

## Orocobre Ltd

### Corporate Governance Statement August 2019

The Board of Directors of Orocobre Limited (Orocobre or the Company) is responsible for the corporate governance of the Company. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Company's Corporate Governance Statement is structured with reference to the Australian Securities Exchange Corporate Governance Council's "Corporate Governance Principles and Recommendations, 3rd Edition".

This statement has been approved by the Board of Orocobre and is current as at 23 August 2019. The statement and information identified therein are available on the Company's website at [www.orocobre.com](http://www.orocobre.com) under the Corporate Governance section.

The Board endorses the ASX Principles of Good Corporate Governance and Best Practice Recommendations, and has adopted corporate governance charters and policies reflecting those recommendations to the extent appropriate having regard to the size and circumstances of the Company

The Company is committed to ensuring that its corporate governance systems maintain the Company's focus on transparency, responsibility and accountability. For further information on corporate governance policies adopted by the Company, refer to our website: [www.orocobre.com](http://www.orocobre.com).

Principle	Comment
<b>Principle 1: Lay solid foundations for management and oversight</b> <b>A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</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 Company's Board Charter (published on the Company's website) sets out the specific responsibilities of the Board and those delegated to Senior Management.  The Board is collectively responsible for promoting the success of the Company through its key functions of setting strategic direction, overseeing management of the Company, providing overall corporate governance, monitoring financial performance, engaging appropriate management and Directors commensurate with the desired structure and objectives of the Company and reviewing, ratifying and monitoring systems of risk management and internal control codes of conduct policy and legal compliance.  The Managing Director supported by other members of the Senior Management Team, is responsible for managing the day to day activities of the Company and advancing the strategic direction of the Company as set by the Board.

<p>1.2 - A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(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.</p>	<p>Should the Company act to appoint any new Director in the future, then appropriate checks will be undertaken which will include checks such as the person's character experience, education, criminal record and bankruptcy history.</p> <p>A profile of each Director is included in the Annual Report and in any notice of meeting where a Director is standing for election or re-election.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>The Company has a written agreement in place with each Director and Senior Executive which sets out the terms of their appointment. Any material variations to written agreements with Directors are disclosed to the ASX.</p>
<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>	<p>Each Board member has direct access to the Company Secretaries (who are accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board) with procedures for the provision of information, including requests for additional information</p>
<p>1.5 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</p>	<p>The Board has established a Diversity Policy which is published on the Company's website. The Board at this juncture has not set measurable objectives.</p> <p>The Board recognises that its current composition does not benefit from sufficient gender diversity. Gender diversity is a key driver of the Company's community shared value program and it is the Company's intention to improve this with the next appointment of a Non-Executive Director.</p> <p>This policy will be reviewed as part of the annual compliance review to ensure that the Diversity Policy is being progressed as required and to set measurable objectives when appropriate for the Company.</p> <p>The proportion of women employees in the whole organisation, women in management positions and women on the board are as follows:</p>

<p>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>	<table border="1" data-bbox="741 197 1330 384"> <thead> <tr> <th>Measure</th> <th>Female proportion</th> </tr> </thead> <tbody> <tr> <td>Organisation</td> <td>15%</td> </tr> <tr> <td>Management</td> <td>24%</td> </tr> <tr> <td>Board</td> <td>13%</td> </tr> </tbody> </table> <p>As at 23 August 2019, 13% of the Board, 15% of employees and 24% of managers are women. In Australia, 43% of employees are women while in Argentina the figure is 14%. These figures include the Sales de Jujuy SA employees responsible for the management of the Olaroz Lithium Facility and the employees of Borax Argentina SA.</p>	Measure	Female proportion	Organisation	15%	Management	24%	Board	13%
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<p>1.6 - 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 Company has a Process for Performance Evaluation which is published on the Company's website. The Process details the performance review process of the Board, committees, individual Directors and Senior Executives.</p> <p>The Chairman is responsible for evaluation of the Board and its members, as well as the various Committees. The Chairman and the Board regularly discussed the performance and composition of the Board and various Committees during FY19, considering issues or concerns as they arose.</p> <p>A formal performance review of the Board and Chair performance was commenced during the year with the assistance of an external consultant, with a report to be delivered to the board in October 2019</p>								
<p>1.7 - A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives;</p>	<p>A Process for Performance Evaluation is published on the Company's website.</p> <p>During FY19, the Non-Executive Directors acting as the Nomination Committee met on a number of occasions while considering the appointment of a new Managing Director. During this appraisal process, the Nomination Committee as a whole set the key performance indicators (KPIs) for the Managing Director for</p>								

