

-----Original Message-----

From: Tina Marsh [mailto:TMarsh@nqbp.com.au]

Sent: Wednesday, 7 October 2015 10:58 AM

To: gregory.tonks@treasury.qld.gov.au

Cc: Peter Sinnott [redacted] Brad Fish - NQBP [redacted]

Subject: Brad Fish - Signed Docs relating to Appointment to NQBP Board and CV

Hi Greg

As discussed earlier today attached please find completed documents relating to Brad's appointment as Chairman of NQBP. As agreed, NQBP will retain original copies for our records.

Kind regards

Tina Marsh

RELEASED UNDER RTI #51 - NQBP

6 October 2015

Brad Fish

Item 3 of part 3 of Schedule 4, s.73(2)

Mr Greg Tonks
Shareholder and Structural Policy Division
Queensland Treasury
Level 8, Executive Building
100 George Street
Brisbane

Dear Greg

In relation to my recent appointment as Chairman of NQBP, attached please find the following:

- My CV;
- Completed Appointment to GOC Board – form; and
- Completed Consent to Act as Director – form.

Kind regards

Item 3 of part 3 of Schedule 4, s.73(2)

Brad Fish

CURRICULUM VITAE

FULL NAME: Bradley Ian Fish
BOARD POSITION:
FIRST APPOINTED:
PRESENT APPOINTMENT:
RESIDENTIAL ADDRESS: 501/73 Esplanade Golden Beach 4551
Phone No: Item 3 of Part 3 of Schedule 4
Mobile No:
Email Address:
CURRENT OCCUPATION: Part Time Consultant
BUSINESS ADDRESS: As above
Phone No:
Mobile No:
Email Address:

PROFESSIONAL QUALIFICATIONS

- Bachelor of Business (Accounting)
- Certificate in Civil Engineering
- Advanced Management Program Asia Pacific Centre University of Hawaii

RECENT EMPLOYMENT EXPERIENCE

- CEO of North Queensland Bulk Ports (2001 to 2014)
-

EXPERIENCE RELEVANT TO THIS APPOINTMENT

- Development of Port Master Plans
 - Managing project feasibility studies
 - Managing Environmental approval processes
 - Development of complex commercial agreements
 - Managing large infrastructure development projects often in remote locations
 - Planning and delivery of complex dredging projects
 - Financial analysis of proposed projects
 - Supply Chain management
 - Stakeholder management
 - Leadership and management of medium size multi faceted organisation
- High level financial skills

OTHER BOARD MEMBERSHIPS:

Item 3 of Part 3 of Schedule 4, s.73(2)

DISCLAIMER: Queensland Treasury collects this information as part of the process to appoint directors to Government owned corporation boards. Queensland Treasury and Trade may give some of this information to related parties only, to assist in assessing a candidate's suitability for nomination/appointment. Your personal details will be treated as confidential and will not be disclosed to any unrelated third parties without your consent

Item 3 of Part 3 of Schedule 4, s.73(2)

MEMBERSHIP OF AND/OR AFFILIATION WITH PROFESSIONAL BODIES, CLUBS AND ORGANISATIONS:

Item 3 of Part 3 of Schedule 4, s.73(2)

RELEASED UNDER RTI #51 - NQBP

DISCLAIMER: Queensland Treasury collects this information as part of the process to appoint directors to Government owned corporation boards. Queensland Treasury and Trade may give some of this information to related parties only, to assist in assessing a candidate's suitability for nomination/appointment. Your personal details will be treated as confidential and will not be disclosed to any unrelated third parties without your consent

Appointment to Government Owned Corporation Board Personal Particulars Form - Candidates

Private and confidential

Candidates for appointment to the board of a Government owned corporation (GOC) are requested to complete and sign this form. The information is sought to assist in assessing a candidate's suitability for nomination/appointment. An answer of yes to any question(s) will not automatically exclude a person from selection.

[Please print]

Surname:	Fish
First name(s):	Bradley Ian
Preferred name (if different to above):	Brad
Other name(s) known by:	
<small>Item 3 of Part 3 of Schedule 4</small>	
Postal address (if different to above):	
<small>Item 3 of Part 3 of Schedule 4</small>	
Place of birth:	Brisbane

Please answer all of the following questions. If there is insufficient space below, please attach details.

