

# **BOARD CHARTER AND RELATIONSHIP WITH MANAGEMENT**

Adopted by the Board on 11 June 2025



Version 4.2

## **Table of contents**

<b>1.</b>	<b>Introduction</b>	<b>3</b>
<b>2.</b>	<b>Board Composition</b>	<b>4</b>
2.1.	Board composition and size .....	4
2.2.	Director independence .....	4
<b>3.</b>	<b>Board role and responsibilities</b>	<b>5</b>
3.1.	Board role.....	5
3.2.	Board key responsibilities.....	5
3.3.	Reserved authorities .....	6
3.4.	Conduct of Directors.....	6
<b>4.</b>	<b>Delegation of duties and powers</b>	<b>7</b>
4.1.	Relationship with management .....	7
4.2.	Role of the CEO .....	7
4.3.	Delegation to committees.....	7
<b>5.</b>	<b>Board process</b>	<b>8</b>
5.1.	Meetings .....	8
5.2.	The Chair .....	8
5.3.	The Company Secretary .....	8
<b>6.</b>	<b>Board Charter History</b>	<b>8</b>

### **Attachment 1**

Guidelines of the Board of directors – Independence of directors

### **Attachment 2**

Performance evaluation process in relation to the Board and its Committees

### **Attachment 3**

Board Reserved Policies

## 1. Introduction

The board of directors (**Board**) of Australian Finance Group Ltd (**AFG** or the **Company**) has adopted this charter (**Board Charter**) to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance, international best practice and applicable laws.

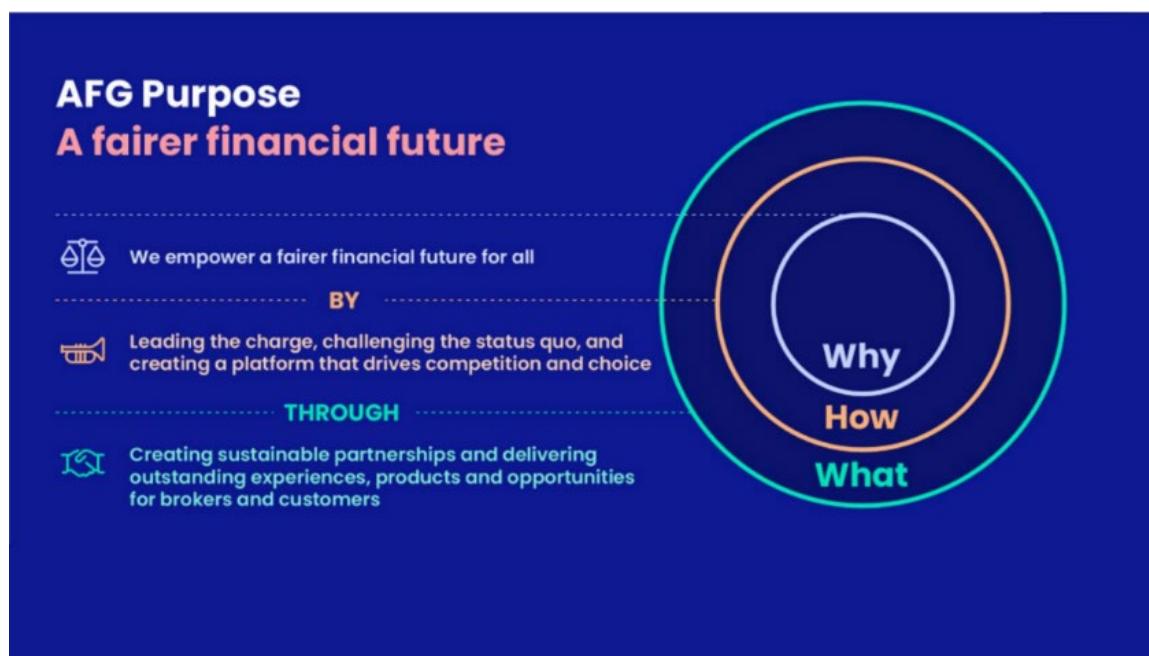
This Board Charter includes an overview of:

- Board composition, independence, role and responsibilities and authorities;
- the relationship and interaction between the Board and management; and
- the authority delegated by the Board to management and Board Committees.

