

RYDER CAPITAL LIMITED

BOARD CHARTER

ROLE OF THE BOARD

- 1 This Board Charter sets out the principles for the operation of the Board and describes the functions of the Board.
- 2 The Board is accountable to shareholders for the performance of the Company. The Board aims to act honestly, conscientiously, fairly and in the best interests of the Company at all times in accordance with the law and fiduciary duty to the Company.

DEFINITIONS

ASIC means the Australian Securities and Investments Commission.

Board means the Board of Directors of the Company.

Company means Ryder Capital Limited ACN 606 695 854.

Constitution means the Company's constitution.

Employee means a director (executive or non-executive), officer, employee or consultant of the Company.

RESPONSIBILITIES OF THE BOARD

- 3 The Board is responsible for managing the affairs of the Company, including to:

STRATEGIC AND FINANCIAL PERFORMANCE

- 3.1 provide leadership and develop and approve the Company's corporate strategy, investment and performance objectives;
- 3.2 determine the Company's dividend policy (if any), dividend re-investment plan (if any) and the amount and timing of all dividends;
- 3.3 approve all accounting policies, financial reports and material reporting communications by the Company;
- 3.4 assess the solvency and performance of the Company;

COMPANY PERSONNEL

- 3.5 appoint and replace the Company's Investment Manager (if required);
- 3.6 manage succession planning for the Company's Investment Manager, directors and any other key positions as identified from time to time;
- 3.7 review and approve the remuneration of individual Board members and employees including the Investment Manager, as required, having regard to their performance; and
- 3.8 ensure adherence from all Employees to the Company's *Code of Conduct*.

AUDIT AND RISK MANAGEMENT

- 3.9 with the recommendation of the Audit and Risk Committee, appoint the external auditor and put the appointment forward to shareholders for approval; determine the auditor's remuneration and terms of appointment;

- 3.10 ensure effective audit, risk management and regulatory compliance programs are in place to protect the Company's assets and shareholder value;
- 3.11 monitor the Company's operations in relation to, and in compliance with, relevant regulatory and legal requirements;
- 3.12 approve and oversee the integrity of the accounting, financial and other corporate reporting systems and monitor the operation of these systems;

CORPORATE GOVERNANCE AND DISCLOSURE

- 3.13 annually review the performance and effectiveness of the Company's corporate governance policies and procedures and, if appropriate, amend these policies and procedures or adopt new policies and procedures;
- 3.14 review and approve all disclosures related to the Corporate Governance Principles and Recommendations of the Australian Securities Exchange (**ASX**) Corporate Governance Council;
- 3.15 review and approve the public disclosure of any Company policy or procedure;
- 3.16 approve the appointment of directors to Committees established by the Board and oversee the conduct of each Committee;
- 3.17 approve and monitor delegations of authority;
- 3.18 identify any specific responsibilities of individual Board members, including the Chair;

PERFORMANCE EVALUATION

- 3.19 at least once per year, review and evaluate the performance of the Board and each board Committee against the relevant Charters, policies and goals and objective.
- 3.20 agree and set the goals and objectives for the Board and its Committees each year, and if necessary, amend the relevant Charters.
- 3.21 The evaluation may be done by way of a discussion in the relevant Board or Board Committee meeting or by way of a report to the Chair, or another director nominated by the Board.

STRUCTURE OF THE BOARD

OVERVIEW

- 5 Subject to the requirements in paragraph 7 below and the terms of the Constitution, the Board, determines its size and composition. The continued tenure of each individual director is subject to re-election, in accordance with the Constitution, law and the ASX Listing Rules.
- 6 It is intended that the Board should be comprised of directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds that is relevant to the Company and its strategy.

BOARD COMPOSITION

- 7 The Board shall comprise at least three directors.

INDEPENDENT DIRECTORS

- 8 Where the Charter of a Board Committee requires one or more "independent" directors, the Company will consider the factors in box 2.3 of the Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council for determining independence.
- 9 The Board will review annually whether each non-executive director is independent. Each non-executive director should provide to the Board all information that may be relevant to this

assessment. If a director's independence status changes, this should be disclosed and explained to the market in a timely manner.

DIRECTORS' RESPONSIBILITIES

- 10 Each director of the Company is bound by the Company's Charters and policies which are publicly available here: <http://rydercapital.com.au/ryder-capital-ltd/>
- 11 The directors of the Company should:
 - 11.1 conduct their duties at the highest level of honesty, fairness, integrity, diligence and competency in accordance with the law and their fiduciary duty to the Company;
 - 11.2 observe the rule and the spirit of the laws to which the Company is bound and comply with any relevant ethical and technical standards;
 - 11.3 maintain the confidentiality of all information unless required by law or the ASX Listing Rules;
 - 11.4 disclose any actual, perceived or conflicts of interest.

ROLE OF THE CHAIR

OBJECTIVE

- 12 The Company recognises that it is important that the Chair has a defined role in the organisation and operates in accordance with clear functional lines.

SPECIFIC DUTIES OF THE CHAIR

- 13 The Chair will:
 - 13.1 chair Board meetings;
 - 13.2 establish the agenda for Board meetings, in consultation with the directors and the Company Secretary; and
 - 13.3 chair meetings of shareholders, including the Annual General Meeting of the Company.
- 14 The Chair is responsible for:
 - 14.1 leadership of the Board and for the efficient organisation and conduct of the Board's functions; and
 - 14.2 facilitating the effective contribution of all directors and promoting constructive and respective relations between directors; and between the Board and management.