<p>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 relevant period.</p> <p>Performance appraisals of the Senior Executives were conducted by the Managing Director during the FY19.</p>
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**Principle 2: Structure the board to add value**

**A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.**

<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,</p> <p>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; <b>OR</b></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</p>	<p>The Company does not have a separate Nominations Committee. The Independent Non – Executive Directors of the full Board carries out the role of a Nomination Committee. The Independent Non – Executive Directors considers that no efficiencies or other benefits would be gained by establishing a separate nomination committee.</p> <p>The board as a whole currently undertakes the process of reviewing the skill base and experience of existing directors to enable identification or attributes required in new directors. In this capacity the Board acts as a Nomination Committee and acts in accordance with the Nomination Committee Charter. Where appropriate, independent consultants may be engaged to identify possible new candidates for the board.</p>
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<p>2.2 - 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>The Board has been structured such that its composition and size will enable it to effectively discharge its responsibilities and duties.</p> <p>To assist the Board to identify areas of focus and to ensure an appropriate and diverse mix of skills, experience and expertise, a Board Skills Matrix has been developed in FY19 and will be reviewed at least annually. It is an important tool, but not the only basis of criteria applying to Director appointments.</p> <p>The following matrix summarises the key skills, qualifications and experience that Board members presently possess:</p> <table border="1" data-bbox="730 497 1771 1077"> <thead> <tr> <th data-bbox="730 497 1429 560">Skills or qualifications</th> <th data-bbox="1429 497 1771 560">Number of Directors (out of a total of 8)</th> </tr> </thead> <tbody> <tr> <td data-bbox="730 560 1429 603">Corporate leadership</td> <td data-bbox="1429 560 1771 603">7</td> </tr> <tr> <td data-bbox="730 603 1429 646">In-country experience</td> <td data-bbox="1429 603 1771 646">4</td> </tr> <tr> <td data-bbox="730 646 1429 689">Industry experience</td> <td data-bbox="1429 646 1771 689">5</td> </tr> <tr> <td data-bbox="730 689 1429 732">Strategy</td> <td data-bbox="1429 689 1771 732">8</td> </tr> <tr> <td data-bbox="730 732 1429 775">Risk</td> <td data-bbox="1429 732 1771 775">8</td> </tr> <tr> <td data-bbox="730 775 1429 818">Financial acumen</td> <td data-bbox="1429 775 1771 818">7</td> </tr> <tr> <td data-bbox="730 818 1429 861">Capital projects</td> <td data-bbox="1429 818 1771 861">7</td> </tr> <tr> <td data-bbox="730 861 1429 904">Governance</td> <td data-bbox="1429 861 1771 904">8</td> </tr> <tr> <td data-bbox="730 904 1429 948">Health, safety and environment</td> <td data-bbox="1429 904 1771 948">5</td> </tr> <tr> <td data-bbox="730 948 1429 991">Marketing</td> <td data-bbox="1429 948 1771 991">4</td> </tr> <tr> <td data-bbox="730 991 1429 1034">Remuneration</td> <td data-bbox="1429 991 1771 1034">7</td> </tr> <tr> <td data-bbox="730 1034 1429 1077">Stakeholder relations</td> <td data-bbox="1429 1034 1771 1077">8</td> </tr> </tbody> </table>	Skills or qualifications	Number of Directors (out of a total of 8)	Corporate leadership	7	In-country experience	4	Industry experience	5	Strategy	8	Risk	8	Financial acumen	7	Capital projects	7	Governance	8	Health, safety and environment	5	Marketing	4	Remuneration	7	Stakeholder relations	8
