



# Corporate Governance Statement

The following statement is current for the period ended  
30 June 2017.

## Principle 1 – Lay solid foundations for management and oversight

### 1.1 The roles of Board and Management

The Board has adopted a Charter which sets out the overall framework for the corporate governance and control of the Company.

The Board's role includes:

- The oversight of the Company, its business, activities, corporate governance and internal controls;
- Monitoring the implementation and execution of set commercial, strategic and financial objectives of the Company;
- Review and oversight of risk management systems, internal compliance and control, codes of ethics and conduct and legal and regulatory compliance;
- Monitoring senior management's performance, implementation of strategy and ensuring appropriate resources are available;
- Developing key indicators of financial performance for the Company and its business; and
- Establishment and oversight of Committees to consider such matters as the Board may consider appropriate.

The Directors' role also includes delegating appropriate functions and authority to the Chief Executive Officer (CEO) and, through the CEO, to senior management of the Company.

**The Board Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Board-Charter.pdf>

### 1.2 Appointment and election of Board members

In the event that a Board vacancy occurs, or if the Board decides it would benefit from an additional Board position, the Remuneration and Nomination Committee will review potential candidates, with advice from external consultants if necessary, and recommend a panel of candidates to the Board. Following this process, the Board will assess the panel of candidates having regard to the person's skills, expertise and experience.

The Board's Charter also provides that where a person is put forward for election or re-election, the security holders of the Company will be provided with all material information in the Company's possession to make an informed decision on whether or not to elect or re-elect that person.

**The Remuneration and Nomination Committee Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Remuneration-and-Nomination-Committee-Charter.pdf>

### 1.3 Written agreements

The Company enters into written agreements with each Director and senior executive setting out the terms and conditions of their appointment.

### 1.4 Company secretary accountability

The Company Secretary is accountable directly to the Board, through the Chairman, for:

- The Company's compliance with corporate governance matters;
- Coordinating the completion and despatch of Board and Committee agenda and briefing materials as well as draft minutes of meetings of the Board and all Committees for approval at the next meeting; and
- The Company's compliance with all disclosure obligations and policies and procedures relating to such obligations.

The Company Secretary's role is set out in the Board Charter.

**The Board Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Board-Charter.pdf>

## 1.5 Diversity

The Board has adopted a Diversity Policy to reflect its commitment to the recognition and promotion of diversity in the workplace. Among other matters, the Board considers 'diversity' to encompass issues such as gender, race, ethnicity, age, disability and differing cultural backgrounds.

The Board believes that pro-actively embracing diversity among its workforce helps it provide a workplace with greater employee satisfaction levels, enabling it to attract and retain quality people within the organisation, to better understand the market in which it operates, and to assist in achieving its corporate objectives.

Under the Diversity Policy, the Board will establish measurable objectives for achieving gender diversity within the Company and measure its progress in achieving those objectives annually. The Board is continuing in the process of establishing the measures and expects to have these in place by 30 June 2018.

As of 30 June 2017, the Company's gender diversity breakdown was as follows:

Category	% Women	% Men
Board	Nil%	100%
Senior executive	20%	80%
Employees	45%	55%

Senior executives are defined as the CEO and those who directly report to him.

The Company's first full year report under the Workplace Gender Equality Act was lodged for the year ended 31 March 2017 and compliance certificates have been provided.

**The Company's Diversity Policy can be found at:** <http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Board-Policy-Diversity.pdf>

## 1.6 Performance evaluations – Board members

The Board has adopted a Board Performance Evaluation Policy to assist the Board in its role of monitoring performance of the Board.

The Policy provides for annual evaluations of the performance of the Board, Committees and individual Directors to determine how effectively they are fulfilling their roles and duties. The evaluation is carried out by the Chairman.

Performance evaluations of all Board members were undertaken prior to 30 June 2017.

**The Board Performance Evaluation Policy can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Board-Policy-Board-Performance-Evaluation1.pdf>

## 1.7 Performance evaluations – senior executives

The Board has adopted a Remuneration and Nomination Committee Charter that sets the responsibility of the Remuneration and Nomination Committee to oversee the performance of the CEO and other members of senior management. Meetings are held at least twice during each year and representatives of management and other employed personnel may be invited to attend meetings.

