

## **STEMify Limited – Board Charter**

### **Our Policy**

It is Company policy that directors, executives and employees of STEMify Limited must seek board approval for the following matters.

#### **1. Appointments**

- Appointment of the CEO and/or Managing Director
- Appointment or removal of the Company Secretary
- Membership and terms of reference of board committees

#### **2. Board and Senior Management**

- Delegations of authority to the CEO and/or Managing Director
- Approval of remuneration and incentive policies
- Approval of senior management remuneration
- Management contracts
- Overseas visit approvals
- Approval of succession plans
- Disclosure of conflicts of interest
- Assessment of board performance
- Matters concerning the governance of the organisation

#### **3. Relations with the shareholders and stakeholders**

- Arrangements for the AGM and any other shareholders meetings
- Matters about reports as required by legislation
- Suggestions for nomination of directors for election by the shareholders

#### **4. Financial Matters**

- Approval of annual accounts and directors reports
- Any question of borrowing or giving security over assets
- Treasury policies including foreign currency and interest rates
- Bank accounts and signatories
- Acceptance of audit reports including management letters

**5. Business Strategy**

- Approval of strategic objectives
- Approval of strategic plan
- Approval of proposals for major expansions or closures
- Approval of budgets
- Approval of priorities and performance indicators

**6. Capital expenditures**

- Approval of the capital expenditure budget and alterations to it
- Approval of priorities
- Approval of non-budgeted capital expenditure items above \$5,000

**7. Lease or Purchase of buildings**

**8. Major transactions not included in the budget or outside the ordinary course of business**

**9. Actions or transactions which might involve questions of legality or propriety**

**10. Internal controls and reporting systems**

- Risk assessment and insurance
- Risk management policies, e.g. hedging
- Approval of company policies, including compliance with the law

**11. Use of Company seal**

**12. Donations and sponsorships above \$500**

**13. Public announcements**

- ASX releases
- Website content