

Board Charter

The Board Charter outlines the roles, responsibilities, and expectations of the Board of Kina Group. It establishes common standards and procedures for implementing strong corporate governance of all the companies in the Kina Group and ensures appropriate decision making guidelines.

Owner: Board
Level: Level 1 – Board
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1. PURPOSE

The purpose of this Charter is to define the roles, responsibilities, and authority of the Board of Directors (the "Board") and management of Kina Securities Limited ("Kina") and its related entities (collectively known as "Kina Group"). In the event it is a requirement of a local regulator that a subsidiary or related entity should have its own Board Charter, that Charter can be endorsed by the Board of the related entity and approved by the main Board of Kina.

This Charter establishes common standards and procedures for the good corporate governance for Kina Group. It is also intended to provide assurance to financial markets, to consumers of financial services and to regulatory agencies that Kina Group has in place sound corporate governance practices and a clear set of expectations with respect to performance, compliance, transparency and accountability.

The Charter is intended to guide and inform the directors and senior management of Kina Group of companies on the performance of their duties and responsibilities. The Charter also highlights powers delegated to various Board committees of Kina Group, matters reserved for final decision-making or pre-approval by the Board and policies and practices adopted by the Board.

2. ROLES AND RESPONSIBILITIES

The Board shall;

- Govern Kina Group in the interest of its shareholders – to protect and grow the value of stakeholder interests;
- Oversee Kina Group's performance, including financial performance, risk management, compliance with laws and regulations, and adherence to ethical standards;
- ensure that appropriate risk mitigation strategies are in place to protect Kina Group's assets, reputation, and stakeholders;
- appoint and evaluate the performance of the Managing Director (CEO) and senior executives, ensuring effective leadership and succession planning;
- establish the risk appetite, monitor and assess Kina Group's internal controls, risk management practices, and compliance frameworks;
- ensure timely and accurate reporting to shareholders, regulators, and other stakeholders, providing relevant information on the bank's performance, risks, and governance practices;
- disclose any conflicts of interest or related-party transactions in accordance with applicable laws and regulations.
- monitor the implementation of strategic plans against pre-determined performance indicators;
- identify key business risks and ensure measures are taken to mitigate those risks;
- establish and monitor charters and procedures of all Board committees;
- appoint the Managing Director (CEO), determine the duration, remuneration and other terms of appointment and evaluate the performance of the CEO;
- Appoint the Kina Group Secretary;
- review the compensation of directors and recommend changes to the non-executive director's fee pool to shareholders;
- ensure succession plans are in place for all key positions in Kina Group including a succession plan for the role of CEO;
- adopt a comprehensive suite of prudential and administrative policies;
- verify independently that the prudential and administrative policies are operating effectively;
- ensure the annual accounts of the Kina Group and other published reports and announcements are prepared according to the relevant standards and released in accordance with required continuous disclosure obligations; and

- resolve that the accounts and other published reports and announcements (where relevant) accurately represent the financial position of the Kina Group and

Chair

The Board will appoint, subject to certain limiting criteria, a Chair from amongst its members for a renewable term of three years. The Chair must be a non-executive, independent director ordinarily resident in PNG and, for the avoidance of doubt, must not be the same person as the CEO of the Kina Group. The Chair cannot have been appointed CEO of the Kina Group at any time in the preceding three years.

The Chair must be available to meet with Bank of PNG (BPNG) on request and generally be able to devote sufficient time to the Kina Group to ensure all the Chair's supervisory responsibilities are fulfilled. The Chair provides leadership at Board level and is responsible for ensuring the integrity and effectiveness of the Board and its committees.

The Chair will lead Board meetings to ensure that appropriate discussion takes place, and that clear and understandable resolutions are determined by the Board.

The Chair is responsible for:

- maintaining regular dialogue with the CEO on operational matters;
- ensuring that material matters in respect of the business are tabled at Board meetings;
- participating in the nomination of directors to ensure that the Board has the right mix of skills, knowledge, experience, expertise and diversity to diligently discharge its duties and responsibilities;
- being available for the CEO between Board meetings to provide advice and counsel;
- evaluating the performance of the Board, its committees and the individual directors;
- evaluating the performance of the CEO;
- ensuring adequate succession planning for the directors and senior management;
- chairing and conducting meetings of shareholders and the Annual General Meeting; and
- Maintaining relations with the shareholders of the Kina Group and ensuring that information is clearly communicated to them through appropriate disclosure.

