Rules 4.7.3 and 4.10.31

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Introduced 01/07/14 Amended 02/11/15						
Name of	Name of entity					
BKII	NVESTMENT COMPANY LIM	IITED				
ABN / AF	ABN / ARBN Financial year ended:					
23 10	23 106 719 868 30 JUNE 2018					
		J				
Our cor	rporate governance statement ² for th	ne above period above c	an be found at:3			
☐ These pages of our annual report:						
This URL on our website: http://bkilimited.com.au/about-us/corporate-governance/#statement						
The Corporate Governance Statement is accurate and up to date as at 18 July 2018 and has been approved by the board.						

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 19 July 2018

Name of Secretary authorising lodgement: JAIME PINTO

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

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¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

⁺ See chapter 19 for defined terms

ANNEXURE - KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINC	IPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVI	ERSIGHT	
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 fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location] and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): at http://bkilimited.com.au/about-us/corporate-governance/#board	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (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.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable
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.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

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⁴ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

⁺ See chapter 19 for defined terms

⁺ See chapter 19 for defined terms

⁺ See chapter 19 for defined terms

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination 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 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 responsibilities effectively.	[If the entity complies with paragraph (a):] the fact that we have a nomination committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: ■ at http://bkilimited.com.au/about-us/corporate-governance/#nominations and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR ■ at Item 3 of Directors' Report in 2018 Annual Report [If the entity complies with paragraph (b):] the fact that we do not have a nomination committee and the processes we employ 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 responsibilities effectively: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable
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.	our board skills matrix: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#selection	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

⁺ See chapter 19 for defined terms 2 November 2015

⁺ See chapter 19 for defined terms

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIP	LE 3 – ACT ETHICALLY AND RESPONSIBLY		
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	our code of conduct or a summary of it: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#directorconduct http://bkilimited.com.au/about-us/corporate-governance/#executiveconduct	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

Corporate Go	overnance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIPLE 4	- SAFEGUARD INTEGRITY IN CORPORATE REPORTING		
4.1 The (a)	 (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (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; or 	[If the entity complies with paragraph (a):] the fact that we have an audit committee that complies with paragraphs (1) and (2): in our Corporate Governance Statement OR at [insert location] and a copy of the charter of the committee: at http://bkilimited.com.au/about-us/corporate-governance/#audit and the information referred to in paragraphs (4) and (5): in our Corporate Governance Statement OR at Item 1 and Item 3 of Directors' Report in 2018 Annual Report [If the entity complies with paragraph (b):] the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corpora	te Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	ave NOT followed the recommendation in full for the whole e period above. We have disclosed \dots^4
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.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity that does not hold an annual general meeting and this recommendation is therefore not applicable
PRINCI	PLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE		
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	our continuous disclosure compliance policy or a summary of it: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#continuous	an explanation why that is so in our Corporate Governance Statement
PRINCI	PLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	information about us and our governance on our website: at http://bkilimited.com.au/about-us/corporate-governance/	an explanation why that is so in our Corporate Governance Statement
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

Corpora	te Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
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.	our policies and processes for facilitating and encouraging participation at meetings of security holders: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#continuous	 an explanation why that is so in our Corporate Governance Statement <u>OR</u> we are an externally managed entity that does not hold periodic meetings of security holders and this recommendation is therefore not applicable
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.	the fact that we follow this recommendation: in our Corporate Governance Statement OR at [insert location]	an explanation why that is so in our Corporate Governance Statement
PRINCIP	PLE 7 – RECOGNISE AND MANAGE RISK		
7.1	 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of 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 risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework. 	[If the entity complies with paragraph (a):] the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: □ at [insert location] and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR □ at [insert location] [If the entity complies with paragraph (b):] the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework: □ at [insert location] □ at [insert location] □ at [insert location]	an explanation why that is so in our Corporate Governance Statement

⁺ See chapter 19 for defined terms 2 November 2015

⁺ See chapter 19 for defined terms

Corporat	e Governance Council recommendation	We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
PRINCIP	LE 8 – REMUNERATE FAIRLY AND RESPONSIBLY		
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.	[If the entity complies with paragraph (a):] the fact that we have a remuneration committee that complies with paragraphs (1) and (2): □ in our Corporate Governance Statement OR □ at [insert location] and a copy of the charter of the committee: ■ at http://bkilimited.com.au/about-us/corporate-governance/#remuneration and the information referred to in paragraphs (4) and (5): □ in our Corporate Governance Statement OR ■ at Item 3 of Directors' Report in 2018 Annual Report [If the entity complies with paragraph (b):] the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: □ in our Corporate Governance Statement OR □ at [insert location]	an explanation why that is so in our Corporate Governance Statement OR we are an externally managed entity and this recommendation is therefore not applicable

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Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed	We have NOT followed the recommendation in full for the whole of the period above. We have disclosed \dots^4
8.	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.	separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#executive http://bkilimited.com.au/about-us/corporate-governance/#director	 □ an explanation why that is so in our Corporate Governance Statement OR □ we are an externally managed entity and this recommendation is therefore not applicable
8.	A listed entity which has an equity-based remuneration scheme should: (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 (b) disclose that policy or a summary of it.	our policy on this issue or a summary of it: in our Corporate Governance Statement OR at http://bkilimited.com.au/about-us/corporate-governance/#executive	 □ an explanation why that is so in our Corporate Governance Statement <u>OR</u> □ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> □ we are an externally managed entity and this recommendation is therefore not applicable

⁺ See chapter 19 for defined terms 2 November 2015