

Board Charter

Latitude Group Holdings Limited (“Company”)

Approved by the Board on 29 March 2021

Board Charter

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Board Charter

1 Purpose of this charter

The Board is responsible for the good governance of the Company. The purpose of this charter is to specify how the Company is governed so as to promote confidence in the Company and to seek to protect the interests of shareholders. This charter sets out the roles and responsibilities of the Board and management, which responsibilities are delegated to committees of the Board or to management, as well as guidance relating to the membership and the operation of the Board.

2 Role of the Board

The role of the Board is to provide leadership, strategic guidance and oversight of management of the Company and its related entities (together the “Group”). The Board derives its authority to act from the Company’s constitution. The Board in carrying out its role must operate in a manner consistent with the Group’s values and all applicable legal and regulatory requirements.

3 Responsibilities of the Board

In addition to matters required by law to be approved by the Board, the Board has reserved the following powers, and is responsible for:

3.1 Culture and responsible decision making

- (a) approving the Group’s statement of values and code of conduct;
- (b) promoting ethical and responsible decision-making, charging management with the responsibility for creating a culture in the Group of ethical and responsible behaviour and monitoring and reporting on the Group’s culture;
- (c) monitoring compliance with legal and regulatory requirements, ethical standards and, generally, safeguarding the reputation of the Group;
- (d) approving material policies of the Group, including in relation to risk and compliance and whistleblowing; and
- (e) ensuring material breaches of the code of conduct are reported to the board and appropriate action and remediation is made.

3.2 Strategy and performance

- (a) providing leadership, defining the Company’s purpose and setting the strategic objectives of the Group;
- (b) reviewing and approving strategic plans and performance objectives of the Group consistent with the corporate strategy;

- (c) approving major corporate initiatives, including acquisitions and divestments; and
- (d) carrying out functions specifically reserved to the Board and its committees, under the policies of the Board and the committee Charters.

3.3 Oversight of management

- (a) overseeing management's implementation of the Group's strategic objectives and its performance generally;
- (b) requiring that management supplies the board with accurate, timely and clear information to enable the Board to perform its responsibilities;
- (c) appointing, and if necessary replacing, the chief executive officer ("CEO") and direct reports to the CEO;
- (d) approving remuneration packages for the CEO and direct reports to the CEO, including superannuation arrangements;
- (e) ensuring appropriate checks are undertaken prior to the appointment of a senior executive; and
- (f) whenever required, constructively challenging management and holding it to account

3.4 Risk management and compliance

- (a) overseeing the enterprise risk management framework to ensure that material financial and non-financial risks are identified, analysed and effectively managed on an ongoing basis;
- (b) approving the Group's Risk Appetite Statement and monitoring the tolerances and risk metrics within which the board expects management to operate;
- (c) overseeing the establishment of governance and compliance frameworks and systems for the Group and monitoring their ongoing effectiveness to meet regulatory, contractual, internal and other requirements;
- (d) monitoring the Group's risk culture; and
- (e) evaluating management's response to significant risk or audit related issues or incidents, including monitoring management's remediation plan and associated timeframes.

3.5 Oversight of financial and capital management

- (a) monitoring the integrity of the Group's accounting and corporate reporting systems, including the external audit;
- (b) reviewing and approving annual and half-yearly financial reports, having regard to, among other things, the information the directors know about the Group;

- (c) approving accounting policies and reviewing and assessing the appropriateness of material accounting judgements and significant choices exercised by management in preparing the Company's financial statements;
- (d) monitoring financial results on an ongoing basis;
- (e) approving operating budgets and expenditure and material commitments that exceed the limits delegated to the CEO;
- (f) approving and monitoring decisions affecting the capital of the Company including capital structuring and management;
- (g) approving and monitoring the Group's Treasury Policy and approving major financing arrangements;
- (h) approving the dividend policy of the Company and details of the payment of dividends;
- (i) approving the appointment, and removal of the Group's head of internal audit;
- (j) considering the appointment, and removal of the Group's external auditor for shareholder approval; and
- (k) maintaining open interactions with the Group's internal and external auditors.

3.6 IT

- (a) overseeing the Group's IT, digital and data strategy;
- (b) approving significant technology related investment and monitoring progress of significant technology related projects; and
- (c) monitoring IT, digital and data performance, including the performance of third party system and service providers.

