



# **Board Charter**

**May 2022**

# Contents

1. PURPOSE	2
2. ROLES AND RESPONSIBILITIES	2
3. DELEGATION OF AUTHORITY	7
4. MEMBERSHIP	9
5. MEETINGS	13
6. BOARD COMMITTEES	15
8. REQUEST FOR ADVICE	15
9. CONFLICT OF INTEREST	16
10. EVALUATION AND REVIEW	17

## 1. PURPOSE

- 1.1** This Charter sets out the specific roles, responsibility, composition and authority of the Board in the governance framework of Steadfast Group Ltd (Group) and its wholly-owned entities (Companies), collectively "the Group".
- 1.2** The Board of Directors (Board) has a primary responsibility for the Group and accountability to the Group's shareholders.
- 1.3** The Board is to use its best efforts to ensure that the Group is properly managed and continuously improved so as to protect and enhance shareholder wealth, to meet the strategic vision for the Group and to meet the Group's obligations to all parties with which it interacts including all stakeholders.
- 1.4** This Charter is subject to the *Corporations Act 2001* (Act) and the Group's Constitution.

## 2. ROLES AND RESPONSIBILITIES

- 2.1** The role of the Board is to provide leadership and strategic direction including sound oversight of management.

In performing its responsibilities and functions, the Board may choose to delegate any of its powers to a Board Committee or to other persons in accordance with the Constitution. In the case of a Board Committee, the delegated powers should be specifically reflected in the Charter of that Committee which shall be approved by the Board and reviewed annually.

In performing this role, the Board should act at all times:

- a) in recognition of its overriding responsibility to act honestly, fairly and in accordance with the law and the Code of Conduct in serving the interests of the Group's shareholders and all other stakeholders;
  - b) in a manner designed to create and continue to build sustainable value for shareholders;
  - c) in accordance with the duties and obligations imposed upon them by the Group's Constitution and the Act and the common law;
  - d) with integrity and objectivity, consistent with the ethical and other standards set out in the Code of Conduct and keep all matters of the Board confidential.
- 2.2** The Board always retains ultimate authority over the executive management of the Group. All Group employees including the Managing Director & CEO and members of the Executive Team are to bound by the Steadfast Delegated Authority.

**2.3** To discharge its responsibilities and to provide direction and oversight of the Group, the responsibilities of the Board include, but are not limited to:

a) Purpose & Strategic Planning

Approving the strategic plans, budget (operating and major capital expenditure), defining the Group purpose, direction and objectives, associated performance indicators and targets and approving any variations as required.

b) Chairman

Appointing the Chairman.

c) Deputy Chairman

Appointing the Deputy Chairman.

d) Performance Monitoring

Overseeing the conduct and performance of the Group to ensure it is being properly and appropriately managed. To discharge this duty, the Board will give specific and regular attention to monitoring performance against the strategic plan and budget.

e) Financial Oversight

Overseeing all aspects of the Group's financial position including giving specific attention to the quantum, nature and terms of any debt facility and its ability to meet its debts and other obligations as they fall due.

f) Future Direction

Overseeing the Group's capacity to identify and respond to changes in its economic and operating environments.

g) Risk Management

Approving and overseeing the operation of the risk management framework (for both financial and non-financial risks), assessing its effectiveness, understanding and reviewing the major/significant risks facing the Group and monitoring their management. This includes Business Continuity Planning and Disaster Recovery Planning.

h) Reporting Systems & Internal Controls

Overseeing, reviewing and monitoring the operation, adequacy and effectiveness of the Group's accounting & corporate reporting systems including the external audit and the overall framework of internal controls including operational, accounting and financial reporting controls.

i) MD & CEO, Senior Executives and Company Secretary

Appointing and replacing the MD & CEO. The MD & CEO must consult with the Chairman prior to the appointment or replacement of any direct report (other than the Company Secretary who is covered under Clause 4.9) and the MD & CEO must obtain prior approval for the remuneration or severance package from the Chairman of the Board and the Chair of the Remuneration & Performance Committee prior to such appointment or replacement.

j) People & Culture

Ensuring that there are adequate reward, development and succession plans in place. To ensure there is a clear understanding of what is required from Management and Staff the Board should approve and oversee policies in relation to Code of Conduct, Diversity, Whistleblowing, Modern Slavery, Anti-Bribery and Corruption, Workplace Health & Safety and Securities Trading as well as satisfy themselves that the Group culture is appropriate and embedded.