1) If selected, would you have any potential, perceived or actual conflicts of interest, that is, do you have any private interests that may affect or appear to affect your duty on any of the GOC boards, e.g. employment, directorships, partnerships, assets or liabilities? (If **YES**, please specify).

I am currently working part time as a consultant. One of my clients is Adani Mining which has dealings with NQBP. If appointed to the position with NQBP I would cease any work with Adani which had the potential to be a conflict either real or perceived and make any appropriate declarations to the Board.

Item 3 of Part 3 of Schedule 4, s.73(2)

2) Do you have any disclosable criminal convictions, i.e. convictions as an adult that form part of your criminal history and which have not been rehabilitated under the *Criminal Law (Rehabilitation of Offenders) Act 1986*? (If **YES**, please specify). If you are unsure about the status of any criminal convictions which you have, you may wish to seek legal advice in responding to this question.

Item 3 of Part 3 of Schedule 4, s.73(2)

3) Are you aware of any charges pending against you or are there any matters involving offences which are under investigation and which may involve you? (If **YES**, please specify).

Item 3 of Part 3 of Schedule 4, s.73(2)

4) Are you or have you ever been the subject of a complaint to a professional body in Australia which has been substantiated or is currently under investigation, including the Crime and Corruption Commission or the former Crime and Misconduct Commission and the Criminal Justice Commission? (If **YES**, please specify).

Item 3 of Part 3 of Schedule 4, s.73(2)

5) Have you been subject to any form of bankruptcy proceedings, or a personal insolvency agreement, under the *Bankruptcy Act 1966* (Cth) within the last ten years? (If YES, please specify the nature of the proceedings and if and when these were discharged).

Item 3 of Part 3 of Schedule 4, s.73(2)

6) Have you ever been a director or officer of an entity that was deregistered, put into administration or liquidated while you were a director or officer? (If YES, please list the name of the entity/entities, your position, the date of deregistration, administration or liquidation, and the reason for this action having been undertaken).

Item 3 of Part 3 of Schedule 4, s.73(2)

7) Do you know of any reason why you should not be appointed? (If YES, please specify)

Item 3 of Part 3 of Schedule 4, s.73(2)

8) Are there any reasons you why could not be appointed as a Director of a Company under the *Corporations Act 2001*(Cth)? (If YES, please specify)

Item 3 of Part 3 of Schedule 4, s.73(2)

9) Are you currently appointed to a Queensland Government body/board? (If YES, please specify and provide remuneration details in respect of the appointment(s))

Item 3 of Part 3 of Schedule 4, s.73(2)

10) Are you currently appointed to the board of any other body/company? (If YES, please specify)

Yes as follows:

Item 3 of Part 3 of Schedule 4, s.73(2)

Abbot Point Operations Pty Ltd (Adani Subsidiary) – will resign tis directorship if appointed to NQBP

Declaration

I consent to provide the above information in respect of myself and understand that there is no legal obligation for me to do so. I declare that the personal information provided by me in this form is complete and correct to the best of my knowledge. I understand that I may be asked to consent to a criminal history check being undertaken in respect of myself and that the results of that check may be taken into account by the Queensland Government in assessing my suitability for appointment.

Item 3 of part 3 of Schedule 4, s.73(2)

Signature:

Date:

23/9/15

Note: If appointed, it is requested that you advise the relevant Minister in writing of any changes to the above information on becoming aware of such changes at any time during the term of your appointment.

Consent to Act as Director

Pursuant to section 201D of the *Corporations Act 2001* (Cth)

To: **North Queensland Bulk Ports Corporation Ltd ACN 136 880 218 (Company)**

I consent to act as a director of the Company and disclose the following information:

1 Section 205B(3) particulars pursuant to section 205C(1) (Director's personal details)

(a) Present given and family name: Bradley Fish

(b) All former given and family names:

Item 3 of part 3 of Schedule 4, s.73(2)

2 Section 191 notice of material personal interest

I give notice for the purposes of section 191 that I have a material personal interest in the following matters:

(a) details of nature and extent of interest

Currently providing consulting advice to Adani Mining- I will cease tis role if appointed to NQBP Board

Item 3 of Part 3 of Schedule 4, s.73(2)

(b) the relation of the interest to the affairs of the Company

Adani has commercial dealings with NQBP

Item 3 of Part 3 of Schedule 4, s.73(2)

I request that the notice be tabled at the next directors' meeting of the Company and that the details be recorded in the minutes of that meeting.

