



Australian Agricultural Company Limited

ABN 15 010 892 270

Corporate Governance Statement

Corporate Governance Statement

The Board is responsible for establishing the corporate governance framework of the Company having regard to the ASX Corporate Governance Council (CGC) published guidelines as well as its corporate governance principles and recommendations. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Company's corporate governance practices were in place throughout the 12 months to 31 March 2018, except to the extent as may be noted in this statement.

Various corporate governance practices are discussed within this statement. For further information on the corporate governance policies adopted by the Company, refer to our website: www.aaco.com.au/investors-media/corporate-governance/.

Board Functions

The Board is responsible to the Company's shareholders for the overall governance and performance of the Company.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical expectations and obligations. In addition, the Board is responsible for identifying areas of significant business risk and ensuring arrangements are in place to adequately manage those risks.

To ensure that the Board is well equipped to discharge its responsibilities it has established guidelines for the nomination and selection of Directors and for the operations of the Board. Before the Board appoints a person, or puts forward a candidate for election as a Director, appropriate background checks are undertaken. The Company also provides shareholders with all material information in its possession that is relevant to a decision on whether or not to elect or re-elect a Director through a number of channels, such as the Notice of Meeting, Director biographies and other information contained in the Annual Report.

The responsibility for the operation and administration of the Company is delegated, by the Board, to the Managing Director/Chief Executive Officer (MD/CEO) and the executive management team. The Board ensures that this team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the MD/CEO and the executive management team.

Whilst at all times the Board retains full responsibility for guiding and monitoring the Company, in discharging its stewardship it makes use of Board committees. Specialist committees are able to focus on a particular responsibility and provide informed feedback to the Board. The Chairman of each committee reports on any matters of substance at the next full Board meeting and all committee minutes are provided to the Board.

There are currently three Board committees:

- > Audit and Risk Management
- > Staff and Remuneration
- > Nomination

The roles and responsibilities of these committees are discussed throughout this statement.

The Board also establishes specialist subcommittees and working groups from time to time, comprised of directors, to oversee and report back to the Board on any identified large or otherwise important projects.

The Board is responsible for ensuring that management's objectives and activities are aligned with the expectations and risks identified by the Board. The Board has a number of mechanisms in place to ensure this is achieved including:

- > Board approval of a strategic plan designed to meet stakeholders' needs and manage business risk.
- > Ongoing development of the strategic plan and approving initiatives and strategies designed to ensure the continued growth and success of the entity.
- > Implementation of budgets by management and monitoring progress against budget – via the establishment and reporting of both financial and non-financial key performance indicators.

Other functions reserved to the Board include:

- > Approval of the annual and half-yearly financial reports.
- > Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures.
- > Ensuring that any significant risks that arise are identified, assessed, appropriately managed and monitored.
- > Reporting to shareholders.
- > Appointment of the MD/CEO.

The matters which are reserved for the Board are contained in the Board's Charter, which is available on the Company's website.

The Company Secretary acts as secretary to the Board is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. All Directors have direct access to the Company Secretary.

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Structure of the Board

The skills, experience and expertise relevant to the position of Director held by each Director in office at the date of the annual report are included in the Directors' Report. Upon appointment, each Director and senior executive enters into a written agreement which sets out the terms of their appointment. Further information is included in the Directors' Report.

The Board is currently comprised of nine Directors, six of whom are determined by the Board to be independent. AACo's Chairman, Donald McGauchie, is an independent director.

It is the Board's responsibility to assess and monitor the independence of Directors, as required under the ASX Corporate Governance Principles and Recommendations ('CGPR') published by the ASX Corporate Governance Council.

Under the Company's Board Charter, the Board will determine whether or not a Director is independent. For the purposes of making a determination as to whether a Director is independent the Board will consider, amongst other things, whether or not the Director:

- > Is a substantial security holder of the Company or an officer of, or otherwise associated with, a substantial security holder of the Company;
- > Within the last three years has been employed in an executive capacity by the Company or one of its subsidiary companies;
- > Has been in the last three years, a partner, director or senior employee in a provider of material professional services to the Company or any of its subsidiaries;
- > Within the last three years has been in a material business relationship (e.g. as a customer or supplier) with the Company or any of its subsidiaries, or an officer of or otherwise associated with someone with such a relationship;
- > Has a material contractual relationship with the Company or its subsidiaries other than as a Director;
- > Has close family ties with any person who falls within any of the categories described above;
- > Has been a Director of the Company for such a period that his or her independence may have been compromised;
- > Has any interest, any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