## **2.4 Legal & Regulatory Compliance**

Overseeing, reviewing and monitoring the operation of the Group's programs, policies and procedures to ensure compliance with relevant legislation, including continuous disclosure and other requirements of the ASX.

## **2.5 Financial Reporting & Market Releases**

- a) Approving the annual audited financial statements, the theme and the text of the Group's Annual Report and the relevant announcement/presentation to the market.
- b) Subject to the requirements of ASX Rule 3.1, all press releases relating to the performance of the Group and any other matter which could impact the share price of the Group must be approved by the Board or, if the matter is urgent, solely by the Chairman who will endeavour to contact as many Directors as possible prior to any announcement being made. If the Chairman is not available for an urgent release, the announcement must be approved by the Deputy Chairman and one other non-executive Director.

## **2.6 Audit**

Selecting the Group's external auditors for approval by appropriate stakeholders and approving their respective scope of work, particularly where those works are in excess of regulatory or legislative requirements.

## **2.7 Professional Advisors**

Where Directors require independent advice, selecting the Group's professional advisors for approval and ratifying their scope of work.

## **2.8 Values, Culture & Standards of Behaviour**

- a) Approving the group's statement of values and code of conduct to underpin the desired culture within the Group, overseeing management in its instilling of the Group's values into day-to-day operations and monitoring compliance with the Group's

Code of Conduct, including approving all proposed revisions or waivers. The Group's Code of Conduct is to include the key elements of the Code of Conduct endorsed by the National Insurance Brokers Association where considered appropriate and the ASX Corporate Governance Principle 3.

- b) Review and approve the share trading guidelines for the Board and Senior Management.

## **2.9 Board Committees**

Overseeing the work of the Board Committees including determining the need for specific Committees, reviewing the need for each Committee on an ongoing basis, receiving reports from each Committee and annually reviewing, and where appropriate updating, Committee charters.

## **2.10 Delegations of Authority**

Reviewing, approving and, where appropriate, revising the delegations of authority from the Board to the MD & CEO and significant delegations from the MD & CEO to the Senior Management. These delegations must be clearly set out and documented and be sufficient to empower the MD & CEO and the Senior Management team to effectively manage the Group.

## **2.11 Major Projects**

Approving and monitoring major projects including corporate restructures/reorganisation, major capital expenditure, capital management, acquisitions and divestitures and any significant initiatives or opportunities that arise outside the annual planning and budget process and the MD & CEO's delegated authorities.

## **2.12 Reputation**

Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issues, papers and reports to external/third parties which impact on the Group and may attract adverse public, government, regulatory or other interest.

## **2.13 Referred Matters**

Attending to matters appropriately referred to it by management, the MD & CEO or Committees of the Board.

## **2.14 Governance Matters**

Monitoring the effectiveness of governance practices including the identification and nomination of new Directors to fill Board vacancies and to any other matters identified as reserved to the Board including utilising a board skills matrix and regularly assessing the skills, knowledge and familiarity with the Group and its operating environment of the Board as a whole by reference to that matrix.

## **2.15 Stakeholder Liaison**

Appropriately involving itself in the Group's liaison and communication with key stakeholders including the discharge of the Group's continuous disclosure obligations.

**2.16 Dividends**

Setting dividend policy and declaring and paying interim and final dividends, including bonus share plans and Dividend Reinvestment Plans.

**2.17 Information Needs**

Articulating its information needs to management including the form, timing, content and style of Board papers and ensuring these are fully addressed on an ongoing basis.

**2.18 MD & CEO Performance Assessment**

The Board is responsible for the appointment, regular performance assessment, remuneration, succession planning and, should it be necessary, the dismissal of the MD & CEO.

