
The Australian Wealth Advisors Group Limited

ACN 653 634 292

Board Charter

(As adopted by the board of directors on 31 October 2023)

Board Charter

1. General

- 1.1 This document sets out the main principles adopted by the board of directors of the Company (**Board**) in order to implement and maintain a culture of good corporate governance both internally and in its dealings with outsiders.
- 1.2 The matters set out in this document are subject to the Corporations Act, the Constitution and the ASX Listing Rules.
- 1.3 The purpose of preparing and disclosing the matters set out in this document is to:
- (a) formalise procedures to ensure that the Company and the Board act in a transparent and appropriate manner in their respective internal and external dealings;
 - (b) enable the Board to provide strategic guidance for the Company;
 - (c) ensure that appropriate checks, balances and procedures are in place to monitor the operations of the Company and those charged with its management; and
 - (d) provide shareholders with a transparent method to evaluate the performance of the Company from a corporate governance perspective.
- 1.4 The constitution is the Company's key corporate governance document. The Board must ensure that it and the Company comply with the provisions of the constitution at all times. To the extent that there is any inconsistency between this Charter and the Company's constitution, the constitution will prevail to the extent of that inconsistency.

2. Functions, powers and responsibilities of the Board

Generally, the powers and obligations of the Board are governed by the Corporations Act and the general law. Without limiting those matters, the Board considers itself primarily responsible for the following:

- (a) ensuring compliance with the Corporations Act, the ASX Listing Rules and all other relevant laws;
- (b) providing leadership and developing, implementing and monitoring strategic operational and financial objectives for the Company;
- (c) establishing and approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (d) charging management of the Company (**Management**) with the responsibility of inculcating the Company's statement of values across the organisation;
- (e) ensuring appropriate financial and risk management controls are implemented (for both financial and non-financial risks);
- (f) ensuring an appropriate framework exists for relevant information to be reported by Management to the Board;

- (g) evaluating, approving and monitoring the Company's annual budgets and business plans;
- (h) approving and monitoring the progress of major capital expenditure;
- (i) determining the Company's dividend policy (if any) and overseeing the financing of dividend payments (if any);
- (j) setting, monitoring and ensuring appropriate accountability and a framework for remuneration of directors and executive officers and ensuring that the Company's remuneration policies align with the Company's purpose, values, strategic objectives and risk appetite;
- (k) implementing appropriate strategies to monitor the performance of the Board in implementing its functions and powers;
- (l) implementing and overseeing the Company's risk management framework to enable risk to be identified, assessed and managed;
- (m) appointing and removing the chairperson of the Board (**Chairperson**), Chief Executive Officer (if any), the Company's company secretary (**Company Secretary**) and any other senior executives of the Company;
- (n) approving the appointment and, where appropriate, removal of members of Management;
- (o) contributing to and approving Management's development of corporate strategy and performance objectives;
- (p) monitoring Management's implementation of strategy and performance generally, ensuring appropriate resources are available to Management and where required, challenging Management and holding it to account;
- (q) monitoring the effectiveness of the Company's governance practices;
- (r) approving and monitoring financial and other reporting systems of the Company (including external audit) and the integrity of these systems;
- (s) reviewing and monitoring any related party transactions;
- (t) monitoring the Company's process 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 its securities; and
- (u) appointing and overseeing Committees, where appropriate, to assist in exercising the above functions and powers.

3. Structure of the Board

3.1 The structure of the Board is determined in accordance with the following principles:

- (a) to aim for, so far as is practicable given the size and the nature of the operations of the Company, a majority of the Board being independent directors;

- (b) to aim for, so far as is practicable given the size and the nature of the operations of the Company, the appointment of a Chairperson who is an independent director, and must not be the Chief Executive Officer;
 - (c) to aim for, so far as is practicable given the size and the nature of the operations of the Company, a Board comprising members with diverse backgrounds.
- 3.2 The Board will regularly assess the independence of each non-executive director and each non-executive director must provide to the Board all information relevant to his or her assessment in this regard. In assessing the independence of directors, the Company has regard to Principle 2 of the Corporate Governance Principles and Recommendations.
- 3.3 When considering whether a director is an independent director, the materiality of such interest, position, association, business and personal relationships or remuneration which may impinge upon their independence is assessed to determine whether it might influence, or might reasonably be perceived to influence, in a material respect, the director's capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its shareholders.
- 3.4 A director must advise the Chairperson (or in the case of the Chairperson, another member of the Nomination and Remuneration Committee) if there is a change in his or her interests, positions, associations, relationships or remuneration that could bear upon his or her independence at the earliest opportunity.
- 3.5 The Board should comprise directors with an appropriate range of skills, experience, expertise and diversity. The Board will regularly review the skills, experience, expertise and diversity of the Board members to determine whether the composition and mix of those skills remain appropriate for the Company's strategy.

