



# CORPORATE GOVERNANCE STATEMENT

## Panorama Synergy Ltd

The Directors and management of Panorama Synergy Ltd (**Panorama** or the **Company**) are committed to conducting the business of Panorama and its controlled entities (the **Group**) in an ethical manner and in accordance with the highest standards of corporate governance. The Company has adopted and substantially complies with the *ASX Corporate Governance Principles and Recommendations (Third Edition)* (**Recommendations**) to the extent appropriate to the size and nature of the Group's operations.

The Company has prepared this statement which sets out its corporate governance practices during the financial year ended 30 June 2018. This statement identifies any Recommendations that have not been followed, and provides reasons for not following such Recommendations. This statement is current as at 25 September 2018, and has been approved by the Board of Panorama.

The Company's corporate governance policies and charters and policies are all available under the Corporate Governance section of the Company's website ([www.panoramasynergy.com/corporate-governance.html](http://www.panoramasynergy.com/corporate-governance.html)) (**Website**).

ASX Recommendation	Status	Reference / Comment
<b>Principle 1 – Lay solid foundations for management and oversight</b> <i>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.</i>		
<b>1.1</b> <b>A listed entity should disclose:</b>  <b>(a) the respective roles and responsibilities of its board and management; and</b>  <b>(b) those matters expressly reserved to the board and those delegated to management.</b>	<b>Complying</b>	<p>The Board has adopted a charter (<b>Board Charter</b>) which establishes the role of the Board and its relationship with management. The Board Charter clearly articulates the division of responsibilities between the Board and management, in order to manage expectations and avoid misunderstandings about their respective roles and accountabilities.</p> <p>As detailed in the Board Charter, the primary role of the Board is the protection and enhancement of long term shareholder value, and its responsibilities include the overall strategic direction of the Group, establishing goals for management and monitoring the achievement of these goals. The Board is also responsible for the overall corporate governance of Panorama.</p> <p>The Board Charter additionally sets out the role and responsibility of the Chairman.</p> <p>The Board may delegate to the Chief Executive Officer (<b>CEO</b>) the authority and power to manage Panorama and its businesses within levels of authority specified by the Board from time to time. The CEO may sub-delegate aspects of his authority and power but remains accountable to the Board for Panorama's performance and is required to report regularly to the Board on the progress being made by Panorama's business units.</p> <p>The Board will review the Board Charter at least annually, and in doing so will continually review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Group.</p> <p>A copy of the Board Charter is available on the Website.</p>

	ASX Recommendation	Status	Reference / Comment
1.2	<p><b>A listed entity should:</b></p> <p><b>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</b></p> <p><b>(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.</b></p>	Complying	<p>Presently the Board as a whole performs the function of a nomination committee.</p> <p>The nomination-related function and powers of the Board are set out in a Remuneration and Nomination Committee Charter, a copy of which is available on the Website.</p> <p>The responsibilities of the Board, in performing its nomination-related function in accordance with the Remuneration and Nomination Committee Charter, include the following:</p> <ul style="list-style-type: none"> <li>▪ where required, to identify suitable candidates with appropriate skills, experience, expertise and diversity to complement the existing Board, in order for the Board to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board;</li> <li>▪ to undertake appropriate checks on a candidate and seek confirmation from the candidate that he/she will have sufficient time to fulfil his or her responsibilities as a director; and</li> <li>▪ subject to the results of such checks and confirmations, make a determination on the appointment of a proposed candidate to the Board.</li> </ul> <p>Where appropriate, external consultants may be engaged to assist in searching for candidates and undertaking relevant checks.</p> <p>The Company provides information to shareholders about Directors seeking re-election at general meeting to enable them to make an informed decision on whether or not to re-elect the Director, including:</p> <ul style="list-style-type: none"> <li>▪ their relevant qualifications and experience and the skills they bring to the Board;</li> <li>▪ details of any other listed directorships held by the Director in the preceding 3 years; the term of office already served by the Director;</li> <li>▪ whether the Director is considered to be independent; and</li> <li>▪ a recommendation by the Board in respect of the re-election of the Director.</li> </ul> <p>The Company will, in the case of a candidate standing for election as a director for the first time, provide information to shareholders about the candidate to enable them to make an informed decision on whether or not to elect the candidate, including:</p> <ul style="list-style-type: none"> <li>▪ material adverse information revealed by any checks the Board has performed on the candidate;</li> <li>▪ details of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect the candidate's capacity to exercise independent judgement on Board matters or to act in the best interests of the Company and its shareholders generally;</li> <li>▪ the Board's view on whether the candidate will be considered to be an independent Director; and</li> </ul>

