

BOARD CHARTER of HUMM GROUP LIMITED

1. Purpose of this Charter

This charter outlines the authority, responsibilities, membership and operation of the Board and to specify how the Board seeks to promote the Company and protect the interests of shareholders.

The Board is responsible for the governance of the Company. This charter sets out the role and responsibilities of the Board, which of those responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board.

2. Role and Responsibilities of the Board

2.1 Role

The role of the Board is to provide leadership of, and overall strategic guidance to, the Company, and effective oversight of management. The Board ensures that the activities of the Company comply with its constitution, from which the Board derives its authority to act, and with all legal and regulatory requirements.

To achieve this role, the Board has reserved to itself the following specific responsibilities.

2.2 Chair and Deputy Chair

The Board is responsible for appointing the Chair, and Deputy Chair (if any).

2.3 Strategy

The Board is responsible for:

- (a) overseeing the development of the Company's corporate strategy - including the Company's purpose - through constructive engagement with senior management;
- (b) reviewing and approving strategy plans and performance objectives of the Company consistent with the corporate purpose and strategy and reviewing the assumptions and rationale underlying the strategy plans and performance objectives; and
- (c) monitoring implementation of the strategy plans.

2.4 Oversight of management

The Board is responsible for:

- (a) the appointment and, if appropriate, removal of the chief executive officer ("CEO"), the chief financial officer and the company secretary;
- (b) approving succession plans for key individuals;
- (c) monitoring senior management's performance and implementation of strategy against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (d) approving, following a review of their alignment to the Company's purpose, values, strategy and risk appetite, senior management remuneration policies and practices;
- (e) providing advice and counsel to management; and
- (f) ensuring that senior management supplies the Board with information that will help the Board discharge its duties.

2.5 Shareholders

The Board is responsible for:

- (a) ensuring effective communication with shareholders, including convening shareholders' meetings, listening and responding to shareholders' views of management and on the Company;
- (b) overseeing the process to inform investors, on a timely and balanced basis, of material information that a reasonable person would expect to have a material effect on the Company's value or share price;
- (c) facilitating the effective exercise of shareholders' rights; and
- (d) reporting to shareholders and ensuring that all regulatory requirements are met.

2.6 Other stakeholders

The Board is responsible for:

- (a) establishing and monitoring policies governing the Company's relationship with other stakeholders and the broader community; and
- (b) establishing and maintaining environmental, employment and occupational, health and safety policies as well as policies for sustainable development.

2.7 Ethics and responsible decision making

The Board is responsible for:

- (a) actively promoting ethical and responsible decision-making;
- (b) establishing and maintaining the Company's Code of Conduct, including the statement of the Company's values, to guide its directors and management in the practices necessary to instil the Company's values and maintain confidence in the Company's integrity; and
- (c) the system of accountability for unethical practices.

2.8 Oversight of financial management and capital management

The Board is responsible for:

- (a) ensuring the integrity of the Company's financial reporting;
- (b) reviewing and approving annual and half yearly financial reports;
- (c) monitoring financial results on an ongoing basis;
- (d) establishing and overseeing the Company's accounting and corporate reporting and financial management systems, including the external audit;
- (e) reviewing, approving and monitoring the progress of major capital expenditure, capital management, major acquisitions and divestitures and material commitments;
- (f) approving decisions affecting the capital of the Company, including capital structure or restructure and major financing arrangements; and
- (g) determining the dividend policy of the Company and declaring dividends.

2.9 Compliance and risk management

The Board is responsible for:

- (a) establishing and overseeing the Company's control and accountability systems and reviewing reporting under those systems;
- (b) establishing, overseeing and regularly reviewing a system for identifying, assessing, monitoring and managing material financial and non-financial risk throughout the Company, including setting the risk appetite for the Company;
- (c) establishing, overseeing and regularly reviewing systems of internal compliance, risk management and control, and systems of legal compliance that govern the operations of the Company, and ensuring they are operating effectively; and
- (d) establishing, overseeing and regularly reviewing written policies, codes and procedures addressing governance, compliance, risk oversight and management.

3. Role and responsibilities of chairperson and company secretary

3.1 Chairperson

The chairperson is an independent and non-executive director appointed by the Board. The chairperson is responsible for:

- (a) leading the Board in reviewing and discussing Board matters;
- (b) chairing Board meetings and shareholder meetings;
- (c) ensuring the efficient organisation and conduct of the Board's function;
- (d) briefing all directors in relation to issues arising at Board meetings;
- (e) facilitating effective contribution by all directors and monitoring Board performance;
- (f) overseeing that membership of the Board is skilled and appropriate for the Company's needs;
- (g) promoting constructive relations between Board members and between the Board and management;
- (h) ensuring that non-executive directors meet separately at least annually to consider, among other things, management's performance;
- (i) reviewing corporate governance matters with the company secretary and reporting on those matters to the Board; and
- (j) establishing and overseeing the implementation of policies and systems for Board performance review and renewal.

3.2 Deputy Chair

The Deputy Chair is responsible for:

- (a) performing the role and functions of the chair in the absence of the chair for any reason;
- (b) being available to facilitate the following matters when and as appropriate and required:
 - i. chair succession planning;

- ii. approvals and actions required to be performed by the chair where the chair actually or potentially may be conflicted due to personal or other conflict of interest;
- (c) at the request of the chair, supporting the chair in the performance of the role and function of the chair.

3.3 Company secretary

The company secretary acts as secretary of the Board and its Committees, attending all meetings of the Board and Committees as required. The company secretary is accountable to the Board through the chairperson on all corporate governance matters.

