

Corporate governance statement

This document discloses the extent to which Robo 3D Limited ACN 009 256 535 (**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 28 September 2018 and has been approved by the board of the Company.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 1: Lay solid foundations for management and oversight		
<p>Recommendation 1.1</p> <p>A listed entity 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 to the Company's Board Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>
<p>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 relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Yes</p>	<p>Refer to the Company's Nomination Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p> <p>Information is included in the Company's Notice of Meetings to shareholders.</p>
<p>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>Each director and senior executive is required to enter into a written agreement with the Company which sets out the terms of their appointment.</p> <p>Details of executive contracts in place are also detailed in the Company's Annual Remuneration Report in the 2018 Annual Report.</p>
<p>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>	<p>Yes</p>	<p>The Company Secretary reports directly to the Board and advises the Board in relation to corporate governance matters.</p>

<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board:</p> <p>(i) to set measurable objectives for achieving gender diversity; and</p> <p>(ii) 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:</p> <p>(i) the measurable objectives for achieving gender diversity set by the board in accordance with the entity’s diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <p>(A) 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>(B) the entity’s “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act 2012.</p>	<p>No</p> <p>No</p> <p>No</p> <p>Yes</p> <p>N/A</p>	<p>The Company has not adopted an express policy specifically addressing the achievement of gender diversity. Due to the current limited size of the Board, the Board does not consider it necessary to have a gender diversity policy, but will consider adopting a policy in the future. Furthermore, the Company has not set any objectives for achieving gender diversity. Should a gender diversity policy be considered appropriate for the Company in the future due to increases in size of the organisation, the policy will specifically deal with the objectives for achieving diversity.</p> <p>The Company’s corporate code of conduct provides a framework for undertaking ethical conduct in employment. Under the corporate code of conduct, the Company will not tolerate any form of discrimination or harassment in the workplace.</p> <p>Refer to the Company’s Code of Conduct Policy for further detail which is located on the Company’s website at the following link:</p> <p>https://robo3d.com/investor-relations/</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" data-bbox="1317 858 1977 1050"> <thead> <tr> <th></th> <th></th> <th>Senior executive positions</th> <th>Whole organisation</th> </tr> </thead> <tbody> <tr> <td>Gender</td> <td>Board</td> <td></td> <td></td> </tr> <tr> <td>No of women</td> <td>0</td> <td>0</td> <td>5</td> </tr> <tr> <td>% women</td> <td>0%</td> <td>0%</td> <td>16.66%</td> </tr> </tbody> </table>			Senior executive positions	Whole organisation	Gender	Board			No of women	0	0	5	% women	0%	0%	16.66%
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<p>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> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board considers that annual reviews of its performance are essential in enhancing the Board’s effectiveness as well as providing an opportunity to raise and resolve issues. Performance reviews may be undertaken internally or with the assistance of an external facilitator and cover the activities of the Board.</p> <p>Refer to the Company’s Nomination Committee Charter for further detail which is located on the Company’s website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>																

		A performance evaluation was not completed during the reporting period ending 30 June 2018 due to recent Board changes. A performance evaluation will be conducted during the next reporting period.
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Yes</p>	<p>The Board considers that an annual review of its senior executives' performance is essential in enhancing the Company's effectiveness as well as providing an opportunity to raise and resolve issues. Performance reviews may be undertaken internally or with the assistance of an external facilitator and cover the activities of the Board. Key performance indicators are initially set by the Board for the Managing Director and are then cascaded into the business.</p> <p>Refer to the Company's Nomination Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p> <p>Performance evaluations for each of the Company's senior executives were not conducted during the reporting period ending 30 June 2018 due to the recent Board changes. This review will be completed annually going forward.</p>
PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 2: Structure the board to add value		
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) 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>	No	<p>Due to the size of Company and its Board, a Nomination Committee has not been formally established. The Board as a whole is responsible for the duties ordinarily the responsibility of a Nomination Committee including determining the need for, screening and appointment of new Directors.</p> <p>Refer to the Company's Nomination Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>

<p>(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, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Yes</p>	<p>A Board evaluation is completed annually to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge to be able to discharge its duties and responsibilities effectively.</p>
<p>Recommendation 2.2 A listed entity should have and disclose a board skill matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>No</p>	<p>Given the size of the Board, a formal board skills matrix has not been adopted. However, the current Board of Directors bring an expansive range of relevant industry experience and other skills and experience in order to meet the Company's objectives.</p> <p>Details of the skills, expertise and experience of each director are provided in the Company's Director's Report in the 2018 Annual Report.</p>
<p>Recommendation 2.3 A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), 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</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>N/A</p> <p>Yes</p>	<p>The Board has no independent Non-Executive Directors.</p> <p>The lengths of service are as follows:</p> <ul style="list-style-type: none"> • Mr Ryan Legudi (since December 2016) • Mr Timothy Grice (since December 2016) • Mr Braydon Moreno (since December 2016) • Mr Anthony Grist (since August 2018) <p>A complete listing of the Board of Directors for the year ended 30 June 2018, is provided in the Company's Director's Report in the Company's 2018 Annual Report.</p>
<p>Recommendation 2.4 A majority of the board of a listed entity should be independent directors.</p>	<p>No</p>	<p>As noted above in Recommendation 2.3, the Board does not consist of a majority of independent directors. The Board recognises that, although it is desirable for the majority of the Board to be independent directors, the current Board composition reflects an appropriate balance of skills, expertise and experience to achieve its objective of creating and delivering long-term shareholder value.</p>
<p>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.</p>	<p>Yes</p>	<p>Mr Anthony Grist is Chairman of the Board and Mr Ryan Legudi Managing Director of the Company.</p>

