



Board Charter

MFF Capital Investments Limited

ACN 121 977 884

29 September 2023

Board Charter

1. Introduction

- 1.1 This Board Charter ("**Charter**") sets out the role, responsibilities and composition of the Board of MFF Capital Investments Limited ("**Company**") and the manner in which the Board will discharge its responsibilities to the Company.
- 1.2 The Board must carry out its role in accordance with the Company's Constitution and all applicable legal and regulatory requirements, including, without limitation, duties and obligations imposed on the Directors by statute and general law.
- 1.3 The Board may review and amend this Charter at any time.

2. Board size, composition and independence

- 2.1 There must be a minimum of three (3) and a maximum of ten (10) Directors on the Board.
- 2.2 The Board aims to have a majority of independent Non-executive Directors, subject to compliance with the requirements of clause 2.3 of this Charter.
- 2.3 The Directors of the Board must:
- (a) effectively monitor and review the performance of the managing director (and Portfolio Manager, "Managing Director") and the service providers of the Company;
 - (b) have an appropriate range of skills, experience, expertise and exercise independent judgement; and
 - (c) understand and competently deal with current and emerging business issues.
- 2.4 An independent Non-executive Director is one who is independent of management and free of any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgment with respect to the relevant matter being considered.

3. The Board's role and responsibilities

- 3.1 The Board acts on behalf of shareholders and is accountable to them for the overall direction, management and corporate governance of the Company. The Board has authorised the Managing Director to make decisions in relation to management of the Company (see clause 4) except in respect of those matters that have been expressly reserved for the Board or delegated to its committees (including the Audit and Risk Committee).
- 3.2 In addition to all matters required by the Company's Constitution or by law to be carried out by the Board, the Board has reserved the following matters and is responsible for:
- (a) setting the strategic direction and values of the Company and demonstrating leadership;
 - (b) setting corporate governance standards, including the Company's Corporate Governance Statement, Code of Conduct, Continuous Disclosure Policy and other Company policies, monitoring their effectiveness and addressing any material breaches, to underpin the desired culture within the Company;
 - (c) appointing and removing the Chair, Managing Director or Company Secretary of the Company;

- (d) overseeing and reviewing the performance of the Managing Director and the Company's investment strategy and overall performance over the long term;
- (e) satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks), reviewing reports and appraisals from the Audit and Risk Committee on market and operational controls, reviewing certificates of insurance currency and setting the risk appetite within which the Board expects the Managing Director to operate;
- (f) satisfying itself that an appropriate framework exists for relevant information to be reported by the Managing Director to the Board;
- (g) overseeing 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 the Company's securities;
- (h) approving the half year and annual financial statements (including the Directors' Report) upon recommendation of the Audit and Risk Committee, and any other reporting to shareholders;
- (i) approving operating budgets, major capital expenditure exceeding \$100,000 per item, all divestment of capital assets exceeding \$100,000 per item, business acquisitions (including the formation of funds management ventures), the establishment of any branch operation and all charitable contributions (noting that donations to political parties are prohibited);
- (j) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit; appointing, re-appointing and removing the Company's external auditors and approving the Company's accounting policies and external audit reports, on recommendation from the Audit and Risk Committee;
- (k) overseeing any recommendation of the Audit and Risk Committee arising from audit reports and any evaluation of auditor performance, ongoing independence and other financial reports and appraisals;
- (l) approving the giving of guarantees and letters of comfort by the Company, any security, mortgage or other pledge given over any of the Company's assets or revenues and reporting as appropriate that the business is a going concern, with supporting assumptions or qualifications as necessary;
- (m) approving and monitoring remuneration policies and all other human resources policies, and addressing any material breaches;
- (n) establishing committees of the Board and, in relation to each committee, appointing the members and the chair of the committee, setting the committee's charter and delegating authority to that committee in accordance with the Company's Constitution;
- (o) reviewing and approving the Managing Director's remuneration and contractual arrangements and carrying out succession planning as applicable;
- (p) setting the delegated authorities for the Managing Director in respect to portfolio construction and investment management decisions;
- (q) subject to law and the Company's Constitution, approving the remuneration of the Non-executive Directors (including the members of all committees of the Board) and satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;

- (r) evaluating the performance of the Board, its Committees and individual Directors;
- (s) reviewing, approving and executing agreements with service providers and agents, monitoring the services provided by service providers and agents and reviewing audited internal control reports from service providers and agents;
- (t) setting the Company's capital management policies, including appropriate debt / equity ratios, determining the dividend policy of the Company and the amount, timing and nature of dividends to be paid in accordance with the Company's Constitution, including approving the establishment and/or operation of a dividend re-investment plan;
- (u) communicating effectively with shareholders; convening meetings of shareholders (including the annual general meeting); providing shareholders with relevant and balanced information and the opportunity to participate in general meetings; and exercising all other powers relating to shareholders' meetings given to Directors in the Company's Constitution;
- (v) determining and reviewing the composition of the Board giving consideration to the optimal number and skill mix of Directors, subject to the limits imposed by the Constitution, nominating candidates for election to or removal from the Board by shareholders and appointing Directors to fill casual vacancies on the Board;
- (w) approving any material related party transaction, transaction from which any Director would directly benefit, or any material conflict of interest that the Company or a Director may have prior to entering into any relevant transactions;
- (x) providing oversight and monitoring of workplace health and safety issues; and
- (y) assessing and approving for adoption the scope, cover and cost of insurance, including insurance relating to directors' and officers' liability.

4. Managing Director

4.1 The Board has authorised the Managing Director to make decisions in relation to the management of the Company, except in respect of the matters that have been expressly reserved to the Board for its collective decision (as set out in clause 3 above) or that have been delegated to its committees.

