

AROWANA INTERNATIONAL LIMITED AND ITS CONTROLLED ENTITIES (AWN)

For the year ended 30 June 2018

Corporate Governance Statement

Arowana International Limited (the “Company” or “AWN”) and its controlled entities (together “Group”) had in place the following corporate governance policies and practices for financial year ended 30 June 2018, designed to address the principles contained in the Corporate Governance Council’s Principles and Recommendations. While the Principles and Recommendations are not mandatory, the Company seeks to ensure best practice Corporate Governance, appropriate for its size and circumstances.

The information in this statement is current at 30 August 2018 and has been approved by the Board.

Principle 1 – Lay solid foundation for management and oversight

Board Roles and Responsibilities

The Board has formalised roles and responsibilities and makes a clear distinction between matters that are reserved for the Board and those that the Board has delegated to management.

In summary, the responsibilities of the Board include:

- Oversight of the Company, including its control and accountability systems;
- Setting the Company’s major goals including the strategies and financial objectives to be implemented by management;
- Appointing, removing and controlling the Chief Executive Officer;
- Ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer / Chief Investment Officer and / or the Company Secretary;
- Input into and final approval of management’s development of the corporate strategy and performance objectives;
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- Monitoring senior management’s performance and their implementation of strategy, and ensuring that appropriate resources are available
- Review of succession planning;
- Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
- Approving and monitoring financial and other reporting; and
- Corporate governance.



The Board has delegated responsibility to the Chief Executive Officer and Chief Financial and Operating Officer for:

- Developing and implementing corporate strategies and making recommendations on significant corporate strategic initiatives;
- Maintaining an effective risk management framework and keeping the Board and market fully informed about material risks;
- Developing the Group annual budget, recommending it to the Board for approval and managing day-to-day operations within the budget;
- Managing day-to-day operations in accordance with standards for social and ethical practices which have been set by the Board;
- Making recommendations for the appointment of key management personnel, determining terms of appointment, evaluating performance, and developing and maintaining succession plans for key management roles; and

Approval of capital expenditure and other business transactions within predetermined limits set by the Board.

Performance Evaluation

The Board was responsible for approving the performance objectives and measures for the Chief Executive Officer and assessing whether these objectives had been satisfied by the performance of the Chief Executive Officer during the relevant period and in accordance with agreed terms of engagement.

The Chief Executive Officer was responsible for approving the performance objectives and measures of other senior executives in consultation with the Board.

The Board has adopted an on-going, self-evaluation process to measure its own performance and the performance of its committees.

The review process takes into consideration all of the Board's key areas of responsibility and accountability and is based on an amalgamation of factors including capability, skill levels, understanding of industry complexities, risks and challenges, and value adding contributions to the overall management of the business.

Principle 2 – Structure of the Board to add value

At 30 June 2018, the Board comprised of 3 non-executive directors and 1 executive director, the Chief Executive Officer. The Board comprises of:

- Kevin Tser Fah Chin – Executive Director and Chief Executive Officer (“CEO”)
- Robert John McKelvey – Non Executive Director
- Anthony Paul Kinnear – Non Executive Director ¹
- Eduardo Fernandez – Non Executive Director ²

Mr. John Moore AO was also a Non-Executive Director of the Company during the whole period and up to the date of his date of resignation on 30 June 2018.

¹ Mr Anthony Kinnear resigned as a Non-Executive Director of the Board subsequent to the end of the reporting period (17 August 2018). The Board has commenced a process to appoint a replacement Director.

² Mr Eduardo Fernandez was a Non-Executive Director from the date of his appointment, 2 April 2018, and up to the date of this report.



Chairman

During the year Kevin Tser Fah Chin, the CEO, who is an executive director acted as Chairman and is not considered an independent director.

Nomination and Remuneration Committee

A Nomination & Remuneration Committee Charter has been adopted by the board of the Company and provides the terms of reference for the Nomination & Remuneration Committee.

Kevin Chin – Executive Chairman and Chief Executive Officer

Kevin is the founder and Executive Chairman of Arowana, which comprises Arowana International Limited, Arowana Partners Group and Arowana Capital (where he was a co-founder).