**2.19 Senior Management Performance & Development**

Ensuring an appropriate process is in place to recruit, review the performance of, remunerate, train and develop Senior Management and to provide for Management succession.

**2.20 Remuneration**

Satisfying itself that the Group's remuneration policies are aligned with the Group's purpose, values, strategic objectives and risk appetite.

**2.21 Performance Assessment**

Developing and implementing a formal process for the Board to assess its performance.

**2.22 Post Investment Reviews**

Undertaking post investment reviews of major transactions or capital investments, with the aim of assessing the adequacy of the analysis undertaken before decisions were made to proceed with those transactions or investments, so that the organisation can learn from those experiences and improve its analytical capabilities and reporting processes.

**2.23 Challenging Management**

Whenever required, challenging management and holding it to account.

### **3. DELEGATION OF AUTHORITY**

#### **3.1 Roles & Responsibility of Senior Management**

- a) In accordance with the Constitution and the Board Charter, the Board delegates authority to the MD & CEO for the day-to-day operations of the Group, its subsidiaries and their respective operations. Senior management is specifically charged with the responsibility for instilling and reinforcing the Group's values and creating a culture within the entity that promotes legal, ethical and responsible behaviour.
- b) The MD & CEO is responsible for the executive management of the Group and is accountable to the Board for the day-to-day operations. Subject to paragraph 3.2 and any limitations or restrictions imposed by the Board, the MD & CEO is authorised to delegate such of the powers conferred on him/her as he/she considers appropriate.
- c) The delegation of authority to the MD & CEO includes, but is not limited to the following:
  - (i) To assume day-to-day responsibility for the Group's compliance with the relevant laws and regulations, including ongoing development, implementation and monitoring of control frameworks for compliance;
  - (ii) To be alert to relevant trends in the industry;
  - (iii) To act as a conduit for communication to the Board for the Group's employees;
  - (iv) To develop business plans and budgets for submission to the Board;
  - (v) To implement business plans, strategies and budgets approved by the Board while operating within the values and risk appetite set by the Board;
  - (vi) To identify and manage operational risks and formulate strategies to manage the risks;
  - (vii) To manage the Group's current financial and other reporting mechanisms;
  - (viii) To ensure the Board and the Board Committees are provided with relevant, accurate and clear information in a timely way including about compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the entity;
  - (ix) To implement the policies, procedures and Codes of Conduct approved by the Board;
  - (x) To make recommendations for the appointment of direct reports, their conditions of employment, evaluation of their performance and develop succession plans.
- d) In order to effectively monitor the exercise of delegated authority, the Board shall establish policies and procedures governing the delegation of powers to bind or create an obligation on the Group.



### **3.2 Powers Delegated by the MD & CEO**

A delegate of the MD & CEO cannot sub-delegate unless expressly authorised to do so by the MD & CEO. A delegate of the MD & CEO may, however, appoint a person or group of people to advise about the exercise of a delegation but the delegate remains responsible for making the decision. All delegations must be exercised within the provision of the Constitution, budget limitations, authorisations and Group policies and procedures.

Unless specified otherwise, however:

- a) Powers should be delegated to a position and not a person;
- b) An occupant of a position assumes the powers and controls delegated to his or her position and to subordinates within his or her designated span of control;
- c) Temporary delegations to cover extended leave or absence of the usual occupant of a position must be formally approved by the Board for the MD & CEO and the direct reports to the MD & CEO;
- d) A person who had been formally appointed to act in a position can exercise any delegation that attaches to that position subject to any particular limits or conditions that may be imposed.