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		<ul style="list-style-type: none"> <li>▪ a recommendation by the Board in respect of the election of the candidate.</li> </ul>
1.3	<b>Complying</b>	<p>All Directors and senior executives have entered into written agreements with the Company.</p> <p>Specifically, each Non-Executive Director has been given a letter of appointment which outlines terms including the Director's duties, obligations, remuneration, expected time commitments and notification of the Company's policies.</p> <p>Similarly, senior executives including the Chief Executive Officer have formal job descriptions and services agreements with the Company describing their term of office, duties, rights and responsibilities, and entitlements on termination.</p>
1.4	<b>Complying</b>	<p>The Company Secretary is responsible for the day to day operations of the company secretary's office, including the administration of Board and committee meetings, overseeing Panorama's relationship with its share registrar and lodgements with the ASX and other regulators.</p> <p>The Company Secretary is also responsible for communications with the ASX about listing rule matters, including making disclosures to the ASX in accordance with Panorama's Continuous Disclosure Policy.</p> <p>The Company Secretary supports the effectiveness of the Board by monitoring compliance with Board policies and procedures, and co-ordinating the completion and despatch of Board agendas and briefing papers.</p> <p>The Company Secretary is accountable to the Board, and all Directors have access to the Company Secretary.</p> <p>The decision to appoint or remove the Company Secretary is made or approved by the Board.</p>
1.5	<b>Part-Complying</b>	<p>The Company is committed to the principles of employing people with a broad range of experiences, skills and views. All executives, managers and employees are responsible for promoting workforce diversity.</p> <p>To enumerate its commitment to diversity in its workforce, including but not limited to gender diversity, the Board has adopted a Diversity Policy, a copy of which is available on the Website.</p> <p>The overriding objective of the Diversity Policy is to align the Company's business operations with the positive outcomes that can be achieved through a diverse workforce that recognises and utilises the contribution of its diverse skills and talent.</p> <p>The Diversity Policy requires the commitment of the Directors and senior management to promote the specific objective of diversity and seeks to ensure, to the extent that is practicable and appropriate, that the Company's director appointment and employee recruitment processes are undertaken with reference to the objectives of the Diversity Policy.</p> <p>The Diversity Policy includes requirements for the Board to establish (where practicable) measurable objectives for achieving</p>

