

Diversity Policy

Diversity policy

SG Fleet Group Limited (**Company**)

ABN 40 167 554 574

Adopted by the Board on **13 February 2014**

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1 Overview

The Board of directors of SG Fleet Group Limited (**the Company**) is responsible for the overall management of the Company, including guidance as to strategic direction, ensuring best practice corporate governance and oversight of management. The Company recognises that people are its most important asset and is committed to the maintenance and promotion of workplace diversity.

Diversity drives the Company's ability to attract, retain and develop the best talent, create an engaged workforce, deliver the highest quality services to its customers and continue to grow the business.

The Board has formally approved this Diversity Policy (**Policy**) in order to ensure a work environment where people are treated fairly and with respect notwithstanding their gender, ethnicity, disability, age or educational experience.

2 Scope

The Company's vision for diversity incorporates a number of different factors, including gender, ethnicity, disability, age and educational experience. At a Board and senior management level, diversity has been identified as a key area of focus for the Company. Accordingly, the primary focus of this Policy is achieving, over a reasonable transition period, an adequate representation of diversity throughout the workforce and in senior management positions and on the Board.

The strategies outlined below aim to achieve the objectives of this Policy by:

- setting measurable objectives relating to diversity (including gender representation) in the workforce and at all senior management and leadership levels;
- broadening the field of potential candidates for positions within the Company and for senior management and Board appointments;
- increasing the transparency of the senior management and Board appointment process; and
- embedding the extent to which the Board has achieved the objective of this Policy in the evaluation criteria for the annual Board performance evaluation.

3 Promoting diversity

In order to facilitate greater diversity in the workforce and in senior management and leadership roles, the Company will:

- introduce and supplement the measures outlined in this Policy; and
- implement policies which address impediments to diversity in the workplace (including, for example, parental leave and flexible working arrangements that assist employees to fulfil their domestic responsibilities), and review these policies to ensure that they are available to and utilised by the workforce and at senior management levels; and
- monitor the effectiveness of, and continue to expand on, existing initiatives designed to identify, support and develop talented employees from a diverse range of backgrounds.

4 Measurable objectives and diversity representation

Each year the Board will set measurable objectives with a view to progressing diversity in the Company, including working towards a balanced representation of diversity in the workforce and at a Board and senior management level.

Performance against these objectives will be reviewed annually by the Nomination and Remuneration Committee (or such other committee determined by the Board), as part of its annual review of the effectiveness of this Policy.

The Board will include in the Annual Report each year:

- a summary of the Company's progress towards achieving the measurable objectives set under this Policy for the year to which the Annual Report relates; and
- details of the measurable objectives set under this Policy for the subsequent financial year.

In accordance with the ASX Corporate Governance Principles and Recommendations, the Nomination and Remuneration Committee (or such other committee as determined by the Board) will review, on an annual basis, the proportion of women who are employed by the Company as a whole, in senior management positions and who are on the Board. The Nomination and Remuneration Committee (or such other committee as determined by the Board) will submit a report to the Board outlining its findings.

The Company will disclose in its Annual Report the proportion of women employees in the Company as a whole, in senior management and on the Board.

5 Recruitment, selection and succession planning

5.1 Succession planning

The Nomination and Remuneration Committee is responsible for the development and succession planning process for the Chief Executive Officer (**CEO**) and the CEO's direct reports. In discharging this responsibility, the Nomination and Remuneration Committee will have regard to diversity criteria.

5.2 Board appointment process

Whilst skills such as leadership and previous experience as a chief executive, chair or board member of a large organisation with international operations have traditionally been prerequisites to appointment as a director, the Board recognises that other skills gained from experience in the following areas are key skills and experience which the Board as a whole should comprise:

- marketing and sales;
- policy and regulatory development and reform;
- health, safety and environment and social responsibility; and
- human resources.

The Board will develop and disclose a board appointment process, which includes selection criteria having regard to the skills and experience outlined above and the selection process for senior management positions.

The Nomination and Remuneration Committee is responsible for identifying qualified individuals for appointment to the Board. In identifying candidates, the Nomination and Remuneration Committee will have regard to the selection criteria set out in the board appointment process, which will include:

- skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;

- diversity; and
- the extent to which the candidate would fill a present need on the Board.

6 Disclosure of Policy

A summary of this Policy and the Company's achievement of the Policy's objectives will be disclosed in the Annual Report.

7 Review of Policy

The Nomination and Remuneration Committee (or such other committee as determined by the Board) is responsible for the review and oversight of this Policy. In executing this role, the Nomination and Remuneration Committee (or such other committee as determined by the Board) will, with the appropriate support and input from management:

- review on an annual basis:
 - 1 the effectiveness of this Policy, its objective and the strategies outlined above, which aim to achieve the objective; and
 - 2 the division of responsibilities and accountability for developing and implementing diversity initiatives across the organisation; and

report to the Board on the outcomes of its review, including any recommendations for changes to those strategies or the way in which they are implemented.