



Board Charter

Wisr Limited (ACN 004 661 205) (**Wisr** or **Company**)

1. Introduction

The purpose of this charter is to specify how Wisr is governed so as to promote the Company and protect the interests of shareholders.

The Board is responsible for the corporate governance of Wisr. This Charter sets out the roles and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to Management, the framework for the operation of the Board as well as the membership of the Board.

2. Role and Responsibilities of the Board

2.1 Role

The role of the Board is to provide overall strategic guidance for Wisr and effective oversight of Management. The Board ensures that the activities of Wisr comply with its Constitution, from which the Board derives its authority to act, and with legal and regulatory requirements.

To achieve this role, the Board has reserved to itself the following specific responsibilities.

2.2 Strategy

The Board is responsible for:

- (a) Overseeing the development of Wisr's corporate strategy;
- (b) Reviewing and approving strategic and financial plans and performance objectives of the Company consistent with the corporate strategy, and reviewing the assumptions and rationale underlying the strategic plans and performance objectives; and
- (c) Monitoring implementation of the strategy plans.



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2.3 Oversight of Management

The Board is responsible for:

- (a) The appointment, and if appropriate, the removal of the Chief Executive Officer (**CEO**) and the Company Secretary;
- (b) Approving succession plans for key individuals;
- (c) Monitoring senior executives' performance and implementation of strategy against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (d) Approving senior executive remuneration policies and practices;
- (e) Approving remuneration for the CEO and the CEO's direct reports;
- (f) Approving the Delegated Authority Policy;
- (g) Providing advice and counsel to Management; and
- (h) Ensuring that the senior executives supply the Board with timely and adequate information to ensure that the Board is able to discharge its duties appropriately.

2.4 Shareholders

The Board is responsible for:

- (a) Promoting effective communication with shareholders, including convening shareholders' meetings, listening and responding to shareholders' views of Management and of WISR; and
- (b) Reporting to shareholders in compliance with relevant regulatory requirements.

2.5 Other Stakeholders

The Board is responsible for:

- (a) Establishing and monitoring policies governing WISR's relationship with other stakeholders and the broader community; and
- (b) Establishing and maintaining environmental, social, governance, employment and occupational, health and safety policies and complying with other regulatory and statutory requirements.



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2.6 Ethics and Responsible Decision-Making

The Board is responsible for:

- (a) Actively promoting ethical and responsible decision-making;
- (b) Establishing and maintaining a code of conduct to guide its directors and Management in the practices necessary to maintain confidence in Wisr's integrity;
- (c) The system of accountability for unethical practices; and
- (d) Establishing and maintaining a Diversity Policy to outline Wisr's commitment to diversity and inclusion in the workplace, and setting out a framework to achieve these diversity goals.

2.7 Oversight of Financial Management and Capital Management

The Board is responsible for:

- (a) Ensuring the integrity of Wisr's financial reporting;
- (b) Reviewing and approving annual and half-yearly financial reports and quarterly operational reports;
- (c) Approving the annual financial budget for the Company;
- (d) Monitoring financial results on an ongoing basis;
- (e) Establishing and overseeing Wisr's accounting and financial management systems;
- (f) Considering removal or replacement of the external auditor;
- (g) Reviewing, approving and monitoring the progress of major capital expenditure, capital management, major acquisitions and divestitures and material commitments;
- (h) Approving decisions affecting the capital of Wisr, including capital structure or restructure and major financing arrangements; and
- (i) Determining the dividend policy of the Company and determining the basis upon which dividends will be paid.

3.2 External Audit

The Board is responsible for:

- (a) The appointment and remuneration of the external auditor;
- (b) Monitoring the effectiveness and independence of the external auditor,



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and periodically assessing their performance;

- (c) Assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgment or independence and, if required, developing policies for Board approval to ensure this does not occur;
- (j) Agreeing the scope of the audit;
- (k) Monitoring and examining Management's response to the external auditor's findings and recommendations;
- (l) Reviewing all representation letters signed by Management and ensuring all information provided is complete and appropriate;
- (m) Ensuring receipt of the CEO and CFO declaration required pursuant to section 295A of the Corporations Act in relation to financial statements for a financial period; and
- (n) Meeting with the external auditor without Management present at least once a year.