<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and providing appropriate professional development opportunities for continuing directors to develop and maintain the skills and knowledge needed to perform their role as a director effectively.</p>	<p>Yes</p>	<p>The Company reviews its induction program for new Directors annually and ensures that ongoing training is available to Directors.</p> <p>Each Director has the right to access independent professional advice in order to properly perform their duties.</p> <p>Refer to the Company's Nomination Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>
<p>PRINCIPLES AND RECOMMENDATIONS</p>	<p>COMPLY (YES/NO)</p>	<p>EXPLANATION</p>
<p>Principle 3: Act ethically and responsibly</p>		
<p>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>	<p>Yes</p> <p>Yes</p>	<p>Refer to the Company's Code of Conduct further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>
<p>PRINCIPLES AND RECOMMENDATIONS</p>	<p>COMPLY (YES/NO)</p>	<p>EXPLANATION</p>
<p>Principle 4: Safeguard integrity in financial reporting</p>		
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p>	<p>No</p>	<p>Given the size of the Company and its Board, the Board will fulfil the roles and responsibilities in relation to audit. The Board believes that, with only four Directors on the Board, the Board itself is the appropriate forum to deal with this function.</p> <p>Refer to the Company's Audit Committee Charter for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>

<p>(v) in relation to 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 an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Yes</p>	<p>The main responsibilities of the Audit Committee as assumed by the Board are outlined below:</p> <ul style="list-style-type: none"> • reviewing the annual, half year and other financial accounts distributed externally; • assessing the corporate risk assessment processes; • reviewing the Company's policies and procedures for compliance with accounting standards; • assessing whether non-audit services provided by the external auditor are consistent with maintaining auditor's independence; • assessing the adequacy of the internal control framework; and • monitoring the procedures to ensure compliance with Corporations Act 2001 and ASX Listing Rules and other regulatory requirements. <p>The Board reviews the performance of the external auditor on an annual basis and normally meets with them during the year. The Board is responsible for the selection and appointment of the external auditor.</p>
<p>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 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>	<p>Yes</p>	<p>The Managing Director and Chief Financial Officer have declared in writing to the Board that the financial records of the Company for the financial year have been properly maintained, the Company's financial reports for the Financial Year ended 30 June 2018 comply with accounting standards and present a true and fair view of the Company's financial condition and operational results.</p>
<p>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>	<p>Yes</p>	<p>The Company's external auditor attends the Company's Annual General Meeting and is available to answer questions from shareholders that are relevant to the audit.</p>
<p>PRINCIPLES AND RECOMMENDATIONS</p>	<p>COMPLY (YES/NO)</p>	<p>EXPLANATION</p>
<p><i>Principle 5: Make timely and balanced disclosure</i></p>		
<p>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>	<p>Refer to the Company's Continuous Disclosure Policy for further detail which is located on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Principle 6: Respect the rights of security holders		
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 at the following link: https://robo3d.com/investor-relations/
Recommendation 6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	The Company provides shareholders with information through the Company’s share registry, ASX platform, shareholder meetings, the Company’s website and issuing media releases. The Company provides a facility for written communications by shareholders through the Company’s website and through personnel based at the Company’s office.
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	This is disclosed in the Company’s Notice of Meetings when dispatched to Shareholders. Shareholders are entitled to vote on significant matters impacting the business, which include the election and remuneration of directors and changes to the constitution. The Board actively encourages shareholders to attend and participate at General Meetings of the Company, to lodge questions to be responded to by the Board and/or the Managing Director and to appoint proxies.
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	This is implemented by the Company’s Share Registry.

<p>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>	<p>Yes</p>	<p>Separate disclosure regarding the remuneration of the Company's directors (executive and non-executive) and senior executives is disclosed in the Company's Annual Report, as lodged with the ASX and issued to shareholders.</p>
<p>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>The Company does have a form equity-based remuneration scheme in place. The Company's Share Trading Policy prohibiting participants of an equity-based remuneration scheme from entering into transactions which limit the economic risk of participating in the scheme.</p> <p>A copy of the Company's Share Trading Policy is available on the Company's website at the following link:</p> <p>https://robo3d.com/investor-relations/</p>