The Board may appoint but is not required to appoint a Deputy Chair to assist the Chair in the execution of his or her duties and any other functions the Board may wish to delegate to the Deputy Chair.

In the absence of the Chair, the Deputy Chair if appointed shall act as Chair at meetings of the Board.

Chief Executive Officer (CEO)

The CEO provides executive leadership and is accountable to the Board for the implementation of the strategies and decisions of the Board within the framework of the organisation strategy, delegated authorities, risk appetite, behavioral standards, ethical values and prudential policies of the Kina Group. The CEO is accountable to the Board for the following functions:

- directing and overseeing the effective management of the Kina Group in compliance with applicable laws, regulations and prudential standards as well as policies and risk parameters established by the Board;
- providing the Board with sound comprehensive advice together with relevant contextual material and background information on organisational objectives, strategic direction, management structure and significant policies;
- assisting the Board in the performance of its oversight role by providing relevant, accurate, and timely information on the status of the Kina Group's operations and its financial position;
- developing and recommending to the Board the annual business plans and budgets that support the Kina Group's long term strategy;
- ensuring that the Kina Group has an effective culture in place;
- ensuring that the Kina Group has an effective management team in place that is appropriately trained, remunerated, and incentivised for the roles they perform within the team; and
- ensuring that effective internal controls are in place and that the control and compliance functions are sufficiently well resourced to properly discharge their functions independent from management.

The Board will delegate to the CEO and his/her direct reports sufficient powers and authority to perform these functions. The CEO and his/her direct reports may only exercise such of the Board's power as are specifically delegated to them by resolution of the Board.

The Board will annually agree with the CEO specific objectives and quantifiable financial and operational performance targets. These targets will form part of the CEO's annual performance agreement with the Board.

The CEO serves as the chief spokesperson for the Kina Group.

The Board will delegate to the CEO responsibility for the following matters:

- selecting the senior management team;
- setting the terms and conditions of employment within Remuneration framework parameters;
- evaluating the performance of management;
- implementing the strategic direction established by the Board;
- drafting the annual budget in consultation with the Audit Committee;
- managing day to day operations on time and within budget;
- maintaining effective internal risk controls; and
- managing the daily operations of the business in accordance with social, ethical and environmental policies set by the Board.

Once a matter has been delegated to management, the Board should monitor results and outcomes including compliance with policies, while acknowledging the role of management to manage the day to day operational activities of Kina Group

Directors

This Charter confers certain rights on directors – including the right to receive accurate and timely information. It also imposes certain duties on directors including the duties to read the information provided, to attend Board meetings, to debate constructively and to respect the views of other directors. Directors have a duty to act honestly and in good faith and to exercise due diligence, care and skill in the course of performing their functions. The Board has approved a Code of Ethics and Business Conduct and all directors are required to observe the Code.

Decisions of the Board are taken collectively and the principle of collective responsibility applies regardless of the way an individual director voted. Individual directors have no authority to exercise any powers of the Board or Kina Group unless specifically authorized to do so by resolution of the Board.

Directors have a legal obligation to act in the best interests of Kina Group. To avoid any perception that directors have acted in their own self-interest, the Kina Group has published a Conflict of Interest Policy. Directors are required to familiarize themselves with this policy and to comply with its provisions.

Directors have access to the Kina Group Secretary for advice about the governance of the Kina Group and Board procedures in general and may, after consultation with the Chair, obtain external advice they consider necessary to properly discharge their duties to the Kina Group.

In the interest of good governance and to comply with the BPNG Prudential Standards, all directors are required to devote a minimum of 20 hours per year to their ongoing professional development. This requirement may be met by attendance at recognized courses, seminars and conferences on governance. The Kina Group maintains a register of directors' professional development. Directors should advise the Kina Group Secretary when they have completed their professional development obligation each year. The Kina Group will meet any travel and accommodation costs associated with professional development for directors from the Board governance budget.