In accordance with the guidelines above, the following Directors of the Company during the period were determined to be independent:

Mr D. McGauchie	Chairman, Non-executive Director	Appointed 19 May 2010
Mr T. Keene	Non-executive Director	Appointed 5 October 2011
Mr S. Black	Non-executive Director	Appointed 5 October 2011
Mr D. Crombie	Non-executive Director	Appointed 5 October 2011
Mr A. Abraham	Non-executive Director	Appointed 7 September 2014
Ms J. Rudd	Non-executive Director	Appointed 15 November 2017

The following Directors of the Company during the period were determined to be non-independent:

Mr J. Strong	Mr J. Strong who retired 11 August 2017 was not considered independent by virtue of his executive office as Managing Director and Chief Executive Officer.
Mr H. Killen	Mr H. Killen who was appointed 1 February 2018 is not considered independent by virtue of his executive office as Managing Director and Chief Executive Officer.
Dr S. Dissanayake	Dr S. Dissanayake is not considered independent as he is an officer of Tavistock Group which controls the AA Trust which is a major 42.48% shareholder of the Company and was appointed an Executive Director on 11 April 2017.
Mr N. A. Reisman	Mr N. Reisman is not considered independent as he is an officer of Tavistock Group which controls the AA Trust which is a major 42.48% shareholder of the Company.

- > All Board committees are comprised only of non-executive Directors and each Chair of a committee is an independent Director.

There are procedures in place, agreed by the Board, to enable Directors in furtherance of their duties to seek independent professional advice at the Company's expense.

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Structure of the Board (continued)

The term in office held by each Director in office at the date of this report is as follows:

NAME	TERM IN OFFICE
Directors	
Mr D. McGauchie	8 years 1 month
Mr T. Keene	6 years 7 months
Mr S. Black	6 years 7 months
Mr D. Crombie	6 years 7 months
Dr S. Dissanayake	6 years 1 month
Mr A. Abraham	3 years 8 months
Mr N. Reisman	2 years 1 month
Ms J. Rudd	5 months
Mr H. Killen	2 months
Resigned Directors	
Mr J. Strong	3 years 9 months

For further biographical details, refer to pages 2 to 5 of our financial report.

For additional details regarding Board appointments, please refer to our website.

Board Skills Matrix

The aim of the Board Skills Matrix is to set out the mix of skills that the Board currently has and is looking to achieve. It is a summary of the Company's internal assessments of the Board. Information is obtained from a Director review of skills and competencies completed for each Director. This information is summarised into the Board Skills Matrix.

The board recognises that each Director will not necessarily possess experience in all areas relevant to the Company's operations and therefore seeks to ensure that its membership includes an appropriate mix of directors with skills, knowledge and experience in agriculture, other relevant industry sectors, general management and finance. A summary of the Board's skills, knowledge and experience is set out in the table below:

SKILL/KNOWLEDGE/EXPERIENCE	OUT OF 9 DIRECTORS
Leadership and Governance	
Organisational governance	9
Strategy	9
Government relations	8
Previous ASX NED experience	5
Previous ASX CEO experience	1
Operations	
Environment, health and safety	7
Work health and safety committee experience	6
Agribusiness	7
Farmer or producer	3
Innovation	7
Information technology	5
Sectoral Experience	
Livestock	6
Beef manufacturing	3
Sales	4
Branding and marketing	5
Finance, Capital Management and Risk	
Formal accounting and finance qualifications (CPA or CA)	3
Capital restructuring	6
Audit Committee experience	8
Legal	4
People	
People and culture	9
Remuneration Committee experience	5
Geographic experience	
International markets	8
Asian markets	7
USA markets	6

Corporate Governance Statement

Performance

The performance of the Board and key executives is reviewed regularly against both measurable and qualitative indicators. Board succession planning is an important part of the governance process. The most recent external performance evaluation of the Board and the Board committees was undertaken in 2014 and various recommendations from the review were subsequently implemented. In FY2018, an informal performance evaluation of the Board was undertaken by the AACo Chairman.

A copy of the Company's Board Evaluation Process is available on the Company's website.

The Board ensures that new directors are inducted to the company appropriately, including visits to specific company operations and briefings by key executives. Directors are also provided with ongoing professional development and training programs to enable them to develop and maintain their skills and knowledge needed to perform their roles.

Trading Policy

Under the Company's Share Trading Policy, a Director, executive or employee must not trade in any securities of the Company at any time when they are in possession of unpublished, price sensitive information in relation to those securities. In addition, strict non-trading windows must be adhered to in the lead up to results being released.

