

## Appendix 4G

### Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

Boom Logistics Limited

ABN / ARBN:

28 095 466 961

Financial year ended:

30 June 2017

Our corporate governance statement<sup>2</sup> for the above period above can be found at:<sup>3</sup>

- These pages of our annual report:
- This URL on our website: <http://www.boomlogistics.com.au/about-us/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 25 August 2017 and has been approved by the Board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 25 August 2017

Name of Director or Secretary authorising  
lodgement:

Malcolm Ross, Company Secretary

---

1

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

<sup>2</sup> "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

<sup>3</sup> Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

## ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
<b>PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>AND</b> <input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter</a>  <a href="http://www.boomlogistics.com.au/investors-media/calendar">http://www.boomlogistics.com.au/investors-media/calendar</a>  <a href="http://www.boomlogistics.com.au/investors-media/asx-announcements/2017-announcements">http://www.boomlogistics.com.au/investors-media/asx-announcements/2017-announcements</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

<sup>4</sup> If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>AND</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.4	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>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>AND</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/board-charter</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and 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 the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(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</p> <p>(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.</p>	<p>... the fact that we have a diversity policy that complies with paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of our diversity policy or a summary of it:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/diversity">http://www.boomlogistics.com.au/about-us/corporate-governance/diversity</a></p> <p>... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and the information referred to in paragraphs (c)(1) or (2):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/diversity">http://www.boomlogistics.com.au/about-us/corporate-governance/diversity</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
1.6	<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>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<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>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE</b>			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</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, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance">http://www.boomlogistics.com.au/about-us/corporate-governance</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at this location</p> <p>The number of times the committee met throughout the period and the individual attendances of members may be found in the Directors' Report on page 6 of the Annual Financial Report.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (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 (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at ... and, where applicable, the information referred to in paragraph (b): <input type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at ... and the length of service of each director: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at [insert location here]	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
<b>PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY</b>			
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/code-of-conduct/code-of-conduct">http://www.boomlogistics.com.au/about-us/code-of-conduct/code-of-conduct</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING</b>			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) 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 corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/audit-committee-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/audit-committee-charter</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> The relevant qualifications and experience of the members of the committee may be found in the Directors' Report on pages 4 and 5 of the Annual Financial Report.</p> <p>The number of times the committee met throughout the period and the individual attendances of members may be found in the Directors' Report on page 6 of the Annual Financial Report.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
4.2	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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
4.3	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.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
<b>PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE</b>			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	... our continuous disclosure compliance policy or a summary of it: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance">http://www.boomlogistics.com.au/about-us/corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
<b>PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS</b>			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	... information about us and our governance on our website: <input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance">http://www.boomlogistics.com.au/about-us/corporate-governance</a>	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b> <input type="checkbox"/> at	<input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement



Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
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.	<p>... our policies and processes for facilitating and encouraging participation at meetings of security holders:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable</p>
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.	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 7 – RECOGNISE AND MANAGE RISK</b>			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</p> <p>(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.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/risk-committee-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/risk-committee-charter</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at The number of times the committee met throughout the period and the individual attendances of members may be found in the Directors' Report on page 6 of the Annual Financial Report.</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and that such a review has taken place in the reporting period covered by this Appendix 4G:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... how our internal audit function is structured and what role it performs:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
7.4	<p>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.</p>	<p>... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

Corporate Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>	
<b>PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY</b>			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(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</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>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a remuneration committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> at <a href="http://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter">http://www.boomlogistics.com.au/about-us/corporate-governance/nomination-remuneration-committee-charter</a></p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> at</p> <p>The number of times the committee met throughout the period and the individual attendances of members may be found in the Directors' Report on page 6 of the Annual Financial Report</p> <p>[If the entity complies with paragraph (b):]</p> <p>... the fact that we do not have a remuneration committee and the processes we employ 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><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed ... <sup>4</sup>
8.2	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>... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> Policies and practices are disclosed in the Remuneration Report located at page 16 to 35 of the Annual Financial Report. The Annual Financial Report may be accessed at this location:  <a href="http://www.boomlogistics.com.au/investors-media/annual-reports">http://www.boomlogistics.com.au/investors-media/annual-reports</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</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>	<p>... our policy on this issue or a summary of it:</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <b>OR</b></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<b>ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES</b>			
-	<p><i>Alternative to Recommendation 1.1 for externally managed listed entities:</i></p> <p>The responsible entity of an externally managed listed entity should disclose:</p> <p>(a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity;</p> <p>(b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.</p>	<p>... the information referred to in paragraphs (a) and (b):</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input checked="" type="checkbox"/> The Securities Trading Policy contains this policy and can be found at this location:  <a href="http://www.boomlogistics.com.au/investors-media/securities-trading-policy">http://www.boomlogistics.com.au/investors-media/securities-trading-policy</a></p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p>... the terms governing our remuneration as manager of the entity:</p> <p><input type="checkbox"/> in our Corporate Governance Statement <b>OR</b></p> <p><input type="checkbox"/> at</p>	<p><input type="checkbox"/> an explanation why that is so in our Corporate Governance Statement</p>

