

## **BOARD CHARTER**

### **CONTENTS:**

1. *Role*
2. *Powers*
3. *Responsibilities – Board, Chairman, Committees, Company Secretary*
4. *Board Composition*
5. *Board / Director Processes*
6. *Meetings*
7. *Board Committees*

### **1. ROLE**

#### **1.1. The Board's Central Role**

The Board's central role is create a strategic plan for the Company, oversee the Company's management and its business activities and to select and appoint the Managing Director.

#### **1.2. Interests of Shareholders and Other Stakeholders to be Considered**

When carrying out their roles the Board should consider:

- (a) the primary objective of the Company is to continue to build sustainable value for shareholders.
- (b) the legitimate interests of other parties, who may have an interest in or be affected by the activities of the Company, should be taken into account so far as is consistent with the interests of the shareholders.
- (c) the expectations of shareholders, other stakeholders and the community that Directors will undertake their responsibilities with honesty, integrity, care and diligence, in accordance with the law and in a manner which reflects the highest standards of corporate governance.

### **2. POWERS**

#### **2.1. Powers Reserved to the Board**

Powers reserved to the Board include the following being matters in addition to those required by law to be approved by the Board:

- (a) to appoint additional Directors, whose appointment would be confirmed by resolution of shareholders at the next Annual General Meeting;
- (b) to appoint and/or remove the CEO, Company Secretary and to determine their remuneration and conditions of service, including any financial incentives;

- (c) to ratify the appointment of executives who report directly to the CEO including their remuneration and conditions of service, including any financial incentives;
- (d) to delegate responsibility for the management of the Company's business to the CEO and make any changes deemed necessary to the powers delegated;
- (e) to approve general operating policies of Company;
- (f) to establish procedures which ensure that the Board is in a position to exercise its powers and to discharge its responsibilities as set out in this Charter;
- (g) to authorise the issue of any shares, options, equity instruments or other securities;
- (h) to authorise borrowings, other than in the ordinary course of business, and the granting of security over, or interests in, the undertaking of the Company or any of its assets;
- (i) to authorise expenditure and in particular, expenditure in excess of discretionary limits, delegated at any time to the CEO;
- (j) to approve a strategic plan and budget at least annually;
- (k) the acquisition, establishment, disposal or cessation of any significant business of the Company;
- (l) the annual and half year financial reports and any other information for disclosure to the market that contains financial projections or statements as to future financial performance.

### **3. RESPONSIBILITIES**

#### **3.1. The Board's Responsibilities**

The Board's responsibilities include:

- a) to monitor and to assess management's performance in carrying out strategies, achieving objectives and observing budgets, approved by the Board, and to ensure that appropriate resources are available to management for those purposes;
- b) to set criteria for, and to evaluate, at least annually, the performance of the CEO;
- c) to encourage a culture that promotes ethical and responsible decision making throughout the Company;
- d) to review and ratify systems of risk management and compliance and codes of conduct governing ethical business behaviour and the proper recognition of the rights and concerns of those who have an interest in, or who may be affected by, the activities of the Company;
- e) to contribute to management's development of corporate strategy and performance objectives;
- f) to formulate and adopt appropriate internal Board policies;
- g) to review procedures and practices employed in relation to health, safety, and the environment and to assess their adequacy;
- h) to satisfy itself, on a reasonable basis, that the financial statements and other financial disclosures of the company are both fair and accurate;
- i) to satisfy itself, on a reasonable basis, that appropriate audit arrangements are in place and operating effectively;
- j) to monitor continuous disclosure policy and procedures;

- k) to approve the text of any public statement or release which contains or relates to financial forecasts or material which is significant as regards Company policy or strategy;
- l) to keep under review executive succession planning (in particular as regards the office of CEO); and executive development activities;
- m) to review the outcomes of the Company's decisions and strategies and ensure that valuable lessons are identified and absorbed into the framework for making future decisions;
- n) to satisfy itself, on a reasonable basis, that the level and composition of executive remuneration is sufficient and reasonable and that its relationship to corporate and individual performance is defined;
- o) to convene and attend general meetings of the Company's shareholders;
- p) to assess and approve the Company's response to proposed transactions which would affect shareholders' positions and rights as shareholders, and where relevant to make recommendations thereon to shareholders; and
- q) to satisfy itself that processes and plans are in place to maintain an orderly succession of appointments of Non-Executive Directors to the Board, and an appropriate balance of skills.