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<p>2.3 - A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(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,</p>	<p>The position of each director and as to whether or not they are considered to be independent is set out below.</p> <table border="1" data-bbox="741 1173 2033 1414"> <thead> <tr> <th data-bbox="741 1173 1070 1216">Name</th> <th data-bbox="1070 1173 1339 1216">Position</th> <th data-bbox="1339 1173 1727 1216">Independence Position</th> <th data-bbox="1727 1173 2033 1216">Appointment Date</th> </tr> </thead> <tbody> <tr> <td data-bbox="741 1216 1070 1275">Robert Hubbard</td> <td data-bbox="1070 1216 1339 1275">Chair</td> <td data-bbox="1339 1216 1727 1275">Independent</td> <td data-bbox="1727 1216 2033 1275">November 2012</td> </tr> <tr> <td data-bbox="741 1275 1070 1334">Martin Perez de Solay</td> <td data-bbox="1070 1275 1339 1334">Managing Director</td> <td data-bbox="1339 1275 1727 1334">Not Independent</td> <td data-bbox="1727 1275 2033 1334">January 2019</td> </tr> <tr> <td data-bbox="741 1334 1070 1414">Richard Seville</td> <td data-bbox="1070 1334 1339 1414">Non-Executive Director</td> <td data-bbox="1339 1334 1727 1414">Not Independent</td> <td data-bbox="1727 1334 2033 1414">April 2007</td> </tr> </tbody> </table>	Name	Position	Independence Position	Appointment Date	Robert Hubbard	Chair	Independent	November 2012	Martin Perez de Solay	Managing Director	Not Independent	January 2019	Richard Seville	Non-Executive Director	Not Independent	April 2007										
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<p>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.</p>	<table border="1"> <tr> <td data-bbox="730 153 1070 233">John Gibson</td> <td data-bbox="1077 153 1317 233">Non-executive Director</td> <td data-bbox="1323 153 1653 233">Independent</td> <td data-bbox="1659 153 2038 233">March 2010</td> </tr> <tr> <td data-bbox="730 237 1070 317">Fernando Oris de Roa</td> <td data-bbox="1077 237 1317 317">Non-executive Director</td> <td data-bbox="1323 237 1653 317">Independent</td> <td data-bbox="1659 237 2038 317">June 2010</td> </tr> <tr> <td data-bbox="730 322 1070 402">Frederico Nicholson</td> <td data-bbox="1077 322 1317 402">Non-executive Director</td> <td data-bbox="1323 322 1653 402">Independent</td> <td data-bbox="1659 322 2038 402">September 2010</td> </tr> <tr> <td data-bbox="730 406 1070 486">Leanne Heywood</td> <td data-bbox="1077 406 1317 486">Non-executive Director</td> <td data-bbox="1323 406 1653 486">Independent</td> <td data-bbox="1659 406 2038 486">September 2016</td> </tr> <tr> <td data-bbox="730 491 1070 536">Masaharu Katayama</td> <td data-bbox="1077 491 1317 536">Non-executive Director</td> <td data-bbox="1323 491 1653 536">Not Independent</td> <td data-bbox="1659 491 2038 536">April 2018</td> </tr> </table>	John Gibson	Non-executive Director	Independent	March 2010	Fernando Oris de Roa	Non-executive Director	Independent	June 2010	Frederico Nicholson	Non-executive Director	Independent	September 2010	Leanne Heywood	Non-executive Director	Independent	September 2016	Masaharu Katayama	Non-executive Director	Not Independent	April 2018
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<p>2.4 - A majority of the board of a listed entity should be independent directors.</p>	<p>The current board has a majority of independent directors.</p>																				
<p>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.</p>	<p>The Chairman of the company is independent. The Role of the Chair is documented in the Company's Board Charter published on the Company's website.</p>																				
<p>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.</p>	<p>The Company has procedures to provide new directors with any information they may request with direct access to the Company Secretary and Senior Management available to any new appointee. The Company encourages, and recommends, that all non-executive directors attend relevant external seminars and educational programs to assist directors in the effect of exercise of their powers and duties. The Board has agreed that such seminars and educational programs obtained by a director will be at the expense of the Company.</p> <p>The Independent Non – Executive Directors sitting in their capacity as a Nominations Committee will review the skills and experience of prospective Directors and ascertains any shortcomings and development opportunities. It also oversees any induction program, and ongoing education requirements concerning key developments in the Company, and in the industry and environment in which the Company operates. Subject to approval, the Company will pay reasonable expenses to enable Directors to seek independent professional advice if required to properly discharge their responsibilities.</p> <p>Each new Director is inducted into the Company's policies and processes on engagement.</p>																				
<p><b>Principle 3: Act ethically and responsibly</b> <b>A listed entity should act ethically and responsibly.</b></p>																					