Performance evaluations of relevant senior executives were undertaken prior to 30 June 2017.

## Principle 2 – Structure the Board to add value

### 2.1 Nomination Committee

The Board has a Remuneration and Nomination Committee which is governed by the Remuneration and Nomination Committee Charter.

The Committee comprises Stephen Williams (Chair), Peter Anderson and Greg McCormack. All members are independent, non-executive directors of the Company.

The Committee met three times during the period ended 30 June 2017 and all Nomination Committee members were present at each of these meetings.

**The Remuneration and Nomination Committee Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Remuneration-and-Nomination-Committee-Charter-.pdf>

## 2.2 Board skills matrix

The Board seeks to have a broad skills matrix to enable it to effectively discharge its role. A summary of the experience and skills of the Board is set out in the following matrix.

Experience and skills	No. of Directors
Mergers and acquisitions	5
Strategy and planning	6
Corporate governance and advisory	5
Accounting & finance	5
Risk management	6
Industry specific experience (cleaning/ security/ facilities management)	3
Operations	6
Health and Safety	5
Remuneration and Incentive Schemes	5

## 2.3 Independent Directors

The following directors are considered by the Board to be independent Directors, and have served on the Board for the period of time corresponding with their name:

Name of Director	Length of service
Peter Anderson	26 October 2015- ongoing
Greg McCormack	26 October 2015- ongoing
Stephen Williams	26 October 2015- ongoing

## 2.4 Number of independent Directors on the Board

As at 30 June 2017, the Board included 3 Independent Directors out of a total of 6 Directors. However, it is expected that the majority of the Board of the Company will be Independent Directors by December 2017. The Board regularly assesses the independence of each Director in light of the interests disclosed by them, and each Director is required to provide the Board with all relevant information for this purpose.

**Details on the structure of the Board can be found here:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/10/Millennium-Services-Group-Board.jpg>

## 2.5 Independent Chairman

The Chair of the Board is Peter Anderson and he is not the CEO of the Company. The Chair is a non-executive Independent Director.

## 2.6 Induction program and training

The Company has a program for inducting new Directors and provides access to professional development and continuing education opportunities for existing Directors to develop and maintain the knowledge and skills to effectively perform their duties.

**Details on induction and continuing education can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Board-Charter.pdf>

## Principle 3 – Act ethically and responsibly

### 3.1 Code of conduct

The Company has a Code of Conduct for its Directors, Executives and the Company Secretary. The objectives of the Code of Conduct are to guide behaviour, enhance investor confidence in the Company and demonstrate the commitment of the Company to ethical standards and practices.

**The Code of Conduct can be found here:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Code-of-ConductDirectors-and-Officers.pdf>

The Company has a Code of Conduct for its employees. The code sets out the Company's values, the Company's expectations of all employees and the Company's commitments to all its employees.

**The Employee Code of Conduct can be found here:**

<http://millenniumsg.com/cms/wp-content/uploads/2016/09/MIL-Employee-Code-of-ConductBookletV1.4.pdf>

The Board has also adopted an Anti-Bribery and Anti-Corruption Policy. The Policy applies to all individuals at all levels who are employed by, act for, or represent the Company. The purpose of the Policy is to prohibit any act that constitutes bribery or corruption by Company personnel, and to act in compliance with all applicable anti-bribery and anti-corruption laws in the countries in which the Company and its subsidiaries operate.

**The Anti-Bribery and Anti-Corruption Policy can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2016/05/Anti-Bribery-and-Anti-Corruption-Policy.pdf>

## Principle 4 – Safeguard integrity in financial reporting

### 4.1 Audit Committee

The Board has an Audit Committee which is governed by the Audit and Risk Committee Charter.

The Committee comprises Greg McCormack (chair), Peter Anderson and Stephen Williams. All members are independent, non-executive directors of the Company. The chairperson of the Committee, Greg McCormack, is not the chairperson of the Board.

The Board has ensured that members of the Committee have relevant qualifications and experience.

**Details of members' qualifications and experience can be found at page 8:**

<http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Annual-Report-2017.pdf>

The Committee met three times during the period ended 30 June 2017 and all Audit and Risk Committee members were present at each of these meetings.