3 Section 192 standing notice of interest

I give standing notice for the purposes of section 192 that I have an interest in the following matters:

Item 3 of Part 3 of Schedule 4, s.73(2)

details of nature and extent of interest

I request that the notice be tabled at the next directors' meeting of the Company and that the nature and extent of the interest disclosed above be recorded in the minutes of that meeting.

Dated this 23 day of SEPT. 2015

Item 3 of part 3 of Schedule 4, s.73(2)

Signature

Name of Director

Interests requiring disclosure (section 191)

Examples of Corporations Act disclosures include:

- interests in contracts with the company;
- conflicts of interest;
- interests in shares, debentures and prescribed interests;
- interests in shares sought in a takeover;
- remuneration and other benefits.

Examples of case law disclosures include:

- an interest in a resolution authorising the company to pay legal costs incurred by the director in defending legal proceedings taken by a shareholder: *European Pacific Resources Pty Ltd v Aurifax Mining NL* (SC NSW 27 June 1994, unreported);
- an interest arising by becoming aware of important financial information by virtue of another directorship in a financial institution: *South Australia v Marcus Clark* (1996) 66 SASR 199;
- an interest arising by becoming aware of precarious financial information of another company where he or she is also a board member: *Fitzsimmons v R* (1997) 23 ACSR 355.

Note: if you have given a standing notice under section 192 of the Corporations Act of the nature and extent of the interest and that notice is still effective in relation to the interest you do not need to disclose an interest under section 191.

Interests not requiring disclosure (section 192)

You do not need to disclose interests arising because:

- you are a member of the Company and the interest is held in common with other members of the Company;
- of your remuneration as a director of the Company;
- your interest relates to a contract the Company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Company if it is not approved by the members;
- you are a guarantor or have given an indemnity or security for all or part of a loan (or proposed loan) to the Company;
- you have a right to subrogation in relation to a guarantee or indemnity;
- your interest relates to a contract that insures, or would insure, you against liabilities you incur as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);
- your interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act (that is, an indemnity relating to legal costs) or any contract relating to such an indemnity; or
- your interest is a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because you are a director of the related body corporate.

Additionally, you do not need to disclose an interest if you satisfy all of the following conditions:

- you have already given notice of the nature and extent of the interest and its relation to the affairs of the Company under section 191(1) of the Corporations Act;
- you have given notice under section 191(1) of the Corporations Act to a person appointed as a director of the Company who was not a director of the Company at the time when the notice was given; and
- the nature or extent of the interest has not materially increased above that disclosed in the notice.

CONFLICT OF INTEREST MANAGEMENT PROTOCOL TO MANAGE CONFLICTS DISCLOSED BY NQBP'S CHAIR

EXECUTIVE SUMMARY

This Conflicts of Interest Management Protocol (the **Protocol**) sets out the steps NQBP will take to manage the conflicts disclosed by the NQBP Chair, namely:

1. Acting as a consultant for Adani in the time immediately prior to accepting the position as Chair of the NQBP Board; and
2. His role as a sole director of an Adani subsidiary which ended on 11 November 2015 (collectively the **Adani Conflicts**); and
3. Item 3 of part 3 of Schedule 4, s.73(2)

Adani is the owner of Terminal One (**T1**) at Abbot Point under a 99 year lease arrangement with NQBP. It is also the proponent of the Terminal Zero (**T0**) development project and the associated dredging and on-shore material disposal at the Terminal Two (**T2**) site as part of the Abbot Point Growth Gateway Project. Item 3 of part 3 of Schedule 4, s.73(2)

The Protocol outlined in table 1 below has been developed to document access to various documents and information and involvement in decision making by Mr Fish as it relates to Adani, T0 and T1 and the Abbot Point Growth Gateway Project Item 3 of part 3 of Schedule 4, s.73(2) It was presented to the CGAPC meeting on 4 November 2015 and approved by the Board on 24 November 2015.

The Protocol also sets out the steps that have or will be taken to deal with other factors such as potential interactions with media and advising Government on how NQBP is managing the conflicts. In addition, NQBP's Conflicts of Interest Policy will also assist the Board and Management to address the conflict issues.

