



COMPUTERSHARE  
LIMITED

BOARD CHARTER

CERTAINTY

INGENUITY

ADVANTAGE

 **Computershare**

# Board Charter

## 1. INTRODUCTION

The Board of Directors of Computershare Limited (the Company) is responsible for the corporate governance of the Computershare Group. The principal role of the Board in this capacity is to ensure the long term prosperity of the Group by setting broad corporate governance policies and ensuring that those policies are effectively implemented by Group Management\*.

The purpose of this Charter is to promote high standards of corporate governance, clarify the role and responsibility of the Board, and establish a structure for the Board to provide strategic guidance to the Company and effective management oversight.

## 2. MEMBERSHIP

The Constitution of the Company provides that there will be a minimum of three Directors and a maximum of ten Directors.

The Board will be of a size and composition that does not hinder effective decision-making, but reflects a range of skills and expertise, and will comprise Directors:

- (a) of proven integrity with a history of achievement;
- (b) committed to building long term growth in the value of the Company;
- (c) with an appropriate range of skills, experience and expertise to complement the Company's businesses;
- (d) who have a proper understanding of, and are competent to deal with, current and emerging issues relevant to the industries in which the Company's businesses operate; and
- (e) who can effectively review and challenge the performance of Group Management and exercise independent judgment.

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\*For the purposes of this Board Charter, the term Group Management means the Chief Executive Officer and the executives who report directly to the Chief Executive Officer.

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## 3. DUTIES AND RESPONSIBILITIES

The Board acts on behalf of shareholders to establish the overall direction, management and corporate governance of the Company. The matters set out below are the Board's reserved powers and key responsibilities:

### Strategic Plan

- determining the strategic direction of the Company;
- commenting on, and providing final approval of, Group Management's development of corporate strategy and its performance objectives;
- monitoring Group Management's performance and its implementation of the agreed strategy, and ensuring appropriate resources are available;
- providing strategic advice to Group Management;

### Financial and risk management

- approving budgets and other performance indicators, reviewing performance against them and initiating corrective action where required;
- approving and monitoring financial and other reporting, including approving the annual financial statements, the half year financial report and the Directors' report;
- approving any material change to a group accounting policy;
- determining and approving dividend payments;
- approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures within the scope of delegations approved by the Board;
- reviewing and approving internal audit and external audit plans;
- setting the risk appetite for the group
- reviewing and approving enterprise risk management plans and satisfying itself that the group has in place an appropriate risk management framework for both financial and non-financial risks;

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- reviewing material risk exposures and the steps management has taken to monitor, control and report such exposures;

## **Corporate Governance**

- approving the Company's statement of values and code of conduct
- overseeing reporting to shareholders and that all regulatory requirements regarding continuous disclosure are met; and
- overseeing the Company's corporate governance framework and approving changes to key supporting policies identified by the Board that govern the operation of the group as identified in the Schedule to this Board Charter or as otherwise determined by the Board from time to time;
- approving the Company's policies in relation to diversity, setting measurable objectives in relation to diversity and monitoring progress in achieving them;
- overseeing and monitoring the effectiveness of the Company's sustainability and corporate responsibility initiatives;

## **CEO and Group Management**

- appointing and removing the Chief Executive Officer, and evaluating his or her ongoing performance;
- ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer and Company Secretary (or Secretaries, as the case may be) and ratifying other Group Management appointments;
- approving succession plans for the Chief Executive Officer and reviewing the succession planning policy and approach for Group Management and other critical business roles;
- authorizing all matters which the Chief Executive Officer considers ought to be approved by the Board or which the Board asks to be brought to it for approval;
- where required, challenging management and holding it to account;

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## Remuneration

- approving the Company's overall remuneration framework, including the terms of any employee incentive plans and applicable performance objectives for the Chief Executive Officer and Group Management; and
- determining the remuneration of non-executive directors within the limits approved by shareholders.

From time to time the Board may review the responsibilities divided between it, its respective Board Committees and Group Management so as to ensure that the roles and responsibilities of each remain appropriate to the needs and operational structure of the Company.

## 4. BOARD MEETINGS

Regular Board meetings will be held throughout the year, and special meetings will be held as required. A schedule of times and locations for these meetings will be provided to Directors well in advance of the meeting.

The Chairman, Chief Executive Officer or Board Committee Chairman may from time to time invite corporate officers, other employees and advisors to attend Board or Board Committee meetings, where appropriate.

## 5. BOARD COMMITTEES

The Board may discharge its responsibilities through Committees of the Board in accordance with the Corporations Act 2001 (Cth) and the Company's Constitution.

The Board has established the Risk and Audit, Nomination, Human Resources and Remuneration and Acquisition Committees to assist it in carrying out its duties and responsibilities, and to consider certain issues and functions in detail.

## 6. THE BOARD AND MANAGEMENT

Responsibility for the day to day management and administration of the Company is delegated by the Board to the Chief Executive Officer.