He has over 16 years' experience as a "hands on" strategic and operational leader in CEO, CFO and COO roles for listed and unlisted companies where he has taken a significant shareholding position or been a founder / co-founder. He specialises in both complex turnaround and accelerated scaling-up growth situations.

Kevin has also had over 16 years of funds management experience encompassing private equity, listed equities, fund of funds and venture capital.

Kevin has founded or co-founded both operating companies such as Arowana International Limited, EdventureCo Group, VivoPower International PLC and Intueri Education Group as well as funds such as the Arowana Special Income Opportunities Fund, the Arowana Contrarian Value Fund, Arowana Australasian Special Situations Fund I, the Arowana Microcap Australasian Private Equity Fund I and the Asian Masters Fund.

Prior to founding Arowana, Kevin led the \$12m privatisation and management buyout of ASX listed software company, SoftLaw Corporation Limited (which was renamed to RuleBurst Limited) in November 2004 and became its hands-on CFOO. Together with the rest of the management team, they executed a rapid turnaround in the business and subsequently scaled it up globally. RuleBurst was acquired by Oracle Corporation in November 2008 for \$150m.

His prior professional experience includes working for the Lowy Family Group, J.P.Morgan, Ord Minnett, Price Waterhouse and Deloitte. Kevin holds a Bachelor of Commerce degree from the University of New South Wales where he was one of the inaugural University Co-Op Scholars with the School of Banking and Finance. Kevin is a Fellow of FINSIA (Financial Services Institute of Australasia) where he also lectured for the FINSIA Masters Degree course, Advanced Industrial Equity Analysis. He is also a qualified Chartered Accountant.

Kevin assumed the role of Executive Chairman in February 2015.

Other current directorships in listed companies:

- Arowana Australasian Value Opportunities Fund Limited
- VivoPower International PLC
- Arowana Inc. (in voluntary liquidation)

Former directorships of listed companies in the last 3 years

None



Special responsibilities

Kevin is the Chairman of the Company and also participates in all key decisions.

Robert McKelvey - Independent Non-Executive Director

Rob was appointed in February 2015 and was previously Managing Director of the US technology research firm, Gartner Inc. for the Asia Pacific. He has extensive knowledge and experience of technology trends and developments and is also a certified master coach and is a strong advocate of building the right culture and coaching processes within organisations.

Other current directorships in listed companies:

None

Former directorships of listed companies in the last 3 years

None

Special responsibilities

Rob is a member of the Audit and Risk Committee and is Chairman of the Nomination and Remuneration Committee

Ed Fernandez - Independent Non-Executive Director

Appointed in April 2018, Ed has over 25 years' experience and is an accomplished business leader, experienced Silicon Valley venture capitalist and a technology entrepreneur with a particular focus on machine learning and artificial intelligence.

Based in Palo Alto, Ed is an electrical & electronics engineer by training and has completed the Global Senior Management Programme (GSMP) post-graduate qualifications at the University of Chicago Booth School of Business & IE Business School (Madrid) as well as the Engineering Leadership Professional Programme (ELPP) from the University of California Berkeley.

Ed is a mentor & advisor at Singularity University Ventures and Berkeley's Centre for Technology & Entrepreneurship. Ed also serves as a Director at BigML Inc, a 'Machine Learning as a Service' platform company headquartered in the US.

Ed founded Naiss.io, a venture capital & advisory boutique in Palo Alto, focusing on technology start-ups and early stage companies. He is also an investor & advisor in several US technology start-ups, including Optimizing Mind, a Palo Alto start-up working on neuroscience-based Deep Learning for xAI (Explainable AI) and MyPark Inc, an IoT smart parking platform.

Other current directorships in listed companies:

None

Former directorships of listed companies in the last 3 years

None

Special responsibilities

Ed is Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee



Board and Committee Meeting Attendance

Director	Board Meetings		Audit and Risk Committee		Nomination and Remuneration Committee	
	A	B	A	B	A	B
Anthony Kinnear	12	12	2	2	2	2
Kevin Chin	11	11 *	N/A	N/A	N/A	N/A
John Moore AO	11	12	2	2	2	2
Robert McKelvey	12	12	2	2	2	2
Ed Fernandez	4	4	-	-	-	-

A = number of meetings attended

B = number of meetings held during the time the director held office during the reporting period.