Before commencing to trade, key management personnel must first notify and obtain the approval of the Company Secretary to do so and a Director must first obtain the approval of the Chairman.

As required by the ASX Listing Rules, the Company notifies the ASX of any transactions completed by Directors in the securities of the Company. A copy of the Company's Share Trading Policy is also available on the Company's website.

Code of Conduct

The Board has established Codes of Conduct applicable to Directors, senior executives and employees with the objective of enhancing the Company's reputation for fair and responsible dealing and to help to maintain the high standards of corporate and individual behaviour throughout the Company. The Company's Code of Conduct aims to protect the interests of shareholders, customers, employees and suppliers by promoting a culture of accountability and responsibility.

A copy of the Company's Code of Conduct is available on the Company's website.

Diversity Policy

AACo has a formal diversity policy, which was established in January 2012. The Company is committed to equal opportunity and diversity. Diversity of gender, sexual orientation, age, ethnicity, race, religion, culture and background, style, skills and experience all add to our capability to develop and maintain a high performing workforce with the ability to take advantage of the diverse challenges and opportunities we face in Australia and around the globe.

Broad diversity is encouraged and valued. While the Company is committed to fostering diversity at all levels, culture and gender diversity have been and continue to be a priority for the Company.

Key diversity achievements across AACo in 2018 include:

- > Two recent executive leadership team appointments with Sarah Grant (Head of People and Culture) and Ilse Nolan (Head of Corporate Affairs) joining AACo;
- > First female AACo board appointment confirming Jessica Rudd into role in late 2017;
- > Employee engagement for female employees has increased by 2% between 2016 and 2018 (62% to 64%) across AACo;
- > In 2018 we hired 2 female pilots for the AACo fleet;
- > We are an active partner with the Northern Territory Cattlemen's Association on Real Jobs Program for indigenous workers and currently have five employees working for us in this capacity.

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Diversity Policy (continued)

AACo has a proud history of engaging with Indigenous Australians as employees and, through partnership with Government and the Indigenous Land Council, providing employment and training opportunities for Indigenous people. The Company has partnered with the Northern Territory Cattleman's Association and Indigenous Land Council to provide employment and training for young indigenous people seeking a career in the Cattle Industry.

The Charter for the Nomination Committee includes specific diversity criteria to ensure diversity is considered in the Board renewal process. The duties of the Staff and Remuneration Committee include:

- > Reviewing and making recommendations to the Board on the diversity policy to ensure it is in line with applicable legislation and governance principles;
- > In conjunction with the Nomination Committee ensuring the application of diversity policy to Board appointments and succession;
- > Making recommendations to the Board regarding the diversity policy and strategies to address Board diversity;
- > Monitoring the application of diversity policy to executive appointments and successions;
- > Review and report on the relative proportion of women and men in the AACo workforce through the Commonwealth Government Gender Equity Report; and
- > Reviewing remuneration by gender.

Nomination Committee

The Board has established a Nomination Committee, which is responsible for assessing the necessary and desirable competencies of Board members, reviewing Board succession plans and working with the Chairman in evaluating the Board's performance. The Nomination Committee comprises Non-executive Directors and the following Directors were committee members during the year:

Mr D. McGauchie (Chair)
Mr T. Keene
Mr S. Black
Mr D. Crombie
Dr S. Dissanayake*
Mr N. Reisman
Mr A. Abraham

*Dr S. Dissanayake was appointed as an executive director on 11 April 2017 and retired from his appointment on the Nomination Committee on that date.

For details of Directors attendance at meetings of the Nomination Committee, refer to the Directors' Report.

For additional details regarding the role and responsibilities of the Nomination Committee including its charter, please refer to our website.

Audit and Risk Management Committee

The Audit and Risk Management Committee operates under a charter approved by the Board. It is the Board's responsibility to ensure that an effective internal control framework and risk management framework exists within the entity. With respect to internal controls, this includes controls to deal with both the effectiveness and efficiency of significant business processes, the safeguarding of assets, the maintenance of proper accounting records, and the reliability of financial information as well as non-financial considerations such as the benchmarking of operational key performance indicators. The Board has delegated responsibility for establishing and maintaining a framework of internal control, risk management and ethical standards to the Audit and Risk Management Committee.

The members of the Audit and Risk Management Committee during the year were:

Mr S. Black (Chair)
Mr D. Crombie
Mr T. Keene
Mr N. Reisman

The Audit and Risk Management Committee also provides the Board with additional assurance regarding the reliability of financial information for inclusion in the financial reports. All members of the Audit Committee are Non-executive Directors.

