

## Policies & Standards

# SEEKING INDEPENDENT ADVICE

### 1. Background

It was noted that in the course of Directors fulfilling their responsibilities, a Director may consider in particular circumstances they do not possess the necessary information or skills or consider that further professional advice is required beyond that which has been received by the Company.

It is proposed that in such circumstances, directors have the right to seek independent professional advice at the Company's expense. While the Chairman's approval is required prior to obtaining the advice, such approval should not be unreasonably withheld. If such approval is not provided, a Director may seek the approval of the Board, which approval should not be unreasonably withheld.

### 2. Resolution

It was resolved that the Board collectively, and each Director individually, has the right to seek independent professional advice to enable them to fulfil their responsibilities. Such advice shall be at the Company's expense provided the Chairman's approval is first obtained, which approval shall not be unreasonably withheld and in the absence of such approval, a Director may seek the approval of the Board (which approval shall also not be unreasonably withheld).

Any such request for independent professional advice shall be noted, if requested at a meeting of the Board, in the minutes of such meeting and otherwise at the next succeeding meeting of directors of the Company.