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	<p><b>committee of the board in accordance with the entity’s diversity policy and its progress towards achieving them, and either:</b></p> <p><b>(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</b></p> <p><b>(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.</b></p>		<p>gender diversity, for the Board to assess annually both the objectives and progress in achieving them.</p> <p>Whilst the Company has not set formal measurable objectives for achieving gender diversity, the Company is nonetheless committed to recruiting employees from a diverse pool of qualified candidates.</p> <p>The Board is tasked with responsibility for the Diversity Policy, including the responsibility to:</p> <ul style="list-style-type: none"> <li>▪ regularly review and monitor the effectiveness of the policy</li> <li>▪ assess its other policies and procedures with reference to its diversity objectives;</li> <li>▪ determine whether its diversity policies and procedures are and are likely to continue to be appropriate; and</li> <li>▪ ensure that the Company, and its policies and procedures, comply with all applicable legal requirements in respect of diversity and that such policies and procedures remain relevant and effective.</li> </ul> <p>As at 30 June 2018, the Company had 60 employees, including 10 female employees. Of the female employees, 1 holds a senior executive role.</p> <p>For the purposes of determining the number of female senior executives in the Company, the Company has defined “senior executive” as the CEO and those who report directly to him.</p> <p>There are 2 female directors on the Board. The Company Secretary is female.</p>
1.6	<p><b>A listed entity should:</b></p> <p><b>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</b></p> <p><b>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</b></p>	Complying	<p>The Directors undertake an annual process to review the performance and effectiveness of the Board and individual directors. The Company Secretary oversees this process. The review assesses, amongst other things:</p> <ul style="list-style-type: none"> <li>▪ the effectiveness of the Board in meeting the requirements of its charter;</li> <li>▪ whether the Board has members with the appropriate mix of skills and experience to properly perform their functions;</li> <li>▪ the contribution made by each Director at meetings and in carrying out their responsibilities as Directors generally, including preparing for meetings; and</li> <li>▪ whether adequate time is being allocated to Company matters, taking into account each Director’s other commitments.</li> </ul> <p>As part of the review, each Director completes, on a confidential basis, a self-appraisal questionnaire, and the Company Secretary collates the results and presents them to the Board for discussion.</p> <p>The Chairman leads a discussion of the questionnaire results with the Board as a whole, and provides feedback to individual Directors as necessary.</p> <p>The Board undertook a self-appraisal and evaluation in respect of the reporting period. In addition, the Board undertook an assessment and review of the skillset and experience of each Director individually and the Board as a whole, in respect of the reporting period.</p>

ASX Recommendation	Status	Reference / Comment
1.7	<p><b>A listed entity should:</b></p> <p>(a) <b>have and disclose a process for periodically evaluating the performance of its senior executives; and</b></p> <p>(b) <b>disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process</b></p>	<p><b>Complying</b></p> <p>The Board undertakes an annual review of the performance of senior management (including the CEO), using where necessary an external consultant, against appropriate measures.</p> <p>A performance evaluation was undertaken by the Board in respect of the reporting period.</p>