Secretary

The Secretary takes responsibility for the logistics of all Board and Committee meetings and ensures that the Kina Group operates in compliance with regulatory requirements for the disclosure of information about the Kina Group's activities and performance.

The Secretary is directly accountable to the Board, through the Chair, for:

- compliance with corporate reporting rules and regulations and communication to shareholders;
- ensuring that the Board follows proper processes and procedures;
- advising the Chair and directors on their responsibilities;
- devising induction and training programs for new directors;
- assisting the Chair to draft the agenda for meetings;
- notifying Board members and shareholders of meetings and distributing Board papers;
- taking minutes and ensuring that a record of the decisions taken at all meetings is kept secure;

- arranging administration and logistical matters for Board meetings;
- assisting directors to obtain the information needed to discharge their duties; and
- informing the Board of current corporate governance thinking and practice.
- ensuring the accuracy and disclosure of market information in a timely manner in accordance with the rules of ASX and PNGX.

Committees

The Board may delegate any of its powers and responsibilities to committees, officers, or employees of the company, as it deems appropriate and consistent with applicable laws and regulations. Such delegation shall not relieve the Board of its ultimate responsibility for the proper discharge of its duties and oversight functions. The Board shall establish procedures for the selection, appointment, and removal of committee members, as well as guidelines for their operations and reporting. The Board shall periodically review the performance and effectiveness of committees and may modify or terminate their authority as necessary

Committees should be formed only when it is efficient or necessary to facilitate effective decision-making, when required by legislation, or when particular projects require specific expertise and in-depth analysis.

All Board Committees will have a Charter approved by the Board setting out the composition, duties and responsibilities of that Committee.

The Board shall ensure the Chair and members of the Committee have the necessary skills and knowledge to perform the functions delegated to the Committee.

The Board recognises and accepts that the ultimate accountability for matters delegated by it remains with the Board. Powers and functions delegated by the Board to a committee entail a simultaneous requirement of reporting to the Board and an obligation on the Board to monitor and evaluate the activities of committees and individuals with delegated authority.

Committees must, unless the Board determines otherwise:

- observe the same rules of conduct and procedure as the Board;
- only speak or act for the Board when authorised;
- ensure that authority delegated to a committee will not conflict with the authority delegated to management; and
- distribute Committee approved minutes, to all members of the Board.

This Charter recognises the following committees:

- Board Audit Committee;
- Board Risk Committee
- Remuneration and Nominations Committee;
- Disclosure Committee;

The Charters of these Committees have been approved separately by the Board. The composition of the Committees must be reviewed annually to ensure the balance of specialist skills, independence and experience is appropriate

The Board may co-opt specialists as permanent invitees of Committee meetings. Such specialists should not outnumber Committee members and must not disclose confidential information.

The Chair of each Committee shall provide a verbal summary of discussions at the next relevant Board meeting and the minutes from each Committee meeting shall subsequently be tabled for the information of the Board. .

The Management Committees shall reference the Risk Management framework to ensure appropriate escalation of matters to Board Committee or direct to Board including:

- Risk Management Committee
- Asset and Liability Committee;
- Credit Committee;
- ICT Steering Committee;
- Executive Committee; and
- Any other committee the CEO establishes.

3. MEMBERSHIP; QUORUM; SECRETARY

Membership

- The Board shall consist of a diverse group of individuals with relevant expertise and experience in business, management, banking finance, and other related fields.
- The Board shall have a Chair who will be responsible for leading the Board and ensuring its effectiveness.
- The Board shall establish committees as necessary to support specific areas of oversight, such as Audit, Risk, Remuneration, and Nomination Committees.
- The Board consist of seven (7) members made up of six (6) non-executive director and one (1) executive director.
- Kina Constitution provides for a minimum of three and a maximum of ten directors.
- The Kina Group's current executive director is the MD & CEO of the Kina Group.

Quorum

- In accordance with Article 84.2 of the Kina Constitution, unless otherwise determined by the Board, a quorum for a properly constituted Board meeting shall be two directors.

Secretary

- The Secretary shall be a lawyer, Chartered Accountant, Chartered Secretary or person of similar capabilities.

