to those who make a whistleblowing report in good faith. The policy can be accessed at primewest.biz/investor-centre/corporate-governance-policies/primewest-whistleblowers-policy
- (b) Primewest does not currently have an external independent whistleblower hotline however it will continue to assess whether such a hotline is appropriate and may introduce one in the future.

4.3 Securities Trading

- (a) In addition to the insider trading provisions of the Corporations Act 2001 (Cth), Primewest has a Securities Trading Policy that applies to Directors, Executives and certain other employees (including those persons having the authority and responsibility for planning, directing and controlling the activities of Primewest, whether directly or indirectly).
- (b) The Securities Trading Policy explains the types of conduct in dealings and securities that are prohibited under the Corporations Act and establishes procedures in relation to Directors, Executives and employees dealing in securities. The Securities Trading Policy can be accessed at primewest.biz/investor-centre/corporate-governance-policies/primewest-securities-trading-policy
- (c) Subject to certain exceptions, including exceptional financial circumstances, the Securities Trading Policy defines certain "prohibited periods" during which trading in securities by Directors, officers, Executives and certain other employees is prohibited.
- (d) Outside these periods, Directors, officers, Executives, and certain other employees must receive clearance for any proposed dealing in securities and, in all instances, buying or selling securities is not permitted at any time by any person who possesses price-sensitive information.

4.4 Diversity

- (a) Primewest's workforce is made up of many individuals with diverse skills, values, experiences, backgrounds and attributes including those gained on account of their gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity

- (b) Primewest has a Diversity Policy that sets out Primewest's commitment to diversity and inclusion in the workplace at all levels. The diversity policy can be accessed at primewest.biz/investor-centre/corporate-governance-policies/primewest-diversity-policy
- (c) Primewest is committed to providing and promoting a corporate culture which embraces diversity and aims to do so via:
- (i) promoting the principles of merit and fairness when making decisions about recruitment, development, promotion, remuneration and flexible work arrangements;
 - (ii) having an overall transparent process for the review and appointment of Executive positions and Board members;
 - (iii) recruiting from a diverse pool of qualified candidates, where appropriate engaging a professional search / recruitment firm, advertising vacancies widely, making efforts to identify prospective employees who have diversity attributes and ensuring diversity of members on the selection/interview panel when selecting and appointing new employees (including Executives) and new Board members;
 - (iv) embedding the importance of diversity within Primewest's culture by encouraging and fostering a commitment to diversity by leaders at all levels whilst recognising that diversity is the responsibility of all employees;
 - (v) recognising that employees may have family responsibilities;
 - (vi) reinforcing with our people that in order to have a properly functioning and diverse workplace, discrimination, harassment, vilification and victimisation will not be tolerated within Primewest; and
 - (vii) continuing to review and develop policies and procedures to ensure diversity within the organisation, including the adoption of specific key performance indicators for Executives from time to time to measure the achievement of diversity objectives under Primewest's Diversity Policy.
- (d) Key initiatives and programs:
- Primewest also aims to introduce and/or maintain programs and initiatives to assist with improving diversity within the organisation in all our operating regions including:
- (i) mentoring programs;
 - (ii) career opportunity and targeted professional development programs including those aimed at helping employees develop skills and experience in preparation for Executive and board positions;
 - (iii) work life balance policies including flexible work options, return to work programs and the like; and
 - (iv) networking opportunities.
- (e) Measurable objectives:
- (i) Primewest's Diversity Policy includes requirements for the Board (or relevant Committee of the Board) to set measurable objectives for achieving gender diversity and to assess annually both the objectives and Primewest's

progress in achieving them (in compliance with Recommendation 1.5 of the ASX Principles).

- (ii) The Board has established the following measurable objectives regarding gender diversity and aims to achieve these objectives over the next few years as Directors and senior executive positions become available and appropriately qualified candidates come forward:

Objective	FY2020
30% of employees and consultants to be women	36%
At least one female member of the Board	Yes

- (iii) As at 30 June 2020, the proportion of female employees in the group was as follows: women on the Board (20%), women in a Management ¹ role, (32%), women in the organisation (36%).
- (iv) Primewest's Executives monitor, review and report to the Board (including via the Remuneration and Nomination Committee) on the achievement of these metrics as well as progress under Primewest's Diversity Policy more broadly, including any appropriate benchmarking against other comparable businesses.

