



# **Board Charter**

**HUB24 Limited**

**ACN 135 332 320**

# 1 Authority

The Board of Directors ('Board') is responsible for the overall governance of HUB24 Limited and its subsidiary companies ('HUB', or 'HUB Group'). This Board Charter ('Charter') sets out those matters reserved for the Board, unless otherwise delegated to management.

## 2 Board Structure

The Board has responsibility for the following:

### 2.1 Board size and composition

Determine the number and composition of the HUB Board, subject to the requirements of the HUB Constitution and ASX Corporate Governance Council's Corporate Governance Principles and Recommendations ('ASX Recommendations').

The ASX Recommendations are guidelines of practices designed to:

- a) Optimise corporate performance and accountability;
- b) Identify and evaluate possible future Directors;
- c) Appoint Directors to fill casual vacancies.

### 2.2 Board independence and performance

- a) Assess the independence of individual non-executive Directors;
- b) Monitor dealings in HUB securities or as appropriate any other listed subsidiaries or associated companies by Directors;
- c) Monitor declarations of interest by Directors;
- d) Evaluate the performance of the Board, the Board Committees and individual Directors.

### 2.3 Board Skills

- a) Ensure that the HUB Board has the appropriate level of skills and experience required to fulfill its responsibilities;
- b) Review the mix of skills and experience of its Directors on a regular basis to ensure that they have operational / technical expertise relevant to the Company.

### 2.4 Appointments to the Board

- a) Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director;
- b) Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director;
- c) Provide a written agreement with each director setting out the terms of their appointment.

### 2.5 Chair

- a) Appoint the Chair of HUB's Board;
  - b) Ensure that the roles of Chair and CEO are not exercised by the same individual.
-

## **2.6 Board Committees**

- a) Determine the terms of reference and scope of authority of the following Board Committees:
  - Audit, Risk and Compliance Committee ('ARCC'); and
  - Remuneration & Nomination Committee.
- b) Determine the membership and composition of the Board Committees;
- c) Determine the Committees' reporting obligations.

## **2.7 The business of the Board and Board Committees**

Determine the frequency, duration and Agendas of the Board and Committee meetings. Meetings are to be conducted pursuant to the requirements of Section 14 of the HUB Constitution and where the Constitution is silent, in accordance with the *Corporations Act 2001*.

## **2.8 Independent Professional Advice**

Directors are entitled to obtain independent professional advice at the Company's expense in the furtherance of their duties, pursuant to the requirements set out within the Corporate Governance Policy.

# **3 Board Role and Responsibility**

The Board is responsible for:

## **3.1 Strategy**

- a) Providing strategic direction for the Company;
- b) Input into and final approval of management's development of business strategies consistent with the Company's policies and strategic direction, including business plans and budgets;
- c) Approving significant corporate strategic initiatives;
- d) Allocation of resources;
- e) Succession planning for the Board.

## **3.2 Finance**

- a) Monitoring and overseeing the Company's financial position;
- b) Approve HUB's budget on an annual basis;
- c) Monitoring of budget results and general performance against the operating plan objectives;
- d) Approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;
- e) Determine the amount, nature and timing of dividends to be paid;
- f) Make determinations concerning the capital structure of HUB (allotment of new capital, share buy-backs, changes of capital structure and capital raising);
- g) Consider and approve the interim and final financial statements and Annual Report.

## **3.3 Auditors (in conjunction with the ARCC)**

- a) Approve selection of external auditor and their appointment;
- b) Determine the duration, remuneration and terms of appointment of the Auditors;
- c) Evaluate the performance of the Auditors.

## **3.4 Management Oversight:**

- a) Appointing and removing the Chief Executive Officer,
-

- b) Regularly evaluating the performance of the Chief Executive Officer and determining their remuneration;
- c) Developing and maintaining a succession plan for the roles of Chief Executive Officer, Chief Financial Officer and Company Secretary;
- d) Monitoring senior managements' performance and implementation of strategy, and ensuring appropriate resources are available.

### **3.5 Risk Management**

- a) Consider and approve HUB's risk management strategy having regard to the recommendations of the Chief Executive Officer and Audit, Risk and Compliance Committee;
- b) Monitor and regularly review the adequacy of risk management systems through the effective operation of the ARCC; and
- c) Satisfy itself that appropriate internal control mechanisms are in place and are being implemented.

### **3.6 Company Policies**

Establishing and monitoring the policies of the Company, including, but not limited to:

- a. Code of Conduct (refer, Code of Conduct)
  - Establish standards so that the conduct of the Company and its officers is legally and ethically of the highest order; and
  - working practices reflect this conduct;
- b. Risk Management
- c. Disclosure Policies - policies and procedures to ensure compliance with the law, to communicate effectively with shareholders (refer, Market Disclosure Policy).

