
Board Charter

Spirit Technology Solutions Ltd
ACN 089 224 402

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Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	New Board of Directors Charter	Board	15 July 2020
2.0	Annual Review of the Charter	Board	21 July 2021
3.0	Annual Review of the Charter	Board	29 January 2025

Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Council's Principles and Recommendations (4 th Edition) (" ASX Principles ")
Australian Government	Corporations Act 2001 (Cth) (" Corporations Act ")

Other Policy Details

Key Information	Details
Approval Body	Spirit Technology Solutions Ltd Board of Directors
Key Stakeholders	Spirit Technology Solutions Ltd Board of Directors Spirit Technology Solutions Ltd Senior Management
Responsibility for Implementation	Managing Director/ Chief Executive Officer
Policy Custodian	Company Secretary
Next Review Date	January 2027

1. Introduction

- 1.1. This Board Charter ("**Charter**") sets out the principles for the operation and structure of the Board of Directors (the "**Board**") of Spirit Technology Solutions Ltd ("**Company**") and its subsidiaries (collectively, the "**Group**").
- 1.2. The Board is responsible for the corporate governance of the Company and the Group. This Charter outlines the roles and responsibilities of the Board, the responsibilities that are delegated to committees of the Board or management, its membership, and the operation of the Board.
- 1.3. To the extent that there is any inconsistency between this Charter and the Company's Constitution, the Constitution will prevail to the extent of that inconsistency.

2. Role and responsibilities of the Board

2.1. Role

- 2.1.1. The role of the Board is to provide overall strategic guidance, financial management, and controls for the Company and the Group in addition to overseeing management's implementation of strategic initiatives and its other ESG commitments.
- 2.1.2. The Board is accountable to the Company's shareholders, security holders, and other relevant stakeholders for the performance of the Group's businesses and ensures activities of the Company comply with its Constitution, from which it derives its authority to act and in accordance with legal and regulatory requirements.

Responsibilities

- 2.2.1. Without limiting the Board's overarching authority, the key functions of the Board are as follows:
 - (a) providing leadership, defining the Company's purposes, and setting the strategic objectives of the Company;
 - (b) approving and overseeing management's implementation of the strategic objectives of the Company and Group and instilling the Company's values and performance generally;
 - (c) reviewing at least annually and approving the Company's statement of values to underpin the desired culture within the Group;
 - (d) appointing the Chair of the Board;
 - (e) selection, appointment, and where necessary, the replacement, of the Managing Director/Chief Executive Officer, other senior executives, and the company secretary including terms and conditions of employment and remuneration;
 - (f) evaluating at least annually the performance of, the Board, its committees, and individual directors;
 - (g) evaluating at least annually the performance and determining the remuneration of the Managing Director and/or Chief Executive Officer and other senior executives;
 - (h) monitoring the effectiveness of the Company's governance practices;
 - (i) reviewing and approving the Company's remuneration framework and policies, ensuring it is aligned with the Company's purpose, values, strategic

objectives and risk appetite;

- (j) monitoring the timeliness and effectiveness of reporting to shareholders;
- (k) overseeing and reviewing systems of audit, risk management and internal compliance and control, codes of conduct and legal compliance to ensure the Company is operating within its risk appetite;
- (l) approving and monitoring of major capital expenditure, capital management, significant acquisitions, divestitures and other corporate transactions, including the issue of securities of the Company;
- (m) approving and monitoring the budget and the adequacy and integrity of financial and other reporting such that the financial performance of the Company has sufficient clarity to be actively monitored;
- (n) approving the annual, half yearly and quarterly accounts;
- (o) monitoring the organisational structure and approving significant changes;
- (p) approving decisions affecting the Company's capital, including determining the Company's dividend policy and declaring dividends;
- (q) recommending to shareholders the appointment of the external auditor as and when their appointment or re-appointment is required to be approved by them (in accordance with the ASX Listing Rules if applicable);
- (r) reviewing at least annually the Company's Diversity Policy and ensuring that the Company maintains a commitment to promoting diversity in the workplace;
- (s) ensuring that an appropriate health, safety and environment framework is in place to support safe workplace practices and to comply with the Company's environmental obligations;
- (t) ensuring a high standard of corporate governance practice including policies and procedures as required, regulatory compliance and promoting ethical and responsible decision making;
- (u) whenever required, challenging management and holding it to account; and
- (v) procuring appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.

2.2. **Alternate Directors**

A Director can appoint someone else to act as an 'alternate director' for a set period of time, in accordance with the Company's Constitution.