# Corporate Governance Statement



## APPROACH TO GOVERNANCE

Corporate governance is important at Boom Logistics and is a fundamental part of the culture and the business practices of the Company. Directors have specific duties and responsibilities to ensure that good corporate governance practices are adopted by the Company.

The Company has securities listed on the Australian Stock Exchange (ASX) and therefore must also comply with a range of listing and regulatory requirements.

The key aspects of the Company's corporate governance framework and primary corporate governance practices for the 2017 year are outlined below.

The Board follows the ASX Corporate Governance Principles and Recommendations 2014 (3rd Edition) and has followed each of the recommendations as at 30 June 2017. Corporate governance practices applied by the Company are set out below.

## THE BOARD

The Board has responsibility for setting and maintaining corporate integrity, behaviours and accountability. In accordance with the ASX Corporate Governance Principles and Recommendations and the Company's commitment to best practice Corporate Governance:

- The Board operates under a Code of Conduct which is available on the Company's corporate website;
- The Board is responsible for the overall strategic direction and oversight of the affairs of the Company and has adopted a Board Charter which defines its role and responsibilities. The Charter is available on the Company's corporate website;
- There is a regular assessment of the independence of each Director;
- Potential conflicts of interest by Directors will be reported to the Board and interested Directors will be excluded from discussion of the relevant matter and will not vote on that matter;
- Directors provide the Company with details of their shareholdings in the Company and any changes;
- Directors must comply with the Company's Market Disclosure and Communications Policy, Securities Trading Policy and the Code of Conduct;
- Directors have a right to access, where necessary and at the cost of the Company, independent, external and professional advice;
- Directors have ready access to the Company's Senior Management for direct information on the Company's affairs;
- Directors have the benefit of Directors' and Officers' Insurance;
- Directors have the benefit of an indemnity from the Company to the extent permitted by the Corporations Act as well as access to the Company's Board papers on terms agreed between the Company and the Board;
- The Board sets the membership and terms of reference for each Board Committee; and
- Board Committees make recommendations to the Board. They are not delegated responsibility except as specifically authorised by the Board.

Key responsibilities set out in the Board Charter that are reserved for the Board include:

- Appointing and, where appropriate, removing the Chief Executive Officer, Chief Financial Officer and Company Secretary;
- Guiding and approving the Company's strategic direction and business planning (including approving the annual operating plans, financial targets and capital expenditure plans of the Company);
- Establishing goals and benchmarks for Management that are consistent with the Company's strategic direction and business plans and risk profile, and monitoring the Company's business performance against those goals and benchmarks;

- Approving and monitoring major capital expenditure, capital management, business development opportunities, acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- Approving all accounting policies, financial reports and material external communications by the Company;
- Oversight of the Company's corporate governance policies, procedures and frameworks; and
- Establishing the powers delegated to the Chief Executive Officer and Senior Executives and setting and reviewing the delegations of powers and authority to assist in defining the interface between Board and Management.

## BOARD AND COMMITTEE COMPOSITION

The Board currently has five Directors comprising four Non-Executive Directors and the Executive Managing Director. Three of the Non-Executive Directors including the Chairman are Independent Directors. One Non Executive Director is not an independent Director.

As disclosed to the ASX on 18 July 2016, the Board appointed Mr Maxwell Findlay as an Independent non-executive Director and from 30 September 2016 Mr Findlay was appointed Chairman.

On 2 June 2017, Mr Jean-Pierre Buijtelts was appointed to fill a casual vacancy on the Board as a non-independent, non-executive Director. Mr Buijtelts appointment was supported by Rorema Beheer BV, manager of the fund Gran Fondo Capital in which Mr Buijtelts holds the position of portfolio manager. Rorema Beheer BV (through the fund's depository Stichting Bewaarder GFC) has held shares in the Company since 2014 and presently holds 14.9% of the issues capital of the Company.