** Kevin was deemed ineligible to attend one Board meeting held during the year following a voluntary declaration of interest regarding the potential for a conflict of interest*



Principle 3 – Promote Ethical and Responsible Decision Making

Code of Conduct

A code of conduct is established. In summary, it provides that the directors and officers:

- Act honestly and in good faith and in the best interest of the Company;
- Use due care, skill and diligence in fulfilling their duties;
- Use the powers of their position for a proper purpose, in the interest of the Company;
- Will not misuse the Company’s information;
- Will not allow personal interests, or those of associates, conflict with the interest of the Company;
- Exercise independent judgement and actions;
- Maintain the confidentiality of Company information acquired by virtue of their position;
- Will not engage in conduct likely to bring discredit to the Company; and
- Will act honestly, in good faith and in the best interest of the Company.

Share Trading Policy

The Company has a share trading policy regarding directors and employees trading in its securities. Directors, officers and employees were subject to the Corporations Act 2001(Cth) restrictions in relation to applying for, acquiring and disposing of securities in, or other relevant products of, the company (or procuring another person to do so), if they are in possession of inside information.

Under the Trading Policy, directors, officer and employees of the Company are restricted from trading in the Company’s securities during the following periods:

- Between the financial year end and the announcement to the ASX of final results for the year
- Between the financial half-year end and the announcement to the ASX of the interim results for the half-year
- Between the Notice of Annual General Meeting of the Company and the Annual General Meeting of the Company
- Any other period designated by the Board.

In addition, directors, officers and employees may not participate in any short-term or speculative trading of the Company’s securities.

Diversity

The Board has adopted a diversity policy, available upon request. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. The Company is committed to diversity and recognises the benefits arising from employee and board diversity and the importance of benefiting from all available talent.



The Board is responsible for developing policies in relation to a corporate culture that supports diversity and the implementation of measurable diversity objectives.

The Company's strategies may include:

- Recruiting from a diverse range of candidates for all positions including senior executive roles and board positions;
- Ensuring succession planning considers diversity;
- Mentoring and professional development programs;
- Networking opportunities;
- Pay equity to ensure equal pay for equal work across our workforce;
- Mentoring and support networks for women who return from maternity leave; and
- Training and awareness programs to foster a corporate culture that embraces and values diversity.

No women are currently represented on the Board.

Due to the current size, nature and scale of the Company's activities the Board has not yet developed objectives regarding gender diversity. As the size and scale of the Company grows the Board will set and aim to achieve gender diversity objectives for director and senior executive positions as they become vacant and appropriately qualified candidates become available.

Principle 4 – Safeguard integrity in financial reporting

Audit and Risk Committee

The role of the Audit & Risk Committee is to assist the Board in monitoring the processes and controls associated with the financial reporting function that ensure the integrity of the Company's financial statements. Specifically, the audit committee oversees:

- The integrity of external financial reporting;
- The independence of the external auditor;
- Ensuring that the directors and senior management are provided with financial and non-financial information that is of the high quality and relevant to the judgments to be made by them;
- Ensuring that controls are established and maintained in order to safeguard the Group's financial and physical resources;
- Ensuring that systems or procedures are in place so that the Group complies with relevant statutory and regulatory requirements; and
- Assessing risks arising from the Group's operations, and consider the adequacy of measures taken to moderate those risks.

In accordance with the ASX's Corporate Governance Principles and Recommendations, the Audit & Risk Committee is comprised of a majority of independent directors. The Chairman of the Committee is Mr. Ed Fernandez, and the other member is Mr. Rob McKelvey. Mr. Tony Kinnear was a member of the Audit & Risk Committee until his resignation effective 17 August 2018. The Board has since commenced a process to appoint a replacement Director who is also expected to be appointed as a member of the Audit & Risk Committee.



Principle 5 – Make timely and balanced disclosure

The Company had a disclosure policy regarding procedures relating to the notification of price sensitive information to the ASX and the subsequent posting of announcements on the Company's website.

