



ONEMARKET™

Board Charter

OneMarket Limited ACN 623 247 549 (**Company**)

Approved by the Board on 2 May 2018

Board Charter

1 Purpose of this charter

This charter sets out the roles and responsibilities of the board of directors of the Company (**Board**) and management, which responsibilities are delegated to committees of the Board or to management, as well as guidance relating to the membership and the operation of the Board. To the extent of any conflict between the terms of this charter and the Company's constitution, the constitution prevails.

2 Role and responsibilities of the Board

2.1 Role

The role of the Board is to provide leadership, strategic guidance and oversight of management for the Company and its subsidiaries (**Group**). The Board derives its authority to act from the Company's constitution. The Board must pursue the objective that Group activities comply with the Company's constitution and with legal and regulatory requirements.

The Board has reserved to itself the following specific responsibilities, to the extent permitted by law.

2.2 Strategy

The Board is responsible for:

- (a) providing leadership and setting strategic objectives for the Group;
- (b) appointing the Chairman and any deputy Chairman and any senior independent director;
- (c) reviewing and approving strategy plans and performance objectives of the Group; and
- (d) monitoring management's implementation of the Group's strategic objectives and its performance generally.

2.3 Oversight of management

The Board is responsible for:

- (a) appointing, and if necessary replacing, the chief executive officer (**CEO**) and other senior executives;
- (b) approving succession plans for key individuals;
- (c) monitoring senior executives' performance and implementation of the Group's strategic objectives against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;
- (d) approving the Group's remuneration policies and practices; and
- (e) providing advice and counsel to management.

2.4 Security holders

The Board is responsible for seeking to promote effective engagement with security holders and providing them with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

- (a) giving ready access to information about the Company and its governance, including on its website;
- (b) implementing an investor relations program to facilitate two-way communications with investors;
- (c) communicating openly with security holders, including by electronic means;
- (d) covering meetings of securityholders; and
- (e) encouraging and facilitating the participation of security holders in their meetings.

2.5 Other stakeholders

The Board is responsible for establishing and monitoring policies governing the Group's relationship with other stakeholders and the broader community and, to the extent relevant, policies relating to environmental, employment, occupational, health and safety, social responsibility, sustainable development and other matters.

2.6 Ethics and responsible decision-making

The Board is responsible for:

- (a) promoting ethical and responsible decision-making and charging management with the responsibility for creating a culture in the Group of ethical and responsible behaviour, including:
 - (i) acting in the best interests of the Group;
 - (ii) acting with high standards of personal integrity; and
 - (iii) complying with applicable laws, regulations, codes and policies and not knowingly participating in any illegal or unethical activity;
- (b) establishing, monitoring and promoting a code of conduct and related policies to guide the directors, management and employees in practices necessary to maintain confidence in the Group's integrity;
- (c) monitoring the effectiveness of the Group's governance practices and accountability for contraventions; and
- (d) establishing, monitoring and promoting a diversity policy and setting out a framework to achieve the Group's diversity goals.

2.7 Oversight of financial and capital management

The Board is responsible for:

- (a) monitoring the integrity of the Group's accounting and corporate reporting systems (including the external audit) and requiring that financial records are properly maintained and financial statements comply with appropriate accounting standards;

- (b) reviewing and approving annual and half-yearly financial reports;
- (c) monitoring financial results on an ongoing basis;
- (d) approving and monitoring operating budgets, major capital expenditure, major acquisitions and divestitures and material commitments;
- (e) capital management including approving decisions affecting the Group's capital structure and major financing arrangements; and
- (f) determining the dividend policy of the Group and the details for the payment of dividends.

2.8 Risk management and compliance

The Board is responsible for:

- (a) identifying, analysing and evaluating material risk for the Group on an ongoing basis;
- (b) setting risk appetite guidance within which the Board expects management to operate, and monitoring compliance with that guidance;
- (c) establishing and monitoring a risk management framework for the Group to identify, analyse, evaluate and manage risk; and
- (d) establishing and monitoring a governance and compliance frameworks and systems for the Group to meet regulatory, contractual, internal and other requirements.

3 Role of the Chairman

The Chairman is a non-executive director appointed by the Board. The Chairman should not be the same person as the CEO. The Chairman is responsible for:

- (a) leadership of the Board;
- (b) chairing Board and shareholder meetings and the efficient organisation and conduct of the Board's functions;
- (c) facilitating effective contribution by all directors and monitoring Board performance and renewal; and
- (d) promoting constructive and respectful relations between Board members and between the Board and management.

4 Role of the company secretary

The company secretary acts as secretary of the Board, and may attend meetings of the Board and its committees. The company secretary is accountable directly to the Board, through the Chairman, on all governance matters. The company secretary should:

- (a) monitor compliance with Board policies and procedures;

- (b) organise Board and committee meetings, director attendance, draft notices of meetings and resolutions for approval, and coordinate the despatch of Board and committee meeting papers;
- (c) capture the business of Board and committee meetings in the minutes, and circulating minutes from committee meetings to the Board;
- (d) seek to ensure that the Company complies with the requirements of the Corporations Act regarding its registered office, annual returns and notices to be lodged with ASIC.