### **3.3 Informing the Board**

- a) The system of delegation of authority and the exercise of that authority is predicated on an assumption that Directors are appropriately informed on all material issues. This means that Management is accountable to the Board and is to fulfil this responsibility through the provision of reports, briefings and presentations on a regular basis throughout the year.
- b) Senior Executives may attend Board meetings by invitation and external consultants will be invited on an as-needs basis.
- c) The Board will adopt appropriate structures and procedures to ensure it retains its independence and functions independently of Management.
- d) Outside of Board meetings and associated activities/functions, Directors acting in their capacity as Directors may communicate directly with members of the Senior Management team at any time with prior notice being given to the Chairman and/or MD & CEO. Prior notice to the Managing Director & CEO or Chairman is not required for (i) the Chairman or Deputy Chairman to communicate directly with members of the Senior Management team, (ii) Directors to communicate with the company secretary, or (iii) the Chair of each Board Committee to communicate with the Senior Executives(s) reporting to the Committee.

## **4. MEMBERSHIP**

### **4.1 Structure**

- a) The Board shall comprise up to nine (9) Directors of which the Chairman and a majority are to be independent.
- b) Directors are appointed for a three (3) year term of office in accordance with clause 13.4 of the Steadfast Constitution. Directors appointed during the year will require to be confirmed at the first AGM after appointment.

### **4.2 Independence**

All Directors, whether independent or not, should bring an independent judgment to bear on all Board decisions.

A Director is considered independent if the Director is free of any interest, position, association or relationship that might influence, or be reasonably perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Group and its shareholders generally.

The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent director must provide the Board with all relevant information for this. The outcome of this assessment will be disclosed by Steadfast in its annual corporate governance statement.

In addition, if the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.

### **4.3 Expertise**

- a) Each Director must agree to a full credit and criminal history check as well as checks as to character, experience and educations and must not be the subject of any investigation or banning order by the Australian Securities and Investments Commission ("ASIC");
- b) Each Director must be capable of making a valuable contribution to the effective operation of the Group and Board deliberations and processes;
- c) Directors must collectively have the necessary skills, knowledge and experience to understand the risks of the Group, including its legal obligations and to ensure that the Group is managed in an appropriate way taking into account these risks;
- d) All Directors must be able to read and understand fundamental financial statements and if required, may seek guidance from an independent professional advisor who is appropriately qualified in the area of finance and accounting;
- e) All Directors must provide details of their other commitments and an indication of time involved and specifically acknowledge to the Group that they will have sufficient time to fulfil their responsibilities as a Director.

#### **4.4 Fitness & Propriety**

Directors must at all times comply with the policies and procedures of the Group and all legal and regulatory requirements relating to the fit and proper standing of persons occupying key positions, including, where required, providing formal declarations.

#### **4.5 Expert Advice to Directors and Training**

With consent of the Chairman, the Board as a whole or an individual Director may engage an external professional advisor at the expense of the Group.

Where necessary, the Group will provide resources to the Directors to help develop and maintain their skills and knowledge including ensuring that all directors receive ongoing briefings in accounting standards. If gaps are identified in the skills, knowledge and familiarity with the Group and its operating environment of Directors required to fulfil their role of the Board, the Group will consider what training or development could be undertaken to fill those gaps.

#### **4.6 Invitations to Potential Directors**

A person invited to join the Board shall receive a formal written invitation which complies with ASX Corporate Governance Council: Corporate Governance Principles and Recommendations 4<sup>th</sup> edition setting out the Director's duties, rights, responsibilities and the terms and conditions associated with that appointment as specified in the Constitution including:

- a) The Group's independence and other qualification requirements;
- b) The number of other Board Committees on which a Director may sit;
- c) The requirement to notify the entity of, or to seek the entity's approval before accepting, any new role that could impact upon the time commitment expected of the director or give rise to a conflict of interest;
- d) Tenure, retirement and succession.

#### **4.7 Induction**

- a) Appointees to the Board are to undertake a formal induction program which includes:
  - (i) Meetings with the MD & CEO and key members of the Senior Management team;
  - (ii) Formal briefings on the financial, strategic and operational position of the Group together with its risk profile;
  - (iii) Their duties, rights and responsibilities;
  - (iv) Details of terms and conditions contained in any arrangements specifically involving Directors, such as Directors' indemnity insurance.