Principle 6 – Respect the rights of shareholders

The Company has a shareholder communication policy which included:

- Dealing fairly, transparently and openly with both current and prospective shareholders;
- The use of available channels and cost effective technologies to reach shareholders who may be geographically dispersed and in order to communicate promptly with all shareholders; and
- Facilitating participation in shareholders meetings and dealing promptly with shareholder enquiries.

Principle 7 – Recognise and manage risk

The Board has established a risk oversight and framework policy. The Board is responsible for the oversight of the Group's risk.

The CEO is responsible for preparing the Group's risk profile and establishing appropriate systems and controls to minimise risk.

The CEO reports on the risk profile and the effectiveness of these systems and controls to the Board of Directors at least annually.

The external auditors are be requested to report any internal control issues that are identified in the course of review of the Group's half-year results and the audit of the full year results.

The CEO and CFOO confirm annually in writing to the Board that the integrity of the financial statements is based on a sound system of risk management including internal compliance and control systems

The Group's risk management including internal compliance and control systems is operating efficiently and effectively in all material aspects.

The Group has no material exposure to economic, environmental or social sustainability risks and this is reviewed annually.

Principle 8 – Remuneration Policies

Remuneration Policy

The Nomination & Remuneration Committee Charter was adopted by the current Board of the Company to provide the terms of reference for the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee's objective is to assist the Board in fulfilling its responsibilities by reviewing, advising and making recommendations to the Board on nomination and remuneration policies and practices.



Remuneration focused responsibilities of the Committee include determining and agreeing with the Board the policy for the remuneration of the non-executive directors, the CEO and the executive team and will review the ongoing appropriateness and relevance of the remuneration policy.

Further remuneration focused responsibilities of the Nomination & Remuneration Committee include making recommendations to the Board in relation to those executive incentive plans that require the approval of shareholders. In making those recommendations the Committee will have regard to the remuneration policy and to the total cost of each plan.

Under the Nomination & Remuneration Committee Charter, where practicable, the Committee will comprise solely of non-executive directors and have at least three members. New members will be proposed by the Chairman and approved by the Board. The Committee is for the time being chaired by Mr. Rob McKelvey and the other member is Mr. Ed Fernandez. Mr. Tony Kinnear was a member of the Remuneration Committee until his resignation effective 17 August 2018. The Board has since commenced a process to appoint a replacement Director who is also expected to be appointed as a member of the Remuneration Committee.

Remuneration Objectives

Key management personnel have authority and responsibility for planning, directing and controlling the activities of the Group, including directors of the Company.

Fixed compensation

Fixed compensation consists of base compensation, as well as leave entitlements and employer contribution to superannuation funds.

Compensation levels are reviewed annually by the Nomination and Remuneration committee through a process that considers individual, segment and overall performance of the Group. In addition, external consultants may provide analysis and advice to ensure the directors' and senior executives' compensation is competitive in the market place. A senior executives' compensation is also reviewed on promotion.

Performance linked compensation

Under the revised LTVCP, enterprise office employees as a group will receive AWN shares to the value of 20% of any outperformance above an average 8% per annum hurdle rate of Arowana International Limited's enterprise value (with relevant adjustments for any debt or equity raised or returned), calculated over a 5 year period. The plan also makes provision for certain Early Trigger Events that may result in an early incentive payment.

Key Terms of Service Agreements

Remuneration and other terms of employment for the executive Key Management Personnel ("KMP") are formalised in letters of offer and employment agreements. These agreements are not subject to a fixed term and provide for both fixed and performance-based remuneration, superannuation and other benefits such as statutory leave entitlements.

These employment agreements may be terminated by the Group or by the executive subject to providing notice in accordance with prescribed timeframes. Notice periods applicable to employment arrangements for the executive KMP vary between 3 to 6 months.



The Group may terminate employment without notice or payment in lieu of notice for serious and wilful misconduct.

Share-based Compensation

No shares or options were granted to key management personnel as compensation during 2017 or 2018.

Non-Executive Directors

Directors' base fees are presently up to \$150,000 per annum, and non-executive directors do not receive performance-related compensation.