Details of the respective Directors' qualifications, Directorships of other listed companies, including those held at any time in the three years immediately before the end of the financial year, experience and other responsibilities are provided in the Directors' Report on pages 4 and 5 of the Annual Financial Report for the year ended 30 June 2017 (Annual Financial Report).

The Company Secretary is appointed by the Board and reports directly to the Board through the Chairman and all Directors have access to the Company Secretary. The role and responsibilities of the Company Secretary are set out in the Board Charter.

The Board has established the following committees and adopted charters setting out matters relevant to the composition, responsibilities and administration of these committees:

- Audit Committee (AC);
- Risk Committee (RC);
- Health, Safety, Environment and Quality Committee (HSE&Q); and
- Nomination and Remuneration Committee (N&RC).

The membership of the Board and its committees as at 30 June 2017 is as follows:

Director	Board	AC	RC	N&RC	HSE&Q
Maxwell Findlay	√*	√	√*	√*	√
John Robinson (1)					
Brenden Mitchell	√		√		√
Terrence Francis	√	√*	√	√	√
Terence Hebiton	√	√	√	√	√*
Jean-Pierre Buijtelts (2)	√		√	√	√

\* Denotes Chairman

(1) Mr Robinson retired from the Board and all committees on 30 September 2016.

(2) Mr Buijtelts was appointed to the Board on 2 June 2017 and accepted appointments to Committees on 21 June 2017.

These Committees do not in anyway diminish the overall responsibility of the Board for these functions.

In compliance with the Company's Constitution, Mr Terrence Francis will retire from office by rotation at the Annual General Meeting and being eligible, will stand for re-election at the Annual General Meeting. Mr Buijtels as a casual appointment by the Board, will stand for election at the Annual General Meeting.

The Skills Matrix below sets out the Board's current mix of skills and experience. Its structure reflects the areas relevant to the business of the Company. Directors are encouraged to continue with ongoing professional development to maintain the skills and knowledge needed to perform their roles effectively.

The Board appointed Mr Buijtels to the Board on 2 June 2017. Mr Buijtels is expected to enhance existing Board capabilities particularly in the areas of industry experience, financial acumen and strategy.

The Board considers that each area set out below is adequately represented by the Board but will seek to improve Board diversity by appointing a female Director to the Board and continue to strengthen its mix of skills and experience in the course of further non-executive Director appointments.

<b>Skills and experience of the Board relevant to the business of the Company</b>
<p><b><u>Industry experience:</u></b> Defined as knowledge, experience, networks, membership in any of the following industries:</p> <ul style="list-style-type: none"> <li>• mining / mining services</li> <li>• infrastructure</li> <li>• engineering or science qualification</li> <li>• major projects</li> <li>• industrial services</li> <li>• hire of capital goods</li> <li>• labour hire</li> </ul>
<p><b><u>Executive leadership/management</u></b> Defined as:</p> <ul style="list-style-type: none"> <li>• outside Directorships</li> <li>• senior management positions</li> <li>• appropriately represents the organisation</li> <li>• sets and instils an appropriate Board and organisational culture</li> <li>• makes and takes responsibility for decisions and actions</li> </ul>
<p><b><u>Financial Acumen</u></b> Defined as:</p> <ul style="list-style-type: none"> <li>• financial literacy</li> <li>• experience in managing financial risks and controls</li> <li>• analyses key financial statements to critically assess financial viability and performance</li> <li>• contributes to the strategic financial planning and budget process</li> <li>• accounting or finance qualification</li> </ul>
<p><b><u>Health safety &amp; environment</u></b> Defined as:</p> <ul style="list-style-type: none"> <li>• experience related to managing HS&amp;E issues in an organisation</li> <li>• balances the need to address HS&amp;E issues with commercial requirements of the business</li> </ul>
<p><b><u>Governance Risk and Policies</u></b> Defined as:</p> <ul style="list-style-type: none"> <li>• experience in the governance of organisations</li> <li>• ability to assess the effectiveness of management</li> <li>• membership of governance industry bodies or organisations</li> <li>• ability to identify risk, monitor risks and provide guidance on risk mitigation strategies</li> <li>• provide guidance on the development and implementation of organisational policies to and ensure governance</li> </ul>



## Skills and experience of the Board relevant to the business of the Company

### Strategy

Defined as:

- ability to analyse information, think strategically and review and challenge management in order to make informed decisions and assess performance against strategy
- proactively contributes to the development of business strategy whilst driving the execution of the strategy
- experience in setting and delivering on strategy

## DIRECTORS' SHAREHOLDINGS IN THE COMPANY

There is no obligation under the Constitution for Directors to hold shares in the Company, although a majority of the Directors presently do. Details of Directors' shareholdings are shown in the Directors' Report on page 6 of the Annual Financial Report.