### **3.7 Internal Governance**

- a) Determine the scope of authority (and any limits on that authority) which is delegated to the Chief Executive Officer or any other officer;
- b) Approve policies for appointments to the Boards of entities which are controlled by HUB.

### **3.8 Self Assessment**

The HUB Board shall assess its effectiveness annually, through peer or other review mechanisms, with a view to ensuring that its performance accords with best practice. The Board Charter shall be reviewed annually to ensure its adequacy for the commercial and regulatory purposes of the Company.

## **4 Board delegations**

The Board delegates responsibility for implementing the strategic direction and managing the day to day operations to the Chief Executive Officer. There are clear lines of communication established between the Chair and Chief Executive Officer to ensure that the responsibilities and accountabilities of each are clearly understood.

The Chief Executive Officer and the Chief Financial Officer (and other senior management) have contracts setting out their duties, responsibilities, conditions of service and termination entitlements.

## **5 Role of the Chair**

The role of the Chair includes:

---

- 5.1 Ensuring the Board provides leadership and vision;
- 5.2 Development of the Board agenda;
- 5.3 Presiding over Board meetings and directing Board discussions to effectively use the time available to address the critical issues facing the entity;
- 5.4 Ensuring Board minutes properly reflect Board decisions;
- 5.5 Review of board paper composition to provide support for decision making and actions;
- 5.6 Developing an on-going relationship with the Chief Executive Officer – the Chair should be kept fully informed of the day-to-day matters of significance and ensure their notice to the other Directors;
- 5.7 Commence the annual process of Board and Director evaluation;
- 5.8 Selection and nomination of Directors (as part of the Remuneration & Nomination Committee);
- 5.9 Guiding the ongoing effectiveness and development of the Board and individual Directors.

## **6 Role of Individual Directors**

The role of individual Directors, in conjunction with their statutory and common law duties, includes:

- 6.1 Discharging their duties in good faith and honestly in the best interests of the Company with the level of skill expected;
- 6.2 Using the powers of office for proper purpose, in the best interests of the Company as a whole;
- 6.3 Acting with required care and diligence, demonstrating commercial reasonableness in their decisions;
- 6.4 Avoiding conflicts of interest;
- 6.5 Not make improper use of information gained through their position as a Director;
- 6.6 Not allowing personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- 6.7 Making reasonable inquiries to ensure that the Company is operating efficiently, effectively and legally towards its goals;
- 6.8 Undertaking diligent analysis of all proposals placed before the Board;
- 6.9 Serving on Board committees as required.

## **7 Role of the Chief Executive Officer**

The Chief Executive Officer is responsible to the Board for the overall management and performance of the Company. The role includes:

- 7.1 Taking and approving any and all actions and initiatives required to deliver the Company's strategic, financial and operational plans as approved by the Board;
-

- 7.2 Ensuring transactions outside the Chief Executive Officer's delegation levels are referred to the Board for approval;
- 7.3 Ensuring that all actions comply with the Company's policies in force from time to time;
- 7.4 Other responsibilities as delegated by the Board to the Chief Executive Officer.

## **8 Role of the Company Secretary**

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board and generally responsible for carrying out the administrative and legislative requirements of the Board as follows:

- 8.1 Ensuring that the Board agenda is developed in a timely and effective manner for review and approval by the Chair;
- 8.2 Ensuring, in conjunction with the Chief Executive Officer, that Board papers are developed in a timely and effective manner;
- 8.3 Coordinating, organising and attending meetings of the Board and shareholders, and ensuring that correct procedures are followed;
- 8.4 Drafting and maintaining minutes of Board and committee meetings;
- 8.5 In conjunction with the Chief Executive Officer and other senior management, carrying out the instructions of the Board and giving practical effect to the Board's decisions;
- 8.6 Meeting statutory reporting requirements in accordance with relevant legislation;
- 8.7 Working with the Chair and the Chief Executive Officer to establish and deliver best practice governance.

## **9 Role of the Chief Financial Officer**

The Chief Financial Officer is responsible to the Board for the overall financial performance and reporting of the Company. The role includes:

- 9.1 Taking and approving any and all actions and initiatives required to deliver the Company's financial strategy as approved by the Board;
  - 9.2 Ensuring that the appropriate financial controls are in place;
  - 9.3 Liaising with the auditors and ensuring that the scope of the audit is appropriate for the financial requirements of the group entity;
  - 9.4 Meeting statutory reporting requirements in accordance with relevant legislation for financial matters;
  - 9.5 Other responsibilities as delegated by the Board, or CEO to the Chief Financial Officer.
-