



IXUP Limited

Corporate Governance Policies

Board Charter

1. Board Charter

1.1 Introduction and Purpose

The Board of Directors of IXUP Limited (**Company**) has adopted this Board Charter (**Charter**) to outline the manner in which the respective roles and responsibilities of its Board and management will be exercised and discharged having regard to principles of effective corporate governance.

The Constitution ultimately governs matters relating to the Board and its functions. This Charter explains and interprets the Constitution. The Constitution prevails to the extent of any inconsistency between this Charter and the Constitution.

1.2 Board Composition

1.2.1. Board Composition and size

Directors are appointed by the Board and elected or re-elected by the shareholders. Non-Executives Directors are engaged through a letter of appointment (or similar documentation, as approved by the Board).

The Directors will determine the Board size and composition, subject to the limits set out in the Company's Constitution.

The Board, with the assistance of the Remuneration and Nomination Committee, will periodically review the mix of skills and diversity represented by Directors and determine whether that mix remains appropriate.

1.2.2. Independent Directors

Where practical, a majority of the Board shall be independent.

An Independent Director is a Director who is not a member of management, is a Non-Executive Director and who:

- (a) is not, and has not within the last three years, been employed in an executive capacity by the Company or another group member, and there has been a period of at least three years between ceasing such employment and serving on the Board;
- (b) is not, and has not within the last three years been, a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;
- (c) is not, and has not within the last three years, a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (d) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;
- (f) has no close family ties with any person who fall within any of the categories described above; or

- (g) has been a Director of the Company for such a period that his or her independence may have been compromised.

The independence of Directors will be assessed annually or as soon as practicable after there is a change in circumstances in respect of a Director, which may affect their independence. If a Director's independent status changes, this should be disclosed to the market in a timely manner.

1.2.3. Chair

Where practicable, the Board will elect one of the independent, Non-Executive Directors to the office of Chair.

The Chair should not exercise the role of the CEO of the Company, where practicable.

The Board will, if practicable, identify an independent non-executive Director to act as an alternate Chair if the Chair is unable to perform their role for any reason.

1.3 Roles and Responsibilities

1.3.1. Role of the Board

The Board of Directors is responsible for guiding and monitoring the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

The Board is responsible for and has the authority to determine all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company.

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders. The specific responsibilities of the Board include:

- (a) demonstrating leadership;
- (b) defining the Company's purpose and setting its strategic objectives;
- (c) approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
- (d) overseeing the Company, including its control and accountability systems;
- (e) appointment, evaluation, rewarding and if necessary the removal of the Managing Director (or equivalent), the Chief Operating Officer (or equivalent), the Chief Financial Officer (or equivalent), the Chair, Company Secretary and other senior management personnel;
- (f) ratifying the appointment, and where appropriate, the removal, of senior executives;
- (g) reviewing, with the assistance of reports from the Remuneration and Nomination Committee, succession planning for senior management (including the Chief Executive Officer, or equivalent) on a regular and continuing basis;

- (h) in conjunction with members of the senior management team, developing corporate objectives, budgets, strategies and operations plans and approving and appropriately monitoring plans, new investments, major capital and operating expenditures, use of capital, acquisitions, divestitures and major funding activities;
- (i) establishing appropriate levels of delegation to the executive Directors, and other senior management personnel to allow them to manage the business efficiently;
- (j) monitoring actual performance against budgeted or planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company, including the reviewing and approving of annual budgets;
- (k) monitoring the performance of senior management, including the implementation of strategy, and ensuring appropriate resources are available to them;
- (l) via management, identifying areas of significant business risk and ensuring that the Company is appropriately positioned to manage those risks;
- (m) overseeing the management of safety, occupational health and environmental matters;
- (n) once it is determined appropriate, forming committees (which may include an audit committee, remuneration committee and/or a nomination committee), and once committees are formed, appointing members to, and reviewing the composition of, those committees;
- (o) reviewing and approving accounting policies and principles to be adopted by the Company;
- (p) satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review, and are prepared in accordance with the accounting policies approved by the Board for the period under review;
- (q) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- (r) ensuring that appropriate internal and external audit arrangements are in place and operating effectively;
- (s) overseeing and ensuring that the Company remains in compliance with its taxation, market disclosure and other regulatory obligations;
- (t) monitoring the effectiveness of the Company's governance practices;
- (u) having a framework in place to ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- (v) reporting accurately to shareholders, on a timely basis.