4. AUTHORITY

- Approve the Kina Group's strategy, business plans and policy;
- Approve the external auditor's fees;
- Approve and monitor the progress of material capital investment decisions, including new products and services;
- Approve the annual report including the financial statements, remuneration report, corporate governance statement, dividend proposals and notices to shareholders for consideration at the Annual General Meeting;
- Approve applications for new and increased loan exposures where the amount or nature of the lending requires referral to the Board as set out in the Kina Group's Credit Risk Management Framework and the Delegated Lending Authority Framework.
- Remuneration of Non- Executive Directors shall be recommended by the Remuneration and Nomination Committee and be approved by the Board
- Approve risk exposure limits to respond to changes in strategies, products and market conditions.
- Approve Kina Group's strategic direction and guidance to the management team, ensuring alignment with the Kina Group's mission, vision, and values.
- Approve major policies, plans, and budgets
- Appoint, evaluating, and compensating senior executives
- Oversee the Kina Group's financial performance and risk management practices
- Ensure compliance with laws, regulations, and ethical standards
- Review and approving significant investments and transactions
- Communicating with shareholders and other stakeholders
- Establish and overseeing committees to support specific areas of oversight, such as audit, risk, remuneration, and nomination committees
- Conducting regular evaluations of the Board's own performance and that of individual directors
- Participating in ongoing professional development activities to enhance their knowledge and skills relevant to their roles.

- Ensure that appropriate succession plans are in place for senior executives and key positions within the Kina Group.
- Identify potential candidates for leadership positions and ensure that they receive appropriate training and development opportunities.

5. MEETINGS

Meetings

- The Board shall meet at least six times a year and at such additional ad hoc times as may be required. Regularly scheduled Board meetings will include the following agenda items:
 - updating the Register of Interests;
 - declarations of any actual conflicts of interest with items on the agenda;
 - reports from management covering operations, financial management, risk management, human resource management, health and safety, and strategic opportunities;
 - updates on strategic initiatives;
 - recommendations from management for Board approval;
 - report from the CEO;
 - reports from the CFO including current financial statements;
 - reports from the CRO regarding any material risk items (e.g.: regulatory management and /or policies) and
 - any special reports (e.g. quarterly financial reports, economic conditions, employment trends and staff review).
- Meetings may be held in person or by telephone or video conference, provided in the case of phone or video conference that participants can hear each other simultaneously.
- Board members who are unable to attend Board meetings shall advise the Chair or Secretary as early as possible.
- A director who fails to attend at least 75% of Board meetings across a period of 12 months may be requested to step down as a director.

Agendas

- With the assistance of the Secretary, the Chair must ensure that an agenda is prepared prior to each Board meeting and that all relevant issues requiring attention are raised. The Agenda and papers must be distributed to directors at least 7 days before the relevant Board meeting.

Minutes

- The minutes of proceedings of each meeting shall be approved at the following meeting as evidence that the resolutions were adopted.
- The Board shall regularly consider whether the format and content of standard Board reports and submissions are appropriate and make such changes to Board reports or submissions as considered necessary to improve the Board's efficiency.

Attendees at Board Meetings

- Members of senior management may be invited to attend Board meetings to facilitate communication between executive management and non-executive Board members.

Conflicts

- A director who has an actual conflict of interest with any item on the agenda of a Board meeting must inform the Chair or the Secretary as soon as the director becomes aware of the conflict. The Chair may, at his sole discretion, require the conflicted director to abstain from discussing and voting on the item of business;
- The Board shall maintain a Register of Interests which is updated at every Board meeting. Members of the Board are expected to act ethically at all times and to manage any possibility of conflict of interest transparently.
- Directors are obliged to promptly disclose if they have any interest, position, association or relationship of the type described in Section 8 Paragraph 7;
- When actual, potential or perceived conflicts arise, directors will declare these at the meeting or as soon as the director is aware it has arisen. The actual, potential or perceived conflict shall be recorded in the minutes of proceedings of the meeting and, if determined appropriate by the Chair, the director shall abstain from

discussion and voting, or the Chair may request the director to exit the meeting for the discussion on the item concerned;

- Enduring material conflicts of interest are incompatible with the fiduciary duties of directors. Directors are appointed on the understanding that they may be removed by the Board if and when a material actual or prospective enduring conflict of interest emerges with the Kina Group; and
- Failure to disclose a material conflict of interest constitutes a criminal offence under the Companies Act.
- Management of conflicts of interest is a critical issue for trust and confidence in the conduct of the Kina Group's affairs. The Board explicitly recognises this and a stand-alone Conflicts of Interest Policy has been promulgated to address the issue. Directors are required to familiarise themselves with the policy and to comply with it at all times.