### **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	<p><b>The board of a listed entity should:</b></p> <p>(a) <b>have a nomination committee which:</b></p> <p>(1) <b>has at least three members, a majority of whom are independent directors; and</b></p> <p>(2) <b>is chaired by an independent director,</b></p> <p><b>and disclose:</b></p> <p>(3) <b>the charter of the committee;</b></p> <p>(4) <b>the members of the committee; and</b></p> <p>(5) <b>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</b></p> <p>(b) <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</b></p>	<p><b>Complying</b></p> <p>The Board has not established a formal nomination committee, having regard to the size of the Company and Board.</p> <p>When the size and nature of the Company warrants the necessity of a formal nomination committee, the Board intends to establish a Remuneration and Nomination Committee, which will operate under a Remuneration and Nomination Committee Charter which has been adopted by the Board, a copy of which is available on the Website.</p> <p>Presently the Board as a whole performs the function of a nomination committee.</p> <p>The nomination-related function and powers of the Board are set out in the Remuneration and Nomination Committee Charter.</p> <p>The responsibilities of the Board, in performing its nomination-related function in accordance with the Remuneration and Nomination Committee Charter, include the following:</p> <ul style="list-style-type: none"> <li>▪ to review and make recommendations in relation to the composition and performance of the Board; and</li> <li>▪ to ensure that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management).</li> </ul> <p>Where necessary, the Board seeks advice of external advisers in connection with the suitability of applicants for Board membership.</p> <p>The Board is committed to ensuring that it has, at all times, an appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> <p>The Board regularly evaluates the mix of skills, experience and diversity at the Board level, and has developed and adopted a Board skills matrix which has been tailored to the circumstances and requirements of Panorama. The Board annually assesses its skills against the matrix; this process facilitates the Directors in identifying any gaps in skills or competencies that can be addressed in future Director appointments.</p>
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	ASX Recommendation	Status	Reference / Comment
	<p>skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	Complying	<p>The Board aims to be comprised of Directors which have, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to Panorama's businesses and the Board's responsibilities. This objective is enumerated in the Board Charter.</p> <p>The Board regularly evaluates the mix of skills, experience and diversity at the Board level, and has developed and adopted a Board skills matrix which has been tailored to the circumstances and requirements of Panorama. It is intended that the skills matrix will be reviewed at least annually by the Board to ensure that ongoing needs in relation to supervising the Company and its operations are being met, and to take into account any changes in the Company's circumstances and strategic priorities.</p> <p>The objectives of the skills matrix adopted by the Board are to:</p> <ul style="list-style-type: none"> <li>▪ Identify the skills, knowledge, experience and capabilities that are considered to be desired of the Board as a whole, in order for the Board to fulfil its role and in light of Panorama's strategic direction;</li> <li>▪ Ascertain the current skills, knowledge, experience and capabilities of the Board, and provide the incumbent Directors with an opportunity to reflect upon and discuss the current composition of the Board; and</li> <li>▪ Identify any gaps in skills or competencies that can be addressed in future Director appointments.</li> </ul> <p>During the reporting period, the Board assessed each Director's skill level against the following key skills set out in the matrix which the Board considered to be desired of the Board of Panorama:</p> <ul style="list-style-type: none"> <li>▪ Executive leadership and Board experience</li> <li>▪ Financial literacy</li> <li>▪ Legal, governance and compliance</li> <li>▪ Strategy</li> <li>▪ Health, safety, environment and sustainability</li> <li>▪ Capital management</li> <li>▪ Information technology</li> <li>▪ Industry expertise (commercialisation of technology and R&amp;D)</li> <li>▪ Intellectual property</li> </ul> <p>The Board assessment indicated that each Director was considered to have advanced skills in a number of areas and no Director had less than intermediate skill in any of the above areas.</p> <p>The Board considers that it currently has an appropriate mix of skills and diversity, and provides in the Company's 2018 Annual Report information about the skills, experience and expertise of each Director.</p>

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2.3	<p><b>A listed entity should disclose:</b></p> <p>(a) <b>the names of the directors considered by the board to be independent directors;</b></p> <p>(b) <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</b></p> <p>(c) <b>the length of service of each director.</b></p>	<p><b>Complying</b></p> <p>As at the date of this Statement, there are four Directors on the Board of the Company.</p> <p>The Board has considered the circumstances of each Director in office as at the date of this Statement, and determined as follows:</p> <ul style="list-style-type: none"> <li>▪ <b>Ms Joanne Bryant</b> is considered to be an independent Director, on the basis that she is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of her judgement.</li> <li>▪ <b>Mr Gavin Coote</b> is not considered to be an independent Director. In reaching this conclusion, the Board considered the fact that Mr Coote undertakes an active role in the management and strategic direction of the Company, by providing consultancy and corporate advisory services to Panorama (which are outside the scope of typical Non-Executive Director responsibilities). Whilst the Board is of the opinion that these factors do not in practice compromise the independence of Mr Coote, on the basis that he has consistently demonstrated capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally, as a matter of prudence the Board considers it appropriate to characterise Mr Coote as a non-independent Director due to his active management role within the Company and the fact that he provides executive advisory services to the Company.</li> <li>▪ <b>Ms Julie King</b> is not considered to be an independent Director due to her substantial shareholding in the Company. Whilst the Board acknowledges that Ms King has consistently demonstrated capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders generally, as a matter of prudence the Board considers it appropriate to characterise Ms King as a non-independent Director due her significant shareholding interests (including by way of association) in the Company.</li> <li>▪ <b>Mr Paul Wright</b> is considered to be an independent Director, on the basis that he is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence the independent exercise of his judgement</li> </ul> <p>In reaching the conclusions set out above, the Board considered the guidelines of materiality for the purpose of determining Director independence set out in the Board Charter and Box 2.3 of the Recommendations.</p> <p>The Board will continually assess whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.</p> <p>The Corporations Act and monthly Board meeting processes require Directors to advise the Board of any interest they have that has the potential to conflict with the interests of the Group, including any development that may impact their perceived or actual independence.</p>

