

Board Charter

November 2021

atturra

Table of Contents

1.	Introduction	4
1.1.	Purpose.....	4
1.2.	Objectives	4
1.3.	ASX Corporate Governance Principles	5
2.	Definitions and Interpretation Clauses.....	5
2.1.	Definitions.....	5
3.	Compliance and Governance Materials.....	7
3.1.	Constitution.....	7
3.2.	Compliance with Laws	7
3.3.	Governance Materials	8
4.	Responsibilities	9
4.1.	General	9
4.2.	Corporate Governance	9
4.3.	Principal Functions.....	9
5.	Composition.....	11
5.1.	General	11
5.2.	Size.....	12
5.3.	Appointment and Removal of Directors	12
5.4.	Independent Directors	12
5.5.	Annual Report Disclosure	14
6.	Nominations	15
7.	Appointment of Directors.....	15
8.	Education	17
8.1.	New Directors.....	17
8.2.	Continuing professional development.....	17
9.	Performance review and evaluation	17
9.1.	Policy of the Board	17
9.2.	Nomination and Remuneration Committee	18
10.	Directors' remuneration	18
10.1.	Determination of fees and salaries.....	18

10.2.	Fees to non-executive Directors	18
10.3.	Dealing in securities.....	19
11.	Meetings and operation of the Board.....	19
11.1.	Frequency of board meetings.....	19
11.2.	Directors may serve on other boards.....	19
11.3.	Dedication of time	19
11.4.	Board papers	20
11.5.	Committees.....	20
12.	Independent professional advice	20
13.	Access to the Company information and confidentiality.....	21
14.	Allocation of responsibilities	21
14.1.	General delegations.....	21
14.2.	Matters reserved for the Board.....	21
14.3.	Chair	23
14.4.	Individual Directors.....	24
14.5.	Managing Director.....	25
15.	Secretary	27
16.	Assurances.....	28
17.	Declarations	28
17.1.	Declaration.....	28
17.2.	Disclosure in annual report.....	29
18.	Codes of Conduct.....	29
18.1.	Conflicts of Interest	29
18.2.	Related party transactions.....	30
18.3.	Share dealings and disclosures.....	30
18.4.	Review.....	31
19.	Variation	31
20.	Disclosure of Charter	31
	Schedule 1: Director Independence Questionnaire	32

1. Introduction

1.1. Purpose

The Board is primarily responsible for ensuring that the Company has an appropriate corporate governance structure to ensure the creation and protection of shareholder value.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior Management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of Management in carrying out these delegated duties.

This Charter sets out the principles for the operation of the Board and the functions and responsibilities of the Board and Management of the Company.

1.2. Objectives

The Board is responsible for the overall operation and stewardship of the Company.

The Board's objectives are to advance the Company's strategic direction in all of its day to day activities in a way that:

- (a) provides clear accountability;
- (b) protects the rights and interests of shareholders and other stakeholders;
- (c) provides for proper management of the Company's assets;
- (d) supports the achievement of the Company's fiduciary, environmental, health, safety, social and other obligations;
- (e) preserves and enhances the Company's reputation and standing in the community; and
- (f) supports the achievement of shareholder value within a framework of appropriate risk assessment and management.

1.3. ASX Corporate Governance Principles

To the extent practicable, the Company endorses and seeks to follow the ASX Corporate Governance Principles.

2. Definitions and Interpretation Clauses

2.1. Definitions

General terms and abbreviations used in this Charter have the meanings set out below:

Accounting Standards has the meaning given to that term in section 9 of the Corporations Act.

Annual General Meeting means the annual general meeting of the Company.

ASX means ASX Limited ACN 008 624 691 or the securities market operated by ASX Limited, as the case may be.

ASX Corporate Governance Principles means ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)*.

ASX Listing Rules means the listing rules of the ASX, as amended from time to time.

Audit and Risk Committee means the audit and risk committee established by the Board on or about the date of this Charter.

Board means the board of Directors of the Company.

CFO means the chief financial officer of the Company.

Chair means the chair of the Board.