6. COMPOSITION AND APPOINTMENT OF DIRECTORS

The Board will:

- determine the number and composition of the Board, subject to limits imposed by Kina's Constitution;
- identify and evaluate possible future Directors for the Board (with the assistance of the Remuneration and Nomination Committee, where necessary);
- appoint Directors to fill casual vacancies; and
- make recommendations to Kina's shareholders for the appointment and removal of directors.

The minimum number of Directors, as prescribed by the Bank of PNG under Prudential Standard BPS300: Corporate Governance, is five (5) at all times. A Director's term should not exceed a period of nine years and the majority of Directors must be ordinarily resident in PNG.

- The Board must have a minimum of three non-executive and independent directors at all times. Qualifications for director's will require the ability to pass a "Fit and Proper" test to the satisfaction of the Chair of the Remuneration and Nominations Committee and meet the standards under the Bank of Papua New Guinea's (BPNG) Banking Prudential Standard (BPS300) Corporate Governance and BPS310 Corporate Governance - Fit and Proper Requirements and not be disqualified by the Companies Act or listing rules;

A director will be considered independent where they are independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgment.

Without limiting the Board's discretion, the Board has adopted the following guidelines (as set out in the ASX Principles & Recommendations) to assist the Board in considering the independence of directors. In general, directors will be considered to be 'independent' if they are not members of management (a non-executive director) and they:

- have not been, employed in an executive capacity by the Kina Group or any of its child entities and/or there has been a period of at least three years between ceasing such employment and serving on the board;
- do not receive performance-based remuneration (including options or performance rights) from, or participate in an, have not been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the Kina Group or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- have not been within the last three years, an officer or employee of, or professional adviser to, a substantial holder;
- have no close personal ties with any person who falls within any of the categories described above; or
- have not been a director of the Kina Group for such a period that their independence from management and substantial holders may have been compromised.

The independence of the directors will be regularly reviewed (at least annually) and the status of independent directors will be disclosed, together with the length of service of each director, in the Kina Group's annual report or on the Kina Group's website.

Each non-executive director will inform the Board or the Remuneration and Nominations Committee of any change to their interests, positions, associations or relationships that could affect their independence.

Any change to a director's status as an independent director will be disclosed and explained to the relevant financial markets in a timely manner. Any decision by the Board not to change a director's status as an independent director despite the director having an interest, position, association or relationship of the type described above will be disclosed and explained in the Kina Group's annual report or on the Kina Group's website.

Directors may be appointed to a Board for a maximum term of three years, but are eligible for re-election at the subsequent Annual General Meeting. At least one third of directors shall retire by rotation at each Annual General Meeting and shall be eligible for re-election.

The Remuneration and Nominations Committee must maintain a pro-active forward-looking approach to Board renewal. It must (ideally) identify forthcoming retirements 12 months in advance of expected retirement dates, identify any gaps in the mix of skills, knowledge, experience, expertise and diversity represented on the Board and establish a list of suitable candidates who would complement and strengthen the Board.

On appointment, each new director will receive an induction, prior to their first Board meeting. This may involve meeting with the Chair, the CEO and other key management personnel and receiving a Director's Manual which comprises information and legal documents necessary to govern the Kina Group.

After their induction, directors are expected to keep themselves updated on:

- changes and trends in the financial sector, the Kina Group and market environment; and
- any changes and trends in the economic, political, social, global, environmental and legal climate generally.

The Board may determine if the most senior executive officer of the Kina Group will be invited to join the Board as "Managing Director". If the Board so determines, the Managing Director will attend Board meetings as of right and have full voting powers. If the Board determines the most senior executive officer should not be the Managing Director, the senior executive officer will attend meetings of the Board by invitation although it is expected they would normally attend and participate fully in all Board discussions.

