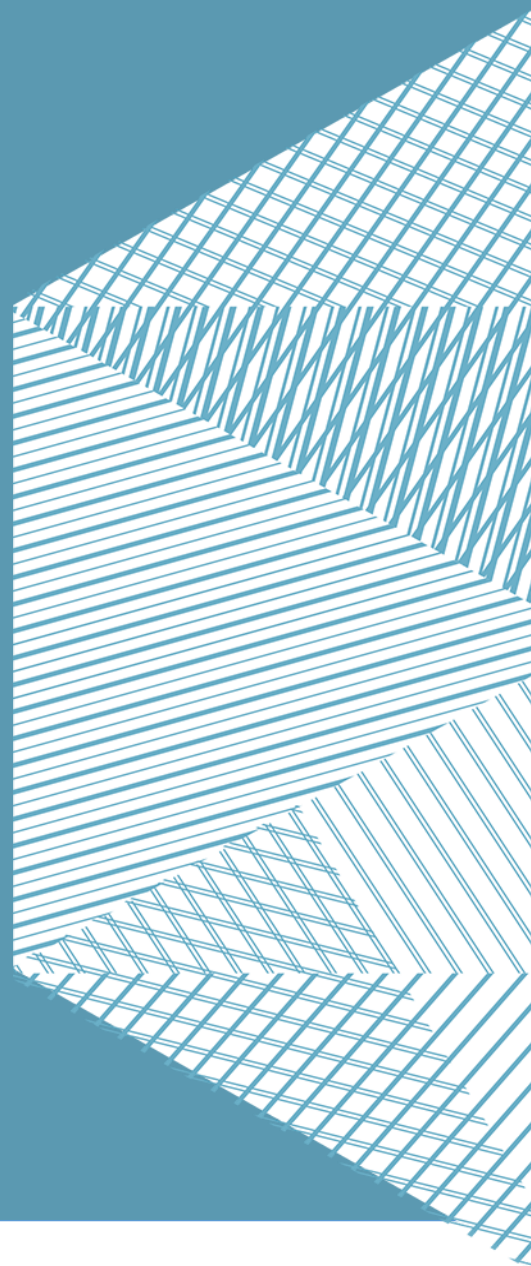


# Powerwrap Limited Diversity Policy

September 2016



## Overview

The Board of directors of Powerwrap Limited (the **Company**) is responsible for the overall management of the Company, including guidance as to strategic direction, ensuring best practice corporate governance and oversight of management. The Company recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity.

Diversity drives the Company's ability to attract, retain, motivate and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business.

The Board has formally approved this Diversity Policy (**Policy**) in order to address the representation of women in senior management positions and on the Board, and to actively facilitate a more diverse and representative management and leadership structure.

## Scope

The Company's vision for diversity incorporates a number of different factors, including gender, ethnicity, disability, age and educational experience. At a Board and senior management level, gender has been identified as an area of focus for the Company. Accordingly, the primary focus of this Policy is achieving, over a reasonable transition period, adequate representation of women in senior management positions and on the Board.

The strategies outlined below aim to achieve the objectives of this Policy by:

- broadening the field of potential candidates for senior management and Board appointments;
- increasing the transparency of the Board appointment process; and
- embedding the extent to which the Board has achieved the objective of this Policy in the evaluation criteria for the annual Board performance evaluation.

## Promoting diversity

In order to facilitate greater diversity in the workforce and in senior management and leadership roles, the Company will:

- introduce and supplement the measures outlined in this Policy;
- implement policies which address impediments to diversity in the workplace (including, parental leave and flexible working arrangements that assist employees to fulfil their domestic responsibilities), and review these policies to ensure that they are available to and utilised by employees; and

- monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented employees from a diverse range of backgrounds.

On an annual basis, the Remuneration and Nomination Committee (or such other committee as determined by the Board) will review, the proportion of women who are employed by the Company as a whole, in senior management positions and who are on the Board. The Remuneration and Nomination Committee (or such other committee as determined by the Board) will submit a report to the Board outlining its findings.

The Company will disclose in its Annual Report the proportion of men and women employees in the Company as a whole, in senior management and on the Board or, if applicable, the Company's most recent "Gender Equality Indicators" as defined by the *Workplace Gender Equality Act 2012* (Cth).

## Recruitment, selection and succession planning

### (a) Succession planning

The Remuneration and Nomination Committee is responsible for the development and succession planning process for the Chief Executive Officer (CEO) and the CEO's direct reports and making recommendations to the Board for approval.

### (b) Board appointment process

The Board will develop and disclose a Board appointment process, which includes selection criteria and outlines the selection process for Board positions.

The Remuneration and Nomination Committee is responsible for identifying qualified individuals for appointment to the Board. In identifying candidates, the Remuneration and Nomination Committee will have regard to the selection criteria set out in the Board appointment process, which may include:

- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
- diversity; and
- the extent to which the candidate would fill a present need on the Board.

## Disclosure of Policy

A summary of this Policy and the Company's achievement of the Policy's objectives will be disclosed in the Company's Corporate Governance Statement.

## Review of Policy

The Remuneration and Nomination Committee (or such other committee as determined by the Board) is responsible for the review and oversight of this Policy. In executing this role, the Remuneration and Nomination Committee (or such other committee as determined by the Board) will, with the appropriate support and input from management:

- review on an annual basis:

- 1 the effectiveness of this Policy, its objective and the strategies outlined above, which aim to achieve the objective; and
  - 2 the division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation; and
- report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented.