



## Board Charter

### 1. INTRODUCTION

The Board of NuiX Ltd ACN 111 140 235 (**NuiX, the Company**) is responsible for the performance of the Company and its subsidiaries (together, **the Group**). The Board sets the strategy, values and risk appetite of the Company, and provides leadership, strategic guidance and oversight for the executive leadership team and the Group as a whole.

From time to time the Board establishes committees to help it carry out its responsibilities. At this point in time the Board has established:

- (a) The Audit and Risk Committee.
- (b) The Remuneration and Nomination Committee.

Each committee has a charter setting out its composition, responsibilities, and means of operating.

### 2. ROLES AND RESPONSIBILITIES OF THE BOARD

This table sets out the key areas of responsibility which the Board has reserved to itself, in addition to matters specified in the Company's Constitution, the Corporations Act or the Listing Rules:

<b>Culture and Values</b>	<ul style="list-style-type: none"><li>• Approving the Company's Statement of Values and Code of Conduct.</li><li>• Setting the "<i>tone from the top</i>" to demonstrate behaviours which embody NuiX's Statement of Values and Code of Conduct.</li><li>• Receiving reports from the Executive Leadership Team on matters impacting the culture of the Group.</li><li>• Overseeing the Executive Leadership Team as it promotes, demonstrates and maintains the Group's desired culture throughout the Group.</li></ul>
<b>Strategy and Financial Performance</b>	<ul style="list-style-type: none"><li>• Setting the Group's purpose and strategic objectives in consultation with the Executive Leadership Team.</li><li>• Approving the Group's annual budget and financial plans.</li><li>• Approving major projects and expenditures that exceed the limits delegated to the managing director.</li></ul>



	<ul style="list-style-type: none"> <li>• Monitoring the Group’s financial performance.</li> <li>• Overseeing the implementation of the Group’s strategic objectives by the Executive Leadership Team.</li> </ul>
<p><b>Risk Management</b></p>	<ul style="list-style-type: none"> <li>• In consultation with the Executive Leadership Team, setting and monitoring the Group’s risk appetite.</li> <li>• Overseeing the Group’s overall risk management framework and its implementation by the Executive Leadership Team.</li> <li>• Reviewing the Group’s risk management framework at least annually in order to satisfy itself that the Group has in place appropriate risk management strategies, and that they are in fact being implemented.</li> <li>• Reviewing the Group’s systems of internal compliance and control to determine the integrity and effectiveness of those systems.</li> </ul>
<p><b>Financial Reporting</b></p>	<ul style="list-style-type: none"> <li>• Approving the Group’s half yearly and annual financial statements and reports along with other periodic reports to shareholders.</li> <li>• Satisfying itself as to the integrity of the Group’s accounting and corporate reporting systems including the Group’s interactions with external auditors.</li> </ul>
<p><b>Executive Leadership Team</b></p>	<ul style="list-style-type: none"> <li>• In collaboration with the Remuneration and Nomination Committee: <ul style="list-style-type: none"> <li>○ appointing, replacing and assessing the performance of the CEO</li> <li>○ considering the appointment and replacement and performance of the Executive Leadership Team</li> </ul> </li> <li>• Satisfying itself that there are succession plans in place for the CEO and Executive Leadership Team.</li> <li>• Satisfying itself that an appropriate framework is in place to facilitate reporting of relevant information by the Executive Leadership Team to the Board.</li> <li>• Where required, respectfully challenging the Executive Leadership Team to as to hold them to account.</li> </ul>



<b>Continuous Disclosure</b>	<ul style="list-style-type: none"><li>• Satisfying itself that the Company has processes in place for timely disclosure to the market of all material information, in accordance with the Company's Continuous Disclosure Policy, and that those processes operate effectively.</li><li>• As it sees fit, appointing a Disclosure Committee to facilitate prompt approval of disclosures to the market.</li></ul>
<b>Remuneration and Performance</b>	<ul style="list-style-type: none"><li>• Approving the Group's remuneration policies and satisfying itself that they are aligned with and promote behaviours consistent with the Group's values, strategy and risk appetite.</li><li>• Approving material changes to employee equity plans operated by the Group.</li></ul>
<b>Governance and Sustainability</b>	<ul style="list-style-type: none"><li>• Monitoring the effectiveness of the Group's corporate governance framework, including policies that reflect the ASX Corporate Governance Council's principles of good governance.</li><li>• Approving the Company's corporate governance statement and its corporate reporting in relation to environmental and social matters.</li></ul>

### 3. BOARD COMPOSITION

The Board should compromise:

- (a) A majority of independent non-executive directors (considering the factors in Box 2-3 of the Corporate Governance Principles and Recommendations (4<sup>th</sup> Edition)).
- (b) A diverse group of directors with an appropriate range of skills, experience and expertise, who can:
  - (i) understand and competently deal with current and emerging business issues; and,
  - (ii) effectively review and challenge the performance of Management and exercise independent judgement
- (c) The Board will regularly assess whether each non-executive director is independent, and each non-executive director must provide to the Board of all information relevant to this assessment. If a director's independent status changes, it will be immediately disclosed and explained to the market.