Charter	means this board charter.
Company	means Atturra Ltd ACN 654 662 638.
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Deed of Confidentiality, Indemnity, Insurance and Access	means a deed of confidentiality, indemnity, insurance and access entered into by the Company and a Director or Officer.
Delegation of Authority	means the Delegation of Authority Policy approved by the Board from time to time.
Director	means a director of the Company.
Director Independence Questionnaire	means the director independence questionnaire set out in Schedule 1.
Directors' and Officers' Insurance	means a directors' and officers' liability insurance policy obtained by the Company from an insurance provider in favour of the Directors and Officers of the Company.
Group	means the Company and its Related Bodies Corporate (as applicable).
Management	means senior personnel employed by the Company who are responsible for exercising the day-to-day management functions of the Company.
Managing Director	means the managing director, or equivalent chief executive officer, of the Company.

Nomination and Remuneration Committee	means the nomination and remuneration committee established by the Board on or about the date of this Charter.
Officer	means an officer as defined in section 9 of the Corporations Act.
Related Bodies Corporate	has the meaning given to it in section 9 of the Corporations Act.
Secretary	means the company secretary of the Company.

3. Compliance and Governance Materials

3.1. Constitution

The Constitution is the Company's key governance document. The Board must ensure that it and the Company comply at all times with the Constitution.

3.2. Compliance with Laws

As a public company listed on the ASX, the Company must comply with the Corporations Act, the ASX Listing Rules and all other applicable laws, moral codes and statutes. Examples of applicable areas of regulation include:

- (a) occupational health & safety legislation;
- (b) employment related laws;
- (c) anti-discrimination legislation; and
- (d) other legislation regulating the activities of the Group or its professional personnel, as they relevantly apply to the Company or any operating subsidiary of the Company.

3.3. Governance Materials

The operations and conduct of the Company are administered in accordance with all governance materials approved by the Board, including but not limited to:

- (a) this Charter;
- (b) the Company's Audit and Risk Committee Charter;
- (c) the Company's Nomination and Remuneration Committee Charter;
- (d) the Company's Code of Conduct;
- (e) the Company's Diversity Policy;
- (f) the Company's Anti-Bribery and Corruption Policy;
- (g) the Company's Whistleblower Policy;
- (h) the Company's Share Trading Policy; and
- (i) the Company's Continuous Disclosure and Shareholder Communications Policy.

The Board will review the Audit and Risk Committee Charter at least annually and each of the other policies at least biennially.

4. Responsibilities

4.1. General

In general, the Board is responsible for, and has the authority to determine, all matters relating to the planning, policies and practices of the Company. It establishes goals for Management and ensures that the Company is managed in a manner consistent with the agreed objectives.

4.2. Corporate Governance

The Board is responsible for the overall corporate governance and successful operation of the Company. The Board is required to conduct itself honestly, fairly and diligently, in the best interests of the Company as a whole. The Board also ensures that the Company adopts high standards of behaviour and accountability, and complies with its contractual, statutory and any other legal or regulatory obligations.

Where not available from amongst the Directors themselves, the Board may seek, review and rely on particular external expert advice or information prior to making a final decision.

The Board should be informed of any material breaches of the Company's Code of Conduct by its Directors, Management and employees and ensure that the Board itself speaks and acts consistently with the Code of Conduct.

4.3. Principal Functions

Without intending to limit the general role of the Board, the specific principal functions and responsibilities of the Board include:

- (a) appointing the Chair;
- (b) delegating appropriate powers to executive Directors and Management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;

- (c) appointing, monitoring, replacing and where appropriate removing, senior executives and the Secretary;
- (d) establishing and monitoring executive succession planning;
- (e) demonstrating leadership, defining the Company's purpose and setting the Company's strategic direction, objectives and goals;
- (f) exercising the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its operating budgets and major capital expenditure;
- (g) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- (h) overseeing Management in its implementation of the Company's business model, achievement of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (i) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (j) ensuring all employees receive appropriate training on the Company's values and senior executives continually reference and reinforce those values in their interactions with staff;
- (k) ensuring timely, accurate and effective communication with, and reporting to, shareholders, the market and relevant regulatory bodies;
- (l) ensuring timely and balanced disclosure of all material information relating to the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (m) satisfying itself that the Company has in place an appropriate risk management framework for both financial and non-financial risks;
- (n) setting the risk appetite to which the Board expects Management to operate;
- (o) approving the Company's remuneration policies and satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;

- (p) evaluating and adopting, with or where appropriate without modification, the ASX Corporate Governance Principles;
- (q) supervising compliance with the Company's corporate governance policies including monitoring the effectiveness of the Company's governance practices;
- (r) ensuring that Management is effectively reporting to the Board in relation to its duties and activities by having an appropriate framework in place for such reporting; and
- (s) placing accountability on Management in relation to the discharge of its duties and challenging them or holding them to account whenever required.