This Board Charter and the charters adopted by the Board for its standing committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company, create shareholder value and engender the confidence of the investment market.

This Board Charter is to be reviewed by the Board as required and at least every two years.

All AFG's policies and practices are intended to read in line with, and reflect, AFG's purpose of a fairer financial future and core values (IACT) as set out below.



Core values:

- **Integrity** – We do the right thing and hold ourselves and each other to the highest standard. We are known and respected for our commitment to honesty, trust and transparency;
- **Accountability** – We take ownership of our actions, behaviours, performance and decisions. We act with consistency, and we keep our commitments;
- **Customer Centric** – We earn our customers' trust by working in partnership with them to create solutions and deliver exceptional customer experiences. We listen, learn, and put our customers at the center of all we do; and
- **Team Player** – We empower and support those around us to achieve our shared

purpose. We collaborate, we challenge ourselves and each other, and we're open, encouraging, and respectful of everyone we work with.



## 2. Board Composition

### 2.1. Board composition and size

- a) The Board is appointed by the shareholders. Non-executive directors are engaged through a letter of appointment.
- b) The Board determines the size and composition of the Board in consultation with the Remuneration and Nomination Committee and any other Board Committee if required, subject to the terms of the Company's Constitution.
- c) It is intended that the Board should comprise a majority of independent non-executive directors and comprise directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- d) Following consultation with the Remuneration and Nomination Committee and any other Board Committee if required, the Board will review the skills represented by directors on the Board and determine whether the composition and mix of those skills remain appropriate for the Company's strategy, subject to limits imposed by the Constitution and the terms served by existing non-executive directors.

### 2.2. Director independence

- a) The Board regularly reviews the independence of each non-executive director in light of information relevant to this assessment as disclosed by each non-executive director to the Board.
- b) The Board only considers directors to be 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. The Board has adopted a definition of independence that is based on that set out in Box 2.3 of the ASX Corporate Governance Principles and Recommendations (4th edition) (see Attachment 1).

### **3. Board role and responsibilities**

#### **3.1. Board role**

The Board's role is to:

- a) represent and serve the interests of shareholders by approving, overseeing and appraising the Company's strategies, policies, performance and risks. This includes overseeing the financial performance of the Company;
- b) review and oversee the performance of the CEO and the executive team;
- c) protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's constitution and within a framework of prudent and effective controls that enable risk to be assessed and managed;
- d) set, review and monitor compliance with the Company's values and governance framework (including establishing and observing high ethical standards, the desired culture of the organisation and adherence to the Company's Code of Conduct); and
- e) oversee 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.

#### **3.2. Board key responsibilities**

The responsibilities/functions of the Board include:

- a) selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Chief Executive Officer (**CEO**);
- b) approving the appointment and replacement of the Chief Financial Officer (**CFO**), the Company Secretary and other direct reports of the CEO;
- c) defining the Company's purpose and setting its strategic objectives;
- d) approving the Company's statement of values and Code of Conduct to underpin the desired culture within the Company;
- e) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- f) contributing to and approving management development of corporate strategy, including setting performance objectives and approving operating budgets and instilling AFG's values;
- g) reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes reviewing procedures to identify the main risks (financial and non-financial) associated with the Company's businesses and the implementation of appropriate systems to manage these risks;
- h) monitoring corporate performance and implementation of strategy and policy;
- i) approving major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- j) reviewing the technology and data strategy, including key objectives and their alignment with Company strategies and objectives and evaluating proposals for major technology and data investments, including understanding the balance of risk and return across the overall investment portfolio;