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#### **4. CHAIR AND DEPUTY CHAIR**

The Chair is appointed by the Board and must be an independent Director.

The Chair is responsible for:

- (a) Leading the Board.
- (b) Facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors and between the Board and Management.
- (c) Approving Board agendas and ensuring that meetings are structured to provide adequate time for discussion on key issues.
- (d) Communicating the Board's position to shareholders and the public.
- (e) Maintaining effective communication with providing mentoring and guidance to the CEO.

The Board may also appoint a Deputy Chair, who must also be an Independent Director. The Deputy Chair will:

- (a) Support the Chair in the performance of their role and functions.
- (b) Perform the role and functions of the Chair above when the Chair is absent or has a material personal interest in the business being considered.

#### **5. CEO AND EXECUTIVE LEADERSHIP TEAM**

The Board has delegated responsibility for day-to-day management and administration of the Company to the CEO and the Executive Leadership Team.

The responsibilities of the Executive Leadership Team include:

- (a) Developing and recommending to the Board strategies, business plans and annual budgets for the Group.
- (b) Implementing the strategies, business plans and budgets adopted by the Board.
- (c) Modelling and upholding NuiX's values.
- (d) Ensuring compliance with all applicable laws and regulations.
- (e) Ensuring that the Board is given sufficient information in a form, timeframe and quality that will allow it to be effective in performance its functions.
- (f) Acting within authority delegated by the Board.



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## 6. COMPANY SECRETARY

The Company Secretary of the Company is directly accountable to the Board through the Chair on all matters to do with the proper functioning of the Board.

## 7. BOARD MEMBERSHIP

### 7.1 Board Renewal

In consultation with the Remuneration and Nomination Committee, the Board will regularly review the skills and experience of current directors and assess whether the mix of skills and experience is sufficient to support the Board's role of setting and overseeing the strategies and values of the Group.

When considering the appointment of a new director, the Board will undertake appropriate checks before appointing the person or nominating the person to shareholders as a candidate for election. Those checks will usually include the candidate's work experience, education, criminal record, character references and bankruptcy history.

### 7.2 Time Commitment

Directors are expected to devote reasonable time and attention to the Board's business. In particular, they are expected to attend all Board meetings, all meetings of committees on which they serve and all general meetings unless leave of absence has been granted by the Board.

A candidate for appointment to the Board should provide the Chair with details of their current other commitments. After appointment, a nonexecutive director should keep the Chair informed of any potential new appointment as a director of another listed entity, any other material, directorship or other position with a significant time commitment attached.

From time to time, the Board will, or will ask the Remuneration and Nomination Committee to, review the time required from a non-executive director and assess whether directors are meeting that requirement.

## 8. CONFLICTS

From time to time a director may be in a position where their personal interests may conflict with their duties to the Company.

To help the Board manage any such conflicts the Board may develop protocols setting out the procedures to be followed with the aim of ensuring that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of interest. These procedures may include the formation of ad hoc committees of "non-interested" Directors, and restrictions on disclosure of the Company's confidential information to Directors with an actual or potential conflict of interest.



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## 9. ACCESS AND ADVICE

Directors have access to all staff and all records of the Group that they consider necessary to fulfil their obligations, (including access to the external auditor without management present) and may seek explanations and additional information from management and auditors.

Directors may seek independent professional advice that they consider necessary in order to fulfil their responsibilities. If the Chair 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. Any such advice received will normally be provided to the whole Board unless agreed previously with the Chairman.

## 10. BOARD PERFORMANCE

The Board led by the Chair, will assess its performance (including against the terms of this Charter) and the performance of individual directors annually.

The Board may in consultation with the Remuneration and Nomination Committee engage an external consultant to support this process.

## 11. REVIEW

The Board will regularly review the division of functions between the Board and the executive leadership team to ensure that the allocation of responsibilities continues to be appropriate to the needs of the Group and its strategy and risk appetite.

The Board will review this charter periodically to check that it is operating effectively and to consider whether any changes are required.

***Approved by the Board on 18 October 2023.***