3.7 People and diversity

- (a) overseeing the development of the Group's material people-related policies;
- (b) approving implementation of, or major changes/developments to, employee equity incentive plans;
- (c) approving the Group's remuneration framework and material policies and practices aligned with the entity's purpose, values, strategic objectives and risk appetite;
- (d) overseeing succession planning for the CEO, direct reports to the CEO and Responsible Managers/Persons; and
- (e) setting and monitoring the measurable objectives to achieve gender diversity (in the composition of its board, senior executives and workforce generally) and overseeing the Group's diversity and inclusion strategy.

3.8 Board nominations

- (a) reviewing the appropriate size and composition of the Board and its committees and considering appropriate succession plans;
- (b) establishing selection criteria by which directors are appointed and re-elected;
- (c) appointing the Chairman, any deputy Chairman and any director;
- (d) approving the remuneration arrangements for the Chairman and non-executive directors, including superannuation, fees, travel and other benefits, within any shareholder approved limits;
- (e) assessing director independence;
- (f) overseeing the implementation of a director induction program and ensuring there are appropriate opportunities for directors to develop and maintain their skills and knowledge required to perform their role effectively;
- (g) overseeing the implementation of the annual performance review of the Board, Board committees and individual non-executive directors, including the Chairs of the Board and the respective Board committees;
- (h) approving the appointment, and if necessary the replacement, of the company secretary; and
- (i) through the Chairman, overseeing the role of the company secretary.

3.9 Security holders

- (a) promoting effective engagement with security holders in providing them with appropriate information and facilities to allow them to exercise their rights as security holders effectively; and
- (b) monitoring the Company's processes for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

4 Role and responsibilities of Chairman and company secretary

4.1 Chairman

The Chairman is an independent and non-executive director appointed by the Board. The Chairman should not be the same person as the CEO. The Chairman is responsible for:

- (a) chairing Board and shareholder meetings, setting the Board's agenda and seeking to ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- (b) seeking to ensure that directors are briefed on Board matters and leading the Board in reviewing and discussing Board matters;

- (c) facilitating effective contribution by all directors and monitoring Board performance;
- (d) promoting constructive and respectful relations between Board members and between the Board and management;
- (e) encouraging independent directors to meet separately to consider, among other things, senior executive performance;
- (f) seeking to achieve the objective that membership of the Board is skilled and appropriate for the Company's current and future needs;
- (g) monitoring the role of the company secretary; and
- (h) monitoring the implementation of policies and systems for Board performance review and renewal.

4.2 Company secretary

The company secretary acts as secretary of the Board and its Committees, attending meetings of the Board and its committees. The company secretary is accountable directly to the Board, through the Chairman, on matters to do with the proper functioning of the Board. In addition to responsibilities under the Corporations Act, the Company's constitution, and matters specifically delegated, the company secretary acts as chief administrative officer and as a point of contact between the Board and management. The company secretary's responsibilities include:

- (a) monitoring that policies and procedures of the Board are followed;
- (b) organising Board and committee meetings, director attendance, draft notices of meetings and resolutions for approval, and coordinating the despatch of Board and committee meeting papers;
- (c) capturing the business of Board and committee meetings in the minutes, and circulating minutes from committee meetings to the Board; and
- (d) seeking to ensure that the Company complies with its requirements under the Corporations Act regarding its registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission.

Each director should be able to communicate directly with the company secretary and vice versa.

The decision to appoint or remove a company secretary should be made or approved by the Board.

5 Delegations of authority

5.1 Delegation to committees

Under the Company's constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committees. There are currently 4 standing committees:

- Audit Committee;
- Risk Committee;
- Remuneration and People Committee; and
- Technology Committee.

The Company may establish other committees from time to time to consider other matters of special importance.

The Board will appoint the members of each committee, including the committee Chair.

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 effectively carry out their proper functions. The Chair of each committee will report on committee meetings to the Board at the next full Board meeting.

5.2 Delegation to the CEO and management

The Board delegates to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those reserved to the Board and its committees under their charters or under specific limitation or guidance from the Board.

The CEO has authority to delegate to the senior management team who are responsible for:

- (a) implementing the strategic objectives of, and operating within the risk appetite set by, the Board and for all other aspects of the day-to-day running of the Company; and
- (b) providing the Board with information to enable the Board to perform its responsibilities.

From time to time the Board may review the division of functions between the Board and management so that it continues to be appropriate to the needs of the Company.

6 Membership

6.1 Composition and size

The directors will determine the size of the Board, subject to the Company's constitution and applicable law, including the rules concerning board limits under the Corporations Act. The Company's constitution provides that there can be no less than 3 directors.

The number of directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.

The Company will disclose the names of the directors considered by the Board to be independent directors. The Chairman of the Board will be elected annually by the directors and must be an independent non-executive director.

6.2 Board skills matrix

The Company seeks to have directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the business.

