

INDEPENDENT & RELATED PARTY COMMITTEE CHARTER

Issue Date: August 2022
Status: Final

1.1 General Purpose

The purpose of the Independent & Related Party Committee is to provide a forum for the review of material transactions between the Company and its major shareholder, entities associated with Mr Kerry Stokes A.C, in accordance with the SGH Related Transactions Policy. In particular, to review that proposed agreements and business transactions with the Company's:

- occur within a normal business relationship, and
- are on terms which are no more favourable than would reasonably be expected of transactions negotiated on an arms-length basis.

Related party transactions which do not involve the Company's major shareholder will be considered at Board meetings. Should the proposed related party transaction under consideration by the Board directly or indirectly involve a Director, that Director must not:

- a) be present while the proposed transaction is being considered by the Board; or
- b) vote on the proposed transaction.

1.2 Definition

For the purposes of this Charter, "related party" has the meaning give to it by Accounting Standard AASB 124 issued by the Australian Accounting Standards Board.

1.3 Membership

Membership will be comprised of all independent Non-Executive Directors.

The Committee will be appointed from time to time by the Board. The Chair of the related party committee is appointed by the Committee.

It is acknowledged that should a related party transaction arise which involves directly or indirectly one of the then current members of this Committee, the Board will alter the composition of the Committee to consider that transaction.

1.4 Meetings

The Committee will meet as required. The Chair of the Committee may convene meetings of the Committee by notice to the Committee members.

A quorum of the Committee is two members.

1.5 Powers

The Committee may request any member of management, external legal counsel, the external auditor or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members or consultants to the Committee, as the Committee deems appropriate in carrying out its role.

1.6 Reporting

The Committee will report its decisions to the Board via updates delivered by the Chair of the Committee at the next board meeting following a committee meeting.

1.7 Responsibilities

SGH Senior Management is responsible for reviewing all related party transactions to identify risk of actual or apparent breach of SGH's legal requirements or the processes set out in the SGH Related Transactions Policy. SGH Senior Management is also responsible for identifying and bringing to the Committee's attention any related party transactions that, in their determination, require the Committee's consideration, as well as for the preparation, presentation and accuracy of the information presented to the Committee.

The Committee is responsible for determining the appropriateness of any related party transactions brought to its attention by SGH Senior Management, on the basis of the materials provided by the SGH Senior Management and on the basis of the Committee's own due enquiries.

1.8 Fees

Members do not receive Committee fees for service on this Committee.

Charter updated in August 2022