5. Integrity in financial reporting

(ASX Corporate Governance Principles and Recommendations: 4)

5.1 Role of the Audit and Risk Management Committee

- (a) The Audit and Risk Management Committee has been established by the Board to assist the Board in fulfilling its corporate governance and oversight responsibilities in relation to Primewest's financial reports and financial reporting process and internal control structure, risk management systems (financial and non-financial) and the external audit process.
- (b) The Audit and Risk Management Committee may invite the Managing Director, CFO and external auditors to its meetings along with other members of management and advisers. The Audit and Risk Management Committee is authorised to seek any information it requires from an employee or external parties and can obtain outside accounting, legal, insurance, compliance, risk management and other professional advice as it determines necessary to carry out its duties.
- (c) The number of Audit and Risk Management Committee meetings held during the Reporting Period and the attendance by each Audit Committee member is set out in the Directors' Report.

5.2 Independence/remuneration of the external auditor

- (a) RSM Corporate Australia Pty Ltd (**RSM**) is the external auditor of Primewest. The Audit and Risk Management Committee reviews and assesses the independence and performance of the external auditor. The Audit and Risk Management Committee

¹ For the purpose of this measurement, Management has been defined as those positions that report directly to a member of the Executive Team of the Group and are responsible for a portfolio of assets, a revenue generating business function or a team.

makes recommendations to the Board on the appointment, re-appointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditors.

- (b) The Corporations Act requires the external auditor to make an annual independence declaration, addressed to the Board, declaring that the auditor has maintained its independence in accordance with the Corporations Act and the rules of professional accounting bodies. RSM has provided an independence declaration to the Board for the Reporting Period. The declaration forms part of the Directors' Report in Primewest Annual Report.
- (c) Details of the fees paid to RSM during the Reporting Period, including a breakdown of fees paid for non-audit services, are set out in RSM's notes in the Annual Report. The Board has considered the nature of the non-audit services provided by RSM during the Reporting Period and has determined that the services provided, and the amount paid for those services, are compatible with the general standard of independence for auditors imposed by the Corporations Act and the auditor's independence has not been compromised.

5.3 Attendance of the external auditor at AGM

Primewest's external auditor will attend the AGM and will be available to answer shareholder questions relevant to the audit and the preparation and content of the auditor's report as required by the Corporations Act.

5.4 Financial reporting – Managing Director and CFO certifications

The Board has received certifications from the Managing Director and the CFO prior to approving the financial statements for Primewest for the 2020 financial year in accordance with section 295A of the Corporations Act and Recommendation 4.2 of the ASX Principles. In these certifications, the Managing Director and CFO state that, in their opinion, the financial records of the entity have been properly maintained, 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. The Managing Director and CFO have also declared that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively (as per Recommendation 4.2 of the ASX Principles).

6. Continuous Disclosure

(ASX Corporate Governance Principles and Recommendations: 5)

- (a) Primewest's Continuous Disclosure Policy seeks to ensure compliance with continuous disclosure obligations by setting out related legal requirements and best practice guidelines, providing guidance on the identification of material information and requiring the reporting of such information to the Company Secretary or other key personnel for review.
- (b) The Continuous Disclosure Policy sets out the procedures that apply to external announcements to provide securityholders and the market with timely, balanced, direct and equal access to information issued by Primewest and promote investor confidence in the integrity of Primewest and its securities through external announcements that are factual, complete, relevant, balanced and expressed in an objective and clear manner.
- (c) The Company Secretary is responsible for the overall administration of the Continuous Disclosure Policy, including communications with the ASX in relation to continuous disclosure issues.

- (d) Certain information disclosed to the ASX, such as presentations to investors and analysts and the Company's results released to the ASX immediately prior to the making of those presentations, are promptly posted on Primewest's website.
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7. Communications with stakeholders (including securityholders)

(ASX Corporate Governance Principles and Recommendations: 6)

Primewest is committed to effective communication with its customers, securityholders, market participants, employees, suppliers, financiers, creditors, other stakeholders and the wider community. Primewest will ensure that all stakeholders, market participants and the wider community are informed of its activities and performance.

7.1 Website

- (a) Primewest's website is an important communication tool for Primewest's employees and external stakeholders, such as customers, suppliers and investors.
- (b) Primewest's website contains a range of information of relevance to stakeholders including relevant corporate governance policies, media and market announcements and presentations to securityholders and institutional investors. Stakeholders are encouraged to view the website on a regular basis so that they can keep up to date with information concerning Primewest.