5. Composition

5.1. General

- (a) The Directors are business leaders, managers and professionals from varied backgrounds. Management is therefore exposed to, and benefits from, a diverse range of views on the issues raised before the Board.
- (b) Each Director must be able to add value to the Board's deliberations. In addition, the Board must:
 - (i) be comprised of Directors who are financially literate, at least one of whom has financial expertise; and
 - (ii) demonstrate an appropriate mix of skills, experience, diversity and knowledge to discharge its responsibilities and objectives.
- (c) The Board must review the range of expertise of its members regularly, and ensure that it has operational and technical expertise adequate to support the operation of the Company. Accordingly, the number of Directors may be increased where additional expertise is required in specific areas or when an outstanding candidate is identified.
- (d) The Board should consist of a majority of independent Directors.

5.2. Size

- (a) In accordance with the Constitution and the Corporations Act, the Board will at all times have at least three Directors.
- (b) The Board is currently composed of four Directors, comprising three non-executive Directors and one executive Director, being the Managing Director.
- (c) The composition of the Board is, and will continue to be, determined on the basis that the Board requires that the Directors collectively have a broad range of technical and commercial expertise and experience in a field complementary to the Company's activities and/or have professional qualifications appropriate and relevant to the Company and its business.
- (d) The Board should be comprised of Directors with a relevant blend of personal experience in accounting and finance, law, financial management and public company administration, and director-level business or corporate experience comparable with the scale and nature of the activities of the Company. As at the date of this Charter, Directors have been appointed based on the specific corporate and governance skills and experience required by the Company. New appointments are to be made on this same basis.

5.3. Appointment and Removal of Directors

Directors will be appointed and removed in accordance with the Corporations Act and the Constitution.

5.4. Independent Directors

As a general principle, independent Directors are those who are free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement on issues before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual shareholder or third party.

The approach and attitude of a non-executive Director is a critical factor in determining his or her independence. Factors relevant to assessing the independence of a non-executive Director include if the Director:

- (a) is not, or does not represent, a substantial shareholder of the Company or has not, within the last three years, been an Officer of, an employee of, or professional advisor to a substantial shareholder of the Company (as defined in section 9 of the Corporations Act);
- (b) has not, within the last three years, been employed in an executive capacity by the Company or another Group member, or been a Director after ceasing to hold any such employment;
- (c) receives performance based remuneration (including options or performance rights) or participates in an employee incentive scheme of the Company;
- (d) is not, or has not within the last three years been, a material supplier, professional adviser, consultant or customer of the Company or other Group member, or an Officer of or otherwise associated, directly or indirectly, with a material supplier, professional adviser, consultant or customer;
- (e) has close personal ties with any person who falls within the categories described above;
- (f) has not served on the Board for a period in the past which could, or could reasonably be perceived to, compromise the Director's independence or materially interfere with the Director's ability to act in the current best interests of the Company; and
- (g) is free from any interest and any business, familial, friendship, social or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The Board currently has three non-executive Directors, two of whom are considered to be independent Directors.

The Board will regularly, and at least annually, assess the independence of each of the non-executive Directors based on the interests and associations they disclose and all other available, relevant information.

The Board recognises that the tenure of a Director alone will not be sufficient to determine whether a Director's independence has been compromised. However, the Board should regularly assess whether a Director who has served for more than ten years has become too close to Management to be considered independent.

All Directors will be required to answer the Director Independence Questionnaire set out in Schedule 1.

5.5. Annual Report Disclosure

The Board may classify a Director as independent, notwithstanding his or her failure to meet any of the abovementioned criteria. In this case, the Board will state its reasons for making such a decision in the Company's annual report.

The Board will make immediate disclosure to the market if a Director loses his or her independent status.