It will have and disclose a Board skills matrix setting out the skills and diversity that the Board has or is looking for in order to identify any gaps in skills that the Board seeks.

The Company's succession plans are designed to maintain an appropriate balance of skills, knowledge, experience, independence and diversity on the Board.

6.3 Appointment and re-election of directors

The process of selection and appointment of new directors to the Board is that when a vacancy arises, the Board identifies candidates with appropriate skills, knowledge, experience, independence and expertise. Candidates with the skills, knowledge, experience, independence and expertise that best complement the Board's effectiveness will be recommended to the Board.

When the Board considers that a suitable candidate has been found and has satisfied the APRA Fit and Proper assessment, that person may be appointed by the Board to fill a casual vacancy in accordance with the Company's constitution and the terms of any Relationship Deed between the Company and any shareholder, but must stand for election by shareholders at the next annual general meeting.

Non-executive directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Executive directors and other senior management will have their roles and responsibilities and the Company's expectations set out in a service contract. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Directors must retire from office in accordance with the constitution. Retiring directors may be eligible for re-election. Before each annual general meeting, the Chairman of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the Chairman) will conduct the review of the Chairman.

The Company will 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.

The Company must disclose the length of service of each director.

6.4 Independence

The Board will approve an Independence Policy which includes a definition of an Independent Director and circumstances in which non-executive directors would not be considered independent.

The Board will assess the independence of each non-executive director in light of interests disclosed by them at least annually at or around the time that the Board considers candidates for election or re-election to the Board. Each non-executive director must promptly provide the Board with all relevant information for this. If a non-executive director's interests, positions, associations or relationships change, the assessment should be made as soon as practicable after the Board becomes aware of the change.

If the Board determines that a director's independent director status has changed, that determination will be disclosed to the market in a timely manner.

6.5 Conduct of individual directors

Directors must at all times act in accordance with legal and statutory requirements, and devote sufficient time to discharge their duties as directors of the Company. Directors must:

- (a) discharge their duties in good faith and in the best interests of the Company 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 major company, including applying an independent and enquiring mind to their responsibilities;
- (c) notify other directors of their material personal interests and take reasonable steps to avoid or manage actual, potential or perceived conflicts of interest (except as permitted by the Corporations Act) in accordance with the Board's policy in relation to conflicts of interest and the terms of any Relationship Deed between the Company and any shareholder;
- (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) make reasonable enquiries if relying on information or advice provided by others;
- (g) undertake any necessary inquiries in respect of delegates;
- (h) give the Company or ASX Limited all the information required by the Corporations Act;
- (i) not allow the Company to engage in insolvent trading; and
- (j) consult the Chairman if considering an invitation to become a director of any other company (except a related body corporate) and have regard to the views of the Chairman about the director acting as a director of an external entity, and relevant Board policies and best practice standards on multiple directorships.

7 Board process

7.1 Meetings

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

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 or are otherwise disclosed in accordance with arrangements with the Company.

Directors are expected to prepare adequately for, attend and participate in Board meetings. Directors should consider the sufficiency of the contents of the board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

Non-executive directors will periodically meet without executive directors or management present.

The Board may request or invite management or external consultants to attend Board meetings if necessary or desirable.

A director appointed to the Board as a nominee of a shareholder of the Company may appoint an observer to attend any Board meeting in accordance with the terms of any Relationship Deed between the Company and the relevant shareholder.

The Board may arrange and conduct meetings by telephone, video conference or other electronic means.

7.2 Independent professional advice

Following consultation with the Chairman, directors may seek independent professional advice at the Company's expense. Generally this advice will be available to all directors if the Chairman considers the advice relevant for them to discharge their responsibilities as directors.

All directors are entitled to the benefit of the Group's Deed of Access, Indemnity and Insurance which provides ongoing access to Board papers and, at the Group's expense, Directors and Officers insurance for seven years after the director leaves the Board.

7.3 Access to management

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

8 Board's performance evaluation

The Board recognises the importance of regular reviews of its effectiveness and performance. Periodically the Board will review and evaluate:

- (a) its own performance, including against the requirements of this charter and good governance practices;
- (b) the performance of its committees;
- (c) the performance of individual directors; and
- (d) the performance of its senior executives,

against both measurable and qualitative indicators. The Company will disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

9 Review and publication of charter

The Board is responsible for reviewing this charter and the division of functions and responsibilities in the Company to determine its appropriateness to the needs of the Company from time to time. The charter may be amended by resolution of the Board. The charter is available on the Company's website and the key features may be published in the annual report or a link to the governance section of the website provided.