**The Audit and Risk Committee Charter can be found at:** <http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Audit-and-Risk-Management-Committee-Charter.pdf>

### 4.2 Financial report declaration

Before approving the Company's financial statements for a financial period, the Board receives a written declaration from the CEO and CFO that, in their opinion, the financial records of the Company have been properly maintained and financial statements comply with appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and, also states, that the opinion has been formed on the basis of a sound system of risk management and internal controls, which have operated effectively.

### 4.3 External auditor at AGM

The Company's external auditor will attend its Annual General Meetings and will be available for questions from shareholders which are relevant to the audit.

## Principle 5 – Make timely and balanced disclosure

### 5.1 Continuous disclosure policy

The Company has adopted a Continuous Disclosure and External Communications Policy for complying with its continuous disclosure obligations under the ASX Listing Rules and the *Corporations Act*.

The purpose of the Policy is to ensure that the market is fully informed of any information concerning the Company that a reasonable person would expect to have on the price or value of the Company's securities.

Under the Policy, the Company Secretary is responsible for all communications with the ASX, including vetting all announcements to be published on the ASX market announcements platform.

**The Continuous Disclosure and External Communications Policy can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Continuous-Disclosure-and-External-Communications-Policy.pdf>

## Principle 6 – Respect the rights of security holders

### 6.1 Information on website

The Company provides information about its corporate governance, including copies of all policies and charters, on its website. The Company also publishes announcements made on the ASX market announcements platform to its website, including annual reports and financial statements.

**Copies of all corporate governance documents can be found here:**

<http://millenniumsg.com/investor/governance/>

**Copies of ASX market announcements can be found here:**

<http://millenniumsg.com/announcements/>

### 6.2 Investor relations

The Company is committed to engaging in ongoing, effective communication with its shareholders.

During the 2017 financial year, the Company's CEO and CFO have hosted conference calls for analysts and investors to discuss presentations and profit guidance published on the ASX announcements platform. The Company intends to continue this practice through the next reporting period where necessary.

Members of the Board will make themselves available to shareholders at its AGM to respond to any enquiries they may have.

**The Company's communications with investors is also governed by the Continuous Disclosure and External Communications Policy, which can be found at:** <http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Continuous-Disclosure-and-External-Communications-Policy.pdf>

### 6.3 Facilitating security holders participation

The Company facilitates shareholder participation at its AGM by encouraging shareholders to submit questions for the Board to discuss at the AGM.

### 6.4 Communications with security holders

Shareholders are able to communicate with the Company using a number of mediums including email. The Company's share registry, Computershare, also allows shareholders to communicate electronically with them.

## Principle 7 – Recognise and manage risk

### 7.1 Risk Committee

The Board has established a Risk Committee which is governed by the Audit & Risk Committee Charter. The Committee comprises Greg McCormack (chair), Peter Anderson and Stephen Williams. All members are independent, non-executive directors of the Company.

The Committee met three times during the period ended 30 June 2017 and all Audit and Risk Committee members were present at each of these meetings.

**The Audit and Risk Committee Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Audit-and-Risk-Management-Committee-Charter.pdf>

### 7.2 Review of risk management framework

The Board has ultimate responsibility for the maintenance of the strategy of the Company which includes the identification of significant business risks. This includes considering any issues raised by the Audit & Risk Committee regarding the Company's risk management strategy and position.

The Board has approved the creation of a new position, General Manager – Business Transformation. The new appointee is currently reviewing and further developing the Company's Integrated Management System (IMS) which is the key document of the Company's risk management processes across quality, safety and environment. The Board also continually monitors areas of risk throughout the business at monthly Board meetings.

### 7.3 Internal audit function

The Company does not have an internal audit function.

The Audit & Risk Committee however is mandated to (amongst other responsibilities):

- Monitor the effectiveness of the Company's internal controls and systems and to make recommendations to the Board when necessary;
- Regularly consider and monitor the Company's exposure to significant risks, and make recommendations to the Board in respect of the findings of such monitoring;
- Oversee the development by management of risk management plans and make recommendations to the Board;
- Monitor the implementation of approved risk management plans throughout the Company; and
- Evaluate the adequacy and effectiveness of the internal financial and other controls used by the Company to ensure the accuracy and integrity of all information provided to the Board and to others outside the Company.