Directors and Senior Management of the Company are restricted to buying or selling shares in the Company during the six week period commencing on the second business day after the announcement of the annual and half-yearly results, and the Annual General Meeting in accordance with the Securities Trading Policy.

If a market announcement is made outside these periods which results in the market having the same price sensitive information as the Directors and Senior Management, then Directors and Senior Management may deal in Boom securities during the three week period commencing on the second business day after any such announcement.

Under the Securities Trading Policy, Directors are required to notify the Company Secretary within two days of each trade to enable the required disclosure to the ASX.

In accordance with the law, Directors and Senior Management are prohibited from buying or selling shares in the Company at any time when they are in possession of market sensitive information.

## AUDIT COMMITTEE

The Audit Committee Charter is available on the Company's website.

The primary objectives of the Audit Committee are to assist the Board of Directors to discharge their obligations with respect to oversight of the:

- Integrity and quality of interim and annual financial reporting and disclosures;
- Compliance with relevant laws, regulations, standards and codes;
- Adequacy of the internal control framework; and
- Integrity of the internal and external audit functions.

The Committee comprises three Independent Non-Executive Directors and is chaired by Mr Francis who is an Independent Non-Executive Director who is not the chair of the Board. The external audit partners, Managing Director, Chief Financial Officer and other management personnel regularly attend Committee meetings by invitation.

The responsibilities of the Audit Committee set out in its Charter include:

- Monitoring the activities and effectiveness of the internal audit function including approving the engagement of the internal auditor;
- Overseeing and monitoring the integrity of financial systems, processes and reporting;
- Reviewing draft annual and half-yearly financial statements with management and external auditors and making recommendations to the full Board;
- Reviewing and monitoring the Company's compliance with law and ASX Listing Rules;
- Reviewing processes for promoting compliance with the Company's Code of Conduct and Speaking Up Policy;

- Reviewing processes to manage related party transactions and potential conflicts of interest in line with the Company's Related Party Transactions Policy;
- Reporting regularly to the Board on its activities and findings;
- Making recommendations for the appointment or removal of the external auditors;
- Monitoring the ongoing independence of the external auditor; and
- Other responsibilities as required by the Board or considered appropriate.

The Audit Committee policy is to recommend to the Board for appointment, external auditors who clearly demonstrate quality and independence. The performance of the external auditor is reviewed annually. Applications for tender for external audit services may be requested from time to time as deemed appropriate, taking into consideration assessment of performance, existing value and tender costs.

In accordance with a recommendation by the Audit Committee, the Board sought and received Shareholder approval to appoint KPMG as the Company's external auditor at the 2008 Annual General Meeting.

It is KPMG's policy to rotate audit engagement partners on listed companies every five years and in accordance with that policy, a new partner commenced on the Company's external audit in the year ended 30 June 2014.

KPMG has declared its independence to the Board through its representations to the Committee and provision of its Statement of Independence to the Board, stating that they have maintained their independence in accordance with the provisions of APES 110 – Code of Ethics for Professional Accountants and the applicable provisions of the Corporations Act 2001.

An analysis of fees paid to the external auditors, including a break-down of fees for non-audit services, is provided in the Directors' Report on page 36 and in note 100 to the Annual Financial Report.

The external auditor attends the Annual General Meeting and is available to answer Shareholder questions about auditor independence, accounting policies adopted by the Company, the conduct of the audit and the preparation and content of the audit report.

The internal audit function is carried out internally, assisted from time to time by Grant Thornton, and provides independent, objective assurance to the Audit Committee. The internal audit function is independent of the external auditor and is aimed at the promotion of efficiency, economy and effectiveness of management processes and systems of internal control.

The Audit Committee approves the scope of all internal audit activities to ensure it is appropriate in light of the key risks faced by Boom.

## RISK COMMITTEE

The Risk Committee Charter is available on the Company's website.

The Risk Committee comprises all members of the Board. The Committee is chaired by the Chairman of the Board.

