



**BOARD CHARTER**

**HUB24 LIMITED**

**ABN 87 124 891 685**

Approved by the Board of HUB24 Limited on 20 June 2024

## 1. INTRODUCTION

- 1.1. The role of the Board of HUB24 Limited (the **Board**) is to promote the long-term interests of HUB24 Limited (**HUB24**) and its controlled entities (**HUB24 Group**), including its shareholders, taking into account HUB24's broader responsibilities to customers, its people and the communities in which it operates.
- 1.2. The Board places great importance on high standards of corporate governance, recognising that strong corporate governance can add to the performance of a company and create shareholder value.
- 1.3. This Charter sets out:
  - 1.3.1. the Board's role and the scope of its responsibilities in relation to the HUB24 Group;
  - 1.3.2. those matters reserved for the Board; and
  - 1.3.3. the Board's approach to governance having regard to the principles of good corporate governance and applicable laws.

## 2. ROLE

- 2.1. The role of the Board is to:
  - 2.1.1. provide leadership and strategic guidance for the HUB24 Group and delivery of the HUB24 Group's purpose;
  - 2.1.2. set the strategic objectives and risk appetite of the HUB24 Group;
  - 2.1.3. lead the culture, values and behaviours expected of the HUB24 Group's people;
  - 2.1.4. oversee the management, performance and corporate governance frameworks of the HUB24 Group; and
  - 2.1.5. appoint HUB24's Chief Executive Officer (**CEO**) or Managing Director.
- 2.2. The HUB24 Constitution provides for the business of HUB24 to be managed by or under the direction of the Board. The Board has reserved some matters to itself for decision and, save for those matters and those which the Board has delegated to a Committee, the Board has delegated authority for all other matters to the CEO or Managing Director. The matters delegated to the Board Committees are outlined in each Committee Charter.
- 2.3. The role of the Board is not an executive management role.
- 2.4. In carrying out its role, the Board is expected to:
  - 2.4.1. Have regard to the interests and expectations of HUB24's customers, shareholders, its people, regulators and the broader community in which HUB24 operates; and

- 2.4.2. operate in accordance with the HUB24 Constitution, this Charter, HUB24's Group Code of Conduct, HUB24 Group policies adopted by the Board, and applicable legal and regulatory requirements.

## 3. RESPONSIBILITIES

In addition to the matters required by the HUB24 Constitution or law to be fulfilled by the Board, the Board has reserved the following matters to itself and is responsible for:

### 3.1. Strategy

- 3.1.1. providing strategic direction for the HUB24 Group;
- 3.1.2. approval of the HUB24 Group Strategic Plan, business plans and annual budget, as prepared and recommended to the Board by Management;
- 3.1.3. approving new significant strategic initiatives;

### 3.2. Board performance and composition

- 3.2.1. monitoring Board composition processes and Board performance;
- 3.2.2. succession planning for the Board;

### 3.3. Values and Culture

- 3.3.1. approving HUB24's Code of Conduct which sets out clear expectations of the way Directors and staff are expected to discharge their responsibilities and conduct business;
- 3.3.2. monitoring the culture of HUB24 Group (including by forming a view on the risk culture) and instilling HUB24's Group Code of Conduct through policies, processes, systems and people;
- 3.3.3. monitoring Management action plans to strengthen the desired organisational culture and address weaknesses;

### 3.4. Financial Management

- 3.4.1. oversight of the performance of the HUB24 Group against its strategy and objectives, including monitoring of:
  - 3.4.1.1. operating results against approved budgets and other relevant financial targets;
  - 3.4.1.2. compliance with regulatory financial requirements; and
  - 3.4.1.3. compliance with HUB24 Group accounting and financial policies;
- 3.4.2. monitoring and overseeing the HUB24 Group's financial position;

- 3.4.3. approve HUB24 Group's annual budget;
- 3.4.4. approving significant accounting policies and overseeing financial reporting issues, including changes to the accounting standards and regulatory requirements and the impacts on the financial statements of the HUB24 Group, on recommendation from the Audit Risk & Compliance Committee;
- 3.4.5. approving and monitoring the progress of:
  - 3.4.5.1. major capital expenditure initiatives;
  - 3.4.5.2. capital management plans and initiatives;
  - 3.4.5.3. acquisitions and divestitures;
  - 3.4.5.4. changes to the controlled entities within the HUB24 Group;
- 3.4.6. determining the amount, nature and timing of dividends to be paid;
- 3.4.7. making determinations concerning the capital structure of the HUB24 Group (allotment of new capital, share buy-backs, changes of capital structure and capital raising);
- 3.4.8. considering and approving the interim and final financial statements, on recommendation from the Audit Risk & Compliance Committee, and the Annual Report;

### **3.5. Auditors**

- 3.5.1. approving the appointment or removal of the external auditor, on recommendation from the Audit Risk & Compliance Committee;
- 3.5.2. approving the disclosure of non-audit services provided by the External Auditor for inclusion in the Annual Report, on recommendation from the Audit Risk & Compliance Committee;

### **3.6. Risk Management**

- 3.6.1. overseeing HUB24 Group's Risk Management Framework and its operation by Management, including the management of material strategic, emerging, operational and reputational risks;
- 3.6.2. setting HUB24 Group's risk appetite, within which the Board expects Management to operate, and approving the Risk Appetite Statement, on recommendation from the Audit Risk & Compliance Committee;
- 3.6.3. considering and approving HUB's risk management strategy and any key risk frameworks and policies for managing financial and non-financial risks that require, or are reserved for, Board approval, having regard to the recommendations of the CEO or Managing Director and/or the Audit, Risk and Compliance Committee;

- 3.6.4. monitoring and regularly reviewing the adequacy of risk management systems through the effective operation of the Audit, Risk and Compliance Committee;
- 3.6.5. satisfying itself that appropriate internal control mechanisms are in place and operating effectively;
- 3.6.6. receiving from Management all material correspondence to and from regulators together with reports on Management's interactions with regulators, as well as leading a culture of open and constructive relationships with regulators;

### **3.7. Continuous Disclosure**

- 3.7.1. overseeing HUB24's processes for making timely and balanced disclosure of all material information concerning the HUB24 Group that a reasonable person would expect to have a material effect on the price or value of the HUB24's securities;
- 3.7.2. approval of all material ASX disclosures;

### **3.8. Management Oversight**

- 3.8.1. approving the appointment and removal of the CEO or Managing Director including the terms of the appointment or removal;
- 3.8.2. regularly evaluating the performance of the CEO or Managing Director and determining their remuneration;
- 3.8.3. developing and maintaining succession plans for the roles of CEO or Managing Director and Key Management Personnel;
- 3.8.4. develop and approve a Delegation Framework for the HUB24 Group;
- 3.8.5. monitoring senior Managements' performance and implementation of strategy, and ensuring appropriate resources are available;
- 3.8.6. approving appointments to the Boards of entities which are controlled by HUB24;

### **3.9. Remuneration and Performance**

- 3.9.1. approving the HUB24 Group's remuneration principles and strategic objectives for remuneration frameworks and the Remuneration Policy, on recommendation from the Remuneration & Nomination Committee;
- 3.9.2. approving, on recommendation from the Remuneration & Nomination Committee, the remuneration arrangements, including performance scorecard measures and outcomes, at least annually and termination payments as required, for the CEO or Managing Director, the direct reports to the CEO or Managing Director or as required by regulators or relevant policies, following an assessment of performance and risk behaviours;
- 3.9.3. approving new, or material amendments to, the HUB24 Group's performance

management frameworks, variable remuneration plans, employee equity plan, employee superannuation and pensions, and benefits of material value to employees;

- 3.9.4. determining the fees payable to Non-Executive Directors within the limits specified in the HUB24 Constitution as amended from time to time by shareholder resolution, having regard to any recommendations made by the Remuneration & Nomination Committee;

### **3.10. Policy Governance**

3.10.1. overseeing and monitoring relevant corporate governance frameworks for the HUB24 Group;

3.10.2. approving the:

3.10.2.1. HUB24 Group Policy Framework;

3.10.2.2. HUB24 Corporate Governance Statement;

3.10.2.3. governance policies identified in the HUB24 Group Policy Framework that require, or are reserved for, Board approval and overseeing the implementation of systems and processes for compliance with those policies;

### **3.11. Work Health & Safety**

3.11.1. oversight of the Work, Health and Safety framework; and

3.11.2. approving on recommendation from the Remuneration and Nomination Committee, systems, processes, procedures and outcomes for the design, development and review of the Work, Health and Safety framework.

### **3.12. Environmental, Social and Governance (ESG)**

3.12.1. oversight of the HUB24 Group's Environmental, Social and Governance risk identification and management; and

3.12.2. approving on recommendation from the Audit, Risk and Compliance Committee HUB24's Group's ESG accounting, reporting and disclosures.

## **4. COMPOSITION**

4.1. The Board, on the recommendation of the Remuneration & Nomination Committee, determines the optimal size and composition of the Board, subject to the terms of HUB24's Constitution.