- b) Additionally, appointees shall on request be
  - (i) Provided with copies of minutes of the Board meetings for a period of at least six (6) months prior to the date of appointment;
  - (ii) Provided with copies of the Annual Reports for the current year and the preceding year;
  - (iii) Invited to direct any queries they may have to the Chairman or the MD & CEO or obtain any briefings they feel necessary from the Chairman or the MD & CEO.

#### **4.8 Replacement and re-election of Directors**

- a) The entity will undertake appropriate checks before appointing a director or putting someone forward as a director including checks as to the person's character, experience, education, criminal record and bankruptcy history.
- b) A candidate for appointment, election or re-election as a director should provide details of their other commitments and an indication of time involved, and should specifically acknowledge to the entity that they will have sufficient time to fulfil their responsibilities as a director.
- c) The entity will provide shareholders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director in accordance with ASX Corporate Governance Council: Corporate Governance Principles and Recommendations 4th edition.

The Board will consider succession planning for Directors at least twice a year. The maximum term for each non-executive Director is ten years unless otherwise approved by the full Board.

#### **4.9 Company Secretary**

The Company Secretary acts as the secretary of the Board. This appointment is to be approved by the Chairman for such term, at such remuneration and upon such conditions as appropriate in consultation with the Remuneration & Succession Planning Committee. The decision to appoint or remove the Company Secretary should be made or approved by the Board.

The Company Secretary is accountable directly to the Board, through the Group Chairman on all matters to do with the proper functioning of the Board. Each director may communicate directly with the company secretary and vice versa. The Company Secretary will assist the MD & CEO and the Chairman in the development of the agenda for each meeting. In performing this role, the Company Secretary is responsible for:

- a) Notifying the Directors in writing in advance of a meeting of the Board;
- b) Ensuring that the agenda and Board papers are prepared and circulated to Directors at least five (5) business days prior to the Board meetings;
- c) Ensuring that the business at Board and committee meetings is accurately captured in the minutes;

- d) Maintaining a complete set of Board papers at the Group's head office;
- e) Preparing for and attending the Annual and Extraordinary General Meetings of the Group;
- f) Recording, maintaining and distributing the minutes of all general meetings of the Group;
- g) Oversight of the Group's compliance with legislative obligations and keeping statutory records up to date;
- h) Ensuring that the share registry is accurate and up-to-date;
- i) Advising the Board and its Committees on governance matters;
- j) Assisting in discussions at Board meetings especially in respect of the areas for which the Secretary is responsible;
- k) Helping to organise and facilitate the induction and professional development of directors;
- l) Regularly updating the Board on legal and regulatory matters;
- m) Monitoring that Board and committee policy and procedures are followed.

#### **4.10 Group Chairman**

In performing this role, the Group Chairman is responsible for:

- a) Leading the Board in performance of its role and responsibilities;
- b) Chairing Board meetings and shareholder meetings, including setting the agenda for Board meetings;
- c) Facilitating the effective contribution of all directors and promoting constructive and respectful relations between the Board and management;
- d) Ensuring the regular evaluation of the performance and remuneration of the Board, its Committees and its individual Directors based on the recommendations of the Board and its appropriate Committees;
- e) Ensuring adequate time is available for discussion of all agenda items at Board meetings (in particular, strategic issues), and facilitating effective discussion on these items;
- f) Ensuring effective communication with shareholders;
- g) Overseeing the role of the MD & CEO including regular performance assessments and reporting on those matters to the Board;

- h) Overseeing the role of the Company Secretary, including, reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board.

#### **4.11 Deputy Chairman**

In performing this role, the Deputy Chairman is responsible for fulfilling any responsibility of the Group Chairman in the event that the Group Chairman is unable to perform that responsibility. This applies to the responsibilities set out in 4.10 above and any responsibility of the Group Chairman articulated in any corporate governance policy or otherwise.

#### **4.12 Committee Chairs**

The Board will appoint a Chair for each of the Board Committees. In performing this role, the Chair of a Committee is responsible for:

- a) Working in conjunction with the Committee on the key initiatives directed by the Board for the Committee to achieve;
- b) Assisting in facilitating effective discussion at Committee meetings;
- c) Ensuring effective communication between members of the Committee;
- d) Providing the Board with a briefing at each Board meeting following a Committee meeting

The Board Committees are:

- a) Audit & Risk Committee;
- b) Nomination Committee;
- c) People, Culture and Governance Committee; and
- d) Remuneration & Performance Committee.