The Board must ensure that each annual report of the Company discloses:

- (a) the names of the Directors who are considered by the Board to be independent;
- (b) the reasons for considering a Director to be independent;
- (c) the reasons for considering a Director to be independent despite failure to meet the abovementioned criteria; and
- (d) the period of office of each Director.

6. Nominations

The Board will consider nominations for appointment or election of Directors that may arise from time to time having regard to:

- (a) the corporate and governance skills required by the Company;
- (b) the ASX Corporate Governance Principles;
- (c) the procedures outlined in the Constitution and the Corporations Act; and
- (d) any other relevant legislation (if applicable).

7. Appointment of Directors

The Board will undertake appropriate checks including character, experience, education, criminal record and bankruptcy history to determine whether or not to recommend a Director to shareholders for election or re-election or to appoint a Director to fill a casual vacancy. The Board 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.

The Board notes that ASX Listing Rule 14.4 and Rule 20.6(a) of the Constitution precludes a Director (except a Managing Director) from holding office for more than three years, or beyond the third Annual General Meeting after appointment (whichever is the longer) without submitting himself or herself for re-election. The proportion of Directors that must retire or be re-elected at any particular general meeting is not prescribed under ASX Listing Rule 14.4.

Subject to the number of Directors allowed under the Constitution, a Director may be appointed by an ordinary resolution of the Company in a general meeting. Where a Director's position becomes vacant between such meetings, the Board may appoint a replacement Director to fill the casual vacancy. Replacement Directors appointed hold office only until the commencement of the next Annual General Meeting of the Company at which meeting that Director may stand for election to the Board.

The terms and conditions of the appointment and retirement of members of the Board will be set out in a letter of appointment to be issued to each Director elected or appointed to the Board, which will include the following matters:

- (a) term of the appointment, subject to member approval;
- (b) time commitments envisaged;
- (c) powers and duties of all Directors;
- (d) any special duties or arrangements attaching to the particular Director's position;
- (e) circumstances in which an office of Director becomes vacant;
- (f) expectations regarding involvement with committee work;
- (g) remuneration, including superannuation and expenses;
- (h) requirement to disclose Director's interests and any matters which could affect the Director's independence;
- (i) requirement to comply with corporate governance policies generally, including the Code of Conduct, the Anti-Bribery and Corruption Policy, the Whistleblower Policy, the Diversity Policy, the Continuous Disclosure and Shareholder Communications Policy and the Share Trading Policy, including notification requirements;
- (j) induction training and continuous education arrangements;
- (k) Board policy on access to independent professional advice;
- (l) indemnity and insurance arrangements;
- (m) confidentiality and rights of access to corporate information;
- (n) the requirement to notify the Company of, or to seek the Company'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; and
- (o) an organisational chart of Management structure.

8. Education

8.1. New Directors

New Directors will undergo an induction process in which they are given a full briefing on the Company. Where possible, this will include meetings with key senior executives, tours of the Company premises, an induction package and presentations on the Company's history. As part of the education provided on the scope of a new Director's activity, a new Director will, if required, receive training on their legal duties and responsibilities as a Director under the key legislation governing the Company and the ASX Listing Rules (including ASX's continuous and periodic reporting requirements), as well as training on key accounting matters and Directors' duties in relation to the Company's financial statements.

8.2. Continuing professional development

To ensure continuing improvement in Board performance, all Directors are encouraged to undergo professional development. Specifically, Directors are provided with the resources and training to address skills gaps where they are identified, and to receive continuing education about key developments in the Company, the industry and the environment in which the Company operates. The Board or the Nomination and Remuneration Committee will ensure that Directors receive briefings on key developments in laws, regulations and accounting standards which are relevant to the Company.

9. Performance review and evaluation

9.1. Policy of the Board

It is the policy of the Board to ensure that the Directors and executives of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed.

The Company should implement and disclose a process for regularly reviewing the performance of the Board, its committees, individual Directors and senior executives.

The Company should also disclose whether a performance evaluation was carried out in relation to each reporting period in accordance with the Company's performance review process. A suitable non-executive Director will be responsible for evaluating the performance of the Chair.

9.2. Nomination and Remuneration Committee

The Company has established a Nomination and Remuneration Committee to review and evaluate the performance of the Board, individual Directors and executives on an annual basis.

