
Seven Group Holdings Limited Board Charter

1.1 General Purpose

The Board of the Company has adopted this Board Charter to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance, international best practice and applicable laws.

This Charter includes an overview of:

- (a) Board composition and process;
- (b) the relationship and interaction between the Board and management; and
- (c) the authority delegated by the Board to management and Board Committees.

This Charter is to be reviewed by the Board periodically.

1.2 Board composition

(a) Board composition and size

- (i) The Board determines the size and composition of the Board, subject to the terms of the Company's Constitution.
- (ii) It is intended that the Board should comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- (iii) The Board will review the skills represented by Directors on the Board and determine whether the composition and mix of those skills remain appropriate for the Company's strategy, taking into account the limits imposed by the Constitution and the terms served by existing Non-executive Directors.

(b) Selection of Candidates for Board Appointment

- (i) The full Board retains the power to nominate and appoint Directors to the Board to fill casual vacancies. Directors appointed as casual vacancies hold office until the next General Meeting and are then eligible for re-election.

- (ii) The Board has established a Remuneration & Nomination Committee to assist and advise the Board, as so requested by the Board, including in relation to identification of individuals who are qualified to become Board members, any of the matters set out at 1.2(a) above and the diversity issues referred to in section 1.3(a).

(c) Director independence

- (i) The Board regularly reviews the independence of each Non-executive Director in light of information relevant to this assessment as disclosed by each Non-executive Director to the Board.
- (ii) The Board only considers directors to be independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement.
- (iii) The Board has adopted guidelines to assist in determining the independence of Non-executive Directors.

1.3 Role of the Board

(a) Board's role and responsibilities

The role and responsibilities of the Board include:

- (i) representing and serving the interests of shareholders by overseeing, reviewing and appraising the Company's strategies, policies and performance in accordance with any duties and obligations imposed on the Board by law and the Company's constitution;
- (ii) developing and reviewing corporate governance principles and policies and monitoring compliance with those principles and policies;
- (iii) selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Chief Executive Officer (CEO);
- (iv) contributing to and approving management's development of corporate strategy and performance objectives and monitoring management's performance and implementation of strategy and policies;
- (v) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes setting the risk appetite for

the Company and reviewing procedures to identify the main risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks;

- (vi) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- (vii) developing a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership;
- (viii) on an annual basis, reviewing the effectiveness of the Seven Group Holdings Limited Diversity Policy by:
 - assessing the Company's progress towards the achievement of the measurable objectives and any strategies aimed at achieving the objectives; and
 - making any changes to the measurable objectives, strategies or the way in which they are implemented.
- (ix) in accordance with the Seven Group Holdings Limited Diversity Policy, reviewing, on an annual basis, the relative proportion of women and men on the Board, in senior management positions and in the workforce at all levels of the Group; and
- (x) performing such other functions as are prescribed by law or are assigned to the Board.

(b) **Reserved authorities**

Matters which are specifically reserved for the Board or its Committees include:

- (i) appointment of a Chair;
- (ii) appointment and removal of the CEO, having regard to the terms of the CEO's engagement;
- (iii) appointment of directors to fill a vacancy or as an additional Director;
- (iv) establishment of Board Committees, their membership and delegated authorities;
- (v) approval of dividends;
- (vi) approval of annual budget;
- (vii) monitoring capital management and approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;

- (viii) calling of meetings of shareholders; and
- (ix) any other specific matters nominated by the Board from time to time.

(c) **Directors**

- (i) Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour.
- (ii) Directors will not prioritise their personal interests over the Company's interests.
- (iii) Directors will be expected to participate in induction and orientation programs and any continuing education or training arranged for them from time to time.
- (iv) The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair.

1.4 Delegation of duties and powers

(a) **Relationship with management**

- (i) Subject to oversight by the Board and exercise by the Board of functions which the Board is required by law to carry out, management carries out functions that are delegated by the Board as the Board considers appropriate as well as those functions not specifically reserved to the Board, including those functions and affairs which pertain to the day-to-day management of the operations and administration of the Company.
- (ii) Management is responsible for implementing the policies and strategic objectives approved by the Board.
- (iii) Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.
- (iv) Directors are entitled to request additional information at any time when they consider it appropriate.

(b) **Delegation to Committees**

- (i) The Board from time to time establishes Committees to streamline the discharge of its responsibilities.
- (ii) Each standing Committee adopts a formal charter setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- (iii) The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.

- (iv) The powers delegated to these Committees are set out in Board resolutions or relevant Charters as applicable.

1.5 Board process

(a) Meetings

- (i) The Board will meet regularly.
- (ii) Periodically, Non-executive Directors may meet without Executive Directors or management present.
- (iii) The Company's Constitution governs the regulation of Board meetings and proceedings.

(b) The Chair

- (i) The Board will appoint one of its members to be Chair.
- (ii) The Chair represents the Board to the shareholders.

(c) The Company Secretary

- (i) The Board will appoint a Company Secretary.
- (ii) The Company Secretary is accountable to the Board on all matters to do with the proper functioning of the Board.
- (iii) The Company Secretary is responsible for coordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.
- (iv) All Directors will have direct access to the Company Secretary.

(d) Review

Each year the Board will facilitate a review of the performance of the Board, its Committees and its Directors.

Policy and procedure in relation to the selection and appointment for new of new directors

1. Relevant factors

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- the skills, experience, expertise and personal qualities that will best complement Board effectiveness;
- the existing composition of the Board, having regard to the factors outlined in the Seven Group Holdings Limited Diversity Policy and the objective of achieving a Board comprising Directors from a diverse range of backgrounds;
- the capability of the candidate to devote the necessary time and commitment to the role (this involves a consideration of matters such as other board or executive appointments); and
- potential conflicts of interest, and independence.

2. Procedure

Detailed background information in relation to a potential candidate should be provided to all Directors.

The identification of potential Director candidates may be assisted by the use of external search organisations as appropriate.

Appropriate checks should be undertaken before appointing a person, or putting forward to shareholders a candidate for election, as a Director.

An offer of a Board appointment must be made by the Chairman only after having consulted all Directors, with recommendations from the Remuneration & Nomination Committee (if any) having been circulated to all directors.