

Board charter

ÁÜ ÖÖ Ô Ö Ú Ò Á Ü Ü Ú Ò Ü V Y Á Æ M P Ö Š Q Ö Ö
(Company) ACN 124 753 733

Board charter

1. Introduction

- 1.1 Redcape Property Fund Limited (Company) is a listed public company.
- 1.2 The board of the Company (**Board**) is responsible for the corporate governance of the Company.
- 1.3 The purpose of this charter is to:
 - (a) promote high standards of corporate governance;
 - (b) clarify the role and responsibilities of the Board; and
 - (c) enable the Board to provide strategic guidance for the Company and effective management oversight.
- 1.4 This charter is supported by the Company's corporate code of conduct, code of conduct for directors and senior executives, and the Audit Committee's charters and the Company's policy on the appointment of directors.

2. Board size, composition and independence

- 2.1 The Company's board must have a minimum of 3 directors and may have a maximum of 9 directors, unless the members determine otherwise by resolution at a general meeting.
- 2.2 The Board must comprise:
 - (a) directors whom are certain number of are independent non-executive in nature;
 - (b) directors with an appropriate range of skills, experience and expertise;
 - (c) directors who can understand and competently deal with current and emerging business issues; and
 - (d) directors who can effectively review and challenge the performance of management and exercise independent judgment.
- 2.3 An independent non-executive director is one who:
 - (a) is independent of management;
 - (b) free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgment; and
 - (c) otherwise meets the criteria for independence set out in the *Principles of Good Corporate Governance and Best Practice Recommendations* published by the ASX Corporate Governance Council.
- 2.4 Each director of the Board is appointed by a formal letter of appointment setting out the key terms and conditions of their appointment to ensure that each director clearly understands the Company's expectations of him or her.

3. The Board' role and responsibilities

- 3.1 The Board acts in the best interests of the Company as a whole and is accountable to shareholders for the overall direction, management and corporate governance of the Company.
- 3.2 The Board is responsible for:
- (a) overseeing the Company, including its control and accountability systems;
 - (b) approving the appointment and removal of the chief executive officer;
 - (c) monitoring the performance of the chief executive officer;
 - (d) ratifying the appointment of the company secretary, and where appropriate, the removal of the chief financial officer and company secretary;
 - (e) recommending candidates for appointment to the Board;
 - (f) ratifying other senior executive appointments (if any), organisational changes and senior management remuneration policies and practices;
 - (g) approving succession plans for management;
 - (h) monitoring senior management's performance and implementation of strategy, and ensuring appropriate resources are available;
 - (i) reporting to shareholders;
 - (j) providing strategic advice to management (if any);
 - (k) approving the strategy, and performance objectives, recommended by Redcape Services Pty Ltd (the **Manager**);
 - (l) determining and financing dividend payments;
 - (m) approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
 - (n) approving and monitoring financial and other reporting;
 - (o) reviewing and ratifying systems of risk management, internal compliance and control, and legal compliance to ensure appropriate compliance frameworks and controls are in place;
 - (p) reviewing and overseeing the implementation of the Company's corporate code of conduct and code of conduct for directors and senior executives;
 - (q) approving charters of Board committees;
 - (r) monitoring and ensuring compliance with legal and regulatory requirements and ethical standards and policies; and
 - (s) monitoring and ensuring compliance with best practice corporate governance requirements.
- 3.3 All of the Board's responsibilities set out in 3.1 above will be exercised in accordance with the terms of the Services Agreement between the Company and the Manager.

4. Audit Committee

- 4.1 The Board has established an Audit Committee to assist it in carrying out both its responsibilities, to share detailed work and to consider certain issues and functions in detail.