10. Directors' remuneration

10.1. Determination of fees and salaries

The fees and salaries paid to both executive and non-executive Directors will be set by the Nomination and Remuneration Committee.

10.2. Fees to non-executive Directors

The aggregate amount of Directors' fees that the Company may pay to its non-executive Directors will be initially set by the Constitution. Any increase in this aggregate amount of Directors' fees to be paid to non-executive Directors must be approved in advance by shareholders in accordance with ASX Listing Rule 10.17.

The Company will ensure that fees and salaries conform with general standards for publicly listed companies of the size and nature of the Company and that they not be excessive. All remuneration to be provided to Directors and statutory Officers will be disclosed in the annual report of the Company each year.

10.3. Dealing in securities

In line with the Company's desire to maintain the independence of the Directors, each Director is permitted to deal in securities of the Company in accordance with the Company's Share Trading Policy.

11. Meetings and operation of the Board

11.1. Frequency of board meetings

The Chair and Secretary intend to schedule a minimum of six formal Board meetings on an annual basis, unless otherwise determined by the Board, and will also meet as frequently as may be required to deal with urgent matters. The Board may resolve matters by way of circulating resolutions where appropriate, which may either be in place of, or in addition to, formal Board meetings.

11.2. Directors may serve on other boards

It is recognised and accepted that Board members may concurrently serve on other boards in an executive or non-executive capacity, subject to normal corporate governance considerations such as the duty to avoid conflicts of interest.

11.3. Dedication of time

Individual Directors are requested to consider the number and nature of their directorships, and the calls on their time made by other commitments. Each Director must commit sufficient time and skill to carry out his or her duties as a Director.

11.4. Board papers

The Board papers, which include comprehensive reports on the operational and financial performance of the Company, and an agenda for each Board meeting, will be circulated to Board members in advance of Board meetings.

11.5. Committees

The Board has established the following committees:

- (a) Audit and Risk Committee; and
- (b) Nomination and Remuneration Committee.

The Board may, from time to time, establish a committee if circumstances arise such that a committee separate to the Board is required

12. Independent professional advice

Any Director may take such independent legal, financial or other advice as he or she considers necessary at the reasonable expense of the Company on any matter connected with the discharge of his or her responsibilities. Any Director seeking independent advice must first discuss the request with the Chair who will facilitate obtaining such advice. The Chair may determine that any advice received by a Director be circulated to the Board.

13. Access to the Company information and confidentiality

All Directors have the right of access to all relevant Company books and to the Company's Management team. In accordance with legal requirements and agreed ethical standards, Directors and executives of the Company have agreed to keep confidential all information received by them in the course of the exercise of their duties. Directors and executives will not disclose non-public information of the Company except where disclosure is authorised or legally mandated.

All Directors are entitled to the benefit of the Company's standard Deed of Confidentiality, Indemnity, Insurance and Access which provides ongoing access to Board papers and at the Company's expense, Directors' and Officers' Insurance for seven years after the Director leaves the Board.

14. Allocation of responsibilities

14.1. General delegations

In general, the Board delegates to Management all powers and authorities required to effectively and efficiently carry out the Company's business, subject to the matters set out in section 14.2, whereby the Board reserves those powers as indicated.

14.2. Matters reserved for the Board

The following matters are specifically reserved for the Board:

- (a) to appoint, and remove, the Managing Director, any executive Directors and the Secretary and to determine their remuneration and conditions of service, including any financial incentives;
- (b) to appoint any Directors;
- (c) to appoint the Chair of the Board;

- (d) to undertake appropriate checks before appointing or nominating a person for election as a Director or the Managing Director;
- (e) provide shareholders with all material information in its position relevant to a decision on whether to elect or re-elect a director.
- (f) to approve:
 - (i) the Company's strategic objectives;
 - (ii) the Company's annual budget;
 - (iii) succession plans for all of the Managing Director's direct reports;
 - (iv) significant changes to the Group's organisational structure;
 - (v) the acquisition, establishment, disposal or cessation of any significant business of the Company or the Group (subject to any shareholder approval which may be required);
 - (vi) borrowings, other than in the ordinary course of business, and the granting of security over, or interests in, the undertaking of the Group or any of its assets;
 - (vii) any changes to the authority delegated to the Managing Director by the Board under the Delegation of Authority;
 - (viii) expenditure in excess of authority levels delegated at any time to the Managing Director;
 - (ix) policies of Group wide or general application; and
 - (x) all disclosures to the ASX and significant public announcements;
- (g) to establish procedures in relation to the discharge of the Board's responsibilities; and
- (h) to authorise the issue of any shares, options or other securities.