Subject to the limitations imposed by the Company's Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

1.3.2. Role of the Chair

The Chair is responsible for the leadership of the Board, for the efficient organisation and conduct of the Board's functioning and for the briefing of all Directors in relation to issues arising at Board meetings. The Chair is also responsible for overall shareholder communication, chairing shareholder meetings, arranging Board performance evaluation, and presides over meetings of the Board. The Chair is responsible for leading and managing the Board in the discharge of its duties, whilst ensuring that all principles and processes of the Board are maintained.

The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between directors and between the Board and management.

The Chair is also responsible for fulfilling the role as Chair at the Company's annual general meetings and any other shareholder meetings.

Any other position which the Chair may hold either within, or outside, the Company should not hinder the effective performance of the Chair in carrying out their role as Chair of the Company.

1.3.3. Board Committees

The Board will establish committees (including ad hoc committees) to assist the Board in the exercise of its authority. The committees will have access to sufficient resources to carry out their activities effectively.

Each committee will have their own charters setting out the membership, responsibilities and the authority delegated by the Board to the committee.

Committees will maintain minutes of their meetings and the Chairperson of each committee will report back on committee meetings to the Board at the next full Board meeting.

The permanent committees of the Board are the Audit and Risk Committee and the Remuneration and Nominations Committee.

1.4 Division of Authority and Responsibilities

1.4.1. Delegation to management

The Board may not delegate its overall responsibility for the matters listed in clause 1.3.1 above. However, the Board delegates to the Managing Director the responsibility for the day-to-day operation and administration of the Company. The Board will ensure that the Managing Director and the management team is appropriately qualified and experienced to discharge their responsibilities and has in place procedures to assess the performance of the Managing Director and executive Directors.

The Managing Director and the management team must operate in accordance with the Board's approved policies and delegated limits of authority, as reviewed by the Board from time to time. The Directors have complete and open access to the Managing Director and the management team and may make any enquiries to fulfil their responsibilities.

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 the Company.

1.4.2. Role of the Managing Director

The roles of the Chair and Managing Director should not be combined except in particular circumstances, in particular where the size of the company necessitates the combining of the roles and is approved by the Board.

The Managing Directors' duties are to:

- (a) have the overall responsibility for running the affairs of the Company under delegated authority from the Board including undertaking and assessing risk management and internal control effectiveness and to implement the policies and strategies set by the Board. In carrying out his/her responsibilities, the Managing Director must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results to enable the Board to perform its responsibilities;
- (b) devote the whole of his or her time, attention and skill during normal business hours and at other times as reasonably necessary, to the duties of the office;
- (c) be accountable for planning, coordinating and directing the operations of the company;
- (d) recommend to the Board significant operational changes, and major capital expenditure, acquisitions or divestments which are beyond delegated thresholds;
- (e) promote the interests of the Company;
- (f) support a culture with the Company that promotes ethical and responsible behaviour; and
- (g) faithfully and diligently perform the duties and exercise the powers consistent with the position of a Managing Director of the Company and assigned by the Board.

In fulfilling his or her duties, the Managing Director:

- (a) reports directly to the Board;
- (b) provides prompt and full information to the Board regarding the conduct of the business of the Company; and
- (c) complies with reasonable directions given by the Board.

1.4.3. Role of Company Secretary

The Company Secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are being followed, and by coordinating the timely completion and dispatch of Board agenda and briefing papers. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.