**The Audit and Risk Committee Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Audit-and-Risk-Management-Committee-Charter.pdf>

### 7.4 Exposure to sustainability risks

The Board considers that the Company does not presently have a material exposure to economic, environmental or social sustainability risks.

## Principle 8 – Remunerate fairly and responsibly

### 8.1 Remuneration Committee

The Board has established a Remuneration Committee, which is governed by the Remuneration and Nomination Committee Charter.

The role of the Committee is to advise the Board on remuneration and issues relevant to remuneration policies and practices, including those for senior management and non-executive directors.

The Committee comprises Stephen Williams (Chair), Peter Anderson and Greg McCormack. All members are independent, non-executive directors of the Company.

The Committee met three times during the period ended 30 June 2017 and all Remuneration Committee members were present at each of these meetings.

**The Remuneration and Nomination Committee Charter can be found at:**

<http://millenniumsg.com/cms/wp-content/uploads/2015/11/Millennium-Remuneration-and-Nomination-Committee-Charter-.pdf>

### 8.2 Remuneration Policy

The Company has established separate policies and practices regarding the remuneration of non-executive directors and remuneration of executive directors and other senior executives.

Non-executive directors as a whole, under the constitution of the Company and subject to ASX listing rules, may be remunerated for their services to a total aggregate amount or value of \$600,000 per annum, or such other maximum amount fixed by the Company in a general meeting. Remuneration of executive directors is not included when calculating the total amount or value paid. Non-executive remuneration may be by way of salary or shares but may not be by commission on, or a percentage of, operating revenue. They are also entitled to be reimbursed for reasonable travel and other expenses incurred in attending to Company related matters. If any non-executive director performs services which, in the opinion of the Board, are outside the scope of ordinary duties of a Director, they may be remunerated for their services out of the funds of the Company, as determined by the Board. There is no retirement benefit scheme for directors other than statutory superannuation contributions. The Company has also entered into deeds of indemnity, insurance and access (Deeds) with all directors of the Company.

Each executive director and senior executive of the Company has entered into an executive employment agreement which governs the total amount or value of remuneration provided to that executive. The Board has previously adopted an Omnibus Equity Plan ("Plan") through which it will determine appropriate long-term incentive mechanisms for employees, including directors and senior executives. The Board now intends to develop the Plan into a formal Long Term Incentive Plan ("LTIP"). The Company has adopted the plan to:

- Attract, motivate and retain employees;
- Provide an incentive to employees to drive improvements and the Company's performance;
- Provide market competitive reward mechanisms;
- Provide employees the opportunity to acquire an ownership interest in the Company; and
- Further align the financial interests of employees with those of Shareholders.

The plan provides the Board with discretion as to whether it seeks to use the granting of options, rights, shares or performance shares, or a mixture of those awards, as employee incentives. The Board also has the discretion to determine the relevant performance hurdles and vesting conditions in relation to those awards. The Board has determined that the granting of an award will generally be subject to vesting conditions, including but not limited to:

- An employment service condition;
- Any performance condition specific to the employee or financial performance of the Company; and
- Any other conditions as the Board may deem appropriate.

**Further details on the Company's remuneration policy can be found per the Director's Report of the Company's Annual Report at:** <http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Annual-Report-2017.pdf>

### 8.3 Equity-based remuneration

The Company has a *Long Term Incentive Plan* under which permanent full time employees, including executives and officers who are executive directors, may receive Rights, Options and Performance Shares.

As at 30 June 2017, no employees, executives or officers who are executive directors had been put on the *Long Term Incentive Plan*. As such, no policy governing a participant's ability to enter into transactions to limit the economic risk of participating in the *Long Term Incentive Plan* was required for the year ended 30 June 2017.

**Further details on the Company's Long Term Incentive Plan can be found per the Director's Report of the Company's Annual Report at:** <http://millenniumsg.com/cms/wp-content/uploads/2017/10/Millennium-Annual-Report-2017.pdf>