<p>3.1 - A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>The Company is committed to operating ethically, honestly, responsibly and legally in all its business dealings. Accordingly, the Company requires employees to act in the Company's best interests in a professional, honest and ethical manner, and in full compliance with the law, both within and on behalf of the Company.</p> <p>The Company has an established Code of Conduct (Code), published on the Company website, that outlines the behaviour that is expected of employees. The Code governs all the Company's operations and the conduct of Directors, management and employees.</p> <p>The purpose of the Code is to:</p> <ul style="list-style-type: none"> <li>• outline the high standards of honest, ethical and legal behaviour expected of directors and employees;</li> <li>• encourage adherence with those standards to protect and promote the interests of all HRL stakeholders;</li> <li>• guide directors and employees as to the practices considered necessary to maintain confidence in the Group's integrity; and</li> </ul> <p>set out the responsibility and accountability of directors and employees to report and investigate any unlawful or unethical practices or behaviour.</p>
	<p><b>Trading in company securities by directors, officers and employees</b></p> <p>The Board has established written guidelines, set out in its Securities Trading Policy, that restrict dealings by directors and relevant employees in the Company's shares. The Securities Trading Policy identifies certain periods when directors and relevant employees are prohibited from trading in the Company's securities. Outside of these periods, in the absence of knowledge of unpublished price-sensitive information, directors and relevant employees may buy or sell shares in the Company.</p> <p>The Securities Trading Policy is published on the Company's website.</p>
<p><b>Principle 4: Safeguard integrity in corporate reporting</b></p> <p><b>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</b></p>	
<p>4.1 - 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</p>	<p>The Company's Audit and Risk Committee comprises Leanne Heywood as Chair, John Gibson (Non-Executive Independent Directors) and Masaharu Katayama (Non-Executive Director) up until 30 June 2019 at which time Mr Katayama resigned from the committee and Mr Fernando Oris de Roa (Independent Non - Executive director) was appointed. Leanne Heywood is an accountant by discipline, and all members of the Audit Committee consider themselves to be financially literate and have significant understanding of the industry in which the Company operates.</p> <p>The Audit and Risk Committee Charter is published on the Company's website whilst the qualifications and experience of the members are outlined in the profiles in the Directors' Report contained within the 2019 Annual Report.</p>

<p>the board, 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; <b>OR</b></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>The Committee met four times during the reporting period.</p>
<p>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.</p>	<p>The CEO and CFO state in writing to the Board each reporting period that the Company's financial reports present a true and fair view, in all material respects, of the Company's financial and operational results and have been properly maintained in accordance with all relevant accounting standards.</p> <p>The CEO and CFO state in writing to the Board each reporting period that:</p> <ul style="list-style-type: none"> <li>• the statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.</li> <li>• the Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.</li> </ul>
<p>4.3 - A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions</p>	<p>The engagement partner (or his representative) of the Company's external auditor, attends the Company's AGM and is available to answer questions from shareholders about the audit.</p>