The Chief Executive Officer, together with the Group Management team, manages the Company in accordance with the strategy, plans and policies approved by the Board, and is responsible for providing information to the Board in a form, timeframe and quality that the Board requires in order to effectively discharge its duties.

While the Board is responsible for establishing the ethical standards of the Company, Group Management is responsible for implementing practices consistent with those standards.

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The Board must have in place procedures to assess Group Management's performance.

## **7. ROLE OF THE CHAIR**

The Chairman of the Board is appointed by the Directors.

The responsibilities of the Chairman include:

- (a) providing leadership to the Board and the Company;
- (b) ensuring the efficient organisation and conduct of the Board's functions;
- (c) monitoring Board performance;
- (d) facilitating Board discussions to ensure core issues facing the Company are addressed;
- (e) briefing all Directors in relation to issues arising at Board meetings;
- (f) facilitating the effective contribution and ongoing development of all Directors;
- (g) promoting constructive and respectful relations between Board members and between the Board and Group Management; and
- (h) chairing shareholders' meetings.

## **8. ROLE OF LEAD INDEPENDENT DIRECTOR**

In circumstances where the Chairman of the Board is not considered by the Board to be independent, then the Board will appoint a Lead Independent Director. The responsibilities of the Lead Independent include:

- (a) assuming the role of Chairman when the Chairman is unable to act in that capacity due to unavailability or lack of independence;
- (b) acting, where required, as a liaison point for independent non-executive directors; and
- (c) conferring with the Chair on any issues raised by the independent non-executive directors in connection with the discharge by the Chair of his responsibilities.

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## **9. ROLE OF INDIVIDUAL DIRECTORS**

Directors are expected to:

- (a) attend and participate in Board meetings, and meetings of any Board Committees on which they serve;
- (b) spend the time needed, and meet as frequently as necessary, to properly discharge their responsibilities;
- (c) review meeting materials prior to Board and Board Committee meetings;
- (d) cast their vote on any resolution in accordance with their own judgment; and
- (e) publicly support the letter and spirit of Board decisions.

Directors are encouraged to ask questions, request information, raise any issues of concern and fully canvass with Group Management all aspects of any issue confronting the Company. They are also encouraged, where possible, to communicate any questions or concerns in advance of a meeting so that Group Management will be prepared to address them at the meeting.

Directors must maintain the confidentiality of Board information, discussions, deliberations, and decisions that are not publicly known.

Directors are expected to comply with their legal, statutory and equitable duties when discharging their responsibilities as Directors. Broadly, these duties are to:

- (a) act in good faith and in the best interests of the Company as a whole;
- (b) act with care and diligence;
- (c) act for proper purposes;
- (d) avoid a conflict of interest or duty; and
- (e) refrain from making improper use of information gained through the position of Director and from taking improper advantage of the position of Director.

## **10. CONFLICTS OF INTEREST**

Directors are expected to be sensitive to conflicts of interest that may arise and be mindful of their fiduciary obligations to the Company.

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Directors must:

- (a) disclose to the Board any actual or potential conflicts of interest that may exist or might reasonably be thought to exist as soon as the situation arises;
- (b) take such steps as are reasonably necessary to resolve any conflict of interest; and
- (c) comply with the Corporations Act 2001 (Cth) provisions on disclosing interests and voting restrictions.

If a conflict exists, it is expected that the Director with the conflict will be absent from the room while the matter to which the conflict relates is being discussed by the Board.

Directors are expected to inform the Chairman of any proposed board or executive appointments to other companies as soon as practicable.

## **11. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

All Directors are to exercise independent judgment in decision making.

Directors may access information, and seek independent advice, that they consider necessary in order to fulfil their responsibilities and to exercise independent judgment in their decision making.

Directors will be entitled to:

- (a) access members of Group Management at any time to request relevant and additional information and seek explanations;
- (b) have access to auditors, both internal and external, without Management present, to request additional information and seek explanations; and
- (c) seek independent professional advice which, with the Chairman's consent (not to be unreasonably withheld or delayed), will be at the Company's expense.

## **12. REVIEW OF CHARTER**

The Committee will review this charter annually and submit any proposed amendments to the Board for consideration. No amendments will be effective without the approval of the Board.

This version of the Charter was approved by the Board on 4 June 2020.



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## **SCHEDULE – BOARD APPROVED POLICIES**

Each of the Computershare policies listed below have been identified by the Board as requiring its approval (whether through the full Board or a Committee of the Board) for any changes to be made to them:

- (a) Code of Conduct;
- (b) Diversity Policy;
- (c) Market Disclosure Policy;
- (d) Enterprise Risk Management Policy;
- (e) Securities Trading Policy;
- (f) Group Treasury Policy;
- (h) Client Balances Policy;
- (i) Group Policy Manual and Delegated Authority Matrix;
- (j) Whistleblower Policy; and
- (k) CSR Policy.

The Board reserves the power to amend this list of policies from time to time in its absolute discretion.

