

2.2 Remuneration and Nominations Committee

The remuneration and nominations committee is structured so that it:

- Consists of a majority of independent Directors;
- Is chaired by an independent Director; and
- Has at least three members.

The responsibilities of the committee include recommendations to the Board about:

- Remuneration practices and levels of Executives and Non-executive Directors;
- The necessary and desirable competencies of Directors;
- Review of board succession plans;
- The development of a process for evaluation of the performance of the board, its committees and Directors; and,
- The appointment and re-election of Directors.

The combined Remuneration and Nominations Committee consists of three independent Non-Executive Directors and reports its recommendations to the Board for approval. Formal minutes are kept of each meeting and submitted to the Board for review. The members of the Remuneration and Nominations Committee is listed on page 26 of the Directors' Report. A Remuneration and Nominations Committee charter is published on the Company's website.

The Board reviews the composition and skill sets of the Committee on a regular basis, and considers that the current composition, size and skills of the Committee to be appropriate.

Currently no formal description of the procedure for the selection and appointment of new Directors or the re-election of incumbent Directors exists as it is considered that due to the size of the Company that this process is effectively managed by the Board. However, this activity is discussed by the Committee from time to time.

2.3 Director Performance Review and Evaluation

In fiscal year 2014, Sundance's Board regularly met, both formally and informally, to discuss Board matters and to ensure that the Board acts in an effective way. The Board is provided with information that allows it to discharge its duties effectively, and Non-Executive Directors can and do request additional information as necessary to make informed decisions. The skills, experience and expertise relevant to the position of Director held by each director in office at the date of the annual report can be found in the Directors' Report on pages 23 to 25.

No formal process exists for Directors to access continuing education, as this is not considered practicable for the size of the Company and the financial resources available. However the four Non-Executive Directors have wide experience of directors' duties and are involved in a variety of outside business and professional activities that add to their knowledge and professionalism.

The Company Secretary is D Connor. He is accountable to the Board through the Chairman and accessible to all Directors. The appointment and removal of the Company Secretary is a matter for decision by the Board as a whole.

Principle 3: Promote Ethical and Responsible Decision-making

3.1 Code of Conduct

The Company has a Code of Conduct and Ethics which establishes the practices that Directors, management and staff must follow in order to comply with the law, meet shareholder expectations, maintain public confidence in the Company's integrity, and provide a process for reporting and investigating unethical practices. The Code of Conduct is available in the corporate governance section of Sundance's website.

3.2 Diversity

Sundance believes it is important to maintain a diverse, empowered and inclusive workforce to gain valuable perspectives from people of different gender, race, religion, marital status, disability or national origin. Sundance management recruits on the basis of skills, qualifications, abilities and achievements of the individual. Sundance has published a Diversity policy which is available in the corporate governance section of Sundance's website.