3. **Composition of the Board**

- 3.1. The Board, together with its **Remuneration and Nomination Committee**, determines the size and composition of the Board, subject to the terms of the Company's constitution.
- 3.2. The Board should be comprised of Directors with a mix of qualifications, experience, expertise, skills and diversity, which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth and delivering value to shareholders:
 - (a) relevant industry experience;

- (b) business acquisition and integration skills;
 - (c) financial literacy and legal and regulatory knowledge;
 - (d) policy and regulatory development and reform; and
 - (e) health, safety and environment, and social responsibility.
- 3.3. It is intended that the Board **must not be less than three**, nor **more than ten** Directors, unless otherwise decided by ordinary resolution of Members (in accordance with the Company's Constitution), of which the majority should comprise where possible Independent, and Non-Executive.
- 3.4. At least **two (2)** directors must reside in Australia.
- 3.5. In appointing new members to the Board, consideration must be given to the demonstrated ability and future potential of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company.
- 3.6. The Board, together with the Remuneration and Nomination Committee, must review the composition of the Board at least once annually to ensure the appropriate mix of skills and expertise present remain appropriate, having regard to the Company's strategic direction.
- 3.7. As a general principle, the Board considers a Director to be independent where they are
- (a) not a member of management;
 - (b) free of any interest, position, association, or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally;
 - (c) act in the best interests of the Company and its shareholders as a whole.
- 3.8. The Board has adopted a definition of independence based on that set out in the ASX Principles (Refer to Annexure 1) when considering the independent status of a Non-Executive Director.
- 3.9. Prior to the Board proposing the re-election of Non-Executive Directors, their performance will be evaluated by the Remuneration and Nomination Committee to ensure that they continue to contribute effectively to the Board.
- 3.10. The Company must disclose the length of service of each Director in, or in conjunction with, its Annual Report.
- 3.11. The Company must disclose the relevant qualifications and experience of each Board Member in, or in conjunction with, its Annual Report.
- 3.12. The Company must disclose the names of Directors considered by the Board to be independent.

4. Conflicts of Interest

- 4.1. Where a Director has an interest, position, association or relationship of the type described under Annexure 1, but the Board is of the opinion that it does not compromise the independence of the Director, the Company must disclose the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion.

- 4.2. Directors must disclose their interests, positions, associations, or relationships. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.
- 4.3. Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or active conflicts of interest.
- 4.4. If a Director considers that they might be in a position where there is a reasonable possibility of conflict between their personal or business interests, the interests of any associated person, or their duties to any other company and the interests of the Company or their duties to the Company or the Group, the Board requires that the director:
 - (a) fully and frankly informs the Board about the circumstances giving rise to the conflict; and
 - (b) unless the Board otherwise determines, abstains from voting on any motion relating to the matter, and absents themselves from all Board deliberations relating to the matter.
- 4.5. Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.
- 4.6. No member of the Board (other than a Managing Director/ Chief Executive Officer) may serve for **more than three years** or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

5. The Role of the Chair

- 5.1. The Chair is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring then approving that an accurate record of the minutes of board meetings is held by the Company, and conducting the shareholder meetings.
- 5.2. Where practical, the Chair should be a Non-Executive Director. If a Chair ceases to be an independent Director, then the Board will consider appointing a lead independent Director as Deputy Chair to assist the Chair in fulfilling their responsibilities and to act in the Chair's absence. The Chair should not be the same person as the Managing Director/Chief Executive Officer.
- 5.3. The Chair must be able to commit the time to discharge the role effectively.
- 5.4. The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Board members and management.
- 5.5. In the event that the Chair is absent from a meeting of the Board, the Deputy Chair will assume the role of acting Chair for that meeting. If the Deputy Chair is also absent, then the Board shall appoint a Chair for that meeting in an acting capacity.

6. The Role of the Managing Director/ Chief Executive Officer

- 6.1. The management function is conducted by, or under the supervision of, the Managing Director/Chief Executive Officer as directed by the Board, and by other officers to whom the management function is properly delegated by the Board or the Managing Director/Chief Executive Officer.
- 6.2. The Board approves corporate objectives for the Managing Director /Chief Executive

Officer to satisfy and, jointly with the Managing Director/Chief Executive Officer, develops the duties and responsibilities of the Managing Director/Chief Executive Officer, which include those set out in any employment contract of the Managing Director/Chief Executive Officer.

- 6.3. The Managing Director/Chief Executive Officer is responsible for implementing strategic objectives, plans, and budgets approved by the Board in accordance with the directions of the Board.

7. Board Committees

- 7.1. The Board may, from time to time, establish committees to streamline the discharge of its responsibilities (collectively as “**Committees**”, or each a “**Committee**”).
- 7.2. The Board will adopt a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities, and administration of the Committee.
- 7.3. The permanent Committees of the Board are:
- (a) Audit and Risk Committee; and
 - (b) Nomination and Remuneration Committee.
- 7.4. The charter of each Committee must be reviewed and approved by the Board
- 7.5. The Board will ensure that the Committees are sufficiently funded to enable them to fulfil their roles and discharge their responsibilities.
- 7.6. Members and Chairs of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.
- 7.7. The Company must disclose the members and Chair of each Committee in, or in conjunction with, its annual report.
- 7.8. The minutes of each Committee meeting shall be provided to the Board at the next occasion the Board meets following approval of the minutes of such Committee meeting.
- 7.9. The Company must disclose in, or in conjunction with, its annual report, in relation to each reporting period relevant to a Committee, the number of times each Committee met throughout the period, and the individual attendances of the members at those Committee meetings.