4.2 In managing the Company, the Managing Director's responsibilities include (amongst other things):

- (a) acting as the Portfolio Manager;
- (b) implementing the Company's strategic objectives and instilling and reinforcing its values, all while operating within the values, code of conduct, budget and risk appetite set by the Board;
- (c) providing the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities, including information in relation to the Company's financial performance, compliance with its material legal and regulatory requirements and disclosure of any conduct that is materially inconsistent with the Company's values or Code of Conduct;
- (d) making investment decisions on behalf of the Company (within the Company's risk appetite);
- (e) ensuring compliance with the Company's policies and the Board approved portfolio risk controls;

- (f) instructing investment decisions to the Company's key service providers and ensuring that the instructions have been performed by MAM in accordance with the relevant agreement; and
- (g) providing representations to the Board that are necessary to support the Company's financial statements.

4.3 The investment and portfolio decisions made by the Managing Director are subject to periodic and ongoing oversight and review by the Board.

4.4 Notwithstanding the above, the Managing Director is obliged to consult with, and report to, the Board on significant matters, including:

- (a) any material project or other material decision for example:
 - (i) major business initiatives;
 - (ii) significant policy changes or a significant departure from the Company's strategy; or
 - (iii) anything that is likely to be of significant public interest;
- (b) all material matters affecting the Company and significant decisions made in the exercise of the Managing Director's authority, including:
 - (i) all material compliance issues;
 - (ii) material litigation or potential litigation involving the Company;
 - (iii) appointments to, and resignations from, the boards of Company controlled entities; or
 - (iv) appointments and resignations of Company senior executives;
- (c) any material correspondence from the Australian Securities Exchange or other regulatory bodies or ratings agencies; and
- (d) any material potential financial or regulatory impact which is considered by the Managing Director to be more likely than not to arise.

5. Audit and Risk Committee

5.1 The Board has established the Audit and Risk Committee to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail.

5.2 The Audit and Risk Committee Charter sets out the composition, responsibilities and administration of the Audit and Risk Committee and must be approved by the Board.

6. Chair of the Board

6.1 The chair of the Board is responsible for:

- (a) leading the Board and chairing meetings of shareholders;
- (b) facilitating the effective contribution of all Directors and promoting constructive and respectful relations between the Board and management;
- (c) oversight of the processes and procedures in place to enable the Board to fulfil its obligations under this Charter, and as required under relevant legislation, in an

- efficient and effective manner; and
- (d) ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

7. Directors

- 7.1 Directors will at all times act in a manner designed to and continue to build value for shareholders.
- 7.2 Directors must exercise independent judgement when making decisions with respect to the relevant matter being considered.
- 7.3 Publicly, Directors are expected to support the letter and spirit of Board decisions.
- 7.4 Directors must keep Board information, discussions, deliberations, and decisions that are not publicly known, confidential.
- 7.5 Directors are expected to 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 Company;
 - (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. Company Secretary

- 8.1 The Company Secretary (or secretaries) is (are) accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.
- 8.2 A Company Secretary is responsible for:
 - (a) advising the Board and its committees on governance matters;
 - (b) monitoring that policies and procedures of the Board and its committees are followed;
 - (c) coordinating the timely completion and dispatch of Board and committee papers;
 - (d) providing reasonable assurance that the business at Board and committee meetings is accurately captured in the minutes;
 - (e) co-ordinating the Board and committee performance appraisals every two years;
 - (f) helping to organise and facilitate the induction of Directors; and
 - (g) communicating with regulatory bodies and ASX, and all statutory and other filings with oversight by the Managing Director.
- 8.3 Directors are free to communicate directly with the Company Secretary and vice versa.

9. Conflicts

- 9.1 Directors are expected to be aware of conflicts of interest or any duty that may arise and to be mindful of their fiduciary obligations.
- 9.2 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 on matters in which the Director has a material personal interest.
- 9.3 Directors are expected to inform the chair of the Board of any proposed appointment to the board, committee or executive team of another company as soon as practicable.

10. Access to information and independent advice by Directors

- 10.1 Directors have access to any Company information they consider necessary to fulfil their responsibilities.
- 10.2 Directors also have access to:
- (a) Company senior executives to seek explanations and information from them;
 - (b) representatives of service providers to seek explanations and information from them; and
 - (c) auditors, both internal and external, to seek explanations and information from them without Company senior executives being present.
- 10.3 Directors may obtain independent professional advice at the Company's expense, subject to making a request to, and obtaining the prior authorisation of, the chair of the Board. Where the chair of the Board wishes to obtain independent professional advice, the chair is required to make a request to, and obtain the prior authorisation of, the chair of the Audit and Risk Committee of the Board.

11. Retirement of Directors

- 11.1 This clause 11 must be read with the Company's Constitution.
- 11.2 At the end of every annual general meeting, one-third of the Directors (to the nearest whole number) must retire and may stand for re-election.
- 11.3 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.
- 11.4 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.
- 11.5 A Director appointed to fill a casual vacancy or as an addition to the Board is not subject to retirement by rotation and is not taken into account when determining how many Directors

must retire by rotation. A Director appointed to fill a casual vacancy or as an addition to the Board must retire at the next annual general meeting after their appointment.

12. Ethical Standards

12.1 The Directors and other employees of the Company are expected to act lawfully, in a professional manner with integrity and respect and in accordance with the Code of Conduct, striving at all times to enhance the reputation and performance of the Company.

13. Review of Board performance

13.1 The performance of the Board, its committees and of individual Directors will be reviewed every two years.

13.2 This review will consider:

- (a) the Board's role;
- (b) the processes of the Board and committees of the Board;
- (c) the performance of the Board, its committees and of individual Directors; and
- (d) the professional development needs and skills of the Directors.