from security holders relevant to the audit.	
<p><b>Principle 5: Make timely and balanced disclosure</b></p> <p><b>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</b></p>	
<p>5.1 - A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company policy on Continuous Disclosure is published in the Company's website and is designed to ensure compliance with the ASX Listing Rules disclosure requirements and accountability at a senior executive level for that compliance.</p>
<p><b>Principle 6: Respect the rights of security holders</b></p> <p><b>A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</b></p>	
<p>6.1 - A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company seeks to disclose all material information to shareholders as soon as possible and as widely as possible, in keeping and complying with its continuous disclosure requirements.</p> <p>Information released to the ASX is also published on the Company's website immediately. The website also contains copies of media releases as well as information in relation to the Company's businesses and major projects, people, financial results and corporate governance practices and policies.</p> <p>The Company has a Shareholder Communications Policy that is published on the Company's website.</p>
<p>6.2 - A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>The Company has a proactive approach to communicating with Shareholders and the wider investment community, and encourages ongoing Shareholder feedback and participation at general meetings.</p> <p>To support the Company's communication strategy, the Company has appointed a dedicated Investor Relations professional to promote the Company's investor relations program.</p>
<p>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>	<p>Shareholders are encouraged to participate in the Annual General Meeting (AGM) to ensure a high level of accountability and identification with the Company's strategies and goals. Important issues are presented to shareholders as separate resolutions.</p> <p>Shareholders who are unable to attend the AGM may vote by appointing a proxy using the form included with</p>

	<p>the Notice of Meeting. Further, shareholders are also invited to submit questions in advance of the AGM so that the Company can ensure those issues are addressed at the meeting.</p>
<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>	<p>Shareholders have the option to receive communications from, and send communications to, the Company and its share registry, Computershare, electronically.</p>
<p><b>Principle 7: Recognise and manage risk</b>  <b>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</b></p>	
<p>7.1 - The board of a listed entity should:</p> <ul style="list-style-type: none"> <li>(a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> <li>(1) has at least three members, a majority of whom are independent directors; and</li> <li>(2) is chaired by an independent director,</li> </ul> </li> <li>and disclose: <ul style="list-style-type: none"> <li>(3) the charter of the committee;</li> <li>(4) the members of the committee; and</li> <li>(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; <b>OR</b></li> </ul> </li> <li>(b) if it does not have a risk committee or committees that satisfy (a) above,</li> </ul>	<p>The Company recognises the importance of managing risk and controlling its business activities in a manner which enables it to maximise profitable opportunities, avoid or reduce risks which may cause injury or loss, ensures compliance with applicable laws and regulations, and enhances resilience to external events.</p> <p>The Company has not established a separate risk committee. However the Audit Committee also deals with matters of Risk and the Board assume responsibility for overseeing and approving risk management strategy and policies and internal compliance.</p> <p>The Charter of the Audit and Risk Committee is published on the Company's website.</p> <p>The Directors have significant experience in, and understanding of, the industry in which the Company operates, and the risks associated with public companies, to perform the functions associated with risk under the Audit and Risk Committee and Board Charter.</p>

<p>disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	
<p>7.2 - 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 Company operates under a Risk Management Framework which provides the process for risk management and internal control systems and applies to the management of all types of risk, financial and non-financial, throughout the business.</p> <p>The Risk Management Framework is reviewed by the Audit and Risk Committee and approved by the Board.</p>
<p>7.3 - 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>The Company does not have an internal audit function. Risk management and internal controls are the responsibility of the Board and Senior Management.</p> <p>The Board, through the Audit and Risk Committee, oversee the effectiveness of risk management and internal control processes.</p> <p>Management are charged with resourcing, operating and monitoring the system of internal control, incorporating risk responses in the form of controls into its management systems, and reporting results on balanced assessments regarding the effectiveness of internal controls to the Board.</p>
<p>7.4 - 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>The Company has exposure to the following risks:</p> <p>Orocobre's business faces certain risks that could affect the success of the strategies and the outlook for future financial years.</p> <ul style="list-style-type: none"> <li>• the continued growth in the demand for electric vehicles</li> <li>• the development and adoption of new battery technologies that may rely on inputs other than lithium</li> <li>• the current size of the Mineral Resource at Olaroz and the current lack of Reserves (as defined under the JORC code)</li> <li>• the continuing development and improvement of good operating practices</li> </ul>