	ASX Recommendation	Status	Reference / Comment
			<p>If the Board determines that a Director's status as an independent Director has changed, that determination will be disclosed and explained in a timely manner to the market.</p> <p>The length of service of each Director is set out in the Company's 2018 Annual Report.</p>
2.4	<p><b>A majority of the board of a listed entity should be independent directors.</b></p>	<p><b>Non-Complying</b></p>	<p>The Board currently comprises four Directors. Two of the Directors (50% of the Board) are considered to be independent Directors.</p>
2.5	<p><b>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.</b></p>	<p><b>Part-Complying</b></p>	<p>Mr Gavin Coote (Chairman) is not considered to be an independent Director, due to his active management role within the Company and the fact that he provides executive advisory services to the Company. However, as explained above, the Board notes that as Chairman, Mr Coote continues to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity and its security holders.</p> <p>The role of CEO is held by Mr Peter Lewis.</p>
2.6	<p><b>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.</b></p>	<p><b>Complying</b></p>	<p>The Board is tasked with ensuring that an effective induction process is in place for newly appointed Directors, and the review of those induction procedures. In addition, incumbent Directors are provided with appropriate professional development opportunities to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p> <p>As Directors join the Board, they undertake a comprehensive induction program, which includes the provision of information on the Company's core values, key strategies, objectives, as well as its governance framework and operations.</p> <p>The Board receives ongoing governance updates as required, including in relation to recent legislative and regulatory changes and developments in corporate governance. All Directors have ongoing access to information on the Company's operations and to the Group's senior management.</p> <p>Each Director, at any time, is able to seek reasonable independent professional advice on any business-related matter at the expense of the Company.</p> <p>Directors also have access to adequate internal resources to seek any information from any officer or employee of the Group, or to require the attendance of management at meetings to enable them as Directors to fulfil their duties.</p>



### Principle 3 – Act ethically and responsibly

*A listed entity should act ethically and responsibly*

3.1	<b>A listed entity should:</b>  <b>(a) have a code of conduct for its directors, senior executives and employees; and</b>  <b>(b) disclose that code or a summary of it.</b>	<b>Complying</b>	<p>The Board is committed to observing the highest standards of corporate governance and business conduct.</p> <p>Accordingly, the Board has adopted a Code of Conduct, a copy of which is available on the Website, and which sets out the way in which Panorama seeks to conduct business, namely in an honest and fair manner, acting only in ways that reflect well on Panorama in strict compliance with all laws and regulations.</p> <p>The Code of Conduct articulates acceptable practices for Directors, senior executives and employees, to guide their behaviour and to demonstrate the commitment of the Company to ethical practices. The Company also seeks to ensure that advisers, consultants and contractors are aware of the Company's expectations as set out in its Code of Conduct.</p> <p>Responsibilities of Panorama's personnel under the Code of Conduct include protection of Panorama's business, using Panorama's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.</p>
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### 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	<b>The board of a listed entity should:</b>  <b>(a) have an audit committee which:</b>  <b>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</b>  <b>(2) is chaired by an independent director, who is not the chair of the board,</b>  <b>and disclose:</b>  <b>(3) the charter of the committee;</b>  <b>(4) the relevant qualifications and experience of the members of the committee; and</b>  <b>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual</b>	<b>Complying</b>	<p>The Board has not established a formal audit committee, having regard to the size of the Company and Board.</p> <p>When the size and nature of the Company warrants the necessity of a formal audit committee, the Board intends to establish an Audit and Risk Management Committee, which will operate under the Audit and Risk Management Committee Charter which has been adopted by the Board, a copy of which is available on the Website.</p> <p>Presently the Board as a whole performs the function of an audit committee.</p> <p>The audit-related function and powers of the Board are set out in the Audit and Risk Management Committee Charter.</p> <p>The responsibilities of the Board, in performing its audit-related function in accordance with the Audit and Risk Management Committee Charter, are to oversee the Company's financial reporting and its internal and external audit functions.</p> <p>This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor and reviewing non-audit services provided by the external auditor, to confirm that they are consistent with maintaining external audit independence.</p>
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	<p>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>		
4.2	<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>	Complying	<p>The Directors are committed to the preparation of financial statements that present a balanced and clear assessment of the Group's financial position and prospects.</p> <p>The Board reviews the Group's half yearly and annual financial statements.</p> <p>The Board has a process to receive written assurances from the persons performing the functions of the CEO and the CFO that the Group's financial reports present a true and fair view, in all material respects, of the Group's financial condition and operational results, and are in accordance with relevant accounting standards, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> <p>The Board does and will continue to seek these assurances prior to approving the annual financial statements for all half year and full year results.</p>
4.3	<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>	Complying	<p>Shareholders are encouraged to attend the Company's Annual General Meeting, at which the Company endeavours to ensure the attendance of its auditors.</p> <p>Shareholders are given an opportunity to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p>