5 Delegations of authority

5.1 Delegation to committees

Under the Company's 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 committees. There are currently 2 standing committees:

- Audit and Risk Committee; and
- Nomination and 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 Chairman of each committee will report on committee meetings to the Board at the next full Board meeting.

5.2 Delegation to the CEO and management

The Board delegates to the CEO the authority to manage the day to day affairs of the Group and the authority to control the affairs of the Group in relation to all matters other than those reserved to the Board and its committees under their charters or under specific limitation or guidance from the Board.

The CEO has authority to delegate to the senior management team who are responsible for:

- (a) implementing the strategic objectives of, and operating within the risk appetite set by, the Board and for all other aspects of the day-to-day running of the Group; and
- (b) ensuring that the Board is supplied with accurate, timely and clear information to enable the Board to perform its duties.

From time to time the Board may review the division of functions between the Board and management so that it continues to be appropriate for the Group.

6 Membership

6.1 Composition and size

The Board will consist of a majority of independent non-executive directors. The Company will disclose the names of the directors considered by the Board to be independent directors. The Chairman of the Board will be elected annually 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.

The Company seeks to maintain a mix of executive and non-executive directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of, and competence to deal with, current and emerging issues of the business.

6.2 Appointment and re-election of directors

The appointment of a new member to the Board is only made after consultation with the Nomination and Remuneration Committee. A candidate may be 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. Executive directors and other senior management will have their roles and responsibilities and the Company's expectations set out in a service contract. 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 Chairman of the Board will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on re-election (in the absence of the director involved). The Board (excluding the Chairman) will conduct the review of the Chairman.

The Company must disclose the length of service of each director.

6.3 Independence

A director is considered an independent director if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders.

A director who:

- (a) is, or has been, employed in an executive capacity by the Group or any group member and there has not been a period of at least 3 years between ceasing that employment and serving on the Board;
- (b) is, or has within the last 3 years been, a partner, director or senior employee of a provider of material professional services to the Company or any group member;
- (c) is, or has been within the last 3 years, in a material business relationship (eg as a supplier or customer) with the Company or any group member,

or an officer of, or otherwise associated with, someone with such a relationship;

- (d) is a substantial security holder of the Company (or any Group entity) or an officer of, or otherwise associated with, a substantial security holder of the Company (or any Group entity);
- (e) has a material contractual relationship with the Company or another group member other than as a director;
- (f) has close family ties with any person who falls within any of the categories described above; or
- (g) has been a director of the Company for such a period that his or her independence may have been compromised.

will not be independent, unless the Board is satisfied on reasonable grounds that the director is independent despite the existence of 1 or more of these circumstances.

Any event of circumstance which may impact the status of a director as an independent director (or otherwise reflect upon their capacity to serve) should immediately be disclosed to the Board.

The Nomination and Remuneration Committee will assess the independence of each non-executive director at least annually. If a non-executive director's interests, positions, associations or relationships change, the assessment should be made as soon as practicable after the Nomination and Remuneration Committee becomes aware of the change. If the Board determines that a director's independent director status has changed, that determination will be disclosed to the market in a timely manner.

6.4 Conduct of individual directors

Directors must at all times act in accordance with legal and statutory requirements, and devote sufficient time to discharge their duties as directors of the Company. 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) notify other directors of their material personal interests and take reasonable steps to avoid actual, potential or perceived conflicts of interest (except as 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) make reasonable enquiries if relying on information or advice provided by others;
- (g) undertake any necessary inquiries in respect of delegates;

- (h) give the Company or ASX Limited all the information required by the Corporations Act;
- (i) not allow the Company to engage in insolvent trading; and
- (j) consult the Chairman if considering an invitation to become a director of any other company (except a related body corporate) and have regard to the views of the Chairman about the director acting as a director of an external entity, and relevant Board policies and best practice standards on multiple directorships.

6.5 Conflicts of Interest and Related Party Transactions

A Director who has a material personal interest in a matter that relates to the Group's affairs must disclose that interest to the other Directors and should not participate in discussions at a meeting or vote on the matter unless permitted by the Corporations Act.

Directors should inform the Company Secretary of any related party transactions.

7 Board process

The Board should meet regularly (not less than 4 times per year) and hold special meetings as required. Any Director may convene a meeting of the Board (or require the Company Secretary to convene a meeting of the Board). All Board meetings will be conducted in accordance with the Company's constitution and the Corporations Act. Directors must keep Board discussions and resolutions confidential, except where they are required to be disclosed.

Directors are expected to prepare adequately for, attend and participate in Board meetings. The Board should assess the adequacy of information that it receives and the timing of its distribution.

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 if necessary or desirable.

Following consultation with the Chairman, directors may seek independent professional advice at the Company's expense. Generally this advice will be available to all directors if the Chairman considers the advice relevant for them to discharge their responsibilities as directors.

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

8 Board's performance evaluation

The Board recognises the importance of regular reviews of its effectiveness and performance. Periodically the Board will review and evaluate the performance of the Board, its committees, individual Directors, and senior executives, against both measurable and qualitative indicators. The Company will disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.

9 Review and publication of charter

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