- the optimisation of plant performance and the associated production rate ramp up
- production of product within the specification required by customers
- the achievement of the design production rates
- the brine grade and quality of the brine feedstock
- the expected operating costs including fluctuations in the energy and reagent cost and the comparison of these costs to the operating costs of our competitors
- the ongoing working relationships with government
- increasing competition from competitors and the prices for the commodities sold by the Company
- the meeting of all relevant banking covenants
- Argentina sovereign risk both at a national and provincial level and the political and financial risks typically associated with developing countries including reliance on government for the grant and renewal of mining concessions and water access rights
- changes in government taxes, levies, regulations, policies or legislation
- fluctuations or decreases in product prices and currency
- the impact of high rates inflation and currency devaluation
- the ongoing impact of devaluation of the ARS
- risks associated with adverse weather patterns resulting from climate change and consequent potential negative impacts on production rates
- labour disputes and retention of key employees

The Company has in place risk management policies and systems to mitigate risks wherever possible including monitoring ongoing exploration results, monthly review of operational results for SDJ and Borax and continued discussions with JV partners and the government of Argentina. Within its operations in Argentina, the company is aligning with Risk Management standard ISO 31000 as part of its Integrated Management System, to enable a comprehensive approach to risk across all areas of activity. During FY19 the Company commissioned an external risk management review, formulating a comprehensive enterprise-wide risk management framework based on the principles ISO 31000. The structure facilitates continuous improvement of Orocobre's risk management capability, with roles and responsibilities of varying degrees of accountability at all levels of the organisation.

The Company considers risk an inherent component of all business activities that can be minimised with effective identification and management strategies. The framework was developed on the basis that everyone involved with the Company's activities (e.g. employees, contractors, partners etc.) should be risk-aware, identify and manage sources of risk, and communicate incidents. Where risk presents itself as an opportunity

or is connected to an opportunity, the business follows a structured risk process to determine the risk versus reward relationship. Standalone risk assessments will continue to be conducted in accordance with existing policies, and in areas requiring specific methodological approaches such as climate risk and human rights risk, but all will be considered in conjunction with this enterprise risk management framework.

**Principle 8: Remunerate fairly and responsibly**

**A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.**

8.1 - The board of a listed entity should:

(a) have a remuneration committee which:

(1) has at least three members, a majority of whom are independent directors; and

(2) is chaired by an independent director,

and disclose:

(3) the charter of the committee;

(4) the members of the committee; and

(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**

(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.

A Remuneration Committee is in place and comprises three non-executive Directors, Leanne Haywood(Chair), Federico Nicholson and Robert Hubbard.

A copy of the Remuneration Committee Charter is published on the Company's website. The Committee met two times during the reporting period with all members in attendance.

<p>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>	<p>The structure of Non-Executive Director remuneration is clearly distinguishable from that of Executive Directors and other Senior Executives. The Company operates on a detailed Remuneration Framework which is reviewed annually.</p> <p>Non-Executive Directors are remunerated on a fixed fee basis for time. Commitment and responsibility as part of an aggregate remuneration pool approved by Shareholders. No incentives are in place for Non-Executive Directors.</p> <p>Senior Executives (including the Managing Director) are remunerated on an annual basis with a total fixed remuneration (i.e. cash base salary, superannuation capped at \$25,000, salary continuance insurance, medical insurance and parking) and variable "at risk" components (i.e. a short term incentive (STI) and a long term incentive (LTI)).</p> <p>The STI variable component is designed to encourage and reward superior performance in a manner which aligns this element of remuneration with the creation of Shareholder wealth. The LTI variable component is designed to incentivise and motivate key management personnel (KMP) to pursue the long term growth and success of the Company.</p> <p>Grant of the STI is based on achievement of Company key performance indicators, and personal performance and KPI achievement on an annual basis. Award of the LTIs, comprising of performance shares, is dependent on achievement of hurdles at the conclusion of a three year period.</p> <p>Further details on the Company's remuneration practices with regard to KMP are contained within the Remuneration Report which forms part of the Directors' Report in the 2019 Annual Report.</p>
<p>8.3 - 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>KMP are prohibited from entering into transactions which limit the risk of participating in unvested entitlements under any equity-based remuneration scheme.</p> <p>KMP are required to comply with the Company's Securities Trading Policy</p>