The roles and responsibilities of the Company Secretary are to:

- (a) advise the Board and its committees on governance matters;
- (b) monitor that Board and committee policy and procedures are followed;
- (c) coordinate the timely completion and dispatch of Board and committee papers;

- (d) ensure that business at Board and committee meetings is accurately captured in the minutes;
- (e) if requested, facilitate the induction and professional development of Directors; and
- (f) communicate with regulatory bodies and the Australian Securities Exchange and attend to all statutory and other filings.

The Company Secretary's advice and services shall be available to all Directors and committees of the Board.

1.5 Conduct of Directors

1.5.1 Duties

Each Director must have regard to their general law and statutory duties, which require, among other things, that each Director:

- (a) exercises due care and diligence;
- (b) exercises their power and discharges their duties in good faith in the best interests of the Company;
- (c) not improperly use his or her position or misuse information of the Company; and
- (d) commits the time necessary to discharge effectively his or her role as a Director.

Directors commit to the collective, group decision-making processes of the Board. Directors will debate issues openly, constructively and respectfully, and will be free to question or challenge the opinions presented at meetings where their own judgement differs from that of other Directors.

All Directors are expected to utilise their range of relevant skills, knowledge and experience for all matters discussed at Board meetings.

Directors will use all reasonable endeavours to attend Board meetings in person. Members unable to attend a meeting must advise the Chair and Company Secretary.

1.5.2 Conflict of interest and conflict of duty

If a Director has a material personal interest in a matter that relates to the affairs of the Company, or a situation has arisen where the Director's duty to the Company conflicts with a duty to another person, the Director must:

- (a) act in accordance with the Company's Constitution, any applicable policy of the Company and any applicable law; and
- (b) abstain from voting or taking part in any discussion concerning the matter or at a Directors' meeting where that matter is being considered.

Where necessary, the Company Secretary will implement appropriate procedures designed to ensure that the interests of the Company are protected and the Director acts in accordance with his or her legal obligations.

1.5.3 Independent Advice

Directors may, with the consent of the Chair, seek independent professional advice at the expense of the Company on any matter connected with the discharge of their responsibilities. A copy of any advice so received will be made available to all Directors.

1.6 Board Meetings

1.6.1. Conduct of meetings

- (a) All Board meetings must be conducted in accordance with the Company's Constitution.
- (b) Any Director may convene a meeting of the Board by contacting the Chair or the Company Secretary.
- (c) The Company Secretary must distribute the agenda and any Board papers to the Directors prior to each Board meeting to enable them to read the papers and properly prepare for the Board meeting.
- (d) Any Director may request that an item be added to the agenda for a Board meeting.
- (e) The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.
- (f) Non-Executive Directors will periodically meet without executive Directors or executive management present.
- (g) Where deemed appropriate by the Board, meetings and subsequent approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication.

1.6.2. Minutes

- (a) The Company Secretary must prepare draft minutes of each Board meeting and promptly provide them to the Chair for review after each Board meeting.
- (b) Once the draft minutes have been reviewed by the Chair, the draft minutes must be tabled at the next Board meeting for final review and approval.

1.7 Induction and training

New Directors will be provided with an induction program to assist them in becoming familiar with the Company, its managers and its business following their appointment. Directors may, with the approval of the Chair, undertake appropriate professional development opportunities (at the expense of the Company) to maintain their skills and knowledge needed to perform their role.

1.8 Periodic evaluation

The Board will annually evaluate the performance of:

- (a) The Board;
- (b) Each Director
- (c) each Board Committee; and

(d) the management team.

Evaluations will be undertaken against a set criterion and where appropriate seek to identify areas where performance could be improved. Where the Board considers it appropriate, third party advisers may be engaged to provide assistance.

The Board will disclose in the Company's annual reporting documentation whether a performance evaluation has been undertaken during the relevant reporting period.

1.9 Review of Charter

The Board Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.

Date of approval: 15 June 2022 (effective)