- 4.2 The charter of the Audit Committee setting out matters relevant to the composition, responsibilities and administration of the committees must be approved respectively by the Board. The Audit Committee will review its charter from time to time as appropriate.
- 4.3 The objective of the Audit Committees is to:
- (a) help the Board fulfil its responsibilities in relation to:
 - (i) financial reporting;
 - (ii) the application of accounting policies;
 - (iii) business policies and practices;
 - (iv) legal and regulatory compliance; and
 - (v) internal risk control and management systems;
 - (b) maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);
 - (c) promote a culture of compliance;
 - (d) encourage and promote communications between the Board and the senior compliance manager;
 - (e) provide a forum for communication between the Board and senior financial and compliance management;
 - (f) maintain and improve the effectiveness of the internal and external group audit functions and communication between the Board and the external and internal auditors; and
 - (g) maintain and improve the effectiveness of compliance strategies and compliance function.
- 4.4 The Audit Committee must comprise at least two members, each of whom is:
- (a) a director of the Company; and
 - (b) capable of making a valuable contribution to the Committee.
- 4.5 The Company has determined that the member's independence from the Company is currently not necessary considering the size and makeup of the Company.
- 4.6 The Audit Committee will appoint a chairperson. The chairperson must be an independent chairperson and may not be the chairperson of the Board.

5. Chairperson of the board

- 5.1 The chairperson of the Company's Board:
- (a) is appointed by the directors of the relevant Board;
 - (b) must be an independent non-executive director; and
 - (c) may not be the same person as the chief executive officer of the Company or any subsidiary (where applicable).
- 5.2 The division of the responsibilities of the chairpersons of the Board and the chief executive officer has been agreed by the Board and are set out in this charter.
- 5.3 The responsibilities of the chairpersons of the Board includes:
- (a) providing leadership to the relevant Board and the Company;
 - (b) promoting the efficient organisation and conduct of the Board' functions;

- (c) ensuring the Board considers and adopts strategies designed to meet present and future needs of the relevant company;
- (d) ensuring the Board has an effective composition, size and commitment to adequately discharge its responsibilities and duties;
- (e) monitoring the performance of the Board;
- (f) facilitating board discussions to ensure core issues facing the Company are addressed;
- (g) briefing all directors in relation to issues arising at board meetings;
- (h) facilitating the effective contribution and ongoing development of all directors;
- (i) promoting constructive and respectful relations between board members and between the Board and management;
- (j) ensuring the Board regularly meets to consider the relevant company's performance and key issues facing it;
- (k) setting the agenda for the board meetings after consulting with the chief executive officer; and
- (l) chairing general meetings.

6. Chief executive officer and executive team

- 6.1 Responsibility for day to day management and administration of the Company and the Subsidiary is delegated by the Board to the chief executive officer and the executive team of the Company.
- 6.2 The chief executive officer manages the relevant company in accordance with the strategy, plans and policies approved by the Company's Board.
- 6.3 The chief executive officer is ratified by the company's Board if it agrees with that person's nomination by the Manager.
- 6.4 The chief executive officer may not be the same person as the chairperson and the chief executive officer may not become the chairperson of the Board.
- 6.5 The responsibilities of the chief executive officer include:
 - (a) developing and recommending to the Board strategies, business plans and annual budgets for the relevant company;
 - (b) implementing the strategies, business plans and budgets recommended by the Manager and adopted by the Board;
 - (c) report to the Board on the positioning and performance of the Company's activities.
 - (d) providing effective leadership, direction and supervision of the executive team to achieve the strategies, business plans and budgets adopted by the Board;
 - (e) developing and managing resources, policies and systems to ensure the effective operation of the Company (including policies on risk management, internal controls and human resources);
 - (f) managing resources within budgets approved by the Board;
 - (g) ensuring compliance with applicable laws and regulations;
 - (h) ensuring the Board is given sufficient information to enable it to perform its functions, set strategies and monitor performance; and

- (i) acting within authority delegated by the Board.
- 6.6 The Board has in place procedures to assess the performance of the chief executive officer and executive team of the Company.