The members of the Audit and Risk Management Committee and their qualifications are shown in our financial report on pages 2 to 5 of the Directors' Report.

For details on the number of meetings of the Audit and Risk Management Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

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The Board is responsible for the overall corporate governance and risk management of AACo. It has responsibility for overseeing AACo's risk profile, for approving and overseeing the framework for managing risk and for setting appropriate tolerance levels for each risk group. The tasks of undertaking and assessing risk management and internal control effectiveness are delegated to Management through the MD/CEO, including responsibility for design, day-to-day implementation, and management of the Company's risk management and internal control systems. Management reports to the Board Audit and Risk Management Committee and then to the Board on the Company's key risks and the extent to which it believes these risks are being adequately managed.

The Board has a number of mechanisms in place to ensure that Management's objectives and activities are aligned with the risks identified by the Board. These include the following:

- > Board approval of a strategic plan, which encompasses the Company's vision, mission and strategy statements, designed to meet stakeholders' needs and manage business risk.
- > Implementation of Board approved operating plans and budgets and Board monitoring of progress against these budgets.

AACo has a framework for managing risk across the Company. The approach to risk management takes into account the principles and guidelines as outlined in the Australian / New Zealand Standard AS/NZS ISO 31000:2009. Specific documents recognise the diverse business operations of AACo. These documents convey the acceptable risk levels, key risk management responsibilities, the risk identification and assessment processes and governance. Key documents supporting risk management include:

- > Risk Appetite Statement, outlines the Board's expectation with respect to strategic, financial and operational decision making and the associated acceptable risk tolerance levels in pursuit of company objectives, taking into account the wider environment in which AACo operates.
- > The Risk Management Policy outlines the key governance responsibilities for managing risk across AACo and also outlines the key risk focus areas to be considered as part of the risk assessment process.
- > A Risk Management Framework provides a detailed and specific guidance on how AACo manages risk on a day-to-day basis, and outlining the specific risk areas for identification, assessment, rating and reporting.
- > An online Enterprise Risk software application, providing a central repository for AACo risks.

At least once a year, the Company carries out a formal risk review, including revision of insurance policies that the Company has in place. The review is overseen by the Audit and Risk Management Committee and the most recent review was carried out in the 2018 financial year. Summaries of the Company's material business risks are kept in the Enterprise Risk Register which was reviewed and approved by the Board during the period. The Company has a risk aware culture, and all members of the Management team have a responsibility for risk in their area.

Management carries out risk specific management activities in six broad families:

- > Strategic Risks – the risks associated with determining the direction of the business
- > Production Risks – the risks associated with producing the volume and quality of cattle, beef and crops
- > Financial Risks – the risks associated with the volatility in interest rates, FX and commodity prices, as well as ongoing availability of funding and counterparty credit
- > Commercial and Asset Continuity Risks – the risks associated with on-going business operations
- > Legal and Compliance Risks – the risks associated with breaches of the law and regulations
- > People and Culture Risks – the risks associated with the employment of staff

To assist stakeholders in understanding the nature of the risks faced by the Company, the Board has prepared a list of key risks, taken from within the risk families identified above, as part of this Principle 7 disclosure. This list is not exhaustive, and is subject to change based on underlying market events. The key risks are:

- > Workplace Health and Safety
- > Supply Chain Management
- > Information Technology Strategy
- > Reputation and Brand
- > Commodity Pricing
- > Environmental
- > Market access
- > Business Partnerships
- > Cyber Security
- > Aviation - Aircraft Operations

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Audit and Risk Management Committee (continued)

AACo is committed to identifying and managing the economic, environmental and social sustainability risks that could substantially impact our ability to create or preserve value for our key stakeholders.

AACo exercises strong fiscal control through rigorous management of capital and operational budgets, including sensitivity analysis on financial forecasts.

AACo manages risks related to environmental sustainability across our stations, feedlots and the Livingstone Beef Processing Facility and corporate office, with the goal of compliance with all regulations.

Overall AACo manages these types of risks as part of the overall risk management framework and meets the responsibilities outlined in the ASX Corporate Governance Principles, with regular review and reporting across management and through the Audit and Risk Management Committee and oversight by the Board.

AACo contracts out the internal audit function, with the audit plan approved by the Audit and Risk Management Committee.

For additional details regarding the Audit and Risk Management Committee including a copy of its charter, please refer to our website.