8. Delegation of Management

- 8.1. The Board can delegate responsibility for the day-to-day operations and administration of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in this Charter to the Managing Director/Chief Executive Officer.
- 8.2. The Board may impose further specific limits on the Managing Director/Chief Executive Officer delegations. These delegations of authority will be reviewed by the Board from time to time.
- 8.3. The Managing Director/Chief Executive Officer has the authority to sub-delegate to senior management in accordance with any limitations in the Board’s delegation.
- 8.4. The role of management is to support the Managing Director/Chief Executive Officer and implement the running of the general operations and financial business of the

Company, in accordance with the delegated authority of the Board.

- 8.5. In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.
- 8.6. Directors may delegate their powers as they consider it appropriate including to the management of the Group. However, the ultimate responsibility for strategy and control rests with the directors.
- 8.7. Management is ultimately accountable to the Board.
- 8.8. Management must supply the Board with information in a form, timeframe, and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request additional information at any time when they consider it appropriate.
- 8.9. Directors have unfettered access to the executive management of the Company through the Chair, the Managing Director/ Chief Executive Officer, and/ or the Company Secretary.

9. Board Meetings

- 9.1. The Directors may determine the quorum necessary for the transaction of business at a meeting, however, until otherwise determined, there **must be two Directors** present and must include at least one Non-Executive Director at a meeting to constitute a quorum.
- 9.2. The Board will convene formal Board meetings periodically as deemed required to effectively discharge its duties including those by telephone or virtually.
- 9.3. The Board may at any time convene an unscheduled meeting of the Board to consider urgent or other matters.
- 9.4. Non-Executive Directors may hold meetings without management being present.
- 9.5. The minutes of each Board meeting shall be prepared by the Company Secretary, approved by the Chair, and circulated to Directors after each meeting.
- 9.6. The Company Secretary shall ensure that the business at Board and committee meetings is accurately captured in the minutes.
- 9.7. The Company Secretary shall coordinate the timely completion and distribution of Board and Committee papers for each meeting of the Board and any committee.
- 9.8. Minutes of meetings must be approved at the next Board meeting.
- 9.9. Any action permitted to be taken at any meeting of the Board may be taken without a meeting, if a written consent thereto is signed by all Directors entitled to vote on the resolution, provided that such written consent shall be filed with the minutes of the proceedings of the Board.

10. The Company Secretary

- 10.1. The Board will appoint at least one company secretary who is accountable to the Board on all matters to do with the proper functioning of the Board ("**Company Secretary**").
- 10.2. The Company Secretary must reside in Australia.
- 10.3. When requested by the Board, the Company Secretary will facilitate the flow of

information of the Board, between the Board and its Committees and between senior executives and Non-Executive Directors.

- 10.4. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- 10.5. The Company Secretary is to facilitate the induction and professional development of Directors.
- 10.6. The Company Secretary is to facilitate and monitor the implementation of Board policies and procedures.
- 10.7. The Company Secretary is to provide advice to the Board on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.
- 10.8. All Directors have access to the advice and services provided by the Company Secretary.

11. Access to Advice

- 11.1. All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.
- 11.2. All Directors may consult management and employees as required to enable them to discharge their duties as Directors.
- 11.3. The Board, Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair. A copy of any such advice received is made available to all members of the Board.

12. Performance Review

- 12.1. The **Remuneration and Nomination Committee** will conduct an annual performance review of the Board that:
 - (a) compares the performance of the Board with the requirements of its Charter;
 - (b) critically reviews the mix and diversity of the Board; and
 - (c) suggests any amendments to the Charter as are deemed necessary or appropriate.

13. Review

- 13.1. This Charter will be reviewed by the Board **at least once every 2 years** to ensure it remains effective and meets best practices, obligations, and expectations under the ASX Principles and Listing Rules, and the Company's needs.
- 13.2. The amendment or revocation of this Charter may only be approved by a resolution of the Board.
- 13.3. The Charter will be available on the Company's website within a reasonable time after any such updates or amendments have been approved.

14. Annexure A – Definition of Independence

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a director include if the director:

- (a) is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
- (b) receives performance-based remuneration (including options or performance rights) or participates in an employee incentive scheme;
- (c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the Company or any of its related entities, or an officer of, or otherwise associated with, someone with such relationship;
- (d) is, represents, or is otherwise affiliated with a substantial shareholder of the Group;
- (e) has close personal ties with any person who falls within any of the categories described above; or
- (f) has been a director of the Company for such a period that his or her independence may have been compromised.

In each case, the materiality of the interest, position, association, or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.