- k) monitoring and evaluating existing and future technology trends, opportunities and risks that may affect the achievement of the Company's strategic plans including the impact of technological disruption on the broader operating environment of the Company and opportunities to leverage and monetise data collected and held by the Company;
- l) monitoring and reviewing management policies aimed at ensuring the integrity of financial and other reporting including overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- m) developing and reviewing corporate governance principles and policies as set out in Attachment 3 (**Board Reserved Policies**);
- n) performing such other functions as are prescribed by law or are assigned to the Board;
- o) satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- p) whenever required, challenging management and holding it to account;
- q) overseeing environmental, social and corporate governance (**Sustainability**) matters including policies designed to operate AFG ethically, responsibly and sustainably; and
- r) communicating to stakeholders the Company's Sustainability policies and progress in operating its business as a responsible corporate citizen.

### **3.3. Reserved authorities**

Matters which are specifically reserved for the Board or its committees include:

- a) appointment of a Chair;
- b) appointment and removal of the CEO;
- c) approval of the appointment and removal of any direct report of the CEO nominated by the CEO. Approval shall not be withheld by the Board unless it has significant concerns raised to the CEO;
- d) appointment of directors to fill a vacancy or as additional Director;
- e) establishment of Board Committees, their membership and delegated authorities;
- f) approval of dividends and dividend policy;
- g) approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;
- h) approval of the Company's annual and half yearly financial statements;
- i) approval of the Company's annual report;
- j) calling of meetings of shareholders;
- k) succession planning for the CEO and other executives;
- l) approval of the Board Reserved Policies; and
- m) any other specific matters nominated by the Board from time to time.

### **3.4. Conduct of Directors**

- a) Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour.

- b) Directors will ensure that no decision or action is taken that has the effect of prioritising their personal interests over the Company's interests.
- c) Directors will be expected to participate in all induction and orientation programs and any continuing education or training arranged for them.
- d) The Board collectively, and each director individually, has the right to seek independent professional advice, subject to the prior approval of the Chair.

#### **4. Delegation of duties and powers**

##### **4.1. Relationship with management**

- a) Directors may delegate their powers to management as they consider it appropriate. However, ultimate responsibility for strategy, performance and risk appetite of the Company rests with the directors.
- b) Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. This includes information about the financial performance of the Company and also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with AFG's values or AFG's Code of Conduct.
- c) Directors are entitled to request additional information from management at any time when they consider it appropriate.

##### **4.2. Role of the CEO**

- a) The management function is conducted by, or under the supervision of, the CEO as directed by the Board (and by other officers to whom the management function is properly delegated by the CEO).
- b) The Board approves corporate objectives for the CEO to satisfy and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- c) The CEO is responsible for implementing strategic objectives, plans and budgets approved by the Board and selecting and appointing the executive team.

##### **4.3. Delegation to committees**

- a) The Board from time to time will establish committees to streamline the discharge of its responsibilities.
- b) Each standing committee will adopt a formal charter setting out the matters relevant to the composition, responsibilities and administration of the committee.
- c) The permanent standing committees of the Board are the Audit Committee, Risk and Compliance Committee, Remuneration and Nomination Committee and the Technology and Data Committee.
- d) The Board Committees will assist the Board by focusing on the activities set out in the charters for those committees adopted by the Board from time to time.
- e) The Board may also delegate specific functions to ad hoc committees on an 'as needs' basis.
- f) The powers delegated to these committees are set out in Board resolutions.

## **5. Board process**

### **5.1. Meetings**

- a) The Board will meet regularly.
- b) As required, non-executive directors will meet without executive directors or management present.
- c) Directors will use all reasonable endeavours to attend Board meetings in person (however participation in meetings by video conference or telephone is permitted under the Company's constitution).
- d) The Company's constitution governs the regulation of Board meetings and proceedings.
- e) The Company Secretary will provide adequate notice to directors of any meetings.