ISSUE

A. Commentary on the Protocol

In order to mitigate against potential perceived conflicts of interest the Board has determined that the Protocol shall remain in place for the initial term of Mr Fish's appointment namely 3 years. This is consistent with the timeframes required under the *ASX Corporate Governance Principles and Recommendations (3rd ed)* in assessing the independence of a director and is generally consistent with the timeframes recommended by the Integrity Commissioner.

The Protocol has approached the issues of conflict of interest from a practical perspective. Several options to manage the conflicts were considered by NQBP:

1. The conservative approach would be to simply preclude Mr Fish from all discussions and papers that involve Adani Item 3 of part 3 of Schedule 4. It was considered by the Board but it was thought to be unworkable from a NQBP management and Board perspective. This is especially so given the level of historical and technical knowledge possessed by Mr Fish and his current role as Chair.
2. Allow Mr Fish full access to all documents and allow him to participate in all Board discussions (but not vote on approvals). This could expose Mr Fish, the Board and NQBP to unnecessary adverse media attention, and leave a perception that Mr Fish may have influenced the final decision by the Board.
3. The more practical approach of carefully isolating the Chair from some information, discussions and approvals as set out in the Protocol was seen to be the sensible and preferred option.

There are a number of issues that may be raised in relation to the application of the Protocol to Mr Fish. Issues that may be raised in the media include:

- (a) *Whether the Adani Conflicts should preclude the Chair receiving any information before or after a Board approval in relation to commercial matters involving Adani.*

NQBP is of the opinion that the Chair being excluded from receiving papers, being involved in discussions and excluded from voting on any commercial arrangement addresses the conflict. Taking this approach, the Chair clearly has no role in the decision making process however, good governance and corporate principles suggest that once the decision is made the Chair should be informed of the outcome in order for him to properly fulfil his role as the Chair of the Board.

- (b) *Whether the Chair should receive noting papers and information on the technical issues or issues generally related to the Abbot Point Growth Gateway Project given the Adani Conflicts.*

NQBP is of the opinion that no conflict of interest issues arises when the Board considers technical issues in relation to the Growth Gateway Project that do not directly incorporate or raise any commercial arrangements with Adani.

Mr Fish has considerable technical knowledge about projects of this type especially at Abbot Point and his input to discussions around the project will be invaluable in providing insight to the NQBP Board to optimise the development of the Port of Abbot Point.

- (c) *A set of redacted minutes will be prepared for the Chair.*

It is intended under the Protocol when providing the draft minutes to the Chair for his review, that those minutes recording any discussions that the Chair was excluded from by reason of his Adani ^{Item 3 of part 3 of Schedule 4.5.7(3)(i)} Conflicts that is a preliminary step in the board making a decision at some future meeting will be redacted from his copy of the draft minutes for his review. The redacted section will be included in the minutes sent to the other directors and in the minutes provided for signing by the Chair at the next board meeting.

The question arises who then signs the minutes as required under the Corporations Act?

Under section 251A(2) of the Corporations Act, the minutes must be signed within a reasonable time by either the Chair of the meeting or the Chair of the next meeting. There is however no requirement in the Corporations Act that the "Chair of the next meeting" must be the Chair of the meeting to which the minutes are a record or was even present at that meeting.

Horsley's¹ provides guiding commentary on this requirement as follows:

*When the meeting is in accord that the minutes (as amended if necessary) do constitute a correct record, it signifies assent, and the Chair signs the minutes at the end ... Although, as indicated previously, the verification minute is often written up without the formality of an actual resolution being passed, it is preferable that the correct procedure of a motion and voting be applied. Some Chairs follow up their initial question with a motion that becomes an actual resolution. **Sometimes the motion is moved by someone other than the Chair. It is usual and preferable, though not essential, that it be moved by a person who was present at the previous meeting.** Whether they were or not, it is quite proper for all members present at the current meeting to vote on the motion. A person who votes in favour of verifying minutes of a previous meeting does not thereby become responsible for what was done at that meeting.²*

*The Chair of the meeting that verifies the accuracy of the minutes is the Chair to sign the minutes ... **In certifying the accuracy of the minutes, the Chair is entitled to rely on the collective sense of responsibility of all present in being satisfied that the minutes are a correct record.***

Relevantly, this situation is not unlike the situation that arises when any new director and Chair is required to sign minutes to a previous meeting they did not attend.