### **3.2. Chairman's Responsibilities**

The Chairman's responsibilities include:

- (a) leadership and effective performance of the Board;
- (b) setting the agenda for Board meetings, in conjunction with the CEO and Company Secretary;
- (c) overseeing the provision of accurate, timely and clear information to Directors by management;
- (d) arranging regular evaluation of the performance of the Board and its Committees and of individual Directors;
- (e) ensuring that Directors have adequate opportunity to contribute, and seeking to have relations between them and management, particularly the CEO, that are open, cordial and conducive to productive cooperation; and
- (f) establishing a protocol to take effect on occasions when the Chairman is absent from meetings of the Board.

### **3.3. Delegation to Committees**

The Board may delegate responsibility for discharge of its responsibilities to Committees of the Board.

### **3.4. Company Secretary's Responsibilities**

The Company Secretary is responsible for ensuring that Board procedures are complied with and that governance matters are addressed. Particular responsibilities include:

- (a) ensuring that the Board agenda is developed in a timely and effective manner for review and approval by the Chairman;

- (b) ensuring, in conjunction with the CEO, that Board papers are developed and distributed in a timely and effective manner;
- (c) coordinating, organising and attending meetings of the Board and shareholders, and ensuring that correct procedures are followed;
- (d) drafting and maintaining minutes of Board and shareholder meetings;
- (e) in conjunction with the CEO and other senior management, carrying out the instructions of the Board and giving practical effect to the Board's decisions;
- (f) meeting statutory reporting requirements in accordance with relevant legislation;
- (g) working with the Chairman and the CEO to establish and deliver best practice corporate governance.

## **4. BOARD COMPOSITION**

### **4.1. Independent Majority**

The majority of Board members should be Non-Executive Directors determined by the Board to be independent in their judgment. As well as their other attributes the several members of the Board should possess amongst them a range of qualifications, experience, skills and expertise considered of benefit to the Company, including relevant operational experience at a senior level in the industry.

### **4.2. Independent Chairman**

The Directors should appoint as Chairman of the Board one of the independent Non-Executive Directors, who is also an Australian citizen or permanent resident.

### **4.3. Review of Board Composition**

Board composition should be reviewed annually by the Board to ensure that the Non-Executive Directors between them bring the range of skills, knowledge and experience necessary to direct the Company going forward. In addition the Board should consider the individual performances of those Directors presenting themselves for re-election at the next general meeting of shareholders and determine whether or not the Board should support each Director's re-election.

### **4.4. Former Executive Directors**

A former Executive Director is not eligible for appointment as a Non-Executive Director until a reasonable time, as determined by the Board, after ceasing to be an Executive Director.

## **5. BOARD / DIRECTOR PROCESS**

### **5.1. Collective Role of Non-Executive Directors**

Non-Executive Directors collectively should:

- (a) challenge and contribute to the development of strategy;

- (b) scrutinise the performance of management against agreed objectives, and monitor the reporting of performance;
- (c) review and where appropriate, challenge proposals presented by management;
- (d) request additional information where they consider that information necessary to support informed decision-making; and
- (e) take reasonable and proper steps to satisfy themselves that financial information released to the markets and shareholders is accurate, and that there are adequate and proper financial controls and systems of risk management and that the controls are maintained and the systems robust.

## **5.2. Individual Role of Non-Executive Directors**

Non-Executive Directors individually should:

- a) inform themselves to a reasonable extent about the subject matter of all decisions they are called upon to make as Directors of the Company; and
- b) keep their own performance under review, taking into account their other commitments, state of health and personal situation, to determine whether they have an ongoing capacity to meet their obligations as a Director of the Company.

## **5.3. Disclosure of Appointments and Activities**

Before appointment, Non-Executive Directors must disclose to the Chairman the nature and extent of their other appointments and activities and, when advising their willingness to accept appointment, demonstrate that they understand what is expected of them and confirm that they are willing to make the necessary commitments, and will have available the time required, to discharge their responsibilities.

## **5.4. Chairman's Consent to External Appointments**

Prior to the acceptance of any relevant external appointments, Non-Executive Directors should obtain the Chairman's consent. Relevant appointments include any appointment with potential to:

- a) Cause a conflict of interest for the Director;
- b) affect the Director's independence;
- c) have reputation consequences for JV Global Limited; or
- d) place demands on the Director's time that could hinder their ability to attend Board meetings and discharge their responsibilities to JV Global Limited.

