

# CORPORATE GOVERNANCE OVERVIEW

The Adelaide Brighton Ltd Board is committed to conducting the Company's business ethically and in accordance with high standards of corporate governance. To this end, the Board (together with the Company's management) regularly reviews the Company's policies, practices and other arrangements governing and guiding the conduct of the Company and those acting on its behalf.

Adelaide Brighton confirms it has followed the ASX Corporate Governance Council's Principles and Recommendation (3rd edition) during the 2017 financial year.

Adelaide Brighton's Corporate Governance Statement which provides detailed information about governance at Adelaide Brighton is available on Adelaide Brighton website at [www.adbri.com.au](http://www.adbri.com.au)

## Role of the Board

The role of the Board of Directors is to protect and optimise the performance of the Company and its subsidiaries (Group). The Board takes accountability for reviewing and approving strategic direction, establishing policy, overseeing the financial position and monitoring the business and affairs of the Group on behalf of shareholders.

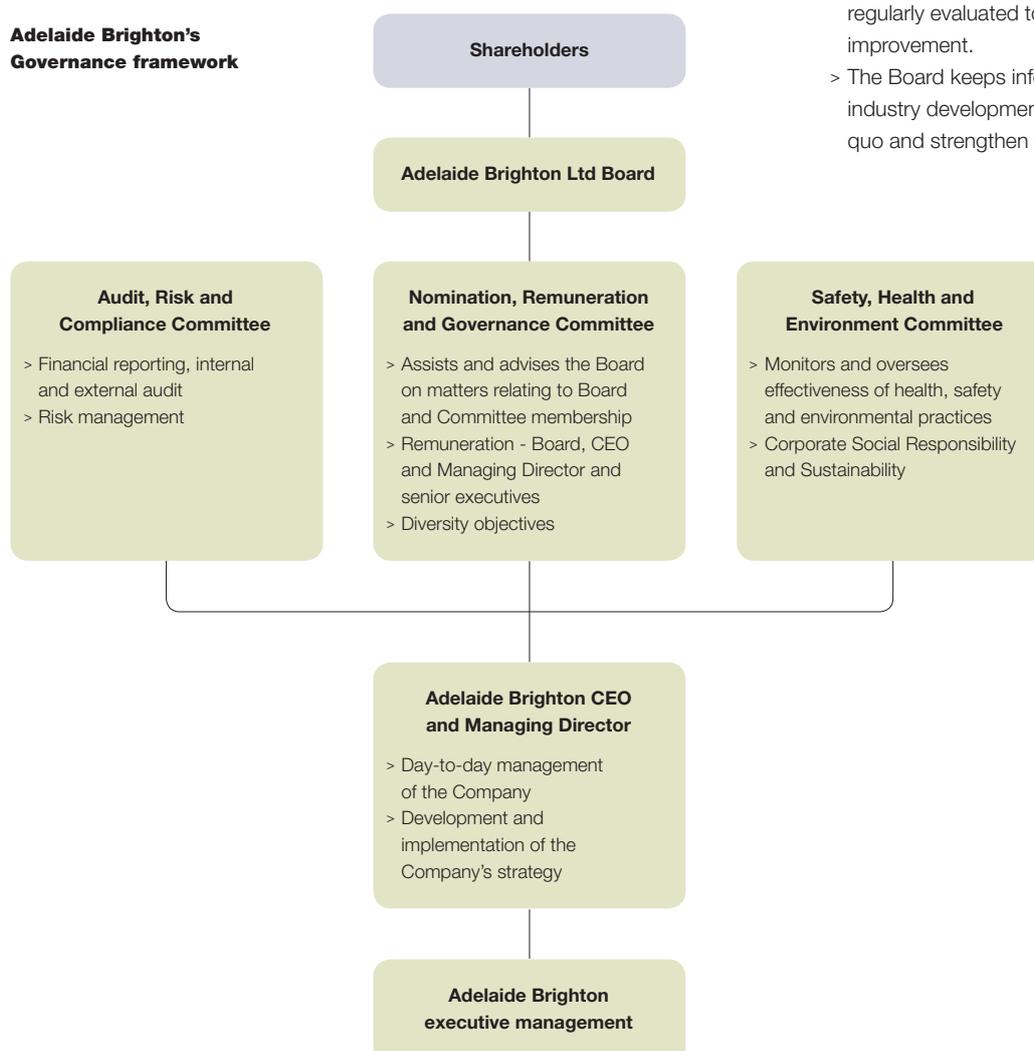
## Board Committees

To assist the Board in fulfilling its responsibilities the Board has established a number of committees with responsibility for particular areas. Each committee has a specific charter, which are each available on the governance section of the Company's website at [www.adbri.com.au](http://www.adbri.com.au).

## The Board is structured to add value and Board decision making is enhanced through education and support

- > The Board ensures that its members have the time and commitment to devote to the role.
- > The Board is committed to a majority of independent views being brought to bear in decision making.
- > Comprehensive induction processes equip Directors to perform in their role.
- > Conflicts are managed - protocols around disclosure, and procedures around management of potential conflicts have been adopted.
- > Board members have access to management and independent advice to assist in discharge of their duties.
- > Board and Director performance is regularly evaluated to facilitate continuous improvement.
- > The Board keeps informed of regulatory and industry developments to challenge status quo and strengthen knowledge base.

### Adelaide Brighton's Governance framework



## Continuous Disclosure

Adelaide Brighton is committed to providing relevant and timely information to its shareholders and to the broader market, in accordance with its obligations under the *Corporations Act 2001* and the ASX continuous disclosure regime.

## The Board is committed to promoting ethical and responsible decision making

Adelaide Brighton's Code of Conduct requires that all Directors and employees act with the utmost integrity and honesty. It aims to further strengthen the Company's ethical climate by promoting practices that foster the Company's key values of:

- > Acting with fairness, honesty and integrity;
- > Providing a safe and healthy work environment for all employees;
- > Being aware of and abiding by laws and regulations;
- > Individually and collectively contributing to the wellbeing of shareholders, customers, the economy and the community;
- > Maintaining the highest standards of professional behavior;
- > Avoiding or managing conflicts of interest; and
- > Striving to be a good corporate citizen, and to achieve community respect.

## Shareholdings of Directors and employees

Directors and Officers may not buy or sell Adelaide Brighton shares except during specified periods (known as 'Trading Windows') provided that prior approval is obtained. Our Share Trading Policy also defines certain periods where trading is not permitted under any circumstances (known as 'Blackout Periods'). In all cases, Directors and Officers are prohibited from trading in securities when they are in possession of 'inside information'. The Share Trading Policy is available on the Company's website at [www.adbri.com.au](http://www.adbri.com.au)

## Board and CEO succession planning

The Board regularly reviews the size and composition of the Board to ensure the appropriate skills, perspective and expertise are represented. The skills matrix set out below demonstrates the skills, experience and diversity of the non-executive Directors in office as at the date of this report. The Board is satisfied that its present composition is appropriate for the circumstances of the Company.

## Diversity

The Board, having adopted a Diversity and Inclusion Policy, has established measurable diversity objectives to enhance gender and other diversity across the organisation. Information about the Group's diversity objectives and progress is set out in the Diversity Report on pages 30-31 of this Annual Report.



Marcus Clayton  
General Counsel and  
Company Secretary

Skills, experience and diversity