The primary objective of the Committee is to monitor the processes for identification and management of material risks including business, financial and regulatory risks. During the reporting period, the Committee undertook a review of the Company's risk management framework and Management's process of reviewing the material risks.

The responsibilities of the Committee set out within its Charter include:

- Overseeing the risk profile and risk management of the Company within the context of the Board determined risk appetite;
- Making recommendations to the Board in respect of the Company's risk appetite and particular risks or risk management practices;
- Reviewing Management's risk framework including the processes for the identification and assessment of material risks faced by the Company;
- Reviewing Management's plans for the mitigation of the material risks faced by the Company;
- Ensuring there are adequate policies in relation to material business and financial risk management, compliance and internal controls;

- Ensuring there is ongoing monitoring and assessment of the risk management, compliance and internal control systems; and
- Promoting awareness of a risk based culture and the achievement of a balance between risk and reward for risks accepted.

### HEALTH, SAFETY, ENVIRONMENT & QUALITY (“HSE&Q”) COMMITTEE

The Health, Safety, Environment & Quality Charter is available on the Company’s corporate website.

The primary objective of the HSE&Q Committee is to assist the Board of Directors to discharge their responsibilities in respect of health, safety, environment and quality matters.

The HSE&Q Committee comprises all members of the Board. The Committee is chaired by Mr Hebiton. The General Manager Health, Safety, Environment & Quality attends these meetings by invitation.

The responsibilities of the HSE&Q Committee set out within its charter include:

- Reviewing the ongoing health and safety performance of Boom and monitoring its effective health and safety management;
- Receiving and considering information relating to HSEQ matters including incident reports and independent HSEQ audit reports;
- Considering information relating to HSEQ hazards and risks within Boom;
- Considering the systems, processes and resources through which HSEQ hazards and risks are eliminated or controlled; and
- Considering information and recommendations provided by Management regarding strategic or significant matters;

to enable the Committee to recommend the Board’s endorsement of the HSE&Q Strategy and Plan.

### NOMINATION & REMUNERATION COMMITTEE

The composition of the Board and Committees of the Board are considered by the Nomination & Remuneration Committee as set out in the Charter which is available on the Company’s website.

The principle function of the Nomination & Remuneration Committee is to review and make recommendations to the Board on remuneration packages and policies applicable to Directors, Senior Executives and Company employees generally.

The Committee comprises four Non-Executive Directors, three of whom are independent Directors. The Committee is chaired by the Chairman of the Board. The responsibilities of the Nomination and Remuneration Committee include:

- Assessing the necessary skills and experience of Board members;
- Establishing and reviewing the Board succession plans;
- Ongoing review and evaluation of the Board, its Committees, individual Directors and Executives performance;
- Considering and recommending to the full Board the appointment and removal of Directors;
- Reviewing and recommending the remuneration of Non-Executive Directors, the Chief Executive Officer and the Chief Executive’s direct reports;
- Reviewing and recommending remuneration policies applicable to Directors, Senior Executives and Company Employees generally;
- The annual review and consideration of the Chief Executive Officer’s remuneration structure; and
- Reviewing and recommending general remuneration principles, including incentive schemes, bonuses, and share plans that reward individual and team performance.

When a new Director is to be appointed, the Committee reviews the range of skills, experience and expertise on the Board, identifies its needs and prepares a short-list of candidates with appropriate skills and experience. Appropriate background checks are undertaken prior to appointment or putting a new candidate forward for election.

Where necessary, advice is sought from independent search consultants. The full Board then appoints the most suitable candidate based on specified selection and appointment criteria.

Directors who join the Board as casual appointees must submit themselves to Shareholders for election at the first Annual General Meeting following their appointment. The Company provides material information to shareholders which is relevant to a decision to elect or re-elect a Director.

Directors are provided with a letter of appointment setting out the Company's expectations including involvement with committee work, their responsibilities, remuneration, including superannuation and expenses, requirement to disclose their interests and any matters which affect the Director's independence. Directors are provided with all relevant policies including the Company's Share Trading Policy, the Code of Conduct policy, a copy of the Company's Constitution, organisational charts and details of indemnity and insurance arrangements.

A formal induction program which covers the operation of the Board and its Committees and financial, strategic, operations and risk management issues is provided to ensure that Directors have significant knowledge about the Company and the industry within which it operates.

New Directors are advised of the time commitment required of them in order to appropriately discharge their responsibilities as a Director of the Company. Directors are required to confirm that they have sufficient time to meet this requirement.