4.2. The Board shall comprise at least three (3) Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds. A majority of Directors shall be independent Non-Executive Directors.

4.3. The Board considers a Director to be independent in accordance with ASX listing rule

requirements. This includes, but is not limited to, where he or she is free of any interest, position, association or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of HUB24 and its shareholders generally.

- 4.4. Members of the Board must collectively have the skills, and knowledge of the HUB24 Group and the industry in which it operates, to enable the Board to discharge its role and responsibilities effectively and to add value.
- 4.5. The Board, together with the Remuneration & Nomination Committee, will review the skills, experience, expertise and diversity represented by Directors on the Board and determine whether the composition and mix remain appropriate for HUB24's strategy. The Board and the Remuneration & Nomination Committee will have regard to this review when considering Board succession planning.
- 4.6. The Board appoints Directors and recommends Directors for election or re-election by the shareholders. Non-Executive Directors are engaged through a letter of appointment.

## 5. ROLE OF INDIVIDUAL DIRECTORS

- 5.1. Directors commit to the collective, group decision-making processes of the Board. Individual Directors will respect the contributions and perspectives of other Directors. Directors will debate issues openly and constructively and create an environment where Directors can debate issues openly and constructively and be free to question or challenge the opinions presented at meetings where their own judgment differs from that of other Directors.
- 5.2. Directors are expected to utilise their relevant skills, knowledge and experience for, and apply their judgment to all matters discussed at Board meetings. Directors are expected to have read and considered the Board papers ahead of each meeting.
- 5.3. Directors are expected to ask questions of, request information from and raise any issue of concern with, Management.
- 5.4. Directors are encouraged, where possible, to ask any questions and raise issues of concern via the Chairman before a meeting so that Management is prepared to address them.
- 5.5. Publicly, Directors are expected to support the letter and spirit of Board decisions.

## 6. MEETINGS

- 6.1. The Board meets as often as is necessary to fulfil its responsibilities.
- 6.2. Directors will use all reasonable endeavours to attend Board meetings in person.
- 6.3. The Chair of the Board may determine to call a special Board meeting and will call a meeting if requested by any Director of the Board.
- 6.4. Two (2) Members of the Board, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.5. The Board will meet periodically and separately with the External Auditor and Internal Auditor without Management being present.

- 6.6. The Board may meet periodically and separately with such Members of the HUB24 Group's people as it regards as appropriate.
- 6.7. In addition to the above meetings, the independent Non-Executive Directors are to meet at least once per year in the absence of Management, and at such other times as they may determine.

## 7. CONFLICTS OF INTEREST

- 7.1. Directors must:
  - 7.1.1 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;
  - 7.1.2 take necessary and reasonable action to resolve or avoid any actual or potential conflict of interest or duty; and
  - 7.1.3 comply with the Corporations Act, other applicable laws and the Company's Constitution in relation to disclosing material personal interests and restrictions on voting.

## 8. ACCESS AND INFORMATION

- 8.1. Management is responsible for the preparation, presentation and integrity of information provided to the Board and for the timely communication of such information as the Directors might need to effectively discharge their duties.
- 8.2. Directors may seek any information they consider appropriate to fulfil their responsibilities.
- 8.3. Directors will have unrestricted access to:
  - 8.3.1. the HUB24 Group's people and other relevant internal and external parties to seek explanations and information from them so that they may discharge their responsibilities; and
  - 8.3.2. External Auditors and any Internal Auditors to seek explanations and information from them, including without Management being present.
- 8.4. The Company Secretary, Chief Financial Officer, Chief Risk Officer and General Counsel also have free and unrestricted access to the Board to provide information.

## 9. ROLE OF THE CHAIR

- 9.1. The Chair must be an independent Non-Executive Director. The Chair is appointed by the Directors.
- 9.2. The Chair's principal responsibilities are to lead the Board and oversee the processes for the Board's performance of its role in accordance with this Charter.
- 9.3. The Chair has responsibilities including:



- 9.4. ensuring the Board provides leadership and vision;
- 9.5. development of the Board agenda;
- 9.6. presiding over Board meetings and directing Board discussions to effectively use the time available to address the critical issues facing the HUB24 Group;
- 9.7. ensuring Board minutes properly reflect Board decisions and substance of Management responses to questions during the meeting;
- 9.8. review of Board paper composition to provide support for decision making and actions;
- 9.9. developing an on-going relationship with the CEO or Managing Director;
- 9.10. develop and implement an annual process of Board and Director performance evaluation;
- 9.11. guiding the ongoing effectiveness and development of the Board and individual Directors;
- 9.12. promoting the efficient organisation and conduct of the Board's functions;
- 9.13. promoting constructive, collaborative and respectful relations between Directors and between the Board and Management;
- 9.14. overseeing the Company Secretary's role in supporting the proper functioning of the Board;
- 9.15. facilitating Board discussions to ensure core issues facing the HUB24 Group are addressed;
- 9.16. briefing all Directors in relation to issues arising at Board meetings; and
- 9.17. chairing general meetings.

