



VERTUA

# BOARD CHARTER

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**VERTUA LIMITED**

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## **1. INTRODUCTION**

This is the Board Charter of Vertua Limited ACN 108 076 295 (Vertua) and sets out the key roles and responsibilities of the directors of Vertua (Board).

## **2. ROLES AND RESPONSIBILITIES**

### **2.1 Key responsibilities of the Board**

The key responsibilities of the Board are:

- A. Demonstrating leadership;
- B. Defining Vertua's purpose and setting its strategic objectives;
- C. Approving Vertua's Statement of Values and Code of Conduct to underpin the desired culture within Vertua;
- D. Appointing the chair of the Board (Chair) and, if applicable, the deputy Chair and/or the "senior independent director";
- E. Appointing and replacing the chief executive officer (CEO);
- F. Approving the appointment and replacement of other senior executives and the company secretary of Vertua (Company Secretary);
- G. Overseeing management in its implementation of Vertua's strategic objectives, instilling of Vertua's values and performance generally;
- H. Approving operating budgets and major capital expenditure;
- I. Overseeing the integrity of Vertua's accounting and corporate reporting systems, including the external audit;
- J. Overseeing Vertua's process for making timely and balanced disclosure of all material information concerning Vertua that a reasonable person would expect to have a material effect on the price or value of Vertua's securities;
- K. Satisfying itself that Vertua has in place an appropriate risk management framework (for both financial and nonfinancial risks) and setting the risk appetite within which the Board expects management to operate;
- L. Satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- M. Whenever required, challenging management and holding it to account;
- N. Satisfying itself that Vertua's remuneration policies are aligned with Vertua's purpose, values, strategic objectives and risk appetite; and
- O. Monitoring the effectiveness of Vertua's governance practices.

## 2.2 Reserved matters

In addition to matters expressly required by law to be approved by the Board, the powers reserved for the Board are as follows:

- A. Appointing the Chair;
- B. Appointing and removing the CEO and determining his or her terms and conditions of service;
- C. Approving the appointment of the chief financial officer (CFO) and Company Secretary;
- D. Any changes to the delegations by the Board;
- E. Any matters in excess of the discretion that it delegates to the CEO and senior management in relation to business transactions, credit transactions, risk limits and expenditure;
- F. The issue of any shares, options, equity instruments or other securities in Vertua;
- G. Developing and approving of any equity incentive plan for Vertua officers and senior management;
- H. Approving the financial statements for a financial period provided that prior to approving the financial statements for a financial period, the Board receives from the CEO and the CFO a declaration that:
  - i. In their opinion, the financial records of the entity have been properly maintained;
  - ii. The financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
  - iii. The opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively; and
- I. Approving each of the following:
  - i. The budget and strategic plan - at least annually;
  - ii. The remuneration and conditions of service including financial incentives for the direct reports to the CEO as recommended by the Remuneration and Nominations Committee - at least annually;
  - iii. Significant changes to organisational structure and the appointment of senior officers as the Board may determine;
  - iv. The acquisition, establishment, disposal or cessation of any significant business; and
  - v. Compliance policies;
- J. Reviewing and approving the remuneration of the non-executive directors; and
- K. Any other specific matter nominated by the Board from time to time.

## 3. BOARD MEMBERSHIP

### 3.1 Composition and Size

- A. The Board is appointed in accordance with Vertua's constitution.
- B. The Board should comprise directors with an appropriate range of skills, experience, expertise and diversity.
- C. It is intended that a majority of the directors be independent. The Board will regularly review the independence of each non-executive director. In assessing independence, Vertua will have regard to the factors listed in Box 2.3 of the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council.



- D. The Board, together with the Remuneration and Nominations Committee, will:
  - i. Determine the composition and size of the Board, subject to Vertua's constitution; and
  - ii. Review the skills represented by directors and determine whether the composition and mix of those skills remain appropriate for Vertua's strategy.
- E. The Board will periodically review its own performance, as well as the performance of its committees and individual directors, against both measurable and qualitative indicators. The Board also has an informal process of continuous feedback and Board improvement.
- F. The Board may adopt a policy on tenure – noting it has not yet done so.

### 3.2 Chair

The Chair is responsible for leadership of the Board and "setting the tone" for an effective working relationship between Board members, and between the Board and management. This includes:

- A. Leading the Board;
- B. Facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and management;
- C. Approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues;
- D. Chairing meetings of the Board and of shareholders;
- E. Leading the process for reviewing periodically the performance of the Board overall as well as the effectiveness of individual contributions; and
- F. Maintaining effective communication with and providing mentoring and guidance to the CEO.

### 3.3 Company Secretary

- A. The Company Secretary is appointed and removed by the Board. All directors have direct access to the Company Secretary and vice versa.
- B. The Company Secretary will be accountable to the Board, through the Chair, on matters to do with the proper functioning of the Board. The Company Secretary is responsible for advising the Board and its committees on governance issues.
- C. The Company Secretary is responsible for:
  - i. Advising the Board and its committees on governance matters;
  - ii. Monitoring that Board and committee policies and procedures are followed;
  - iii. Coordinating the timely completion and despatch of Board and committee papers;
  - iv. Ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
  - v. Helping to organise and facilitate the induction and professional development of directors.

### 3.4 Meetings

- A. Vertua's constitution governs the regulation of Board meetings.
- B. The Board will meet regularly and directors will use their reasonable endeavours to attend Board meetings in person.
- C. Non-executive directors may, and will periodically, meet without executive directors or management present.

## **4. DELEGATION**

### **4.1 Committees**

The Board may from time to time establish committees to assist in the discharge of its responsibilities. As at the date of this Charter, the Board has established:

- A. An Audit and Risk Committee, which is responsible for overseeing the external and internal auditing of Vertua's activities and overseeing Vertua's risk management policies and compliance procedures; and
- B. A Remuneration and Nominations Committee, which is responsible for making recommendations to the Board on remuneration packages for senior executives and executive Directors, the appointment and evaluation of the CEO and for making recommendations to the Board on the composition of the Board.

### **4.2 Senior executive team**

The key responsibilities of the senior executive team of Vertua, including the CEO and CFO, are:

- A. Implementing Vertua's strategic objectives and instilling and reinforcing its values, all while operating within the values, Code of Conduct, budget and risk appetite set by the Board;
- B. Providing the Board with accurate, timely and clear information on Vertua's operations to enable the Board to perform its responsibilities, not just limited to information about the financial performance of Vertua, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or Code of Conduct; and
- C. Providing the declarations required by clause 2.2(h) of this Charter.

## **5. INDEPENDENT PROFESSIONAL ADVICE TO DIRECTORS**

- A. Each director may obtain legal or other professional advice necessary for the director to discharge their responsibilities as a director of Vertua at Vertua's expense provided the director:
  - i. Informs the Chair of the reason for seeking advice, of the name and qualifications of the advisor from whom the advice will be sought, and of the estimated cost of the advice; and
  - ii. Obtains the prior written consent of the Chair (which will not be unreasonably withheld) to the director obtaining the advice at the Company's expense. The Chair must inform the other directors or any such request for consent as soon as possible.
- B. The details or copies of the advice so obtained must be provided to the Board as soon as possible after the advice is obtained unless the Chair has agreed that the advice obtained is personal to the Director's specific lawful performance, duties and/or responsibilities as a director.

## **6. REVIEW**

- A. The Board will regularly review the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of Vertua.
- B. This Charter will be reviewed periodically to check that it is operating effectively and whether any changes are required to this Charter.

**Adopted by the Board of Vertua Limited**

**27th April 2021**