



Oncology Research International Limited  
ACN 067 964 621

## **Corporate Governance Statement**

**October 2013**

The Oncology Research International Limited (ORIL) board of directors (Board) is committed to achieving best practice in the area of corporate governance and business conduct. This statement outlines the main corporate governance principles and practices followed by ORIL.

ORIL seeks to apply the Australian Stock Exchange (ASX) Corporate Governance Council's Corporate Governance Principles and Recommendations.

### **Principle 1 –Lay solid foundations for management and oversight**

The Company has adopted a Board Charter. While the Board is responsible for the overall direction of the Company, day-to-day management and administration is delegated to the Chief Executive Officer (CEO).

The Board is responsible for monitoring the performance of the CEO and other senior management.

### **Principle 2 - Structure of the Board to add value**

#### **The structure of the Board of Directors**

The constitution and the Board charter govern the Board's composition. The Board Charter details the functions and responsibilities of the Board.

#### **Board Composition**

The Board seeks to ensure that the composition of the Board reflects the appropriate range of independence, skills, experience and expertise for the Company.

#### **Independence**

Every member of the Board is required to apply independent judgement to decision making in their capacity as a director.

#### **Chairman and CEO**

The Chairman is responsible for leading the Board, ensuring directors are properly briefed in all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's relationship with the Company's senior executives.

The CEO is responsible for implementing Company strategies and policies.

### **Principle 3 - Promote ethical and responsible decision making**

#### **Code of Conduct**

The Company has a Code of Conduct (Code) which has been fully endorsed by the Board and applies to all directors, employees and consultants.

In summary, the Code requires that each director, employee of the Company and consultants engaged by the Company, at all times, act with the utmost honesty, integrity and responsibility in their dealings with customers, suppliers and competitors and other employees.

The Board, management and all employees of the Company are committed to complying with the Code.

**Principle 4 –Safeguard integrity in financial reporting**

The Board is responsible for ensuring that an effective internal control framework exists within the Company. This includes internal controls to deal with both the effectiveness and efficacy of significant business processes, the safeguarding of Company assets, the maintenance of proper accounting records and the reliability of financial information.

**Principle 5 - Make timely and balanced disclosure**

The Company, its directors and staff are very much aware of disclosure requirements and operate in an environment where strong emphasis is placed on full and appropriate disclosure.

**Principle 6 - Respect the rights of shareholders**

The Company provides shareholders with information regularly.

**Principle 7 – Recognise and manage risk**

The Company believes that there is a need for formal policies on risk oversight and management and accordingly risk matters are regularly addressed at Board meetings. There is a written policy to define the function, composition, mode of operation, authority and responsibilities of the Risk Management Committee.

**Principle 8 - Remunerate fairly and responsibly**

All compensation arrangements for Directors and key management personnel are determined after taking into account the current competitive rates prevailing in the market.