



Australian Agricultural Company Limited

ABN 15 010 892 270

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## Board Charter

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**Table of Contents**

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Section No.	Subject	Page No.
1.	Purpose of Board Charter	1
2.	AACo Board Roles	1
2.1	Role of the AACo Board	1
2.2	Role of the AACo Chairman	1
2.3	Role of the MD/CEO	2
2.4	Role of the Company Secretary	2
2.5	Role of Individual Directors	2
2.5.1	Participation in Board Meetings	2
2.5.2	Legal Obligation	3
2.5.3	Conflict of Interest	3
2.5.4	Access to Information	4
2.5.5	Code of Conduct	4
2.5.5	Directors Code of Conduct	4
2.5.6	Dealing with External Stakeholders	4
3.	AACo Board Structure	4
3.1	AACo Board Composition and Size	4
3.2	Appointment of New Directors	4
3.3	Retirement from the AACo Board	5
3.4	Evaluation of AACo Board Performance	5
4.	Key Functions of the AACo Board	6
4.1	Role of the AACo Board in Strategy	6
4.2	Delegations of Authority	6
4.2.1	Delegation to AACo Board Committees	6
4.2.2	Role of AACo Board Committees	6
4.2.3	Delegations to the MD/CEO	7
4.3	Review of MD/CEO Performance	7
4.4	Risk Management and Compliance Framework	7
4.5	Cascading of Decisions to Subsidiary Companies	8
4.6	Other	8
4.6.1	Independent Advice	8
4.6.2	Insurances	8
Appendix A	Transactions Requiring AACo Board Approval	9
Appendix B	Independence of Directors	10

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### 1. Purpose of Board Charter

The Australian Agricultural Company Limited (“AACo”) is a listed public company.

The primary purpose of the Board of Directors of AACo (“AACo Board”) is to oversee the sound and prudent management of AACo and its subsidiary companies (“AACo Group”), to provide leadership and strategic guidance, and to oversee the delivery of the AACo Group's purpose.

The purpose of the Board Charter is to:

- set out the roles, responsibilities, structure and operation of the AACo Board;
- instill high standards of corporate governance across the AACo Group; and
- outline the manner in which the AACo Board discharges its responsibilities for the AACo Group.

The Board Charter provides a basis for the good governance of AACo and operates in conjunction with the Constitution of AACo, the *Corporations Act 2001* (Cth) and other relevant laws.

### 2. AACo Board Roles

#### 2.1. Role and responsibilities of the AACo Board

The AACo Board is responsible to the shareholders for the overall direction, performance and governance of the AACo Group. In addition to the matters required by the AACo Constitution, the law, and Board approved AACo corporate governance policies, the role of the AACo Board includes the following:

- providing leadership and strategic direction to the AACo Group and monitoring management's performance within that framework;
- approving AACo's statement of values and Code of Conduct and reviewing relevant reports from management;
- monitoring the culture of the AACo Group (including by forming a view on the risk culture) and instilling the Code of Conduct through policies, processes, systems and people;
- monitoring management's actions to strengthen the desired organisational culture and address weaknesses;
- appointing and removing the Chairman;
- appointing and removing the Managing Director/Chief Executive Officer (“MD/CEO”), other senior executives and the Company Secretary and approving succession plans for these roles;
- regularly monitoring and evaluating the performance of the MD/CEO and, where required, providing feedback to and challenging the MD/CEO;
- defining and reviewing the powers to be reserved to the AACo Board and those to be delegated to the MD/CEO;
- approving senior management remuneration policies and practices, and ensuring that any such policies and practices are aligned with AACo's purpose, values, strategic objectives and risk appetite;
- reporting to shareholders, and maintaining policies and procedures to ensure shareholders are provided with timely, accurate and relevant information and in compliance with all regulatory requirements;
- setting and reviewing AACo's corporate governance policies and practices;
- satisfying itself that AACo's business is being conducted ethically, transparently and in accordance with AACo's values;
- approving policies governing the operations of the AACo Group;
- approving and monitoring financial performance, capital management and the determination of dividend payments;
- approving and monitoring the progress of AACo's purpose and business objectives;
- assuming risk management responsibilities for AACo, including approving and overseeing AACo's overall risk management framework for managing financial and non-financial risks and setting the risk appetite within which the AACo Board expects management to operate;

