

Skellerup Holdings Limited
("the Company")
Board Charter

This Charter is to be read in conjunction with the Constitution of the Company.

Board of Directors

1. The directors are elected by shareholders to represent all of the shareholders. They are charged with the ultimate and overall responsibility for the Company's business and affairs, the day-to-day management of which is delegated to the Chief Executive Officer. In making decisions regarding the business or affairs of the Company, each director will consider the interests of all stakeholders.

Good Governance

2. Each of the directors and all of the Company's management are committed to high standards of corporate governance, which includes embracing the following principles:
 - (a) to lay strong foundations for management and oversight;
 - (b) to operate the Board in a manner that adds value;
 - (c) to promote ethical and responsible decision-making;
 - (d) to ensure integrity in financial reporting;
 - (e) to make timely and reasonable disclosure;
 - (f) to respect the rights of shareholders;
 - (g) to recognise and manage risk;
 - (h) to encourage enhanced performance;
 - (i) to remunerate and promote fairly and responsibly;
 - (j) to recognise the legitimate interests of all stakeholders; and
 - (k) to comply with all applicable laws, regulations and Company policies.

Composition of the Board

3. The Board has agreed that the minimum number of independent directors shall be two or, if there are eight or more directors, three or one-third (rounded down to the nearest whole number of directors) of the total number of directors, whichever is the greater. The test of 'independence' will be governed by the requirements of the listing rules of any relevant stock exchange and will be assessed on each director's appointment, with a review of independence undertaken regularly. The directors acknowledge that any circumstances which may give rise to a change in that director's independence status must be disclosed to the Board as soon as they become known and that any change in a director's independence will be disclosed to the relevant stock exchange. The Chair of the Board shall be a non-executive director.
4. In accordance with the Company's Constitution, the Board may elect one of their number as Chair. The Chair of the Board holds that office until they vacate that office or the Board elects a Chair in their place. The Board shall confirm the election or re-election of the Chair at the first Board meeting after the annual meeting of the Company each year.

Board nominations

5. The Nomination Committee of the Board will recommend to the Board candidates to be considered for appointment as a director. To be eligible for selection, candidates must demonstrate appropriate qualities and experience. Directors will be selected based on a range of factors including the needs of the Board at the time.

Induction and continuous education

6. The Board will ensure that all new directors are appropriately introduced to management and the business of the Company. All such directors will receive a full disclosure and compliance pack including relevant Company policies and the Constitution of the Company. It is expected that all directors will continuously educate themselves to ensure that they may appropriately and effectively perform their duties. In addition, visits to specific Company operations, when appropriate, and briefings from key executives and industry experts will be arranged.

Relationship between the Chair and the Chief Executive Officer

7. The Board supports the concept of the separation of the role of Chair from that of the Chief Executive Officer (CEO). The Chair's role is to manage the Board effectively, to provide leadership to the Board and to be the interface with the Company's CEO.

Board meetings

8. The Board will normally meet at least eight times a year. The provisions of the Constitution govern the regulation of the meetings and proceedings of the Board of directors. To enable appropriate review of Board materials, directors will generally be sent materials in advance of the Board meetings. The content, presentation and delivery of papers to directors for each meeting will be in accordance with agreed guidelines.

Role of the Board

9. The Board has the responsibility to take all appropriate steps to protect and enhance the value of the assets of the Company, in the best interests of its shareholders. The Board will ensure that at the heart of the organisation there is a culture of honesty, integrity and excellent performance. In that regard, the Board will:
 - (a) ensure that appropriate systems and processes are in place so that the business of the Company is conducted in an honest, ethical, responsible and safe manner;
 - (b) oversee the overall conduct of the Company's business and ensure that the business is being properly managed;
 - (c) ensure that adequate procedures are in place and in use to identify the principal risks of the Company's business and that appropriate systems are implemented to manage these risks;
 - (d) be actively engaged in directing and approving the strategic planning of the Company, the approval of transactions relating to material acquisitions and divestments and the approving of capital expenditure above the authority limits delegated to management;
 - (e) review and approve the corporate plan, financial and dividend policies and the operating budget, and review the overall performance against what has been approved;
 - (f) ensure that adequate plans/procedures are in place for succession planning, including the appointment, training and monitoring of the CEO and the CEO's management team;
 - (g) overseeing Skellerup's commitment to the health and safety of employees, contractors and visitors;
 - (h) overseeing and reviewing Skellerup's sustainability framework and strategy, including climate related risks and opportunities
 - (i) safeguard and enhance the image and reputation of the Company.

Relationship and Management

10. To enable the effective functioning of the day-to-day business of the Company, the Board has delegated certain of its powers to the CEO of the Company. The CEO has, in turn, delegated some of those powers to management of the Company. The Board is responsible for monitoring those delegations.
11. Communication between the directors and management should be through the office of the CEO. When directors seek clarification regarding information provided to directors, or are seeking information about the Company generally, this can be sought directly from the appropriate senior executive, but the CEO should also be advised.

Board Committees

12. The Board has established various committees to oversee certain aspects of the management of the Company. These committees are comprised of directors appointed by the Board. The Board appoints the chairpersons of such committees. The current committees of the Board are the:
 - (a) Audit Committee;
 - (b) Health & Safety Committee;
 - (c) Sustainability Committee.
 - (d) Remuneration Committee; and
 - (e) Nomination Committee.
13. The tasks of committees generally include reviewing and assessing policies and strategies developed by management, which are within their terms of reference, and the performance of management in relation to them. Where appropriate, the committees will make recommendations to the full Board. Committees are not to take action or make decisions on behalf of the Board unless specifically mandated by prior Board authority to do so.
14. The Audit Committee will normally meet at least four times per year; the Health & Safety Committee and the Sustainability Committee will normally meet three times per year; the Remuneration Committee will normally meet two times per year and the Nomination Committee will meet as required. Minutes of each meeting of the committees are circulated to all directors. Each committee will have a charter, which is to be approved by the Board.
15. From time to time the Board may also establish ad hoc or special purpose committees to examine, or have the delegated authority to deal with specific issues on behalf of the Board.

Conflicts of interest

16. Each director will minimise the possibility of any conflict of interest as regards his/her involvement with the Company by restricting involvement in other businesses that would be likely to lead to a conflict of interest.
17. Where conflicts of interest do arise, directors will excuse themselves from the relevant discussions and, in accordance with the listing rules of any stock exchange on which the Company is listed, will not exercise their rights to vote in respect of such matter.

Professional advice to directors

18. A committee or individual director may, with the prior approval of the Chair of the Board, engage professional advisers at the Company's expense to advise or assist them in carrying out their responsibilities.

Evaluation of performance

19. The Board will conduct a performance review of the Board as a whole from time to time in a process coordinated by the Chair. Individual director views and the collated view of members of the senior management team, as the Board considers appropriate, will be sought on Board process, efficiency and effectiveness, and discussed by the Board as a whole.

Reviewed by the Board on 17 August 2022