4. Performance evaluation of the Board

- 4.1 The Board will periodically review its own performance, as well as the performance of its committees and individual directors, against both measurable and qualitative indicators. The Board also has an informal process of continuous feedback and Board improvement.
- 4.2 The process of evaluating the performance of the Board as a whole is the responsibility of the Board under the direction of the Chairperson. The evaluation of board performance involves the setting of annual Board objectives and an assessment by the Board at the conclusion of the period as to the extent to which the Board achieved those objectives.

5. Chairperson

The Chairperson is responsible for leadership of the Board and "setting the tone" for an effective working relationship between Board members, and between the Board and Management. This includes:

- (a) leading the Board;
- (b) facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and Management;
- (c) approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues;
- (d) chairing meetings of the Board and of shareholders;
- (e) leading the process for reviewing periodically the performance of the Board overall as well as the effectiveness of individual contributions; and

- (f) maintaining effective communication with and providing mentoring and guidance to the CEO (if any).

6. Company Secretary

- 6.1 The Company Secretary is appointed and removed by the Board. All directors have direct access to the Company Secretary and vice versa.
- 6.2 The Company Secretary will be accountable to the Board, through the Chairperson, on matters to do with the proper functioning of the Board.
- 6.3 The Company Secretary is responsible for:
 - (a) advising the Board and its committees on governance matters;
 - (b) monitoring that Board and committee policies and procedures are followed;
 - (c) coordinating the timely completion and despatch of Board and committee papers;
 - (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
 - (e) helping to organise and facilitate the induction and professional development of directors.

7. Meetings

The Company's constitution governs the regulation of Board meetings. The Board will meet regularly and directors will use their reasonable endeavours to attend all Board meetings. Non-executive directors may meet without executive directors or Management present.

8. Time commitment

- 8.1 Directors are expected to devote reasonable time and attention to the business of the Board. In particular, they are expected to attend all Board meetings, all meetings of committees on which they serve, and all general meetings unless leave of absence has been granted by the Board.
- 8.2 Non-executive directors are expected to advise the Chairperson before accepting any new appointment as a director of another listed entity, any other material directorship or any other position which requires a significant time commitment.

9. Delegation

- 9.1 The Board may from time to time establish committees to assist in the discharge of its responsibilities. As at the date of this Charter, the Board has established an Audit and Risk Committee, which is responsible for overseeing the external and internal auditing of Company's activities and overseeing Company's risk management policies and compliance procedures.
- 9.2 The key responsibilities of the senior executive team of Company, including the CEO and CFO (if any), are:
 - (a) implementing Company'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 from time to time; and
 - (b) providing the Board with accurate, timely and clear information on Company's operations to enable the Board to perform its responsibilities, not just limited to information about the

financial performance of Company, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with Company's values or Code of Conduct.

10. Independent Advice

- 10.1 Each director may obtain legal or other professional advice necessary for the director to discharge their responsibilities as a director of the Company at the Company's expense provided the director:
- (a) informs the Chairperson of the reason for seeking advice, of the name and qualifications of the advisor from whom the advice will be sought, and of the estimated cost of the advice; and
 - (b) obtains the prior written consent of the Chairperson (which will not be unreasonably withheld) to the director obtaining the advice at the Company's expense. The Chairperson must inform the other directors of any such request for consent as soon as possible.
- 10.2 The details or copies of the advice so obtained must be provided to the Board as soon as possible after the advice is obtained unless the Chairperson has agreed that the advice obtained is personal to the Director's specific lawful performance, duties and/or responsibilities as a director.

11. Review

- 11.1 The Board will regularly review the division of functions between the Board and Management to ensure that it continues to be appropriate to the needs of the Company.
- 11.2 The Board will review this Charter periodically to check that it is operating effectively and to consider whether any changes are required.