## AACo Board Charter

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- overseeing the integrity of the accounting and corporate reporting systems, including the appointment, reappointment or replacement of the external auditor;
- providing advice and counsel to management on a periodic and ad hoc basis;
- decision-making in relation to initiatives or matters not otherwise dealt with as part of the strategy process e.g. major acquisitions and disposal of property;
- overseeing the AACo Group's process for making timely and balanced disclosure of all material information concerning the AACo Group that a reasonable person would expect to have a material effect on the price of value of AACo's securities;
- ensuring that the AACo Board is and remains appropriately skilled to meet the changing needs of the company;
- approving any documents required by the AACo Constitution, legislation or other regulations; and
- without limiting any of the above:
  - approving AACo's sustainability/environmental, social and governance ("ESG") strategies and objectives and related initiatives, policies, reporting and risk management frameworks, and ensuring those strategies and objectives are consistent with AACo's overall business strategy and objectives, support AACo's values and address identified material sustainability/ESG risks to AACo's business;
  - approving AACo's periodic Sustainability Report and Modern Slavery Statement;
  - overseeing the decisions and actions of management on implementing and achieving AACo's sustainability/ESG strategies and objectives;
  - monitoring AACo's progress towards achieving its sustainability/ESG strategies and objectives;
  - periodically reviewing the effectiveness of AACo's sustainability/ESG strategies and objectives and related initiatives, particularly as they relate to addressing climate change, human rights issues and minimising the impact of AACo's operations on the environment;
  - overseeing appropriate benchmarking of AACo's sustainability/ESG performance and disclosures;
  - monitoring the perspectives of AACo's key stakeholders and external developments as they relate to sustainability/ESG matters and their potential material impacts (including reputational impacts) on AACo's business;
  - monitoring whether the AACo Board and management have the appropriate experience and skill sets to oversee development and implementation of AACo's sustainability/ESG strategies and objectives; and
  - monitoring AACo's community engagement activities to ensure they are directed towards the development and wellbeing of the communities with which AACo engages.

### 2.2. Role of the AACo Chairman

The Chairman of AACo is an independent non-executive Director appointed by the AACo Board. The Chairman's responsibilities include:

- providing the appropriate leadership to the AACo Board in fulfilling its duties to the shareholders and AACo;
- overseeing processes and procedures in place to evaluate the performance of the AACo Board, its committees and individual Directors;
- chairing meetings of the AACo Board and ensuring that relevant issues are on the agenda for those meetings and that Directors receive timely, relevant information to enable them to be effective members;
- facilitating effective Board discussions and contribution of all Directors, to ensure the core issues facing AACo are appropriately addressed;
- promoting constructive and respectful relations between Directors and between the AACo Board and management;
- promoting effective communication with shareholders; and
- maintaining regular dialogue and a mentor relationship with the MD/CEO.

### 2.3. Role of the MD/CEO

The MD/CEO is responsible to the AACo Board for the overall management and performance of the AACo Group. The MD/CEO manages the organisation in accordance with the strategy, plans and policies approved by the AACo Board to achieve the agreed goals.

Specifically, the MD/CEO is responsible for:

- the efficient and effective operation of AACo and its subsidiary companies;
- implementing AACo's strategic objectives and instilling and reinforcing its values, all while operating within the values, Code of Conduct, budget and risk appetite set by the Board;
- assessing the health, safety, environmental and reputational consequences of decisions and actions and the impact on the achievement of AACo's strategic objectives;
- ensuring the AACo Board is provided with honest, accurate and clear information in a timely manner to promote effective decision-making by the AACo Board; and
- ensuring all material matters affecting AACo and its subsidiary companies are brought to the AACo Board's attention.

### 2.4. Role of the Company Secretary

The Company Secretary will be the secretary of the AACo Board. All Directors shall have direct access to the Company Secretary.

The Company Secretary, through the Chairman, is accountable to the AACo Board on all matters to do with the proper functioning of the AACo Board, including for the effectiveness of the implementation of corporate governance processes and adherence to the AACo Board's principles and procedures.