2.8 Compliance and Risk Management

The Board is responsible for:

- (a) Overseeing Wisr's control and accountability systems and reviewing reporting under those systems;
- (b) Overseeing and regularly reviewing a system for identifying, assessing, monitoring and managing material risk throughout Wisr, establishing the Company's risk appetite parameters and informing investors of material changes to Wisr's risk profile;
- (c) Identifying material exposures to environmental and social risks, and implementing systems and controls to manage those risks;
- (d) Overseeing and regularly reviewing systems of internal compliance, risk management and internal control processes, and systems of legal compliance that govern the operations of Wisr, and monitoring that they are operating effectively;
- (e) Overseeing and regularly reviewing written policies, codes and procedures governing compliance and risk oversight and management; and
- (f) Conducting an annual review of the Company's risk management framework to ensure that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board.



3. Role and responsibilities of Chairman and Company Secretary

3.1 The Chairman

The Chairman is appointed by the Board and should be, where possible, an independent, non-executive director and should not also perform, or have performed, the role of Chief Executive Office of the Company during the past three years. The Chairman is responsible for:

- (a) Leading the Board in reviewing and discussing Board matters;
- (b) Chairing Board meetings and shareholder meetings;
- (c) Ensuring the efficient organisation and conduct of the Board's function;
- (d) Briefing all directors in relation to issues arising at Board meetings;
- (e) Facilitating effective contribution by all directors and monitoring Board performance;
- (f) Overseeing that membership of the Board is appropriately skilled and resourced for WISR's needs;
- (g) Promoting constructive relations among Board members and between the Board and Management;
- (h) Providing mentorship and guidance to the CEO and Management as appropriate;
- (i) Reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board; and
- (j) Establishing and overseeing the implementation of policies and systems for Board performance review and renewal.

3.2 Company Secretary

The Company Secretary is appointed by the Board and is accountable to the Board through the Chairman on all corporate governance matters.

The Company Secretary shall be available to all directors and board committees.

The Company Secretary is responsible for:

- (a) Organising Board meetings and director attendance;
- (b) Monitoring compliance with Board policy and procedures;
- (c) Coordinating the completion and despatch of the Board agenda and briefing materials;



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- (d) Preparing minutes of meetings and resolutions of the Board and committees;
- (e) Advising the Board and committees on governance matters;
- (f) Assisting in organising and facilitating the induction of new directors;
and
- (g) Liaising with regulatory authorities as required.

4. Delegations of Authority

4.1 Delegations to Committees

The ultimate responsibility for the oversight of the operations of Wisr rests with the Board. However, the Board may delegate its responsibility to committees or individual directors (having regard to the size and constitution of the Board from time to time), to consider certain issues in further detail and report back to and advise the Board.

The Board will review the composition and effectiveness of any committees on an annual basis. The Board may establish additional committees from time to time to consider matters of special importance.

Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to carry out their proper functions effectively. The chairman of each committee will provide a report on its meetings to the Board at the next full Board meeting following a committee meeting.

4.2 Delegation to CEO and Management

The Board has delegated to the CEO the authority to manage the day-to-day affairs of the Company and the authority to control the affairs of Wisr in relation to all matters other than those responsibilities reserved to itself in this charter.

The Board may impose further specific limits on CEO delegations. These delegations of authority will be outlined in the company's Delegated Authorities Policy and will be reviewed by the Board as appropriate from time to time.

The CEO has authority to sub-delegate to the senior management team.

5. Membership



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5.1 Composition and Size

As the Company is a public company, the Board must be comprised of a minimum of three directors and, in accordance with the Company's Constitution, not more than five directors. The number of directors and the composition of the Board must at all times be appropriate to allow efficient decision making and the adequate discharge of the Board's responsibilities and duties.

WISR will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues affecting the business.

It is intended that an annual review of the performance of the Board, its Committees and Directors will be undertaken.

5.2 Appointment and Re-Election of Directors

In order to select and appoint new directors to the Board, the Board may establish a sub-committee to identify candidates with appropriate skills, experience and expertise that best enhance the Board's effectiveness. These candidates are then recommended to the Board. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with WISR's Constitution but must stand for election by shareholders at the next annual general meeting.

Non-executive directors are appointed pursuant to formal letters of appointment setting out the terms and conditions of the appointment to ensure that directors understand their key responsibilities and the Board's expectations. Directors will be expected to participate in an induction or orientation program on appointment.