Other Board Appointments

- Directors are at liberty to accept other board appointments as long as the appointment is not in conflict with the Kina Group, sector regulations, nor detrimentally affects the director's performance and time availability.
- It is Board policy that the Kina Group's directors should not hold more than six other corporate/Kina Group Board appointments.
- A director may not hold more than two Board appointments to authorised financial institutions.

7. BOARD PERFORMANCE EVALUATION

The Board will undergo an assessment and evaluation of its collective performance each year. The evaluation will include:

- the Board's performance in achieving strategic goals, processes and procedures;
- the performance of the Committees, individual Board members, the Chair and the CEO;
- the effectiveness of the Kina Group's strategic direction;
- responsiveness to problems and crises;
- access to and review of information from management and quality of such information;
- performance against the Board Charter and maintenance and implementation of corporate governance practices and principles; and
- Kina Group and Board compliance with regulatory requirements.

The directors complete an evaluation assessment each financial year to assess the collective effectiveness of their respective Committees and the Board. In addition, the Chair will individually appraise the directors and the Deputy Chair, or if none is appointed, a Committee Chair will appraise the Chair. Directors whose performance is judged to be unsatisfactory may be asked to retire;

The ASX Principles & Recommendations state that a listed entity should have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and disclose whether a performance evaluation was undertaken in accordance with that process. It is accepted good governance that an external review be undertaken every three years, with an internal evaluation undertaken by the Board in intervening years.;

The Board will disclose each year in the Kina Group's annual report or on the Kina Group's website whether a performance evaluation of the Board, its committees and its directors was undertaken in accordance with the ASX Principles & Recommendations; and
The Board shall participate in ongoing professional development activities to enhance their knowledge and skills relevant to their roles

8. REMUNERATION

The remuneration of the Non-Executive Directors shall be recommended by the Remuneration and Nominations Committee and be approved by the Board. The shareholders will agree at the Annual General Meeting, a total budget for Non-Executive Directors remuneration and the Board will determine the allocation of fees;

Non-executive directors are paid a basic an annual fee for attending Board meetings and shall receive additional fees for committee meetings as determined by the Board and with due consideration to remuneration for like organisations.
Meeting fee for attending both Board meetings and Committee meetings;

Reasonable travel and associated expenses are reimbursed only on provision of a receipt; and

Executive directors do not receive fees, and are paid in accordance with their employment contracts with the Kina Group.

9. REVIEW OF CHARTER

This Board Charter shall be reviewed by the Owner triennially to ensure its continued relevance and effectiveness with a summary being submitted to the Board detailing the results of risk assessment and whether there are any updated required;

Every three years, the full Charter must be submitted to the Board for Board Endorsement;

Any amendments to this charter shall be approved by the Board;

All Amendments and Approvals are maintained by Compliance Team in the Policy & Procedure Change Document Register.

10. POLICY ADMINISTRATION

Policy Administrator	Kina Group Secretary
Policy Owner	Board of Directors
Effective Date	27 October 2015
Date of Last Review	24 04 2023
Next Scheduled Review	April 24
Regulator (If Applicable)	BPNG, ASX and PNGX
Compliance Mechanism	Annual Review process certification via Board Risk Committee plus 3-year mandatory risk review and re-endorsement.
Approval Body	Board (via Board Risk Committee)
Document Approval History	<p>Version 1.0 – Board approved (dated on 27/10/2015)</p> <p>Version 1.1 – Board approved (dated on 27/10/2016)</p> <p>Version 1.2 – Board approved (dated on 12/12/2017)</p> <p>Version 1.3 – Board approved on(29/04/2018)</p> <p>Version 1.4 – Board approved (dated on 30/04/2019)</p> <p>Version 1.5 – Board approved (dated on 23/06/2020)</p> <p>Version 1.6 – Board approved (dated on 22/06/2021)</p> <p>Version 1.7 – Board approved (dated on 27/04/2023)</p>
Related Policies	<p>Board Renewal Policy</p> <p>Board Audit Committee Charter</p> <p>Board Risk Committee Charter</p>

		Remuneration and Nomination Committee Charter Code of Ethics & Business Conduct Risk Management Strategy and Framework Director Fees and Expense Policy Conflict of Interest Policy
Supporting Procedures Guidelines	or	Non-Executive Directors Induction Process