### **5.2. The Chair**

- a) The Board will appoint one of its members to be Chair.
- b) It is intended that the Chair should be an independent non-executive director.
- c) The Chair represents the Board to the shareholders and communicates the Board's position.
- d) The Chair is responsible for facilitating the proper briefing of all directors on all matters relevant to their role and responsibilities and facilitating respectful, effective and open discussion of matters considered by the Board.
- e) The Chair manages the Board's relationship with Management and guides and promotes the ongoing effectiveness and development of the Board and individual directors.
- f) The Chair is also responsible for approving Board meeting agenda's and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

### **5.3. The Company Secretary**

- a) The Board will appoint at least one Company Secretary.
- b) The Company Secretary is accountable to the Board through the Chair for all governance matters that relate to the Board's proper functioning, including meeting agendas, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings.
- c) All Directors will have direct access to the Company Secretary.

## **6. Board Charter History**

1 May 2015	Board Charter adopted by the Board.
27 November 2020	Board Charter reviewed and amended and adopted by the Board.

---

24 November 2022	Board Charter reviewed and amended and adopted by the Board.
13 November 2024	Board Charter reviewed and amended and adopted by the Board.
11 June 2025	Update to include technology and data matters transferred from Technology and Data Committee.

---

## **Guidelines of the Board of directors – Independence of directors**

Part 2 of the Company's Board Charter refers to the 'independence' of directors.

Without limiting the Board's discretion, the Board has adopted the following guidelines to assist in considering the independence of directors.

In general, directors will be considered to be 'independent' if they are not members of management (i.e. a non-executive director) and they:

1. are not employed, or been previously employed in an executive capacity by the Company or another group member, and there has been a period of at least 3 years between ceasing such employment and serving on the Board;
2. receives performance-based remuneration (including options or performance rights) from, or participates in, an employee incentive scheme of the Company;
3. have not within the last three years been in a material business relationship (e.g. as a supplier, professional adviser, consultant, or customer) with the Company or other group member or an officer of or otherwise associated directly or indirectly someone with such a relationship;
4. is, represents, or is or has been within the last 3 years an officer or employee of, or professional adviser to, a substantial holder of the Company;
5. have no material contractual relationship with the Company or another group member, other than as a director of the Company;
6. do not have close personal ties with any person who falls within any of the categories described above;
7. have not been a director of the entity for such a period that his or her independence from management and substantial holders of the Company may have been compromised; and
8. are free from any interest, business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

### **Materiality thresholds**

The Board will consider the materiality of the directors' interests, position, association or relationship for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles.

## **Performance evaluation process in relation to the Board and its committees**

---

1. On an annual basis, directors will provide feedback in relation to the performance of the Board and its committees against a set of agreed criteria.
2. Each committee of the Board will also be required to provide feedback in terms of a review of its own performance.
3. Feedback will be collected by the Chair of the Board, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board or its committees.
4. The CEO will also provide feedback from senior management in connection with any issues that may be relevant in the context of the Board performance review.
5. Where appropriate to facilitate the review process, assistance may be obtained from third party advisers.

## Board Reserved Policies

---

1. Anti Bribery and Corruption Policy
2. Audit Committee Charter
3. Board Charter and Relationship with Management
4. Board Tenure Policy
5. Code of Conduct
6. Continuous Disclosure Policy
7. Corporate Governance Statement
8. Delegated Authority Policy
9. Director Induction Program
10. Director's Travel and Expenses Policy
11. Director Minimum Shareholding Policy
12. Diversity, Equity and Inclusion Policy
13. Executive Remuneration Policy
14. Long Term Incentive Plan Rules
15. Modern Slavery Statement
16. Policy for Dealing in Securities
17. Policy on Non Audit Services provided by Independent External Auditor
18. Remuneration and Nomination Committee Charter
19. Risk and Compliance Committee Charter
20. Risk Management Framework
21. Risk Management Policy
22. Shareholder Communication Strategy
23. Short Term Incentive Plan Rules
24. Tax Risk Governance Framework
25. Technology and Data Committee Charter
26. Whistleblower Policy and Procedure
27. Work Health and Safety Policy