### 2.5. Role of Individual Directors

#### 2.5.1. Participation in Board Meetings

Directors have a duty to question information, raise any issue which is of concern to them, fully canvas all aspects of any issues confronting AACo and cast their vote on any resolution according to their own judgement. All Directors are expected to utilise their range of relevant skills, knowledge and experience and to apply their independent judgement to all matters discussed at AACo Board meetings. Outside the boardroom, Directors are expected to support the letter and spirit of AACo Board decisions.

Confidential information received by a Director in the course of the exercise of his or her duties as a Director remains the property of AACo and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been properly authorised, or is required by law.

#### 2.5.2. Legal Obligations

In accordance with legal and statutory requirements, Directors will:

- discharge their duties in good faith and act honestly in the best interests of AACo with the level of skill and care expected of a Director of a major company;
- owe their primary fiduciary duty to AACo using the powers of office for proper purpose, in the best interests of AACo with the level of skill and care expected of a Director of a listed Australian company;
- act with the required level of care and diligence, demonstrating commercial reasonableness in their decisions;
- disclose conflicts of interest (refer Section 2.5.3);
- act for the benefit of AACo at all times;
- not make improper use of information gained through their position as a Director;
- not take improper advantage of the position of Director;

- not allow personal interests, or the interest of any associate, to conflict with the interests of AACo;
- make reasonable enquiries to ensure that AACo is operating efficiently, effectively and legally towards achieving its goals; and
- undertake diligent analysis of all proposals placed before the AACo Board.

Directors decide what matters are delegated to management and must ensure that adequate controls are in place to oversee the operation of these delegated powers.

Non-executive Directors do not participate in the day-to-day management of AACo. Consequently, representations or agreements with suppliers, customers, employees, consultants, professional firms or other parties or organisations are made by management unless such an authority is explicitly delegated by the Board to the Director, either individually or as a member of a committee.

### 2.5.3. Conflict of Interest

It is expected that Directors will be sensitive to conflicts of interest that may arise. Directors must:

- disclose to the AACo Board any actual or potential conflicts of interest that may exist or might reasonably be thought to exist as soon as the situation arises;
- if deemed desirable by the AACo Board or the Director, take such steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period; and
- comply with the *Corporations Act 2001* (Cth) provisions and ASX Listing Rules about disclosing interests and restrictions on voting.

In certain circumstances, it may be desirable for Directors to excuse themselves from the room when the AACo Board discusses matters about which the conflict relates. The AACo Board will resolve the appropriate action at the time of the disclosure.

It is expected that Directors will inform the Chairman of any proposed AACo Board or executive appointments they are considering undertaking that could conceivably result in a conflict. Directors will advise AACo of appointments to other companies as soon as practicable after the appointment is made.

The same requirement will exist for related party transactions. Related party transactions should be reported in writing to the Company Secretary and, where appropriate, raised for consideration at the next AACo Board meeting.

### 2.5.4. Access to Information

Directors are encouraged to access members of the senior management team at any time to request relevant information in accordance with the protocols adopted by the AACo Board from time to time and any agreements entered into directly with the Directors governing access to AACo information and/or records.

### 2.5.5. Code of Conduct

AACo has adopted a Code of Conduct outlining the standards of personal and corporate behaviour required of all officers and employees. The Code reinforces an already strong ethical culture for the benefit of all stakeholders and applies to Directors.

A copy of the Code of Conduct is provided to all Directors and employees when they join AACo.

### 2.5.6. Directors Code of Conduct

AACo has adopted a Directors Code of Conduct outlining the additional standards of personal and corporate behaviour required of all Directors.

Directors must adhere to both the Code of Conduct and the Directors Code of Conduct.

A copy of the Directors Code of Conduct is provided to all Directors when they join the AACo Board.

### 2.5.7. Dealing with External Stakeholders

Communication with the media and the investment community on AACo related issues will be undertaken by the MD/CEO, the Chairman, the Chief Financial Officer (“CFO”), the Chief Operating Officer or the Company Secretary, subject at all times to AACo's Continuous Disclosure and Shareholder Communication Policy. Non-executive Directors are not expected to become involved with the media or the investment community on AACo affairs in the normal course of business.

The AACo Board will meet with AACo's bankers on an annual basis.

