

Corporate governance statement

This document discloses the extent to which Primary Opinion Limited ACN 092 817 171 (**Company**) has followed the recommendations set by the ASX Corporate Governance Council in the third edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**) during the relevant part of the reporting period.

This document is current as at 23 September 2016 and has been approved by the board of the Company.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
1.	Principle 1 – Lay solid foundations for management and oversight		
	A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.		
1.1	<p>ASX Recommendation 1.1</p> <p>Companies should disclose:</p> <p>a. the respective roles and responsibilities of its board and management and</p> <p>b. those matters expressly reserved to the board and those delegated to management</p>	<p>Yes</p> <p>Yes</p>	<p>Refer Section 4 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/</p>
1.2	<p>ASX Recommendation 1.2</p> <p>A listed entity should:</p> <p>a. undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>b. provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>Refer Section 2 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>Information is included in the Company's Notice of Meetings to shareholders.</p>
1.3	<p>ASX 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>	<p>Yes</p>	<p>Refer Section 2.6 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>Details of previous executive contracts in place are detailed in the Company's Annual Remuneration Report in the 2016 Annual Report. The Company does not currently have an executive director.</p>

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1.4	<p>ASX 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 to do with the proper functioning of the board.</p>	Yes	Refer Section 11 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/																
1.5	<p>ASX Recommendation 1.5</p> <p>A listed entity should:</p> <p>a. have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>b. disclose that policy or a summary of it; and</p> <p>c. disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>Yes</p> <p>Yes</p> <p>No</p> <p>Yes</p> <p>Not applicable</p>	<p>Refer to the Company's Diversity Policy for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>Refer to the Company's Diversity Policy for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>The Company is still in the process of developing measurable objectives for achieving gender diversity.</p> <p>The proportion of women on the board, women in senior executive positions and women employees in the whole organisation as at reporting date was as follows:</p> <table border="1"> <thead> <tr> <th>Gender</th> <th>Board</th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>No. of men</td> <td>3</td> <td>1</td> <td>4</td> </tr> <tr> <td>No. of women</td> <td>0</td> <td>1</td> <td>1</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>20%</td> <td>20%</td> </tr> </tbody> </table>	Gender	Board	Senior executive positions	Whole organisation	No. of men	3	1	4	No. of women	0	1	1	% women	0%	20%	20%
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No. of men	3	1	4																
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1.6	<p>ASX Recommendation 1.6</p> <p>A listed entity should:</p> <p>a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p>	Yes	Refer Section 7 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/																

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	b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	With changes to the board structure during FY2016 no performance evaluation was undertaken. The Company will complete performance reviews during FY17.
1.7	ASX Recommendation 1.7 A listed entity should:		
	a. have and disclose a process for periodically evaluating the performance of its senior executives; and	Yes	Refer Section 8.6 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/
	b. disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Yes	With changes to the board structure during FY2016, there were no performance reviews undertaken. The Company will complete performance reviews during FY17.
2. Principle 2 – Structure the board to add value			
A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.			
2.1	ASX Recommendation 2.1 The board of a listed entity should:		
	a. have a nomination committee which:	Yes	
	1. has at least three members, a majority of whom are independent directors; and	Yes	In FY2015 the Remuneration and Nomination Committee only had 2 members due to the size and make-up of the Board. To maintain the independence of the Remuneration and Nomination Committee, the Board decided it was not appropriate to include an executive Director on the Remuneration and Nomination Committee in order to have 3 members.
	2. is chaired by an independent director,	Yes	Following changes to the makeup of the Board in FY16, the Remuneration and Nomination Committee is now made up of each of the members of the Board, each of whom are Non-executive Directors and two of whom are independent Directors. The Chairman of the Remuneration and Nomination Committee is an independent Director, being Mr Hugh Robertson.
	and disclose:		
	3. the charter of the committee;	Yes	Refer Company's Remuneration and Nomination Committee Charter which is located on the Company's website at the following link: http://www.primaryopinion.com/
	4. the members of the committee; and	Yes	
	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	Yes	Refer to 2016 Annual Report Refer to 2016 Annual Report

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	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.	N/A	
2.2	ASX Recommendation 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.	Yes	Refer Section 3 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/
2.3	ASX Recommendation 2.3 A listed entity should disclose: a. the names of the directors considered by the board to be independent directors; 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 c. the length of service of each director.	Yes Yes Yes	The Board has two independent Directors in Mr Tony Robinson who is Chairman of the Company and Mr Hugh Robertson, a Non-executive Director. The other Director, Mr Tom Kiing, is not an independent Director as he has a substantial shareholding in the Company. The lengths of service are as follows: <ul style="list-style-type: none">• Tom Kiing (8 years)• Hugh Robertson (0.9 years)• Tony Robinson (0.9 years)
2.4	ASX Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	Yes	As noted above the majority of the board are independent directors.
2.5	ASX Recommendation 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.	Yes	The Independence Assessment Matrix concluded that Mr Tony Robinson, the current Chairman of the Company, is an independent director. The Company does not have a CEO at present.