### 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><b>A listed entity should:</b></p> <p>(a) <b>have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</b></p> <p>(b) <b>disclose that policy or a summary of it.</b></p>	Complying	<p>The Board has adopted a Continuous Disclosure Policy which has established procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior management level for that compliance. The focus of these procedures is on continuous disclosure of any information concerning the Group that a reasonable person would expect to have a material effect on the price of the Company's securities and improving access to information for all investors.</p> <p>The Board and the Company Secretary are responsible for interpreting the Continuous Disclosure Policy. The purpose of the procedures for identifying information for disclosure is to ensure timely and accurate information is provided equally to all shareholders and market participants.</p> <p>The Company Secretary is responsible for all communications with the ASX. All Company announcements are vetted and authorised by the Board and senior management to ensure they are made in a timely manner, are factual, do not omit material information and are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.</p> <p>A copy of the Continuous Disclosure Policy is available on the Website.</p>
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### 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	<p><b>A listed entity should provide information about itself and its governance to investors via its website.</b></p>	Complying	<p>The 'Investor Centre' section of Panorama's Website is the primary medium of providing information to all shareholders and stakeholders. It has been designed to enable information to be accessed in a clear and readily accessible manner.</p> <p>The Investor Centre section of the Website contains information relevant to shareholders and stakeholders including:</p> <ul style="list-style-type: none"> <li>▪ all relevant announcements made to the market, including annual and half yearly reports;</li> <li>▪ information provided to analysts or media during briefings; and</li> <li>▪ the full text of notices of meeting and explanatory material.</li> </ul> <p>All corporate governance policies and charters adopted by the Board are available in the 'Corporate Governance' section of the Website.</p>
6.2	<p><b>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</b></p>	Complying	<p>The Board is committed to facilitating effective two-way communication with its shareholders, investors and stakeholders, and has adopted a Communications Policy to define and support this commitment. A copy of the Communications Policy is available on the Website.</p> <p>The Communications Policy sets out the Company's investor relations approach, namely communicating with its shareholders and investors by posting information on the Website, and by</p>