## 3. AACo Board Structure

### 3.1. AACo Board Composition and Size

The size and composition of the AACo Board is determined with reference to:

- the Constitution, which provides that there will be a minimum of three Directors and a maximum of nine Directors;
- the *Corporations Act 2001* (Cth); and
- any other applicable laws and regulations.

The company in a general meeting may by resolution increase or reduce the number of Directors.

The AACo Board is made up of a majority of independent non-executive Directors. The Chairman of the AACo Board will be non-executive and independent of the role of the MD/CEO. The AACo Board will determine whether or not a Director is independent. The AACo Board considers an independent Director to be one who is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the AACo Board and to act in the best interests of AACo as a whole (rather than those of an individual security holder or other party). For the purposes of making a determination as to whether a Director is independent the AACo Board will consider, amongst other things, the criteria set out in Appendix B to the Board Charter.

The AACo Board assesses the appropriate mix of skills, experience, knowledge, independence, expertise and diversity required, and the extent to which they are represented on the AACo Board or the relevant AACo Board Committee (through, among other things, the use of a board skills matrix).

The AACo Board considers the succession of Directors, in conjunction with the AACo Board Nomination Committee, in accordance with relevant renewal and tenure policies.

The AACo Board appoints Directors to fill casual vacancies on the AACo Board and makes recommendations to shareholders in respect of the election or re-election of Directors. The AACo Board takes into account the results of individual performance reviews of directors in making its recommendations of the Directors standing for re-election.

### 3.2. Appointment of New Directors

The full AACo Board considers nominations of new Directors, and considers the range of skills and experience required in the light of:

- the current composition of the AACo Board;
- the anticipated requirements of the AACo Board;
- the need for independence; and
- the strategic direction and progress of AACo.

The AACo Board assesses nominated Directors against a range of criteria including background, experience, professional skills, personal qualities and their capacity to commit themselves to the AACo Board's activities.

### 3.3. Retirement from the AACo Board

One third of the Directors are required to retire by rotation at each Annual General Meeting

## AACo Board Charter

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("AGM"). The Directors to retire at each AGM are those who have been longest in office since their last election. Where Directors have served for equal periods they may agree among themselves or determine by lot, who shall retire.

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

The MD/CEO (who is a Director on the Board) is not subject to retirement by rotation and is not to be taken into account in determining the rotation of retirement of Directors.

A Director appointed as an additional or casual Director by the AACo Board will hold office until the conclusion of the next AGM of the company when the Director may be re-elected. This re-election will be in addition to any rotational requirements.

### 3.4. Evaluation of AACo Board Performance

The AACo Board seeks to encourage the types of behaviour that promote good corporate governance and effective decision-making by:

- ensuring Directors are encouraged to participate;
- ensuring there is a diverse range of skills and experience on the AACo Board;
- ensuring adequate time is available to discuss and review decisions;
- fostering an environment which encourages debate; and
- inviting presentations from outsiders with different ideas, perspectives, and information.

The Chairman will, on an annual basis, arrange for an evaluation to be conducted of the AACo Board's performance. This will include discussions both collectively and individually about:

- the role of the AACo Board;
- the AACo Board processes;
- the AACo Board's performance, including its compliance with the requirements of this Charter;
- the performance of individual Directors;
- the performance of AACo Board Committees;
- the need for continuing professional development; and
- any other relevant issues.

## 4. Key Functions of the AACo Board

### 4.1. Role of the AACo Board in Strategy

A critical part of the AACo Board's role is to ensure that AACo is pursuing an appropriate strategy. To achieve this, the AACo Board actively engages with management to ensure the appropriate development, execution and modification of AACo's strategy.

Each financial year during the planning process, management develops and then proposes a strategy for discussion with Directors. Once approved by the AACo Board, this strategy then forms the basis for the business plan, which is considered and approved by the AACo Board.

The AACo Board monitors execution of the business plan against pre-established milestones on a regular basis.

The AACo Board places emphasis on strategic discussion and conducts a minimum of two formal strategy meetings per annum.

### 4.2. Delegations of Authority

#### 4.2.1. Delegation to AACo Board Committees

The AACo Board has established committees in order to share detailed work and to streamline the discharge of its responsibilities. Each committee then reports back and



## AACo Board Charter

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advises the AACo Board. The Chairman of each Committee will report any matters of substance to the next AACo Board meeting. A copy of all Committee minutes are provided to the AACo Board.

