



Board Charter - Ardiden Limited

Approved by the Board with effect 23 July 2021

Revision history

Rev.	Issued	Description	Prepared	Approved by Board
1.0		Review	Robson	23/7/21
0	26/5/20	Policy created		26/5/20

1. Introduction

The Board of the Ardiden Limited (Ardiden) has the ultimate responsibility to its shareholders for the strategy and performance of the Company in general. The Board is dedicated to fulfilling these duties in a lawful and professional manner, and with the utmost integrity and objectivity.

The Board Charter defines the structure, respective roles, responsibilities and authorities of the Board, both individually and collectively, and of management in setting the direction, management and the control of the organisation. The conduct is also governed by the Company's Constitution.

2. Structure and Term

- The Constitution provides for a minimum of three directors and a maximum of nine directors, including one executive director, the Managing Director (MD). The Board shall maintain a majority of independent¹ non-executive directors, where practical for the size of the business.
- The Chairperson of the Board should be an independent non-executive director. In the event, this independence is impaired, the Board shall appoint a Senior Independent Director (SID), to manage conflicts of interest should they arise.
- The Board should comprise directors with an appropriate range of qualifications and expertise. In this regard a skills matrix should be reviewed annually to ensure that skills and performance are appropriate for the Board given the Company's then activities. An essential component of the review is the time availability of the Directors.
- The term of office and rotational procedures for tenure of Directors are outlined in the Company's Constitution.
- The Board should meet at least eight times per year and follow meeting guidelines set down to ensure all Directors are made aware of, and have available all necessary information, to participate in an informed discussion of all agenda items.
- The threshold for materiality for the purpose of assessing the materiality of relationships between a non-executive director and Ardiden (other than as a director) will be judged according to the significance of the relationship to the director in the context of their activities as a whole.

3. Board Responsibilities

The Board is responsible to shareholders for the overall governance of the Ardiden Group including its strategic direction, establishing KPI's for management and monitoring the achievement of those KPI's in a way which ensures that the interests of shareholders and stakeholders are promoted and protected.

The responsibility for the operation and administration of the Ardiden Group is delegated by the Board to the Managing Director and the executive team.

¹ In considering independence the Board has considered those matters outlined in Box 2.3 of Corporate Governance Principles and Recommendations 4th Edition." Specifically, consideration has been given to whether or not the director:

- is, or has been, employed in an executive capacity by the entity 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;
- receives performance-based remuneration including options or performance rights
- is, or has been within the last three years, in a material business relationship with the entity
- is, represents, or is or has been within the last three years, a substantial security holder of the entity or an officer of, or otherwise associated with a substantial security holder of the entity;
- has close family ties with any person who falls within any of the categories described above; or
- has been a director of the entity for such a period that his or her independence may have been compromised.

Specifically, the Board is responsible for:

- (a) providing leadership to the Company by:
 - (i) defining the Company's purpose and setting its strategic objectives;
 - (ii) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
 - (iii) always acting in a manner consistent with the Company's culture and Code of Conduct and statement of values;
- (b) overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- (c) appointing the Chair and, if required, the Senior Independent Director;
- (d) appointing and replacing the CEO;
- (e) approving the appointment and replacement of other senior executives and the Company Secretary;
- (f) ensuring that an appropriate succession plan for the CEO/MD, CFO and Company Secretary is in place;
- (g) approving operating budgets and major capital expenditure;
- (h) overseeing the integrity of the Company's accounting systems and corporate reporting systems including the external audit;
- (i) overseeing the entity's process for making timely and balanced disclosure of all material information;
- (j) satisfying itself that the entity has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the board expects management to operate;
- (k) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- (l) ensuring that the Company's remuneration policy is aligned with the entity's purpose, values, strategic objectives and risk appetite.
- (m) where required, challenging management and holding it to account; and
- (n) monitoring the effectiveness of the entity's governance practices.

4. Responsibilities of the Chair

The Chair is responsible for leading the Board in its duties to the Company's shareholders. Specifically, the Chair is responsible for:

- (a) ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual directors;
- (b) facilitating effective contribution of directors;
- (c) providing constructive and respectful relations between directors, and between the board and management,
- (d) ensuring effective communication with shareholders and stakeholders; and
- (e) approving board agendas and ensuring adequate time available for discussion of all agenda items.

5. Responsibilities of the Senior Independent Director

Where the Board has identified a conflict of interest or matter affecting independence with respect to the Chair, the Board will appoint a Senior Independent Director (SID). The main responsibilities of the Senior Independent Director are to make him/herself available for confidential discussions with other directors who may have concerns which they believe have not been properly considered by the Board as a whole and to perform the role of the Chair where the Chair is unable to perform the role as a result of a conflict of interest. In addition the SID will lead a meeting of the directors, without the Chair present, at least annually to appraise the Chair's performance.

6. Responsibilities of the Managing Director

The Managing Director is responsible for:

- (a) Strategic and policy implementation to ensure the efficient and effective operations of the Ardiden Group;
- (b) Ensuring directors are provided with accurate and clear information in a timely manner to promote effective decision-making by the Board; and
- (c) Ensuring all material matters affecting the Ardiden Group are brought to the Board's attention.

7. Review

This Charter shall be reviewed regularly and at least annually by the Board to ensure that it is operating effectively and ascertain whether changes are required to the code.