			<p>encouraging attendance and participation of shareholders at general meetings.</p> <p>The Board informs shareholders of all major developments affecting the Company's state of affairs, in particular as follows:</p> <ul style="list-style-type: none"> <li>▪ The annual report is distributed to all shareholders, including relevant information about the operations of the Company during the year and changes in the state of affairs.</li> <li>▪ The half-yearly report to the ASX contains summarised financial information and a review of the operations of the Company during the period.</li> <li>▪ All major announcements are lodged with the ASX, and posted on the Company's website.</li> <li>▪ Proposed major changes in Company which may impact on share ownership rights are submitted to a vote of shareholders.</li> <li>▪ The Board encourages full participation of shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals.</li> <li>▪ The Company's auditor attends the Annual General Meeting.</li> </ul>
6.3	<b>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</b>	<b>Complying</b>	<p>Shareholders are encouraged to attend the Company's general meetings, and notice of such meetings will be given in accordance with the Company's Constitution, the Corporations Act, and the ASX Listing Rules.</p> <p>The Company's Annual General Meeting in particular is an opportunity for shareholders to receive updates from the Chairman on Group performance, ask questions of the Board and vote on the various resolutions affecting the Company's business. Shareholders are also given an opportunity at Annual General Meetings to ask questions of the Company's auditors regarding the conduct of the audit and preparation and content of the auditor's report.</p> <p>The date, time and location of the Company's general meetings will be provided in the notices of meetings, and on the Website. Whilst shareholders are encouraged to attend meetings in person, in the event that they are unable to do so, they are encouraged to participate in the meeting by appointing a proxy, attorney or representative to vote on their behalf.</p>
6.4	<b>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</b>	<b>Complying</b>	<p>Investors are able to communicate with the Company electronically by emailing the Company Secretary.</p> <p>Investors are also able to communicate with the Company's registry electronically by emailing the registry or via the registry's website.</p> <p>Panorama encourages its shareholders to receive company information electronically by registering their email addresses online with Panorama's share registry.</p>

## 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	<p><b>The board of a listed entity should:</b></p> <p><b>(a) have a committee or committees to oversee risk, each of which:</b></p> <p><b>(1) has at least three members, a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director,</b></p> <p><b>and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the members of the committee; and</b></p> <p><b>(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</b></p> <p><b>(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.</b></p>	<p><b>Complying</b></p> <p>The Board has not established a formal risk committee, having regard to the size of the Company and Board.</p> <p>When the size and nature of the Company warrants the necessity of a formal risk committee, the Board intends to establish an Audit and Risk Management Committee, which will operate under the Audit and Risk Management Committee Charter which has been adopted by the Board, a copy of which is available on the Website. Presently the Board as a whole performs the function of a risk committee.</p> <p>The risk-related function and powers of the Board are set out in the Audit and Risk Management Committee Charter.</p> <p>The responsibilities of the Board, in performing its risk-related function in accordance with the Audit and Risk Management Committee Charter, are to oversee the Company's internal control structure and risk management systems, and to report on the status and management of the risks to the Company. The purpose of the Board's risk management process is to ensure that risks are identified, assessed and appropriately managed.</p>
7.2	<p><b>The board or a committee of the board should:</b></p> <p><b>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</b></p> <p><b>(b) disclose, in relation to each reporting period, whether such a review has taken place.</b></p>	<p><b>Complying</b></p> <p>The Group has established policies and procedures to identify, assess and manage all material business and operational risks. The Board has responsibility for monitoring risk oversight and ensures that the persons performing the role of CEO and CFO (or equivalent) report on the status of business risks through risk management programs aimed at ensuring risks are identified, assessed and appropriately managed.</p> <p>The Board oversees policies on risk assessment and management. In addition, the Board reviews the risk management framework and policies of the Group on a regular basis. The Board has undertaken such a review in respect of the reporting period, and is satisfied that management has developed and implemented a sound system of risk management and internal control.</p>