Directors must retire from office in accordance with the Constitution and ASX Listing Rules. Retiring directors may be eligible for re-election. Before each annual general meeting, the Chairman together with the Company Secretary will determine those directors who are to retire by rotation. The Board will then determine if their re-election will be recommended to shareholders.

5.3 Independence

All directors – whether independent or not – should bring an independent judgement to bear on all Board decisions.

A director is considered independent by WISR if the director is a non-executive director who is not a member of Management and is free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or could reasonably be perceived to do so.

A director who:



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- (a) Is a substantial shareholder of Wisr or an officer of, or otherwise associated directly with, a substantial shareholder of Wisr;
- (b) Is employed, or has previously been employed in an executive capacity by Wisr, or another group member and there has not been a period of at least three years between ceasing that employment and serving on the Board;
- (c) Within the last three years, has been a principal of a material professional adviser or material consultant to Wisr or another group member, or an employee materially associated with the service provided;
- (d) Is a material supplier or customer of Wisr or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (e) Has a material contractual relationship with Wisr or another group member other than as a director of Wisr;
- (f) Has close family ties with any person who falls within any of the categories described above; or
- (g) Has been a director of the entity for such a period that independence may have been compromised,

will not be considered independent, unless the Board is satisfied on reasonable grounds that the director is independent despite the existence of one or more of these circumstances.

The Board will regularly assess the independence of each director in light of the interests disclosed by them and formally document independence against the above criteria on an annual basis. Each independent director must provide the Board with any relevant information required for this process. The outcome of this assessment will be reflected in the corporate governance statement.

Any change to a director's independent status will be disclosed to the market in a timely fashion.

5.4 Conduct of Individual Directors

Directors must at all times act in accordance with legal and statutory requirements and discharge all their duties as directors. Directors must:

- (a) Discharge their duties in good faith and in the best interests of Wisr and for a proper purpose;
- (b) Act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of a public listed company, including applying an independent



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- and enquiring mind to their responsibilities;
- (c) Avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
 - (d) Not make improper use of information gained through their position as a director;
 - (e) Not take improper advantage of their position as a director;
 - (f) Notify other directors of a material personal interest when a conflict arises;
 - (g) Make reasonable enquiries if relying on information or advice provided by others;
 - (h) Undertake any necessary enquiries in respect of delegates;
 - (i) Give WISR, ASIC or ASX, as appropriate, all the information required by the Corporations Act and the ASX Listing Rules; and
 - (j) Not permit WISR to engage in insolvent trading.

6. Board Process

6.1 Meetings

All Board meetings will be conducted in accordance with WISR's Constitution and the Corporations Act.

Board meetings are held when determined by the Chairman but no fewer than four meetings must be held each year.

Non-executive Directors may confer at scheduled times without Management being present to conduct discussions of Board and Management issues.

All directors are generally expected to prepare adequately for, attend and participate at each Board meeting. Directors are committed to collective decision-making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.

Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

6.2 Circular Resolutions

WISR's Constitution allows for urgent board matters to be dealt with via a Circular Resolution. All directors entitled to vote on the resolution must approve a circular



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resolution. Directors may record their approval of a Circular Resolution by email. Circular Resolutions will be noted in the minutes of the following Board meeting.

6.3 Independent Professional Advice

Following consultation with the Chairman, directors may seek independent professional advice at Wisr's expense. Generally, this advice will be available to all directors.

6.4 Access to Management

The directors have complete and open access to Management following consultation with the Chairman and the CEO.

6.5 Notice, Agenda and Papers

Unless otherwise agreed or considered necessary by the Chairman, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers, will be circulated by the Company Secretary to each Board member and any other individual invited to attend, not less than five business days before the meeting. Management is required to provide operational reports and financial dashboard information for review by the Board not less than five business days prior to each scheduled Board meeting.

7. Board Performance and Review and Publication of Charter

The Board will coordinate a review of the Board's performance on an annual basis, or earlier if circumstances dictate. The performance evaluation will have regard to the extent to which it has met its responsibilities in terms of this charter.

The Board is responsible for reviewing this charter and determining its appropriateness to the needs of Wisr on an annual basis. The charter may be amended by resolution of the Board.

This charter will be available on Wisr's website and the key features will be published in the Corporate Governance Statement.

Approved: 14 September 2016

Reviewed and Amended: 24 September 2019