

## eServGlobal Limited Board Charter

Policy Name:	Board Charter
Policy Version:	Version 1
Point of Reference:	Company Secretary
Date of Commencement:	29/01/2015
Variation:	The Board, at its sole discretion, reserves the right to unilaterally revise, replace or terminate this policy.
Policy Objective Statement:	The Board of The Company has adopted this formal Board Charter, detailing the functions and responsibilities of the Board and delegated authority to management.

## **1. Introduction to the Charter**

### 1.1 General

1.1.1 Board Charter sets out the principles governing the Board of The Company.

### 1.2 Board Approval

1.2.1 Board has approved this Board Charter. The Board may approve updates and amendments to this Board Charter from time to time.

### 1.3 Definitions

1.3.1 Unless the contrary intention is expressed in this Board Charter, the following words (when used in this Board Charter) have the meaning set out below:

- (a) Board means the Board of Directors of The Company from time to time.
- (b) Company means eServGlobal Limited ACN 052 947 743.
- (c) Group means Company and its subsidiaries.
- (c) Senior Management means those employees who report directly to the Managing Director and/or Chief Executive Officer.

## **2. Role of the Board**

2.1 The Board has the primary responsibility for guiding and monitoring the business and affairs of the Group including compliance with the Company's corporate governance objectives.

2.2 In giving effect to this Board Charter, each Director will at all times act honestly, fairly, diligently, and in all respects in accordance with the law applicable to the Company.

2.3 Each Director will at all times act in the interests of shareholders of the Company and of the Company as a whole, and will have regard to the interests of employees and customers of the Group and the community and environment in which the Group operates.

2.4 The Board will seek to support and maintain a culture within the Group that embraces and establishes the principles set out in this Board Charter.

## **3. Duties and Responsibilities of the Board**

The Board is responsible to shareholders for the management and performance of the Group, including the following matters:

### 3.1 Strategic and Financial Objectives of the Group

- 3.1.1 Evaluating, approving and monitoring the strategic and financial plans for the Group;
- 3.1.2 Review of the performance of the Group against financial and non financial goals and objectives;
- 3.1.3 Evaluating, approving and monitoring the annual budgets and business plans and evaluating the Group's performance in relation to them;
- 3.1.4 Evaluating, approving and monitoring major capital expenditure, capital management and all major corporate transactions including the issue and buy-back of any securities of the Company;
- 3.1.5 Monitoring major litigation;
- 3.1.6 Monitoring other material reporting and external communications by the Company;
- 3.1.7 Approving the dividend policy and payment of dividends;
- 3.1.8 Appointing external auditors (subject to shareholders' approval);

3.1.9 Considering and reviewing the social, ethical and environmental impact of the Group's activities and determining, monitoring and reviewing standards and policies to guide the Group in this regard.

### 3.2 Managing Director and/or Chief Executive Officer

3.2.1 Appointing and removing the Managing Director and/or Chief Executive Officer

3.2.2 Approving the terms of employment of the Managing Director and/or Chief Executive Officer

3.2.3 Managing the performance of, and the succession planning for the Managing Director and/or Chief Executive Officer.

### 3.3 Company Secretary

3.3.1 Appointing and removing the Company Secretary.

### 3.4 Human Resources

3.4.1 Overseeing and ratifying the terms of employment of Senior Management;

3.4.2 Approving the offer and issue of any equity, or equity based, incentives to employees.

### 3.5 Risk and Compliance Management

3.5.1 Monitoring the Group's performance in relation to best practice principles of Corporate Governance;

3.5.2 Approving and monitoring the Group's risk management strategy, internal controls and reporting systems (including their establishment and maintenance), evaluating and reporting on their effectiveness and identifying and rectifying significant deficiencies;

3.5.3 Approving and monitoring compliance with the Company's Code of Ethics, Securities Dealing Policy and other material policies;

3.5.4 Monitoring and reviewing the Group's operations in relation to and compliance with legal and regulatory requirements;

3.5.5 Dealing with sensitive or unusual matters of a material nature.

### 3.6 Financial Reporting

3.6.1 Approving the annual and half-yearly financial statements and reports.

### 3.7 Communication with shareholders

3.7.1 Disclosure to and communicating with the Company's shareholders and the community, at the appropriate times, the results of and developments in the business operations of the Group.

3.7.2 Managing the Company's continuous disclosure obligations.

### 3.8 Referrals from Committees

3.8.1 Dealing with matters referred to it by any Board Committee.

## **4. Composition and Structure of the Board**

4.1 The Board will be constituted in accordance with the Constitution of the Company and shall be of a size to ensure effective decision-making.

4.2 The Board shall have a majority of independent directors and the Chairman shall be an independent director.

4.3 The role of Chairman shall not be performed by the Managing Director and/or Chief Executive Officer.

## **5. Meetings of the Board**

5.1 The Board will meet on a regular basis, on average at least once per month.

5.2 The Chairman will take reasonable measures to ensure that, where possible, a quorum is formed for each meeting and for each agenda item.

- 5.3 Directors will ordinarily receive relevant Board papers a reasonable time before each meeting.
- 5.4 The Chairman of the meeting may request the attendance of any person at a meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting.
- 5.5 The non-executive Directors will meet to conduct a non-executive discussion of Board and management issues as required.

## **6. Board Committees and Delegation**

- 6.1 The Board may establish Committees to assist in the discharge of its responsibilities from time to time and shall at all times have an:
- (a) Audit Committee; and a
  - (b) Remuneration and Nomination Committee.
- 6.2 Committees shall not have decision-making power other than where expressly delegated to the Committee.
- 6.3 The Board will adopt Committee Charters in respect of all Committees, other than ad-hoc or special purpose Committees, addressing the role, duties and responsibilities, composition and structure, administration and any other matters the Board determines relevant to such Committee.
- 6.4 The Board will appoint members to the Committees and make changes to membership.
- 6.5 The Board will regularly evaluate the operations of the Committees.
- 6.6 All Directors will receive copies of Committee papers, including minutes, in respect of each Committee and may attend meetings of Committees of which they are not members.
- 6.7 The Board delegates carriage of the operation and management of the Group's business to the Managing Director and/or Chief Executive Officer and Senior Management to the extent specified in the Delegations of Authority Policy.

## **7. Independent External Advice**

- 7.1 The Board, an individual Director or a Committee may engage an independent external adviser in relation to any Board matter, at the expense of the Company. Before the external advice is sought, consent needs to be obtained. In the case of:
- (a) The Board – from the Chairman;
  - (b) An individual Director – from the Chairman or the relevant Committee Chairman, as the case may be;
  - (c) A Committee – from the Committee Chairman.
- 7.2 The Chairman or a Committee Chairman, as applicable, may determine that any external advice received by an individual Director be circulated to the remainder of the Board.

## **8. Assessment and Evaluation of Board Performance**

- 8.1 The Board will regularly complete a performance evaluation of the Board and individual members of the Board and assess the performance of the Board and individual members of the Board against the requirements of this Board Charter and the Constitution of the Company.

## **9. Access to Board Charter**

- 9.1 This Board Charter will be available for viewing by any person on the Company's website or a copy will be sent upon request.

## **10. Review of Charter**

- 10.1 The Board will regularly review the Board and Committee Charters and make any changes it determines necessary or desirable.