## PERFORMANCE MANAGEMENT AND REMUNERATION

Board effectiveness is monitored through the Chairman and by open discussion amongst members. External assistance is engaged to periodically provide structured evaluation of Board process and performance. In the reporting period, a formal performance review process of the Board, Committees and the Chief Executive Officer was undertaken internally by the Board.

The Executive Management team participates in the Company's performance management and development process. The Chief Executive Officer is responsible for the establishment of roles, expectations and reviews with his direct reports at regular intervals throughout the period. In the reporting period, the Chief Executive Officer undertook a formal performance review process with his reports. Performance is taken into consideration by the Nomination and Remuneration Committee when determining Executive remuneration which is further discussed in the Directors' Report - Remuneration Report (Audited) as set out on pages 16 to 35 of the Annual Financial Report.

It is noted that the Company policy set out in the Company's Securities Trading Policy (available on the Company website) and the *Corporations Act* prohibit key management personnel from entering arrangements to limit their exposure to risk relating to an element of their remuneration including economic risk associated with participation in the Group's Executive Remuneration Plan.

## INTEGRITY AND RISK MANAGEMENT PROCESSES

The CEO and CFO have provided written declarations to the Board that the Company's financial records have been properly maintained, and that the Company's financial statements and notes give a true and fair view of the financial position and performance of the Company and comply with accounting standards.

In addition, this declaration also confirms that the financial statements are founded on a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.

The Company has implemented a risk management framework and policy based on AS/NZS ISO 31000:2009 – Risk Management – Principles and Guidelines and the ASX Corporate Governance Principles and Recommendations. The framework is based around the following risk activities:

- Risk Identification: Identify all significant foreseeable risks associated with business activities in a timely and consistent manner;
- Risk Evaluation: Evaluate risks using an agreed risk assessment criteria;
- Risk Treatment/Mitigation: Develop mitigation plans for risk areas where the residual risk is greater than tolerable risk levels; and
- Risk Monitoring and Reporting: Report risk management activities and risk specific information to appropriate levels of management in a timely manner.

On a regular basis, the Board, through the Risk Committee, reviews the risk framework, the risk register and the systems to identify and manage risk and satisfies itself that Management has in place appropriate systems for managing risk and for maintaining appropriate internal controls.

The CEO and Senior Management are responsible for identifying, evaluating and monitoring risk in accordance with the risk management framework. This process includes consideration of potential economic, environmental and social sustainability risks. Senior Management is responsible for the accuracy and validity of risk information reported to the Board and also for ensuring clear communication of the Board and Senior Management's position on risk throughout the Company.

In particular, the CEO and members of the Senior Management team regularly review and identify key business and financial risks which could prevent the Company from achieving its objectives.

The Directors' Report - Operating and Financial Review on pages 7 to 14 of the Annual Financial Report sets out the Company's exposure to material economic, market, labour and other operational risks and a summary of how these risks are being managed. The Company does not consider it has exposure to material environmental or social sustainability risks.

Additionally, a formal risk assessment process is part of each major capital acquisition with post acquisition reviews undertaken of major business acquisitions, major capital expenditures or significant business initiatives.

## ENVIRONMENTAL REGULATION

The Company believes environmental stewardship and sustainability is both a management obligation and the responsibility of every employee.

The operations of the Company are subject to various environmental regulations under both Commonwealth and State legislation.

In making this report, the Directors note that the Company's operations involve the discharge and storage of potentially hazardous materials such as fuels, oils and paints. Some of these activities require a licence, consent or approval from Commonwealth or State regulatory bodies. This regulation of the Company's activities is typically of a general nature, applying to all persons carrying out such activities, and does not in the Directors' view comprise particular and significant environmental regulation.

Based upon enquiries within the Company, the Directors are not aware of any breaches of particular and significant environmental regulation affecting the Company's operations.

The Directors believe the environmental performance of the Company is sound and that the Company has appropriate systems in place for the management of its ongoing corporate environmental responsibilities.

## CODE OF CONDUCT

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

The Company has an established Code of Conduct, which provides Employees and Directors with a practical set of guiding principles to help them make decisions in their day to day work.

The Code embodies honesty, integrity, quality, trust and respect. Employees and Directors are required to demonstrate these behaviours and comply with the Code of Conduct whenever they are identified as representatives of Boom.