## **5. MEETINGS**

### **5.1 Quorum**

A quorum shall comprise three (3) non-executive members of the Board.

### **5.2 Frequency**

Board meetings are to be held not less than four (4) times a year. Special Board meetings can be convened by the Company Secretary at the request of any Director or the MD & CEO at any time by giving Directors twenty four (24) hours' notice. A meeting may, with the consent of all Directors, be convened with less notice. A meeting can also be conducted by teleconference or videoconference if required. Where considered appropriate by the Chairman, the non-executive Directors may meet without the presence of executive Directors and management.

**5.3 Agenda**

The agenda for each meeting is dictated by the needs of the Group and the Board and is prepared by the Company Secretary in consultation with the Group Chairman and MD & CEO.

**5.4 Board Reports**

- a) The Agenda and the papers for each Board meeting including all reports on the activities and performance of the Group are to be circulated to Directors and those Managers attending by specific or standing invitation, no less than five (5) working days before the scheduled meeting.
- b) A paper should be provided where appropriate for each Agenda item enabling informed discussion and decisions at Board meetings. Verbal reports are discouraged.
- c) Business of the Board which is not included in the Agenda or for which the papers were late, may be discussed at a Board meeting only with the consent of the Chairman and all Directors present.
- d) All Board papers must be prepared in accordance with the Board's guidelines. The Board may, from time to time, revise specific guidelines for the presentation, general content and appropriateness of Board papers.
- e) The Company Secretary will retain a complete copy of the Board papers for each meeting whether stored electronically or in hard copy. These will be available for reference by current and former Directors and Senior Management as required.

**5.5 Minutes**

- a) The Company Secretary shall minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.
- b) The minutes shall be circulated to all Directors of the Board for approval and adoption at the next meeting of the Board within ten (10) business days of each meeting. Once approved and adopted, the Chairman will sign off the Minutes as an agreed record of the matters discussed.

**5.6 Declaration of Interests**

Directors are required to take all reasonable steps to avoid an actual, potential or perceived conflict of interest with the Group. A declaration of interest not previously advised is required at each meeting.

**5.7 Attendance**

- a) Directors are required to make every reasonable effort to be fully prepared for and attend each meeting and to remain in attendance for the full duration of the meeting. Where attendance or remaining in attendance for the full meeting is not possible, leave of absence must be sought in advance from the Chairman.
- b) Directors are required to observe appropriate meeting etiquette in terms of interruptions and other business during Board meetings.

## **5.8 Decisions**

- a) Decisions of the Board are made by consensus of the majority of the Directors present at a duly convened meeting. These decisions are to be reflected in the Minutes and, where necessary, any dissenting views that a Director has specifically stipulated must be recorded.
- b) In the case that matters cannot be concluded by consensus, a formal vote may be required. In the case of an equality of votes, the Chairman has a second or casting vote.
- c) Any action required or decisions permitted to be taken at any meeting of the Board may be taken without a formal meeting by Circular Resolution and shall be accepted if the resolution is in writing and is signed by at least three (3) non-executive Directors. All Directors are entitled to receive notice of a meeting involving a circular resolution. Use of this option is restricted to matters of extreme urgency that cannot be delayed until the next meeting and, on an exception basis, day to day matters that require Board approval but do not require discussion at a meeting.

## **6. BOARD COMMITTEES**

The Board may from time to time establish Board Committees to assist it in carrying out its responsibilities. It shall appoint a Chair to the Committee in accordance with Clause 4.12, appoint the members of the Committees, establish Charters setting out matters relevant to composition, responsibilities and administration of such Committees, and other matters that the Board may consider appropriate. All nomination to the Board Committees and the appointment of the Committee Chair must be endorsed by the full Board.