7.3	<p><b>A listed entity should disclose:</b></p> <p><b>(a) if it has an internal audit function, how the function is structured and what role it performs; or</b></p> <p><b>(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.</b></p>	<b>Complying</b>	<p>The Company does not at this time have an internal audit function. The Board has responsibility to ensure that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Board is also responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>The Company's external auditors also provide recommendations to the Board where internal control weaknesses have been identified.</p> <p>During the year, the Board was responsible for overseeing the implementation of recommendations to improve internal control weaknesses made by the Company's auditors, as well as to generally oversee reviews and improvements to risk management and internal control processes.</p>
7.4	<p><b>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.</b></p>	<b>Complying</b>	<p>The Group's operations are not subject to any significant environmental regulations under the Commonwealth or State legislation.</p> <p>Whilst the Company has exposure to elements of risks relevant to the industry in which Panorama operates, the Company does not consider, given the nature of its business, that it has any specific extraordinary exposure to economic, environmental and social sustainability risks.</p>

### **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><b>The board of a listed entity should:</b></p> <p><b>(a) have a remuneration committee which:</b></p> <p><b>(1) has at least three members, a majority of whom are independent directors; and</b></p> <p><b>(2) is chaired by an independent director,</b></p> <p><b>and disclose:</b></p> <p><b>(3) the charter of the committee;</b></p> <p><b>(4) the members of the committee; and</b></p> <p><b>(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</b></p>	<b>Complying</b>	<p>The Board has not established a formal remuneration committee, having regard to the size of the Company and Board.</p> <p>When the size and nature of the Company warrants the necessity of a formal remuneration committee, the Board intends to establish a Remuneration and Nomination Committee, which will operate under a Remuneration and Nomination Committee Charter which has been adopted by the Board, a copy of which is available on the Website.</p> <p>Presently the Board as a whole performs the function of a remuneration committee. The remuneration-related function and powers of the Board are set out in the Remuneration and Nomination Committee Charter.</p> <p>The responsibilities of the Board, in performing its remuneration-related function in accordance with the Remuneration and Nomination Committee Charter, include the following:</p> <ul style="list-style-type: none"> <li>▪ reviewing remuneration packages and practices applicable to the Chief Executive Officer and senior executives and the Board itself;</li> <li>▪ responsibility for share option schemes, incentive performance packages and retirement and termination entitlements; and</li> <li>▪ setting remuneration levels competitively, to attract the most qualified and experienced Directors and senior executives.</li> </ul>
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	<p>members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>		<p>The Board may obtain independent advice on the appropriateness of remuneration packages.</p>
8.2	<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>	Complying	<p>Details of the Directors' and key senior executives' remuneration are set out in the Remuneration Report section of the Company's 2018 Annual Report.</p> <p>The structure of Non-Executive Directors' remuneration is further detailed in the Remuneration Report section of the Company's 2018 Annual Report.</p>
8.3	<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>	Complying	<p>The Company has adopted an Employee Share Option (<b>ESOP</b>) and a Long Term Incentive Plan (<b>LTIP</b>) to assist in the motivation, retention and reward of certain senior executives and employees (<b>Participants</b>).</p> <p>The ESOP and LTIP are both designed to align the interests of the Participants more closely with the interests of shareholders by providing an opportunity for the Participants to receive an equity interest in the Company through the granting of options, the vesting of which is subject to satisfaction of certain performance or time-based conditions.</p> <p>A summary of the ESOP was provided in the Company's Notice of 2015 Annual General Meeting, where the ESOP was approved by shareholders.</p> <p>A summary of the LTIP was provided in the Company's Notice of 2016 Annual General Meeting, where the LTIP was approved by shareholders.</p> <p>Participants in the ESOP and LTIP are not permitted to hedge or otherwise limit the economic risk of participating in the ESOP/ LTIP.</p> <p>In addition, the Company has adopted a Securities Trading Policy which prohibits Directors, the CEO (if any) and senior executives and other key management personnel and their closely related parties from entering into any arrangement that would have the effect of, directly or indirectly, granting any form of security (whether by way of charge, mortgage, pledge or otherwise) over any of the Company's securities which are unvested or subject to a holding lock, to secure any obligation or enter into any margin lending arrangement involving the Company's securities.</p> <p>A copy of the Securities Trading Policy is available on the Website.</p>