Under the Code of Conduct:

- The Company will act with fairness, integrity and good faith in its dealings with its Employees, Customers, Subcontractors, Shareholders and other Stakeholders;
- The Company will strive for best practice in its internal business controls, financial administration and accounting policies;
- Directors and Employees are bound by strict rules in the trading of Boom shares;
- The Company is committed to continuous improvement of workplace safety with the ultimate objective of no injuries to anyone at any time;
- The Company will continually develop its client relationships to provide outstanding service;

- The Company has, and will keep in place, employment practices and policies that accord with best practice including those in respect of health and safety, anti-discrimination and conflict of interest;
- The Company recognises its place in the community and has in place policies and practices to protect the environment and to support selected community activities and projects in the areas in which it operates;
- The Company will be transparent in its reporting, including in respect of Board and Executive remuneration;
- The Company recognises its obligations to individuals' rights to privacy in respect of confidential information;
- The Company is committed to compliance with the law in all its operations;
- The Company will enforce and monitor compliance with the Code of Conduct through employment contracts, internal communication, education and performance management; and
- Directors, Employees, consultants and contractors engaged by the Company must act to ensure they maintain confidentiality, protect Stakeholder rights and have an obligation to report and investigate unethical behaviour.

The Company manages communication and compliance in respect of the Code of Conduct through employment contracts and ongoing internal communication including internet, intranet, Employee education sessions, performance management, tool box meetings, orientation & induction programmes and the distribution of an Employee Handbook.

Adherence with the Code of Conduct is managed by Senior Management and Business Unit Managers across the business. Where non-compliance occurs, Employees are counselled and disciplined in accordance with the Code of Conduct policy and with reference to the nature and severity of the breach.

## DIVERSITY AT BOOM LOGISTICS

The Diversity Policy is available on the Company's website together with the Workplace Gender Agency Equality Report.

The Company is committed to seeking out and retaining the best talent to ensure business growth and performance. We are committed to engaging the best people to do the best job possible. The Code of Conduct confirms the Company's belief in treating all people with respect and recognises that diversity and different skills make the Company strong.

The Company is committed to ensuring the composition of its Board and Committees is appropriate. The Board Charter clearly states it should comprise Directors with the appropriate mix of business expertise and experience and have regard to the Diversity Policy in determining the composition.

At Boom, diversity includes differences that relate to gender, age, ethnicity, disability and cultural background. Boom recognises that having a diverse and talented workforce is a key competitive advantage that differentiates our service in the marketplace and is a benefit to the Company as a whole. Diversity also benefits individuals and teams and enables the Company to reflect the diversity of our customers and the markets we operate in, all of which adds value to our operations and delivery of our strategy.

Gender diversity and inclusion is important for Boom, and is reflective of the revised ASX Corporate Governance Principles and Recommendations 3rd Edition. Boom is committed to building female representation at all levels in the organisation, including Board and Senior Management levels and seeks to do so at each such time as it is recruiting for Board and Senior Management positions. The Board acknowledges that despite its commitment to building female leadership and representation on the Board and to Senior Management positions, recent recruits to Board and Senior Management positions during the reporting period have not been female. The Board remains committed to redressing this position and attempts to do so at each new recruitment opportunity.

Boom has established a Diversity Policy and a series of objectives to work towards that have been reviewed and approved by the Board. The CEO is accountable for implementing these requirements in accordance with the Diversity Policy.

In order to effect a structured approach to managing diversity, the Company:

- Has developed and implemented strategies, initiatives and programs to promote the Diversity Principles outlined above in its management structures;
- Has set measurable objectives, or key performance indicators (KPIs), for the strategies, initiatives and programs to achieve Gender Diversity;
- Monitors, reviews and reports to the Board the Company's progress under the Diversity Policy; and
- Reports on the status of Gender Diversity KPIs in this Annual Report.

The Company's objectives are tabled below:

Area	Objective
Board gender diversity	At least 15% of the Board Members desirably should be female with the appropriate skills and attributes. <b>Target Date:</b> On each occasion that a new appointment to the Board is considered.
Senior Managers gender diversity	At least 20% of Senior Managers desirably should be female with the appropriate skills and attributes. Senior Management is defined by the Company as the Managing Director and direct reports to the Managing Director. <b>Target Date;</b> On each occasion that a new Senior Management appointment is considered.
Employee gender diversity	At least 10% of the Boom Logistics workforce desirably should be female with the appropriate skills and attributes. <b>Target Date:</b> Annually by 30 June each year.

The objectives which have been set are reviewed annually to ensure that these initiatives remain relevant and appropriate.

