

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Charter sets out the specific responsibilities delegated by the Board to the Corporate Governance Committee and details the manner in which the Corporate Governance Committee will operate.

### **1. GENERAL SCOPE AND AUTHORITY**

- (a) The Corporate Governance Committee is a Committee of the Board. The Charter may be subject to review by the Board at any time.
- (b) The primary purpose of the Committee is to support and advise the Board in fulfilling its responsibilities to shareholders in relation to:
  - (i) the quality and integrity of the Company's corporate governance policies and procedures;
  - (ii) compliance with all applicable laws, regulations and Company policy relevant to governance responsibilities set out in this Charter;
  - (iii) identification and management of material corporate governance risks.
- (c) The Committee shall have the right to seek any information it considers necessary to fulfil its duties, which includes the right to obtain appropriate external advice at the Company's expense.

### **2. MEMBERSHIP**

- (a) The Committee shall comprise at least three Directors, the majority being independent non-executive Directors.
- (b) Where practicable, the Committee will be chaired by an independent Director who will be appointed by the Board.
- (c) The Board may appoint such additional non-executive Directors to the Committee or remove and replace members of the Committee by resolution.

### **3. SECRETARY**

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee, and shall attend meetings of the Committee as required.
  - (b) The Secretary will be responsible for keeping the minutes of meeting of the Committee and circulating them to Committee members and to the other members of the Board.
  - (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.
-

#### **4. MEETINGS**

- (a) The Committee will meet at least once per year and additionally as circumstances may require.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chairman of the Committee.
- (c) A quorum shall comprise any two members of the Committee.
- (d) In the absence of the Committee Chairman, the members shall elect one of their members as Chairman for that meeting.
- (e) Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals may be held or concluded by way of circular resolution.
- (f) Decisions will be based on a majority of votes, with the Chairman of the Committee having the casting vote.
- (g) The Committee may invite any executive management team members or other individuals, including external third parties, to attend meetings of the Committee, as they consider appropriate.

#### **5. ACCESS**

- (a) Members of the Committee have rights of access to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- (b) The Committee may consult independent experts to assist it in carrying out its duties and responsibilities. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

#### **6. DUTIES AND RESPONSIBILITIES**

In order to fulfil its responsibilities to the Board, the Committee shall:

- (a) **Corporate Governance**
  - (i) identify, review and recommend to the Board best practice corporate governance policies and procedures appropriate to the industry in which the Company operates and the applicable legal and regulatory regime;
  - (ii) conduct an annual review of the Constitution, Board and Committee charters and recommend to the Board any amendments, where required;

(iii) report to the Audit and Risk Committee on any material risks associated with the Company's governance structure and recommendations for managing those risks.

(b) **Other**

The Committee shall perform other duties and activities that it or the Board considers appropriate.

**7. APPROVALS**

The Committee must approve the following prior to implementation:

(a) changes to the Company's Board and Committee charters and corporate governance policies and procedures.