14.3. Chair

The Board elects the Chair in accordance with the Constitution.

The Chair should be an independent Director and, in particular, should not be the same person as the Managing Director of the Company.

The Chair leads the Board and has responsibility for ensuring that the Board receives accurate, timely and clear information, to facilitate the performance of its duties. The Chair is also responsible for facilitating the effective contribution of all Directors and promoting constructive and respectful relations between Directors, the Board and Management.

The Chair authorises the expenses of all other Directors and the Managing Director.

The position of Chair will be reviewed by the Board at the first Board meeting following the Annual General Meeting.

The Chair's specific duties are to:

- (a) chair Board meetings. If the Chair is not present within 15 minutes of the time appointed for the holding of that meeting, the deputy Chair (if one is elected) will assume this role; if the deputy Chair is not present or there is no deputy Chair, a Director chosen by a majority of Directors present will assume this role;
- (b) facilitate the effective contribution of all Directors;
- (c) approve the agenda for Board meetings in consultation with the Managing Director and the Secretary;
- (d) ensure that adequate time is available for discussion of all agenda items, including strategic issues;
- (e) ensure Board minutes properly reflect Board decisions;
- (f) be the spokesperson for the Company at the Annual General Meeting and in the reporting of performance and profit figures. The Managing Director or his nominee will undertake all other public relations activities;
- (g) be the major point of contact between the Board and the Managing Director;

- (h) be kept fully informed of current events by the Managing Director on all matters which may be of interest to Directors;
- (i) regularly review progress on important initiatives and significant issues facing the Company with the Managing Director and such other Officers or members of Management as the Managing Director recommends;
- (j) chair the Managing Director evaluation process conducted by the Board; and
- (k) commence the annual process of Board and Director evaluation.

The Chair is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest, unless there is compliance with the conflict of interest provisions under the Company's Constitution and the Corporations Act.

The Chair may be removed from office in accordance with the Constitution.

14.4. Individual Directors

In accordance with statutory requirements, and in keeping with legal developments, Directors must:

- (a) set a standard of honesty, fairness, integrity, diligence and competence in respect of their positions as Directors;
- (b) exercise their powers and discharge their duties in good faith and in the best interests of the Company;
- (c) use their powers of office for a proper purpose and not for personal advantage or for the benefit of another party;
- (d) maintain the confidentiality of all information acquired in the course of conducting the role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules;
- (e) use due care and diligence;

- (f) make all reasonable efforts to become and remain familiar with the affairs of the Company;
- (g) attend all Board meetings and Board functions unless there are valid reasons for non-attendance; and
- (h) commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other Directors to fulfil these duties.

14.5. Managing Director

The Managing Director is appointed by the Board and is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Board may replace the Managing Director where necessary.

The Managing Director's responsibilities include:

- (a) working with the Board to develop a consensus for the Company's vision and direction;
- (b) working with the Company's Management team to construct programs capable of implementing this vision;
- (c) negotiating the terms and conditions of senior executive appointments and presenting them for Board approval;
- (d) appointing the Management team;
- (e) endorsing the terms and conditions of appointment of all other staff members;
- (f) providing strong leadership to, and effective management of, the Company in order to:
 - (i) encourage co-operation and teamwork;
 - (ii) build and maintain staff morale; and

- (iii) build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company;
- (g) ensuring a safe workplace for all personnel;
- (h) ensuring a culture of compliance generally, specifically in relation to environmental matters;
- (i) carrying out the day-to-day management of the Company;
- (j) forming other committees and working parties from time to time as necessary to assist in the orderly conduct and operation of the Company;
- (k) keeping the Board adequately informed in relation to the activities of the Company; and
- (l) ensuring that all personnel act with the highest degree of ethics and probity.

