



---

A Director is considered 'independent' if he or she is independent in character and judgement and there are no relationships or circumstances which could materially interfere with the exercise of the independent judgement (or have the appearance of doing so).

An independent Director is a non-executive Director or employee of the organisation.

A Director will be deemed independent where the Director:

- Is not employed, or has been employed by the organisation and there has been a period of at least 3 years between ceasing that employment and serving on the Board;
- Has not, within the last 3 years, been a principal, professional advisor or consultant in a material nature to the business or an employee materially associated with the service provided;
- Is not a material supplier or customer of the business or an officer of, or otherwise associated, directly or indirectly, with a material supplier or customer, and
- Has not had a material contractual relationship with the business other than as a Director of the business.

For clarity, Directors who have been appointed under legislation as nominees by external bodies, or ex officio members, are not considered independent Directors.

Based on the above criteria, it would appear that the following are independent Directors of the Board of the Port Kembla Port Corporation:

- Robin Buckham
- Janine Cullen
- Joe Di Leo
- Steve Mikosic
- Terry Rumble
- Nicholas Whitlam

The Staff Director is deemed not to be an independent Director of the Corporation.