



MEMO

To: Board of Directors
From: Company Secretary
Subject: **CHANGE OF DIRECTORS ACTION CHECK LIST**

Matters to attend to when appointing a new/replacement company director:

- ✓ Other directors' informal agreement
- ✓ Written consent of new director
- ✓ Provision of information to file with ASIC
- ✓ Declarations of interest (to be noted in next board minutes)
- ✓ Details of shares held
 - *Written resignation of outgoing director*
- ✓ Board meeting minute or circulating directors resolution – to approve appointment
 - *Board acceptance of director resignation*
- ✓ Shareholders' approval of appointment (as/if required by constitution)
- ✓ Letter of appointment detailing role/terms
- ✓ Deed of Indemnity & Access
- ✓ Confidentiality Agreement
- ✓ Letter agreement to provide share interests/trades details (for ASX notification)
- ✓ Provide Director's Induction Kit (covering key information/documents/details)
- ✓ ASX announcement of changes
- ✓ Lodge Appendix 3X with ASX for new appointment
 - *Lodge Appendix 3Z with ASX for resigned director*
- ✓ File Form 484 with ASIC for appointment
 - *File Form 484 with ASIC for resignation*
 - *Cancel any share options held by resigned director (if/when applicable)*
- ✓ Update Register of Directors & Secretaries (if maintained)

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.