7. Directors

- 7.1 The appointment of Directors is governed by the Company's constitution.
- 7.2 Directors are expected to attend and participate in board meetings and meetings of committees on which they serve.
- 7.3 Directors are expected to spend the time needed, and meet as often as necessary, to properly discharge their responsibilities.
- 7.4 Directors are expected to review meeting materials before board meetings and committee meetings.
- 7.5 Directors are encouraged to ask questions of, request information from, and raise any issue of concern with, management. Directors are encouraged, where possible, to ask any questions and raise issues of concern before a meeting so that management is prepared to address them.
- 7.6 Directors must exercise independent judgment when making decisions.
- 7.7 Publicly, directors are expected to support the letter and spirit of Board decisions.
- 7.8 Directors must keep board information, discussions, deliberations, and decisions that are not publicly known, confidential.
- 7.9 Directors must comply with their legal duties when discharging their responsibilities as directors. Broadly, these duties are:
- (a) to act in good faith and in the best interests of the relevant company; and
 - (b) to act with care and diligence;
 - (c) to act for proper purposes;
 - (d) to avoid a conflict of interest or duty; and
 - (e) to refrain from making improper use of information gained through the position of director or taking improper advantage of the position of director.

8. Conflicts

- 8.1 Directors are expected to be sensitive to conflicts of interest or duty that may arise and mindful of their fiduciary obligations.
- 8.2 Directors must:
- (a) disclose to the Board any actual or potential conflict of interest or duty that might reasonably be thought to exist as soon as the situation arises;
 - (b) take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
 - (c) comply with the *Corporations Act 2001 (Cth)* and the Company's constitution in relation to disclosing material personal interests and restrictions on voting.
- 8.3 If a conflict exists, it is expected that any Director to whom the conflict relates will leave the room when the Board is discussing any matter to which the conflict relates.

- 8.4 Directors are expected to inform the chairperson of the Board of any proposed appointment to any other board as soon as practicable.

9. Access to information and independent advice by directors

- 9.1 Directors have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- 9.2 Directors have access to:
- (a) management to seek explanations and information from management; and
 - (b) auditors, both internal and external, to seek explanations and information from them without management being present.
- 9.3 Directors may seek any independent professional advice they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- 9.4 If the chairperson of the Board consents, the Company will pay a Director's costs of seeking independent professional advice. That consent may not be unreasonably withheld or delayed.

10. Retirement of directors

- 10.1 At the end of every annual general meeting, one-third of the Directors (to the nearest whole number) must retire.
- 10.2 A Director must retire at the end of the third annual general meeting after the Director's appointment even if it means that more than one-third of Directors retire at an annual general meeting. (Nothing in this item 10.2 of itself prevents a retiring Director from seeking re-election or being re-elected at that same meeting.)
- 10.3 Those Directors who have been longest in office since their last appointment must retire by rotation. Directors appointed on the same day may agree among themselves or determine by lot who must retire.
- 10.4 Subject to the Company's constitution and ASX Listing Rules, a Director appointed to fill a casual vacancy or as an addition to the Board is not subject to retirement by rotation, is not taken into account when determining how many Directors must retire by rotation and holds office until the end of the next annual general meeting after their appointment, at which point they may be re-elected.

11. Codes of conduct

- 11.1 The Company has adopted a corporate code of conduct setting out its legal and other obligations to all legitimate stakeholders including employees, customers and the community.
- 11.2 The Company has adopted a code of conduct for Directors and senior executives setting out required standards of behaviour, for the benefit of all shareholders.
- 11.3 Each Director, officer and employee will be given a copy of the code of conduct applicable to their position when joining the Company.

12. Communication of information

- 12.1 The Board will:
- (a) communicate effectively with shareholders;

- (b) give shareholders ready access to balanced and understandable information about the Company and its corporate goals; and
- (c) make it easy for shareholders to participate in general meetings.

12.2 The Board has adopted an external communications policy to facilitate and promote effective communication with shareholders and encourage participation at general meetings.

13. Review of Board performance

The Board will annually review:

- (a) the role of the Board;
- (b) the processes of the Board and Board committees;
- (c) the performance of the Board; and
- (d) each Director's performance before the Director stands for re-election.