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Acumentis Board Charter



Acumentis®

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The aim of this charter is to clearly define the role and responsibility of the Acumentis Board of Directors and to clearly delineate between responsibilities of the Board and those of senior executive management of the company

1. Board Structure

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| Membership | <ul style="list-style-type: none">• Independent chair• Majority of independent, non-executive directors |
| Secretarial and meetings | <ul style="list-style-type: none">• The Company Secretary, in conjunction with the Chair, will draw up an agenda which shall be circulated at least one week prior to each meeting to the members of the Board.• The Chair will call a meeting of the Board if so requested by any Director.• Meetings shall be held at least ten times a year. |
| Responsibilities of the Chair | <ul style="list-style-type: none">• Lead the Board• Facilitate the effective contribution of all directors• Promote constructive and respectful relations between the Board and the company's executives and management• Approve Board agenda's• Ensure adequate time is available for discussion of all agenda items |
| Responsibilities of Directors | <ul style="list-style-type: none">• Oversight of the affairs of the company• Compliance with your legal obligations as a director under the Corporations Act 2001• Ensure you are fully up-to-date on what the company is doing, including its financial position, question managers and staff about how the business is going and take an active part in directors' meetings• Not use your position as a director of the company, or information obtained because you are a director, officer, or employee of the company, to cause detriment to the company or to gain an advantage for yourself or someone else• When making a business decision, ensure that you:<ul style="list-style-type: none">• make the decision in good faith and for a proper purpose• do not have a material personal interest in the decision and make it in the best interests of the company• find out and assess how any decision will affect the company's business performance, especially if it involves a lot of the company's money or could have a material impact on the company's reputation• keep informed about the company's financial position and performance, ensuring the company can pay its debts on time• get trusted professional advice when you need assistance to make an informed decision |

- Responsibilities of Directors, continued**
- make full and frank disclosure about any material personal interests you have

2. Duties of The Board

The duties of the Board are as follows:

- Demonstrating leadership;
- Defining the purpose and setting the strategy for the company;
- Approving the company's vision, values and code of conduct to underpin the desired culture;
- Appoint the Chair;
- Appoint and replace the CEO;
- Approving the appointment or replacement of senior executives and the Company Secretary;
- Overseeing management in its implementation of the company's strategy, instilling the company's values and performance generally;
- Approval of operating budgets and major capital expenditure;
- Overseeing the integrity of the company's accounting and corporate systems, including the external audit;
- Overseeing the company's process for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material impact on the price or value of the company's securities;
- Ensuring the company has an appropriate risk management framework (both financial and non-financial risks) and establishing the risk appetite within which the board expects management to operate;
- Ensuring that an appropriate framework exists to ensure that relevant information is reported to management and to the board;
- Challenge management as required and hold management to account;
- Ensuring that the company's remuneration policies are aligned with its purpose, values, strategy and risk appetite; and
- Monitor the effectiveness of the company's governance practices.
- The senior executive team is responsible for implementing the entity's strategic objectives and instilling and reinforcing its values, whilst operating within the values, code of conduct, budget and risk appetite set by the board.
- The senior executive team is also responsible for providing the board with accurate, timely and clear information on the company's operations to enable the board to perform its responsibilities. This is not just limited to information about the financial performance of the entity, but also its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values

3. Agenda

The agenda for Board meetings is set by the Company Secretary, in conjunction with the Chair and may be varied from time to time as requested by Directors and agreed upon by the Board.

At a minimum, the Agenda will contain the following:

- a. Confirmation of previous meeting minutes
- b. Review of Directors' Interests Register
- c. Actions from previous meetings
- d. Risk management
- e. Business strategy
- f. Management Reports
- g. Business administration
- h. Other business

4. Seeking Independent Professional Advice

The Board shall have the authority to seek any information it requires from any officer or employee of the company and such officers or employees shall be instructed by the Board of Directors to respond to such enquiries.

Individual directors are authorised to seek such independent professional advice as they consider necessary but are required to discuss this with the Chair prior to incurring costs (that the company will reimburse).