There are currently four AACo Board committees, being:

- AACo Board Audit and Risk Management Committee
- AACo Board People and Culture Committee
- AACo Board Nomination Committee
- AACo Board Brand Marketing & Sales Committee

### 4.2.2. Role of AACo Board Committees

Each Committee has its own Terms of Reference approved by the AACo Board. The Terms of Reference are reviewed annually, with additional review from time to time as appropriate. The Chairman oversees all AACo Board Committees. The MD/CEO will attend committee meetings as appropriate. Other senior management and external advisors will attend by invitation.

The role of each committee is as follows:

#### i. AACo Board Audit and Risk Management Committee

The AACo Board Audit and Risk Management Committee assists the AACo Board to discharge its corporate governance responsibilities, including:

- monitoring the integrity and quality of interim and annual financial reporting and disclosures;
- identifying and managing key contemporary and emerging risks;
- complying with relevant laws, regulations, standards, and codes;
- monitoring the adequacy of the internal control framework, including reviewing and setting AACo's Risk Appetite Statement; and
- monitoring the adequacy of AACo's insurance program, including Directors & Officers insurance cover.

#### ii. AACo Board People and Culture Committee

The AACo Board People and Culture Committee reviews and reports to the AACo Board on the management of the company's safety and health responsibilities and provides advice to the AACo Board relating to the effectiveness, integrity and legal compliance of AACo's remuneration programs (including staff performance rights, share and option plans). Key responsibilities include annually reviewing and recommending to the AACo Board the total remuneration package of the MD/CEO.

The AACo Board People and Culture Committee also reviews compensation arrangements for the Directors themselves within the shareholder approved pool limit, making recommendations to the AACo Board.

#### iii. AACo Board Nomination Committee

The AACo Board Nomination Committee serves as an advisory committee to the AACo Board, providing advice relating to AACo Board composition, performance and succession.

#### iv. AACo Board Brand, Marketing & Sales Committee

The AACo Board Brand, Marketing and Sales Committee reviews and analyses the AACo Brand and Marketing Strategy and AACo Sales Strategy and their implementation, and provides advice and recommendations to the Board on those matters.

### 4.2.3. Delegations to the MD/CEO

While the AACo Board retains ultimate responsibility for the strategy and performance of AACo, the day-to-day operation of AACo is conducted by, or under the supervision of, the MD/CEO as directed by the AACo Board.

The AACo Board approves Delegations of Authority to the MD/CEO. These Delegations are maintained by the Company Secretary and are reviewed as appropriate from time to time. The AACo Board may impose further specific limits on MD/CEO delegations from time to time. The MD/CEO is accountable to the AACo Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and AACo policies.

Notwithstanding the above, certain matters are reserved to the AACo Board. Transactions or decisions that specifically require approval by the AACo Board are shown in Appendix A to the Board Charter.

### 4.3. Review of MD/CEO Performance

The AACo Board sets performance criteria for the MD/CEO, which are reviewed regularly by the AACo Board. The Chairman leads a formal AACo Board review to assess the performance of the MD/CEO on an annual basis.

### 4.4. Risk Management and Compliance Framework

The AACo Board is responsible for establishing and reviewing the effectiveness of policies on risk oversight and ensuring appropriate measures are in place to manage risk in line with AACo's strategy.

The AACo Board has established the AACo Board Audit and Risk Management Committee, whose responsibilities include sharing detailed work with respect to AACo's risk management and compliance framework (refer paragraph 4.2.2). This Committee reports back to and advises the AACo Board.

AACo has a risk management program in place that is supported by tools and processes to enable the business to identify and assess risks, respond appropriately and monitor/review risks.

The AACo Board is responsible for ensuring that AACo's internal compliance and control system is operating effectively. A systematic approach to compliance management has been implemented within AACo, covering a broad range of regulatory, financial and operational requirements and responsibilities. The AACo Board will inquire of management and the external auditors about risks or exposures and assess the steps in the management plan to take to minimise such risks to AACo. The AACo Board will monitor the risk management plan and process. The results of the compliance management process are reported to the AACo Board regularly and on an ad hoc basis as and when required.