In answering the above question therefore, the Conflicts can be managed as follows:

- i) The Chair can receive a draft copy of the minutes with the references to any discussion of the nature of a preliminary step in the board making a decision at some future meeting that the Chair was excluded from by reason of his Adani or OMC Conflicts redacted;
- ii) The motion verifying that the minutes constitute a correct record of the previous meeting may be moved by a director (other than the Chair) who was present at the meeting for the whole meeting; and
- iii) When the motion is passed, despite not having read the redacted minute, the Chair may sign the minutes as he is required to do under the Corporations Act relying on "the collective sense of responsibility of all present in being satisfied that the minutes are a correct record".

¹ Horsley's Meetings: Procedure, Law and Practice 5th Edition: Lang, A.D., Lexis Nexus Butterworths.

² *Burton v Bevan* [1908] 2 Ch 240.

Under this scenario however there remains a risk that should the minutes become public pursuant to, for example, a subpoena or Right to Information access application that the media or a member of the public may raise the issue that the Chair must have read the precluded minutes.

Accordingly, the minute recording the passing of the resolution approving the minutes in such situations should state:

"The Chair has not received or read the minutes precluded pursuant to the Conflicts of Interest Management Protocol and has signed the minutes on the resolution of the other Directors that the minutes of Board/Committee Meeting Number [No] of [20XX/YY] held on [day], [date] [month] [year] be accepted as a true and correct record of the meeting."

Once a **final** decision is made by the board on a Chair's conflicted issue, there is no reason why the Chair cannot access any of the discussion papers or minutes.

B. Steps to Manage the Chair's Conflicts of Interest

The following steps have been completed or identified to be carried out in order to properly manage those conflicts:

1. Identification and disclosure of the actual and perceived conflicts of interest given Mr Fish's previous and current relationships with Adani Item 3 of part 3 of Schedule 4, s.73(2)
2. Training on conflicts of interest was given before the first meeting of new Board by Clayton Utz (CU) on 27 October 2015 to refresh director's understanding of conflicts of interest and specifically discuss the Adani Item 3 of part 3 of Schedule 4, s.73(2) conflicts.
3. A preliminary draft conflicts Protocol table was considered and discussed. It was decided that the perceived conflict will last for the term of the Chair's appointment and the Protocol should be in place for that time period.
4. An open and transparent approach to all conflicts should be followed at all times.
5. The Board referred the matter for further consideration by the CGAP Committee.
6. The draft protocol and an analysis of the legal issues associated with Conflicts of Interest was prepared and discussed during the CGAPC meeting on 4 November 2015.
7. Based on the suggestions by the Board and CGAP Committee, the updated Protocol was expanded with the addition of more detail related to the various categories of documents that go to the Board and committees and how they are to be treated.
8. Advice obtained from CU approving the Protocol and a peer review of the Protocol by Minter Ellison (to overcome any concerns that the Chair has had a long history with CU while has was CEO of NQBP) were taken into account in finalising the Protocol.
9. The Protocol approved by the Board at the November Board meeting.
10. The approved Protocol will be sent to the shareholding Ministers to advise them of how the conflicts are to be managed.
11. Given the relationships between the Chair and NQBP management, EXCO and senior managers will be made aware of the Protocol to decrease the risk of any inadvertent breaches of the protocol.
12. A communications and media plan will be developed to deal with any issues raised in the media on potential or perceived conflicts of interest.
13. Compliance with the Protocol will be monitored by all directors, the Chair and all members of EXCO.

Table 1: - Conflicts of Interest Management Protocol

Potential Conflicts Issue	Prior to Board Meeting	Board and Committee Meetings			After Board Meeting
	Receive Information	Present/ Discuss	Vote	Receive Minutes on the Issue before a Final Approval	Receive Information ³ - after rest of Board makes a Final Approval
Adani					
Noting Papers – technical and general	Yes	Yes	N/A	Yes	Yes
Commercial agreements for approval and related noting papers	No	No	No	No	Yes
Adani - T0					
Noting Papers – technical and general	Yes	Yes	N/A	Yes	Yes
Commercial agreements for approval and related noting papers	No	No	No	No	Yes
Adani - T1					
Noting Papers – technical and general	Yes	Yes	N/A	Yes	Yes
Commercial agreements for approval and related noting papers	No	No	No	No	Yes

Item 3 of part 3 of Schedule 4, s.73(2)