ROLE OF THE CHAIR

- 15 The Chair of the Board will be selected by the directors on the basis of relevant experience, skill, judgement and leadership abilities to contribute to the effective direction of the Company.

SPECIFIC DUTIES OF THE EXECUTIVE DIRECTORS AND CHIEF EXECUTIVE OFFICER

- 16 The executive directors and Investment Manager will be responsible for the day-to-day management of the Company.

CONFIDENTIAL INFORMATION AND EXTERNAL COMMUNICATION

- 17 The Board has established the following principles to apply in respect of information of the Company:
 - 17.1 generally, the Chair of the Board, the Company Secretary or their delegate will speak for the Company in accordance with the *Continuous Disclosure Policy*. Individual Board

- members are expected not to communicate on behalf of the Board or the Company without prior consultation with the Board;
- 17.2 any disclosure of information to a shareholder which is not disclosed to the market must be approved under the *Continuous Disclosure Policy* and must comply with the ASX Listing Rules; and
- 17.3 all directors are required to keep all information provided to them in their capacity as a director confidential, subject to paragraph 11.3 above.
- 17.4 all disclosures must be released to market in a timely fashion.

CONFLICTS OF INTEREST

- 18 The directors of the Company should act in a manner which is consistent with the best interests of the Company as a whole, free of any possible, actual or perceived conflicts of interest.
- 19 If a director considers they might be in a position where there is a reasonable possibility of conflict of interests, the director must:
- 19.1 immediately consult with the Chair. In the case of the Chair, the Chair should immediately consult with an independent director.
- 19.2 take such steps necessary and reasonable to manage or avoid any conflict of interest; and
- 19.3 abstain from voting on any motion relating to the matter and absent themselves from all Board deliberations relating to the matter, including receipt of Board papers bearing on the matter.

RELATED PARTY TRANSACTIONS

- 20 The Board has delegated to the Audit and Risk Committee responsibility for reviewing and monitoring related party transactions and investments involving the Company and its directors.

MEETINGS

OVERVIEW

- 21 The Board will meet not less than three times formally per annum and as frequently as may otherwise be required to deal with urgent matters.
- 22 A meeting of the Board will usually be convened by the Chair.
- 23 All directors are expected to diligently prepare for, attend and participate in all Board meetings. In accordance with the Constitution, two directors are required for a quorum. Meetings of the Board may be held or participated in by conference call or similar means. Resolutions of the Board may be passed by circular resolution.
- 24 All directors are entitled to one vote. The Chair does not have a casting vote. A motion that results in an equal split of votes will be lost.

BOARD COMMITTEES

- 25 In order to fulfil its duties, the Board has established the following Committee:
- 25.1 the Audit and Risk Committee (**Committee**), which is responsible for monitoring and advising the Board on the Company's audit, risk management and regulatory compliance policies and procedures.
- 26 Although the Board may delegate powers and responsibilities to Committees, the Board retains ultimate accountability for discharging its duties.
- 27 The composition of the membership, including the Chair, of this Committee will be determined by the Board from time to time.

- 28 The Board will consider and approve the Charter of the Committee. This Charter will identify the areas in which the Board will be assisted by the Committee.
- 29 The Committee will report regularly to the Board in accordance with its respective Charter.

COMPANY SECRETARY

- 30 The Company Secretary is directly accountable to the Board through the Chair. The Company Secretary's role is to:
- 30.1 advise the Board and its Committee on governance matters;
 - 30.2 coordinate all Board business including preparing agendas and supporting documentation, prepare and circulate minutes of meetings for approval by members of the Board; and lodging communications and filings with the ASX and ASIC.
 - 30.3 monitor compliance with Board and Committee Charters, policies and procedures;
 - 30.4 organise and facilitate the induction of new directors and provide professional development to existing directors;
- 31 The Board will appoint at least one Company Secretary. Appointment and removal of a Company Secretary will be subject to Board approval.

INDEPENDENT ADVICE

- 32 A director of the Company is entitled to seek independent professional advice (including, but not limited to, legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of their responsibilities of a professional nature. Any matters of a personal nature including a contract of employment with the Company, is not considered a professional matter.
- 33 The director must seek prior approval from the Chair. The Chair may set a reasonable limit on the contribution the Company will make.
- 34 The director obtaining advice must retain all documentation relating to the advice. The Chair may instruct that any advice received be circulated to the Board.
- 35 All directors are entitled to the benefit of the Company's standard Deed of Access, Indemnity and Insurance which provides ongoing access to Board papers and, at the Company's expense, Directors and Officers insurance.

REMUNERATION

- 36 The level of director remuneration will be approved by the Board as noted in paragraph 3.7 or by shareholders as the Constitution may require.
- A director must not be present for discussions on or vote on a matter regarding their own remuneration or a specific remuneration policy that affects him or her. However, a member who is a non-executive director may be present and vote in relation to the remuneration of the other non-executive directors.

COMPANY CONSTITUTION

- 37 To the extent of any inconsistency, the Constitution prevails over this Board Charter.

RELATED POLICIES

Code of Conduct

Continuous Disclosure Policy