The Board shall as a minimum establish the following Committees:

- a) Audit & Risk Committee;
- b) Nomination Committee which is to be the full Board;
- c) People, Culture & Governance Committee; and
- d) Remuneration & Performance Committee.

## **8. REQUEST FOR ADVICE**

Where a Steadfast shareholder, employee of a Shareholder, Director or any other relevant stakeholder approaches the Chairman or an individual Director for the provision of personal or other business specific advice which may adversely impact the Group, the Chairman or Director is required to advise the Board of the request. The request will be raised as an agenda item at the next Board meeting. If time constraints demand that the matter be addressed more promptly, the Chairman or the Board member is to advise the Board by group email explaining the circumstances of the request and the advice given.



## **9. CONFLICT OF INTEREST**

**9.1** Each Director shall take all reasonable steps to ensure that there is no conflict of interest whether potential or actual, or which might reasonably be perceived by shareholders of the Group to be a potential or actual conflict arising from:

- a) A Director, in any way being interested in a contract or proposed contract with the Group;
- b) A Director holding any office or possessing any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director.

**9.2** A Director who:

- a) Is in any way interested in a contract or proposed contract with the Group
- b) Holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director

must declare the fact and the nature of the interest, or nature, character and extent of the conflict of interest, whether potential or actual, or which might reasonably be perceived by shareholders of the Group to be potential or actual conflict at the first Board meeting held after appointment as a Director and, during office, after the relevant facts come to the Director's knowledge.

**9.3** The Board must consider the fact and nature of the interest and/or the nature, character and extent of the conflict and resolve (excluding the interested Director) whether it is in order for that Director to participate regardless of that interest/ conflict.

It is recognised that a Director, or interests associated with a Director, may have commercial arrangements in the ordinary course of a Group Company's business on arm's length terms such as an insurance policy either issued or brokered by a Group Company. Such interests with a monetary threshold of less than \$50,000 do not normally require specific disclosure or consideration by the Board.

**9.4** Subject to the Directors making a declaration of interest as required by clause 9.1 and the Board resolving that the Director should not be excluded as a result of such interest/conflict, that Director must comply with the Law in relation to being present and voting at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to the law:

- a) Except for a Circular Resolution, a Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Group enters into an agreement or proposed agreement in which that Director has an interest;
- b) The Group may enter into the agreement, however, the Director with conflict cannot participate in the execution of any relevant document by or on behalf of the Group;
- c) The Director may be counted in a quorum at a Board meeting that considers, and may vote on, matters involving the agreement;

- d) If disclosure under Clause 9.1 is made before the agreement is entered into:
  - (i) The Director may retain benefits under the agreement even though the Director has an interest in the agreement;
  - (ii) The Group cannot avoid the agreement merely because of the existence of the interest.

**9.5** Any external professional advisor who is engaged by the Board, a Director or the Executive team to provide subject matter advice or some other task, must declare in writing to the engaging party as to whether they are subject to any conflict of interest in relation to the Group. Such declaration must be made before the commencement of the assignment in order that the engaging party can determine whether the conflict is of such a kind or nature as to preclude the assignment being commenced or the appointment being made with the advisor. The Board may delegate part of the approval process to the MD & CEO.

## **10. EVALUATION AND REVIEW**

### **10.1 Performance**

- a) The Board shall review its own performance (both of individual members and collectively) on an annual basis having regard to its function, role and responsibilities to determine whether it is functioning effectively and has discharged its responsibilities as set out in this Charter. The Board will receive input and recommendations from the Chairman in this regard.
- b) The performance review shall be conducted in such manner as the Board deems appropriate with input received from all members of the Board.

### **10.2 Review and publication of Charter**

The Board in conjunction with the Company Secretary will review this Charter and the Charters of Board Committees annually to ensure they remain consistent with the Board's objectives and responsibilities and relevant standards of corporate governance.

The Board may, in its discretion, adjust or exclude a specific requirement of this charter from time to time, either generally or on a case by case basis. This charter may be amended, ceased or replaced, by resolution of the Board.

This Charter shall be available on the Group's website. Key features of this Charter shall be published in the corporate governance statement.

**May 2022**