7.2 Investor engagement

In compliance with Recommendation 6.2 of the ASX Principles, Primewest has a comprehensive investor engagement program which includes briefings, presentations and events.

7.3 Meetings of securityholders

- (a) The meetings of securityholders of Primewest represent an excellent opportunity for Primewest to provide information to its securityholders. Primewest encourages attendance at, and participation in, general meetings.
 - (b) A notice of a meeting will be sent to securityholders prior to the meeting, including details of the time and place of the meeting, the resolutions to be considered and proxy voting procedures.
 - (c) Primewest recognises that some securityholders will not be able to attend its meetings of securityholders. To allow for the participation of any such securityholders, Primewest encourages securityholders to forward their questions to the Company Secretary prior to the meeting. Where appropriate, these questions will be read out and answered at the meeting, or, if this is not practicable, the question and answer will be recorded in the transcript of the meeting.
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8. Risk management

(ASX Corporate Governance Principles and Recommendations: 7)

Primewest views risk recognition and management as essential to its objectives of creating and maintaining shareholder value and to the successful execution of Primewest's strategies. The Board has established the Audit and Risk Management Committee to assist the Board in overseeing the implementation of an effective system of risk management for which the Board is ultimately responsible. The Board also requires management to be involved in the design, implementation and maintenance of a sound system of risk management. Further details of

the roles and responsibilities of the Board, the Audit and Risk Management Committee and management can be found in the Audit and Risk Management Committee Charter and Risk Management Policy available at:

- a) primewest.biz/investor-centre/corporate-governance-policies/primewest-audit-risk-management-and-compliance-committee-charter and;
- b) primewest.biz/investor-centre/corporate-governance-policies/primewest-risk-management-policy

8.1 Risk management framework

- (a) In order to properly identify and develop strategies and actions to manage business risks, Primewest has put in place a business risk management framework to identify and assess specific risks. Once a business risk is identified, the risk management processes and systems implemented by Primewest are aimed at providing the necessary framework to enable the business risk to be managed.
- (b) The Audit and Risk Management Committee oversees the risk management framework which will be reviewed at least annually as per Recommendation 7.2(a) of the ASX Principles. Primewest did not carry out a formal review process during the Reporting Period because the Board was only constituted on admission to ASX in November 2019. However, Primewest intends to conduct such a review during the next full reporting period. The risk management framework is also actively managed by Executives.

8.2 Internal audit function

The Audit and Risk Management Committee has identified and implemented processes to evaluate and continually improve the effectiveness of its risk management and internal control processes despite not having an internal audit function (in compliance with Recommendation 7.3(b) of the ASX Principles). The Audit and Risk Management Committee has charged Executives to identify, assess and address risks related to finance, operations and corporate governance. The Audit and Risk Management Committee requires its Executives to prepare, monitor and maintain a risk register of those risks identified and how those risks will be addressed. Primewest also engages third party specialists to perform internal audit activities as required.

8.3 Material risk disclosure

- (a) There are a number of risks which are inherent to the business activities which Primewest undertakes.
- (b) Primewest's core risks and the ways in which these are managed are set out in Primewest's Annual Report.
- (c) Primewest does not believe that it has a material exposure to any environmental or social risks identified in Recommendation 7.4 of the ASX Principles. Should any of these risks arise then they will be managed in accordance with Primewest's Risk Management Framework and with the assistance of specialist professionals where required.

9. Remuneration

(ASX Corporate Governance Principles and Recommendations: 8)

Primewest is committed to attracting and retaining the best people to work in the organisation, including Directors and management. A key element in achieving that objective is to ensure that Primewest is able to appropriately remunerate its key people.

9.1 Remuneration and Nomination Committee

The Board has established a Remuneration and Nomination Committee to review and make recommendations to the Board in relation to Primewest's Remuneration Policy including as it applies to Directors and the process by which any pool of Directors' fees approved by securityholders is allocated to Directors along with remuneration packages of Executives.

9.2 Remuneration Policy

Primewest's Remuneration Policy establishes a framework for remuneration that is designed to fairly and responsibly reward Directors and Executives having regard to Primewest's performance, the performance of Executives and the general pay environment subject to legal and regulatory requirements. A copy of Primewest's Remuneration Policy is available at: primewest.biz/investor-centre/corporate-governance-policies/primewest-remuneration-nomination-committee-charter