The Board formally delegates to the Managing Director the powers set out in the Delegation of Authority approved by the Board, except:

- (a) Managing Director remuneration outside of normal monthly remuneration, which must be authorised by the Board;
- (b) business related expenses paid to the Managing Director, which must be authorised or ratified by the Chair; and
- (c) the terms and conditions under which individuals are appointed to specific management roles by the Managing Director, which must be approved by the Board.

15. Secretary

The Secretary is appointed in accordance with the Constitution.

The Secretary may be appointed or removed by the Board, and is responsible for developing and maintaining the information systems and processes required such that the Board can fulfil its role. The Secretary is directly accountable to the Board, through the Chair, on all matters relating to the proper function of the Board. The Secretary ensures Board compliance with procedures and other governance requirements. The Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX, as well as communicating with the ASX.

Each Director should be able to communicate directly with the Secretary and vice versa.

The specific tasks of the Secretary include:

- (a) overseeing the Company's compliance program and ensuring that it meets its legislative obligations;
- (b) advising the Board and its committees on corporate governance matters;
- (c) ensuring the Board and committee policy and procedures are followed;
- (d) ensuring that the agenda and briefing materials for Board and committee meetings are prepared and forwarded to Directors in a timely and effective manner;
- (e) recording, maintaining and distributing the minutes of all Board and committee meetings and Annual General Meetings as required, ensuring that the business at these meetings is accurately captured in the minutes;
- (f) preparing for and attending all general meetings of the Company and ensuring that the correct procedures for convening and conducting such meetings are followed;
- (g) assisting in organising and facilitating the induction and professional development of Directors, including reviewing whether there is a need for existing Directors to undertake further continuing professional development in order to perform their role effectively;

- (h) meeting statutory reporting requirements in accordance with relevant legislation; and
- (i) any other services required by the Managing Director or Chair.

16. Assurances

It is the responsibility of both the Managing Director and the CFO to provide written assurances to the Board that in all material respects:

- (a) the financial reports submitted to the Board present a true and fair view of the Company's financial condition and operational results; and
- (b) the Company's risk management and internal compliance and control systems are operating efficiently and effectively.

17. Declarations

17.1. Declaration

Section 295A of the Corporations Act requires that, before the Directors' declaration in the Company's financial statements for a financial period is made, each of the CFO (or equivalent) and the person performing a chief executive function within the Company must provide the Board with a declaration confirming that in that person's opinion:

- (a) the Company's financial records have been properly maintained in accordance with section 286 of the Corporations Act;
- (b) the Company's financial statements and notes comply with Accounting Standards;
- (c) the Company's financial statements and notes give a true and fair view of the Company's financial position and performance in accordance with section 297 of the Corporations Act; and

- (d) any other matters that are prescribed by the Corporations Regulations 2001 (Cth) for the purposes of section 295A in relation to the financial statements and the notes are satisfied.

In accordance with Recommendation 4.2 of the ASX Corporate Governance Principles, the Board must also receive assurances from each of the Managing Director and the CFO (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting.

17.2. Disclosure in annual report

The Board will disclose in the Company's annual report whether it has received assurance from each of the Managing Director and the CFO (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

18. Codes of Conduct

18.1. Conflicts of Interest

To ensure that Directors are at all times acting in the interests of the Company, Directors must:

- (a) disclose to the Board actual or potential material personal interest that may or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company; and
- (b) take all necessary and reasonable steps to avoid conflicts of interest as required by law, and remove any potential conflicts of interest if requested by the Board within seven days or such further period as may be permitted.

If a Director cannot or is unwilling to remove a material personal interest then the Director must, in accordance with the Corporations Act, absent himself or herself from the room when Board discussion and/or voting occurs on matters about which the material personal interest relates (save with the approval of the remaining Directors and subject to the Corporations Act).

18.2. Related party transactions

Related party transactions between a Director(s) and the Company are regulated by the Corporations Act and the ASX Listing Rules. It must be determined that:

- (a) an exemption under the Corporations Act wholly applies (including changing regarding ASIC Regulatory Guide 76: related party transactions); and
- (b) Chapter 10 of the Listing Rules does not apply,

before the Board approves the relevant related party transaction without prior shareholder approval having been obtained.

The Company must also disclose related party transactions in its financial report as required under relevant Accounting Standards.