CEO and CFO certification

Prior to the Board's approval of the Company's 2018 financial report, the MD/CEO and interim CFO provided a declaration to the Board:

- > that, in their opinion the financial records were properly maintained, that the financial statements complied with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company
- > that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board notes that due to its nature, internal control assurance from the MD/CEO and interim CFO can only be reasonable rather than absolute. This is due to such factors as the need for judgment, the use of testing on a sample basis, the inherent limitations in internal control and because much of the evidence available is persuasive rather than conclusive and therefore is not, and cannot be, designed to detect all weaknesses in control procedures.

In response to this, internal control questions are required to be completed by the key management personnel of all significant business units, including finance managers, in support of these written statements.

Remuneration

It is the Company's objective to provide maximum stakeholder benefit from the retention of a high quality Board and executive team by remunerating Directors and key executives fairly and appropriately with reference to relevant employment market conditions. To assist in achieving this objective, the Staff and Remuneration Committee links the nature and amount of the MD's/CEO's and key management personnel's remuneration to the Company's financial and operational performance. In relation to the payment of bonuses, incentives and the award of performance rights, discretion is exercised by the Board having regard to the overall performance of the Company and the performance of the individual during the period.

The expected outcomes of this remuneration structure are:

- > Retention and motivation of key executives;
- > Attraction of high quality management to the Company; and
- > Performance incentives which allow executives to share in the success of the Company.

For a full discussion of the Company's remuneration philosophy and framework and the remuneration received by Directors and executives in the current period please refer to the Remuneration Report, which is contained within the Directors' Report.

The Board is responsible for determining and reviewing compensation arrangements for the Directors themselves. There is no scheme to provide retirement benefits to non-executive directors.

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Staff and Remuneration Committee

The Board has a Staff and Remuneration Committee, comprising three Non-executive Directors. The Committee is chaired by an independent director. Further information on the Committee's role, responsibilities and membership can be seen at www.aaco.com.au.

The members of the Staff and Remuneration Committee during the twelve months to 31 March 2018 were:

Mr T. Keene (Committee Chair)
Mr D. McGauchie
Mr D. Crombie

The members of the Staff and Remuneration Committee and their qualifications are shown in our financial report on pages 2 to 5 of the Directors' Report.

For details on the number of meetings of the Staff and Remuneration Committee held during the period and the attendees at those meetings, refer to the Directors' Report.

For additional details regarding the Staff and Remuneration Committee including a copy of its charter, please refer to our website.

When considered appropriate, the Board obtains independent advice regarding Non-executive Directors' remuneration and the remuneration of key management personnel.

No Director or executive uses hedging instruments to limit their exposure to risk on either shares, performance rights or options in the Company. The Company's policy is that the use of such hedging instruments is prohibited.

For details of the amount of remuneration and all monetary and non-monetary components for all of the Directors and each of the key executives during the year, refer to the remuneration report.

There is no scheme to provide retirement benefits (other than superannuation) to Non-executive Directors.

Continuous Disclosure and Shareholder Communication Policy

Pursuant to Principle 6, the Company's policy is to provide timely, open and accurate information to all stakeholders, including shareholders, regulators and the wider investment community. The Company has developed policies and procedures in relation to disclosure and compliance with the ASX Listing Rules disclosure requirements. The ASX liaison person is the Company Secretary/General Counsel.

A copy of the Company's Continuous Disclosure and Shareholder Communication Policy is available on the Company's website, www.aaco.com.au.

The Company is committed to:

- > Ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way.
- > Complying with continuous disclosure obligations contained in the ASX listing rules and the Corporations Act.
- > Communicating effectively with its shareholders and making it easier for shareholders to communicate with the Company.

To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:

- > Through release of information to the market via ASX.
- > Through the distribution of the annual report and notices of annual general meeting.
- > Through shareholder meetings and investor relations presentations.
- > Through letters and other forms of communications directly to shareholders.
- > By posting relevant information on the Company's website www.aaco.com.au.

Shareholders can elect to receive all communications electronically, as hard copy or not to receive some communication materials by contacting the share registry. Shareholders have the option to send communications to the Company and its share registry service provider electronically. Specifically, shareholders can send communications to the share registry either by email (registrars@linkmarketservices.com.au) or online via a secured website at <https://investorcentre.linkmarketservices.com.au>.

All shareholders are encouraged to attend and/or participate in the Company's Annual General Meeting. Shareholders can attend in person or by proxy. Directors and senior executives attend the meeting.

The Company's website www.aaco.com.au has a dedicated investor relations and media section for publishing all important company information and relevant announcements made to the market and facilitating effective communications with its investors.

The external auditors are required to attend the annual general meetings and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.