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2.6	<p>ASX Recommendation 2.6</p> <p>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>	Yes	Refer Section 2 of the Company's Board Charter for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/
3. Principle 3 – Act ethically and responsibly			
A listed entity should act ethically and responsibly.			
3.1	<p>ASX Recommendation 3.1</p> <p>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>	Yes to all	For further detail refer to the Company's Code of Conduct for Directors and Senior Executives which is located on the Company's website at the following link: http://www.primaryopinion.com/
4. Principle 4 – Safeguard integrity in corporate reporting			
A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.			
4.1	<p>ASX Recommendation 4.1</p> <p>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</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>In FY2015 the Audit Committee only had 2 members due to the size and make-up of the Board. To maintain the independence of the Audit Committee, the Board decided it was not appropriate to include an executive Director on the Audit Committee in order to have 3 members.</p> <p>Following changes to the makeup of the Board in FY16, the Audit Committee is made up of each of the members of the Board, each of whom are Non-executive Directors and two of whom are independent Directors. The Chairman of the Audit Committee is an independent Director, being Mr Hugh Robertson.</p> <p>Refer Company's Audit Committee Charter which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>Refer to 2016 Annual Report</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	<p>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>	N/A	Refer to 2016 Annual Report
4.2	<p>ASX 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>	Yes	The CEO and CFO execute Section 295A declarations and submit to the Audit Committee and Board prior to approving the Annual Report. It is noted that the Company does not currently have a CEO and as there is no CEO, the Chairman of the Board will provide this declaration.
4.3	<p>ASX Recommendation 4.3</p> <p>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>	Yes	The Auditor attends the Company Annual General Meeting
5.	Principle 5 – Make timely and balanced disclosure		
	A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.		
5.1	<p>ASX Recommendation 5.1</p> <p>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>Yes</p> <p>Yes</p>	Refer 'Continuous Disclosure Policy' at http://www.primaryopinion.com/

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6.	Principle 6 – Respect the rights of security holders		
	A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.		
6.1	ASX Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	Refer to the Company's website http://www.primaryopinion.com/
6.2	ASX Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	Refer 'Shareholder Communication Policy' at http://www.primaryopinion.com/
6.3	ASX Recommendation 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.	Yes	Refer Company's Shareholder Communications Policy together with the Company's Share Registry for further detail which is located on the Company's website at the following link: http://www.primaryopinion.com/ The Company's share registry is Computershare Investor Services Limited.
6.4	Recommendation 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.	Yes	The Company's Share Registry is responsible for this function.
7.	Principle 7 – Recognise and manage risk		
	A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.		
7.1	ASX Recommendation 7.1 The board of a listed entity should: <ol style="list-style-type: none"> a. have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, 	Yes Yes Yes	In FY2015 the Audit Committee (which oversees risk) only had 2 members due to the size and make-up of the Board. To maintain the independence of the Audit Committee, the Board decided it was not appropriate to include an executive Director on the Audit Committee in order to have 3 members. Following changes to the makeup of the Board in FY16, the Audit Committee is now made up of each of the members of the Board, each of whom are Non-executive Directors and two of whom are independent Directors. The Chairman of the Audit Committee is an independent Director, being Mr Hugh Robertson. Refer Company's Audit Committee Charter which is located on the Company's website at the following link: http://www.primaryopinion.com/

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	<p>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>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>	<p>Refer to 2016 Annual Report</p> <p>Refer to 2016 Annual Report</p>
7.2	<p>ASX Recommendation 7.2</p> <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>	Yes to all	<p>The Audit Committee regularly undertakes reviews of its risk management framework to establish an effective and efficient system for:</p> <p>(i) identifying, assessing, monitoring and managing risk; and</p> <p>(ii) disclosing any material change to the Company's risk profile.</p> <p>The Company intends to disclose the matters contemplated by ASX Recommendation 7.2 in future annual reports.</p> <p>For further detail refer to:</p> <ul style="list-style-type: none"> - the Company's Audit Committee Charter (Section 4) which is located on the Company's website at the following link: http://www.primaryopinion.com/
7.3	<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>a. N/A</p> <p>b. Yes</p>	<p>The Company does not have an internal audit function. The Audit Committee directly oversees relevant risk areas as part of its risk management function.</p> <p>For further detail refer to the Company's Audit Committee Charter (Section 4) which is located on the Company's website at the following link: http://www.primaryopinion.com/</p>
7.4	<p>ASX Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks</p>	No.	There is no material exposure to economic, environmental and social sustainability risks.

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
	and, if it does, how it manages or intends to manage those risks.		
8.	Principle 8 – Remunerate fairly and responsibly		
	A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.		
8.1	<p>ASX Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>a. have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the members of the committee; and 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>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>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>Yes</p> <p>N/A</p>	<p>In FY2015 the Remuneration and Nomination Committee only had 2 members due to the size and make-up of the Board. To maintain the independence of the Remuneration and Nomination Committee, the Board decided it was not appropriate to include an executive Director on the Remuneration and Nomination Committee in order to have 3 members.</p> <p>Following changes to the makeup of the Board in FY16, the Remuneration and Nomination Committee is now made up of each of the members of the Board, each of whom are Non-executive Directors and two of whom are independent Directors. The Chairman of the Remuneration and Nomination Committee is an independent Director, being Mr Hugh Robertson.</p> <p>Refer Company's Remuneration and Nomination Committee Charter which is located on the Company's website at the following link: http://www.primaryopinion.com/</p> <p>Refer to 2016 Annual Report</p> <p>Refer to 2016 Annual Report</p>
8.2	<p>ASX 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>	Yes	<p>Separate disclosure regarding the remuneration of the Company's Directors is disclosed in the Company's Annual report, as lodged with the ASX and issued to shareholders.</p> <p>A copy of the latest Annual Report containing this disclosure can be accessed at http://www.primaryopinion.com/</p>

	ASX RECOMMENDATION	COMPLIED WITH?	COMMENT
8.3	<p>ASX Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b. disclose that policy or a summary of it.</p>	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The Company has recently adopted an Employee Share Plan (ESP) following shareholder approval received at a general meeting of shareholders on 24 June 2016. Following the recent adoption by the Company of its ESP, the Board will look to include a policy in its Securities Trading Policy which limits participants from entering into transactions which limit the economic risk associated with their participation in the scheme.</p> <p>A copy of the policy has been placed on the Company's website and announced to ASX.</p>