18.3. Share dealings and disclosures

The Company's Share Trading Policy regarding Directors, executives and employees dealing in its securities, is set by the Board. The Share Trading Policy restricts Directors, Officers and certain employees from:

- (a) trading in the Company's securities in certain closed periods; and
- (b) acting on material information until that information has been released to the market and adequate time has been given for the market to factor that information into the determination of the Company's share price. Officers, employees and Directors are required to consult the Chair, the Board and Secretary respectively, prior to dealing in securities in the Company or other

companies with which the Company has an interest in and/or relationship with.

Dealings are not permitted at any time whilst the person proposing to deal is in possession of price sensitive information not yet available to the market. In addition, the Corporations Act prohibits the purchase or sale of securities whilst a person is in possession of inside information.

18.4. Review

This Charter will be reviewed regularly by the Board, having regard to any changes to legislation, best practice or the circumstances of the Company.

Updates and amendments to this Charter will be the responsibility of the Secretary. All new Management or other relevant staff will be provided with a copy of this Charter as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate Officers and staff by the Secretary.

19. Variation

The Board may change this Charter by resolution.

20. Disclosure of Charter

This Charter will be made available, and updated as required, on the Company's website (<https://atturra.com/au-en/>) in a clearly marked "Corporate Governance" section.

Schedule 1: Director Independence Questionnaire

Atturra Ltd ACN 654 662 638 (**Company**)

An independent Director is a non-executive Director who is not a member of Management and who is free of any business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

Directors are requested to answer the following questions as part of the Board's assessment of the Company's compliance with the ASX Corporate Governance Principles. If you have any questions regarding this questionnaire, please consult the Secretary.

Question	Yes – provide details	No
1. Are you a substantial shareholder of the Company? ⁱ		
2. Are you an officer, employee or professional advisor of, or otherwise associated directly with a substantial shareholder of the Company?		
3. Are you employed in an executive capacity by the Company or another Group member?		
4. Have you been employed in an executive capacity by the Company or another Group member during the past three years?		
5. Have you been a principal of a material professional adviser or a material consultant to the Company or another Group member in the past three years? ⁱⁱ		

Question	Yes – provide details	No
6. Have you been an employee of a material professional adviser or a material consultant to the Company or another Group member, who was materially associated with the service provided, in the past three years?		
7. Are you a material supplier or customer of the Company or another Group member? ⁱⁱⁱ		
8. Are you an officer of, or otherwise associated directly or indirectly, with a material supplier or customer of the Company or another Group member?		
9. Do you have a material business relationship with the Company or another Group member (other than as Director), or are you associated with someone with such a relationship?		

STATEMENT BY INDIVIDUAL DIRECTOR

After completing the above questionnaire and with my knowledge of my position and any dealings with the Company, I conclude that I am / am not an independent Director.

[PRINT NAME]

[SIGNATURE]

[DATE]

A. STATEMENT BY BOARD

After reviewing the above responses from the individual Director, the Board resolves that _____ is / is not independent.

[PRINT NAME]

[SIGNATURE]

[DATE]

[PRINT NAME]

[SIGNATURE]

[DATE]

ⁱ Section 9 Corporations Act '**substantial holding**'. A person has a substantial holding in a body corporate, or listed registered managed investment scheme if:

- (a) the total votes attached to voting shares in the body, or voting interests in the scheme, in which they or their associates:
 - (i) have relevant interests; and
 - (ii) would have a relevant interest but for subsection 609(6) (market traded options) or 609(7) (conditional agreements);
 is 5% or more of the total number of votes attached to voting shares in the body, or interests in the scheme; or
- (b) the person has made a takeover bid for voting shares in the body, or voting interests in the scheme, and the bid period has started and not yet ended.

Note — '**relevant interest**' is defined in sections 608 & 609 Corporations Act. A person has a relevant interest not only if they hold securities but also have the power to exercise, or control the exercise of, voting rights or the power to exercise, or control the exercise of, disposal of securities.

ⁱⁱ The Board considers a professional adviser or consultant be prima facie material if >20% of the total fees income of the adviser or consultant is derived from services supplied to the Company.

ⁱⁱⁱ The Board considers a supplier to be prima facie material if >20% of the total fees or income of the supplier is derived from goods supplied to the Company. The Board considers a customer to be prima facie material if >20% of the Company's revenue is derived from that customer.