Growth Gateway Project					
Commercial and technical agreements and related noting papers for approval not related to Adani's role in the project	Yes	Yes	Yes	Yes	Yes
Adani related commercial arrangements or agreements for approval and related noting papers	No	No	No	No	Yes
Litigation (but excluding Adani commercial arrangements)	Yes	Yes	Yes	Yes	Yes

Item 3 of part 3 of Schedule 4, s.73(2)

³ Once the Adani ^{Item 3 of part 3 of Schedule 4, s.73(2)} matter has been considered or decided by the Board (in the absence of the Chair), all past and future information including access to ^{Item 3 of part 3 of Schedule 4, s.73(2)} Board papers and minutes can be provided to the Chair to enable him to have a clear understanding of all matters related to NQBP business. If that approval requires further Board consideration and approval in the future, the information will continue to be quarantined from the Chair until the final approval has been given.

⁴ Where the consulting is not directly related to commercial arrangements between NQBP ^{Item 3 of part 3 of Schedule 4, s.73(2)} it is not considered that there will be a conflict of interest. ^{Item 3 of part 3 of Schedule 4, s.73(2)}

^{Item 3 of part 3 of Schedule 4, s.73(2)}

⁵ Other non-NQBP business can continue without conflict. However the position should be monitored for changes and any potential conflicts that may arise.

RECEIVED
22 FEB 2016



BY:

SHAREHOLDING MINISTERS FOR
NORTH QUEENSLAND BULK PORTS CORPORATION LIMITED

Our Ref: 05003-2015 / SHM58

18 FEB 2016

Mr Steve Lewis
Chief Executive Officer
North Queensland Bulk Ports Corporation Limited
GPO Box 409
BRISBANE QLD 4001

Dear Mr Lewis

Chair – Conflicts of Interest Management Protocol

We refer to your letter dated 10 December 2015 regarding the North Queensland Bulk Ports Corporation Limited (NQBP) Board's decision to implement a Conflicts of Interest Management Protocol (the Protocol) for the Chair, Mr Brad Fish.

We note your advice that the NQBP Board approved the implementation of the Protocol at its meeting on 24 November 2015, to address concerns regarding potential conflicts of interest, whether actual or perceived, resulting from Mr Fish's former relationships with both Adani and Item 3 of part 3 of Schedule 4, s.73(2). Further, the Protocol will operate in conjunction with NQBP's Conflicts of Interest Policy and will remain in place for three years.

As a publicly owned entity, NQBP must ensure that conflicts of interest are managed in a transparent and accountable manner. The high level of public accountability which applies to Government owned corporations as a result of their public ownership requires the establishment and implementation of good corporate governance principles.

It is our expectation that NQBP will continue to ensure that the principles of corporate governance, as set out in the *Corporate Governance Guidelines for Government Owned Corporations* and the *Code of Conduct and Conflicts of Interest Best Practice Guide for Government Owned Corporations*, are implemented.

Yours sincerely



HON. CURTIS PITT MP

Treasurer
Minister for Aboriginal and Torres Strait Islander Partnerships
Minister for Sport

Level 9 Executive Building
100 George Street, Brisbane

GPO Box 611, Brisbane
Queensland 4001 Australia

Telephone +617 3719 7200



HON. MARK BAILEY MP

Minister for Main Roads, Road Safety and Ports
Minister for Energy, Biofuels and Water Supply

Level 15 Capital Hill Building
85 George Street, Brisbane

GPO Box 2644, Brisbane
Queensland 4001 Australia

Telephone +617 3719 7300

RELEASED UNDER RTI #51-NQBP

Queensland
Government

Queensland Treasury

Our Reference: 03836-2015

12 OCT 2015

Mr P Sinnott
Company Secretary / General Counsel
North Queensland Bulk Ports Corporation Limited
GPO Box 409
BRISBANE QLD 4001

Dear Mr Sinnott

Please find enclosed for your company records signed 'Consent to Act as a Director' forms received by Shareholder and Structural Policy Division from:

Mr Bradley (Brad) Fish, dated 23 September 2015;
Ms Annabel Dolphin, dated 22 September 2015; and
Mr Craig Walker, dated 22 September 2015.

Mr Fish has been appointed as the Chair of North Queensland Bulk Ports Corporation Limited (NQBP) for a term commencing 1 October 2015 to 30 September 2018. Ms Dolphin and Mr Walker have been appointed as directors of NQBP for a term commencing 1 October 2015 to 30 September 2018.