As at 30 June 2017, Boom's performance with respect to meeting these requirements is as follows:

	Female 30 June 2017		Male 30 June 2017
	Actual	Objective	Actual
Grand Total	7.24%	10%	92.75%
Directors	0%	15%	100%
Senior Managers	0%	20%	100%
Managers	10.25%	10%	89.74%
Employee Group	7.16%	10%	92.83%

	Female 30 June 2016		Male 30 June 2016
	Actual	Objective	Actual
Grand Total	11%	10%	89%
Directors	0%	15%	100%
Senior Managers	0%	20%	100%
Employee Group	11%	10%	89%

In addition to the objectives set, the Company has developed a number of initiatives to encourage diversity in the workplace. These initiatives include ensuring Human Resources Policies and Procedures are aligned to the Diversity Policy, recruitment processes encourage diversity and education around diversity has been included in training programs rolled-out to Employees. Initiatives, including milestones, can be found on the Company's website.

Objectives, along with the implementation of the initiatives, are monitored by the Nomination & Remuneration Committee. The Chief Executive Officer has primary responsibility for the successful execution of the Diversity Policy and the associated initiatives.

The objectives set out in the Indigenous Employment Framework document represent broad, long-term outcomes for increasing the employment of local Indigenous people by Boom Logistics work units. Whilst achieving these objectives is a priority for the Company, it is important to recognise the challenges involved in developing employment opportunities for all Employees.



During the financial year, the Company entered into a joint venture with an indigenous owned business in the North West of Western Australia and tendered for the provision of crane services to support an established mine in the area. Unfortunately, the tender was not awarded to the joint venturers and due to a lack of other opportunities for the joint venture, it is being disbanded. The Company remains committed to working with indigenous people and businesses as opportunities arise.

### TIMELY AND BALANCED DISCLOSURE

The Company aims to be transparent with all stakeholders, including its shareholders. Easy access to Company information is an important objective of our communications strategy.

### SHAREHOLDER COMMUNICATION AND CONTINUOUS DISCLOSURE

The Market Disclosure & Communications Policy is available on the Company's website.

The Company aims to keep Shareholders informed of the Company's performance and all major developments in an ongoing manner through its investor relations program to facilitate effective communication between investors and the Board and encourages and promotes effective participation of Shareholders at General Meetings. Members unable to attend the Annual General Meeting are encouraged to submit questions to the Board or Company Auditor in writing ahead of the meeting.

Information is communicated to Shareholders through:

- The Half Year Financial Report and the Full Year Financial Report, results presentations, ASX market updates where appropriate, notice of meetings and explanatory materials which are published on the Company's corporate website and distributed to Shareholders where nominated;
- The Annual General Meeting and any other formally convened Company meetings; and
- All information released to the ASX is posted to the Company's corporate website. The Company maintains a website to complement the official release of information to the market which catalogues all communications dating back to the Company's listing in 2003.

The Company is committed to ensuring all stakeholders are provided with relevant and accurate information regarding its activities in a timely manner.

Boom has adopted a disclosure policy and internal reporting procedures having regard to the ASX and ASIC guidelines to ensure that:

- Material price sensitive information is reported to the CEO and CFO in a timely manner;
- Information is disclosed in a timely manner and in compliance with legal and regulatory obligations; and
- All stakeholders have an equal opportunity to receive and obtain externally available information issued by Boom.

Boom will immediately notify the market of any information related to its business which a reasonable person would expect to have a material effect on the price/value of its securities.

It should be noted that disclosure is not required where each of the following conditions is satisfied:

- A reasonable person would not expect the information to be disclosed; and
- The information is confidential; and
- One or more of the following apply:
  - the information concerns an incomplete proposal or negotiation;
  - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - the information is generated for the internal management purposes of the Company;
  - the information is a trade secret; or
  - it would be a breach of a law to disclose the information.



The CEO, CFO and Company Secretary have been nominated as people responsible for communication with the Australian Securities Exchange (ASX). This includes responsibility for ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and co-ordinating information disclosure to the ASX, analysts, brokers, Shareholders, the media and the public.

All information disclosed to the ASX is posted on the Company's website as soon as it is disclosed to the ASX. When analysts are briefed following half year and full year results announcements the material used in the presentations is released to the ASX prior to the commencement of the briefing. Procedures have been established for reviewing whether any price sensitive information has been inadvertently disclosed and, if so, this information is also immediately released to the market.