## **5.5. Briefing New Directors**

On appointment, Non-Executive Directors should be informed in writing what is expected of them as regards committing time to the Company's activities, being a member of Committees and participating in activities, and should be given a briefing pack of materials setting out the Company's business activities, financial position and forward plans. New Directors should also be offered management briefings on strategic, financial and other matters.

## **5.6. Continuing Professional Education**

Non-Executive Directors are expected to maintain the skills required to discharge their obligations to the Company. For this purpose they should undertake continuing professional education to the extent necessary. Request for approval of professional education courses may be made to the Company Secretary and where a request is approved, the cost of the course will be met by the Company.

## **5.7. Conflicts**

A Director must inform the Board or the Chairman, as soon as the Director is aware of any conflict or potential conflict of interest which that Director may have in relation to any particular item of business. Unless decided otherwise by the other members of the Board, the Director should be absent from discussion and decision on that matter. Directors must comply strictly with Corporations Act requirements and Board policy for the avoidance of conflicts.

## **5.8. Board Records**

A record of Board submissions and papers, and of material presented to the Board, is maintained and held by the Company Secretary together with minutes of meetings, and is accessible to Directors.

## **5.9. Periodic Site Visits**

Periodic site visits, by all Directors, to aid their understanding of the business of the Company, should be scheduled and coordinated by management. Directors are expected to give priority to attendance at these visits.

## **5.10. Access to Company Information**

Directors have direct access to members of Company management and to Company information in the possession of management. Members of management contacted by a Director may, but are not required to, notify the CEO of the contact. All Directors have direct access to the Company Secretary.

## **5.11. Access to Independent Advisors**

The Board may have access to independent advisers where it deems necessary.

## **5.12. Insurance and Indemnity**

Deeds should be entered into between Directors severally and the Company, recording arrangements on indemnification, insurance and access to company documents and independent legal advice, at Company expense.

## **6. MEETINGS**

### **6.1. Board Meetings**

The Board should hold scheduled meetings at least six times each year. The Board may at any time, and the Company Secretary must on the request of the Chairman (or after the Director has first consulted with the Chairman, or any Director) convene an unscheduled meeting of the Board. Urgent decisions, where it is not practical to convene a meeting, may be made by resolution circulated in writing, in accordance with the Company's Constitution. Additional days should be allocated each year for reviewing the Company's strategy with management.

### **6.2. Papers to be Provided in Advance**

Board and Committee papers should be provided to Directors sufficiently far in advance of scheduled meetings to permit adequate preparation.

### **6.3. Board Agendas**

Board agendas should be settled by the Chairman in conjunction with the CEO and Company Secretary and should allow for a discussion period by Non-Executive Directors in the absence of management.

### **6.4. Meetings by Audio and Video Conference**

Meetings should be so convened that, wherever possible, Directors are able to attend and participate in person. Where personal attendance by some or all Directors is not possible, meetings should be convened and conducted so as to facilitate participation by audio-conference and/or videoconference.

## **7. BOARD COMMITTEES**

### **7.1. Board May Establish Committees**

The Board may from time to time establish standing and ad hoc Committees to assist it in carrying out its responsibilities. For each Committee the Board should adopt a Charter setting out its role, composition, powers, responsibilities, structure, resources and administration, and any other relevant matters. The appointment of a chairman and of the members of any Board committee will be made by the Board.

### **7.2. Standing Committees**

In particular, the Board will establish and maintain as standing committees

- an audit and risk committee
- nomination committee
- remuneration committee
- Non-Executive Directors committee

### **7.3. Board to Carry Out Committee Roles**

The functions of the committees in 7.2 will be performed by the Board, as and when necessary. The requirements for these committees will be reviewed annually based on the size, composition and structure of the Board and management.

### **7.4. Due Diligence Committee**

Where the Company is carrying out matters associated with public capital raisings, the Board will appoint a due diligence committee to oversee the process and the issue of any disclosure documents.

### **7.5. Committee Powers**

Any decision-making power delegated to a Committee must be specified by the Board. All policy decisions should be matters reserved for the Board.

### **7.6. Committee Meeting Agendas**

The agenda for a Committee meeting should be settled by its Chairman, with the Company Secretary, sufficiently in advance of scheduled meetings.