### 4.5. Cascading of Decisions to Subsidiary Companies

The Directors of AACo fulfil their responsibility for guiding and monitoring subsidiary companies in the following ways:

- The Directors of AACo approve company strategy, business plans and policies which are cascaded down through key operating subsidiaries as appropriate;
- Significant issues affecting subsidiary companies are brought to the attention of the AACo Board by way of ad hoc Board reports; and
- Subsidiary company information and documentation are available to Directors on request.

### 4.6. Other

#### 4.6.1. Access to information

The Board has free and unfettered access to senior management, any other relevant internal and external party information and may make enquiries to fulfil its responsibilities.

### 4.6.2. Independent Advice

To assist Directors in discharging their duties, it may at times be necessary for them to seek independent professional advice, particularly where they perceive an irregularity in an AACo related matter. A Director is entitled to seek independent professional advice, at the expense of AACo, in the following circumstances where the issue or recommendation under consideration:

- imposes or has the potential to impose any unusually onerous obligation on the Director in discharging his or her duty as a Director (other than in circumstances where the Director may have a conflict of interest or may have breached his or her duty to the company);
- is one which the Director reasonably considers, after consultation with the Chairman, is for any other reason significant or of a character which makes the obtaining of independent advice appropriate;
- is one where the Director seeks advice as to coverage under the company's insurance policies; and
- where all available resources for obtaining advice on the issue or recommendation from internal professional staff, or from the company's usual external advisers, have been exhausted, and/or there are reasonable concerns as to the expertise or clear independence of those advisers.

Prior to the Director obtaining independent professional advice, the Director must advise the Chairman and ensure that the costs are reasonable. In addition, the independent advice obtained must be made available to the rest of the AACo Board.

### 4.6.3. Insurances

Where AACo is unable to indemnify a Director and/or officer (e.g. for a liability to AACo itself) the AACo's Directors & Officers Liability Insurance Policy may provide coverage (subject to the *Corporations Act 2001* (Cth) and policy terms and conditions) for 'losses' which the Director and/or officer becomes legally liable to pay in respect of a claim. Cover under the Directors & Officers Policy is not given where liability arises out of dishonesty, fraud or wilful breach of duty.

APPENDIX A

Transactions or Decisions that specifically require Approval by the AACo Board

- Company strategy, purpose and the annual operating plan and budgets;
- Company Code of Conduct and statement of values;
- Yearly and half-yearly results;
- Policies governing the operations of AACo;
- Appointment of new Directors to the AACo Board and to subsidiary companies;
- Appointment and removal of the Chairman, MD/CEO, Executive Director, CFO and Company Secretary;
- AACo's overall risk management framework for managing financial and non-financial risks and setting AACo's risk appetite;
- Senior management remuneration policies and practices;
- Acquisition or disposal of major operating assets, including properties;
- Major corporate or financial restructuring;
- Issues of company shares and options;
- Declarations of dividends to shareholders;
- Market announcements likely to be price sensitive;
- Periodic Sustainability Report; and
- Periodic Modern Slavery Statement

APPENDIX B

Independence of Directors

To qualify as being 'independent', a Director must, in the opinion of the Board, be free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole (rather than in the interests of an individual security holder or other party).

In determining whether or not a Director is independent, the Board will have regard to, among other things, whether the Director is considered to be one who:

- is a substantial shareholder of the Company or an officer of, or represents, a substantial shareholder of the company;
- within the last three years has been employed in an executive capacity by the Company or one of its subsidiary companies;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- has been in the last three years, a principal of a material professional adviser or a material consultant to the Company or other group member, or an employee materially associated with the service provided;
- is a material customer or supplier of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- has a material contractual relationship with the Company or another group member other than as a Director;
- has close personal ties with any person who falls within any of the categories described above; or
- has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised.

The Board determines the materiality of a relationship on the basis of fees paid or monies received or paid to either a Director or an entity which falls within the independence criteria above.

If a Director has an interest, position or relationship of the type described above, but the Board is of the opinion that it does not compromise the independence of that Director, the Company may consider disclosing in the Company's annual report the nature of the interest, position or relationship in question and an explanation of why the Board is of that opinion.