The company secretary is responsible for:

- (a) organising Board meetings and director attendance;
- (b) advising the Board and its Committees on governance matters;
- (c) helping to organise and facilitate the induction and professional development of directors;
- (d) monitoring compliance with Board policy and procedures;
- (e) coordinating the timely completion and despatch of the Board and Committee papers;
- (f) preparing minutes of meetings and resolutions of the Board and Committees to accurately capture the business of the meetings and taking these to the chairperson for approval and circulation;
- (g) circulating minutes from committee meetings to the Board; and
- (h) ensuring the Company complies with its requirements under the Corporations Act regarding registered office, annual returns and notices to be lodged with the Australian Securities and Investments Commission.

4. Delegations of authority

4.1 Delegation to committees

Under its constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board.

Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee. There are currently four standing committees:

- the Audit Committee;
- the Risk and Compliance Committee;
- the Nomination Committee; and
- the Remuneration Committee.

The Company may establish other committees from time to time to consider other matters of special importance.

Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The chairperson of each committee will report back on committee meetings to the Board at the next full Board meeting.

4.2 Delegation to CEO and management

The Board has delegated to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to itself in this charter.

The Board may impose further specific limits on CEO delegations. These delegations of authority will be maintained by the company secretary and will be reviewed by the Board as appropriate from time to time.

The CEO has authority to sub-delegate to the senior management team.

5. Membership

5.1 Composition and size

The Board will consist of a majority of non-executive, independent directors. The chairperson of the Board will be elected by the directors and must be a non-executive director.

The directors will determine the size of the Board, subject to the Company's constitution and applicable law, including the rules concerning board limits under the Corporations Act. The Company's constitution provides that there can be no less than three directors. The number of directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making.

The Company will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. The Company's succession plans are designed to maintain an appropriate balance of skills, knowledge, experience, independence, diversity and expertise on the Board.

5.2 Appointment and re-election of directors

The process of selection and appointment of new directors to the Board is that when a vacancy arises, the Nomination Committee identifies candidates with appropriate skills, knowledge, experience, independence and expertise.

Candidates with the skills, knowledge, experience, independence and expertise that best complement the Board's effectiveness will be recommended to the Board. When the Board considers that a suitable candidate has been found, that person is appointed by the Board to fill a casual vacancy in accordance with the Company's constitution, but must stand for election by shareholders at the next annual general meeting.

Non-executive directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.

Directors must retire from office in accordance with the constitution. Retiring directors may be eligible for re-election. Before each annual general meeting, the chairperson of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the chairperson) will conduct the review of the chairperson.

5.3 Independence

All directors - whether independent or not - are required to bring an independent judgement to bear on all Board decisions.

A director is considered independent by the Company if the director is a non-executive director who is not a member of management, and is free of any interest, position, association, business relationship or other relationship that could materially interfere with the exercise of their unfettered and independent judgment or be perceived to do so.

A director who:

- (a) is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- (b) within the last three years has been employed in an executive capacity by the Company, or another group member or has been a director after ceasing to hold any such employment;
- (c) within the last three years, has been a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (d) within the last three years, has been a partner, shareholder, director or senior employee of a material professional adviser or material consultant to the Company or another group member or an employee materially associated with the service provided;
- (e) has a material contractual relationship with the Company or another group member other than as a director or shareholder of the Company;
- (f) has any interest and any 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;
- (g) has close family ties with any person who falls within any of the categories above; or
- (h) has served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company,

will not be independent unless the Board is satisfied on reasonable grounds that the director is independent despite the existence of one or more of these circumstances.

The Board will regularly assess the independence of each director in light of the interests disclosed by them. Each independent director must provide the Board with all relevant information for this. The outcome of this assessment will be reflected in the Corporate Governance Statement.

5.4 Conduct of individual directors

Directors must at all times act in accordance with legal and statutory requirements, and discharge all their duties as directors. Directors must:

- (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose;
- (b) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of a major company, including applying an independent and enquiring mind to their responsibilities;
- (c) avoid conflicts of interest except in those circumstances permitted by the Corporations Act;
- (d) not make improper use of information gained through their position as a director;
- (e) not take improper advantage of their position as a director;
- (f) notify other directors of a material personal interest when a conflict arises;
- (g) make reasonable enquiries if relying on information or advice provided by others;

- (h) undertake any necessary inquiries in respect of delegates;
- (i) give the Company or Australian Securities Exchange Limited all the information required by the Corporations Act; and
- (j) not permit the Company to engage in insolvent trading.

6. Board process

6.1 Meetings

All Board meetings will be conducted in accordance with the Company's constitution and the Corporations Act.

Directors are committed to collective decision making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.

Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

All directors are generally expected to prepare adequately, attend and participate at each Board meeting. All directors should actively consider the sufficiency of the contents of the board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure the Board has sufficient time to examine the material provided to it for approval.

Non-executive directors will periodically meet without executive directors or management present.

The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.

The Board may conduct meetings by telephone or video conference.

6.2 Independent professional advice

Following consultation with the chairperson, directors may seek independent professional advice at the Company's expense. Generally, this advice will be available to all directors.

6.3 Access to management

The directors have complete and open access to management following consultation with the chairperson and CEO.

7. Review and publication of Charter

The Board is responsible for reviewing this charter and the division of functions and responsibilities in the Company to determine its appropriateness to the needs of the Company from time to time. The charter may be amended by resolution of the Board.

The charter is available on the Company's website and the key features are published in the annual report.

8. Board's performance evaluation

The Board recognises the importance of regular reviews of its effectiveness and performance. The Board will review and evaluate:

(a) its own performance, including against the requirements of this charter;

(b) the performance of its committees; and

(c) the performance of individual Directors,

periodically, including against both measurable and qualitative indicators.

Approved by the Board on 20 November 2006 with amendments approved on 15 May 2014, and 18 June 2020. Updated for company name change January 2021.