## 10. ROLE OF COMMITTEES

- 10.1. The Board may from time to time establish Board Committees to assist it in carrying out its responsibilities.
- 10.2. The Directors will, as a minimum, establish the following Committees:
  - 10.2.1. Audit, Risk & Compliance Committee; and
  - 10.2.2. Remuneration & Nomination Committee,and will adopt Charters setting out matters relevant to the composition, responsibilities, authorities and administration of each Committee, and other matters that the Board may consider appropriate.
- 10.3. The Board will annually confirm the membership of the Committees. The Chair, with the

assistance of the Board Remuneration & Nomination Committee as required, will review each Non-Executive Director's continuing membership on a Board Committee at least once every three years. Non-Executive Committee Members are entitled to receive additional remuneration as determined from time to time by the Board.

- 10.4. All Directors may attend any meeting of any Board Committee or request a copy of any Board Committee paper.
- 10.5. Minutes of all Board Committee meetings are made available to all Directors and Committee Chairs provide verbal reports on Committee business at the next relevant Board meeting.

## 11. ROLE OF THE CEO OR MANAGING DIRECTOR

The Board has delegated the management of the HUB24 Group to the CEO or Managing Director. Except for any specific powers reserved by the Board or delegated to its Committees the CEO or Managing Director is responsible for making all decisions and taking necessary actions to carry out the management of the HUB24 Group in pursuit of the HUB24 Groups' strategy and purpose. The CEO or Managing Director is accountable to the Board in exercising this delegation. The role includes:

- 11.1. formulating, taking and approving any and all actions and initiatives required to deliver the HUB24 Group's strategic plan, business plan and budget as approved by the Board;
- 11.2. implementing processes, policies and systems to seek Board or Committee approval for actions or transactions outside the CEO's or Managing Director's delegated authority;
- 11.3. implementing processes, policies and systems together with appropriate controls to effectively manage the operations of the HUB24 Group;
- 11.4. leading and developing the Management team;
- 11.5. implementing processes, policies and systems and creating a culture designed to achieve compliance with all legal and regulatory requirements applicable to the HUB24 Group's operations;
- 11.6. formulating, together with the Management team and with input from the Board, HUB24's strategic objectives, including preparation of the HUB24 Strategic Plan, business plans and annual budget, tailored in a meaningful way commensurate to the HUB24 Group's risk appetite, for approval by the Board;
- 11.7. leading the culture, values and behaviours expected of the HUB24 Group's people;
- 11.8. formulating, together with the Management team, the HUB24 Group's risk appetite for presentation to the Audit Risk & Compliance Committee for recommendation to the Board for approval and, once approved, implementing processes, policies and systems and creating a culture designed to ensure that the HUB24 Group remains within its risk appetite;
- 11.9. keeping the Chair informed of matters the CEO or Managing Director considers materially significant; and
- 11.10. the effective leadership of the management, performance and corporate governance

frameworks of the HUB24 Group.

## 12. ROLE OF THE COMPANY SECRETARY

- 12.1. The Company Secretary is appointed by the Board and acts as secretary of the Board.
- 12.2. The Company Secretary is accountable to the Board, through the Chair, on matters relating to the proper functioning of the Board.
- 12.3. All Directors have direct access to the Company Secretary.

## 13. PERFORMANCE AND CHARTER REVIEW

- 13.1. The Board will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the Chair. The review may seek input from any person and may be supported by suitably qualified independent consultants.
- 13.2. This review will consider:
  - 13.2.1 the Board's role;
  - 13.2.2 the processes of the Board and Board Committees;
  - 13.2.3 the collective skills of the Board in relation to required skills to fulfil the Board's role;
  - 13.2.4 the Board's and Board Committees' performance; and
  - 13.2.5 each Director's performance.
- 13.3. The development needs of the Board will be monitored by the Chair. On an ongoing basis, Directors may undertake and request training and professional development, as appropriate, at HUB24's expense.
- 13.4. The Board will review this Charter annually to ensure that it remains consistent with the Board's objectives and responsibilities.

## 14. Approval and Adopted

- 14.1. This Charter was approved and adopted by the Board on 20 June 2024.