Should you have any queries regarding this matter, please contact Ms Wendy Migheli, Principal Treasury Analyst, Shareholder and Structural Policy Division, on telephone (07) 3035 1946.

Yours sincerely

Item 3 of part 3 of Schedule 4, s.73(2)

Gregory Conks
Assistant Under Treasurer
Shareholder and Structural Policy Division

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100 George Street Brisbane
GPO Box 611 Brisbane
Queensland 4001 Australia
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Facsimile +61 7 3035 3202
Website www.treasury.qld.gov.au
ABN 90 856 020 239 **16**

Consent to Act as Director

Pursuant to section 201D of the *Corporations Act 2001* (Cth)

North Queensland Bulk Ports Corporation Ltd ACN 136 880 218 (Company)

I consent to act as a director of the Company and disclose the following information:

Section 205B(3) particulars pursuant to section 205C(1) (Director's personal details)

- (a) Present given and family name: Bradley Fish
- (b) All former given and family names:

Item 3 of part 3 of Schedule 4, s.73(2)

Section 191 notice of material personal interest

I give notice for the purposes of section 191 that I have a material personal interest in the following matters:

details of nature and extent of interest

Currently providing consulting advice to Adani Mining- I will cease tis role if appointed to NQBP Board

Item 3 of Part 3 of Schedule 4, s.73(2)

- (b) the relation of the interest to the affairs of the Company

Adani has commercial dealings with NQBP

Item 3 of Part 3 of Schedule 4, s.73(2)

I request that the notice be tabled at the next directors' meeting of the Company and that the details be recorded in the minutes of that meeting.

Section 192 standing notice of interest

I give standing notice for the purposes of section 192 that I have an interest in the following matters:

Item 3 of Part 3 of Schedule 4, s.73(2)

details of nature and extent of interest

I request that the notice be tabled at the next directors' meeting of the Company and that the nature and extent of the interest disclosed above be recorded in the minutes of that meeting.

Dated this day of *SEPT.* 2015

Item 3 of part 3 of Schedule 4, s.73(2)

Signature

Name of Director

Interests requiring disclosure (section 191)

Examples of Corporations Act disclosures include:

- interests in contracts with the company;
- conflicts of interest;
- interests in shares, debentures and prescribed interests;
- interests in shares sought in a takeover;
- remuneration and other benefits.

Examples of case law disclosures include:

- an interest in a resolution authorising the company to pay legal costs incurred by the director in defending legal proceedings taken by a shareholder: *European Pacific Resources Pty Ltd v Aurifax Mining NL* (SC NSW 27 June 1994, unreported);

- an interest arising by becoming aware of important financial information by virtue of another directorship in a financial institution: *South Australia v Marcus Clark* (1996) 66 SASR 199;

- an interest arising by becoming aware of precarious financial information of another company where he or she is also a board member: *Fitzsimmons v R* (1997) 23 ACSR 355.

Note: if you have given a standing notice under section 192 of the Corporations Act of the nature and extent of the interest and that notice is still effective in relation to the interest you do not need to disclose an interest under section 191.

Interests not requiring disclosure (section 192)

You do not need to disclose interests arising because:

- you are a member of the Company and the interest is held in common with other members of the Company;

- of your remuneration as a director of the Company;

- your interest relates to a contract the Company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the Company if it is not approved by the members;

- you are a guarantor or have given an indemnity or security for all or part of a loan (or proposed loan) to the Company;

- you have a right to subrogation in relation to a guarantee or indemnity;

- your interest relates to a contract that insures, or would insure, you against liabilities you incur as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);

- your interest relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A of the Corporations Act (that is, an indemnity relating to legal costs) or any contract relating to such an indemnity; or

- your interest is a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because you are a director of the related body corporate.

Additionally, you do not need to disclose an interest if you satisfy all of the following conditions:

- you have already given notice of the nature and extent of the interest and its relation to the affairs of the Company under section 191(1) of the Corporations Act;

- you have given notice under section 191(1) of the Corporations Act to a person appointed as a director of the Company who was not a director of the Company at the time when the notice was given; and

- the nature or extent of the interest has not materially increased above that disclosed in the notice.

Pages 4 through 7 redacted for the following reasons:

(a) Irrelevant Information redacted: s.73(2) of the RTI Act

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