

---

## FINDER ENERGY HOLDINGS LIMITED (ACN 656 811 719)

### 1 Introduction

---

The Board of Finder Energy Holdings Limited (ACN 656 811 719) (**Finder**) defines Finder's purpose, its values and sets the strategic direction of Finder.

This Charter sets out the respective roles and responsibilities of the Board and management.

### 2 Board composition and size

---

- The Board is effectively appointed by shareholders. Non-executive Directors are engaged through a letter of appointment.
- The size and composition of the Board is determined by the Board, subject to the limits contained in Finder's Constitution and shareholders' approval.
- Where practicable, the Board's policy on composition is as follows:
  - The Board should comprise a majority of independent non-executive Directors.
  - The Directors should together have an appropriate mix of skills, knowledge, experience and diversity to enable the Board to discharge its responsibilities.
  - The Board Chair should be an independent Director and should not be the CEO.
- The Board will regularly review the independence of each non-executive Director in light of information relevant to this assessment as disclosed by each non-executive Director to the Board.
  - If a Director becomes aware of any information that does or might compromise their independence, the Director must immediately disclose that information to the Chair. The Director's disclosure must be written and include all details necessary to permit the Chair to evaluate the independence of the Director.
  - If the Chair becomes aware of any information that does or might compromise their independence, the Chair must immediately disclose that information to the Board. The Chair's disclosure must be written and include all details necessary to permit the Board to evaluate the independence of the Chair.
- The Board only considers Directors to be independent where they are free of any interest, position or relationship that might materially adversely impact their capacity to exercise independent judgement.

### 3 Board responsibilities

---

The Board is accountable to shareholders for the performance of Finder. The Board's responsibilities are:

- **Leadership and strategy:** provide leadership, define Finder's purpose, set and oversee management's implementation of Finder's strategic objectives, set measurable diversity objectives and instil Finder's values and performance generally;
- **Culture:** approve Finder's statement of values and code of conduct to underpin the desired culture;
- **Appointments:**
  - appoint the Chair, any deputy Chair or any Lead Independent Director;
  - appoint and replace the CEO and approve the appointment and replacement of other senior executives; and
  - approve the appointment, replacement or removal of the Company Secretary;

- **Board performance:** evaluate (on an annual basis) the performance of the Board, its Committees and individual Directors and consider use of an external consultant to facilitate evaluations;
- **Succession and remuneration:** plan for and approve Board, CEO and executive succession and remuneration, and settle non-executive Director remuneration within shareholder approved limits and satisfy itself that Finder's remuneration policies are aligned with its purpose, values, strategic objectives and risk appetite;
- **Risk management:** satisfy itself (on an annual basis) that Finder has in place an appropriate risk management framework (for both financial and non-financial risks) and set the risk appetite within which the Board expects management to operate;
- **ESG:** consider and monitor the environmental, social and governance impacts of Finder's activities and operations, set standards and monitor effectiveness of Finder's governance practices;
- **Compliance:** satisfy itself that Finder has in place an appropriate regulatory compliance framework;
- **Budgets and expenditure:** approve operating budgets and major capital expenditure, acquisitions and divestitures, and monitor capital management;
- **Financial and other reporting:** approve Finder's half-yearly and annual reports and oversee integrity of Finder's accounting and corporate reporting systems including the external audit;
- **External auditor:** select and recommend to shareholders the appointment of the external auditor;
- **Disclosure:** oversee Finder's process for making timely and balanced disclosure of all material information that a reasonable person would expect to have a material effect on the price or value of Finder securities and satisfy itself that an appropriate framework exists for relevant information to be reported by management to the Board; and
- performing such other functions as are prescribed by law or may be assigned to the Board.

The Board may delegate any of the above responsibilities to management (see **section 5**) or a Board committee (see **section 7**) with the Board retaining ultimate oversight and decision-making power in respect of the matters delegated.

The Board must regularly review the division of functions reserved for itself and powers delegated to management to ensure that it continues to be appropriate to the needs of Finder.

## 4 Group entities

---

Finder expects, to the extent appropriate:

- its charters, codes and policies to apply to its subsidiaries;
- directors of each wholly-owned subsidiary to ensure the subsidiary complies with Finder's charters, codes and policies; and
- directors of each partially-owned subsidiary to use their best efforts to influence the subsidiary to operate in accordance with Finder's charters, codes and policies.

## 5 Relationship between the Board and management

---

### *Overview*

Subject to formal delegations of authority, the Board has delegated the management function to the CEO. However, ultimate responsibility for strategy and control rests with the Directors.

- The CEO is accountable to the Board for the exercise of the delegated authority and, with the support of senior management, must report to the Board on the exercise of the authority through reports, briefings and presentations to the Board.
- The Board requires succinct, clear, verifiable and high quality reports and information from management that will enable the Board to discharge its duties effectively.
- The Board adopts appropriate structures and procedures to ensure it retains its independence from management. This includes the separation of the roles and responsibilities of the Chair and the CEO.

- The Board will, whenever required, challenge management and hold management to account.

### **Board Chair**

The Board will appoint one of its members to be Chair. It is intended that the Board Chair should be an independent non-executive Director. The Board Chair's role, in addition to all other matters not delegated to the CEO, includes:

- leading the Board;
- facilitating effective contribution of all Directors and promoting constructive and respectful relations among the Directors and between the Board and management;
- maintaining regular dialogue and mentoring relationship with the CEO;
- liaising with the CEO on the Board's information requirements to facilitate effective decision-making;
- approving Board agendas and ensuring adequate time is available for discussion of all agenda items, including strategic issues;
- evaluating the performance of non-executive Directors;
- monitoring the contribution of individual Directors with a view to maximising Board performance and effectiveness; and
- evaluating (together with the non-executive Directors) the CEO's performance.

### **Chief Executive Officer**

The CEO is responsible for the day-to-day management and operations of Finder and reports to the Board on key management and operational issues. The responsibilities of the CEO include:

- implementing and making recommendations to the Board relating to Finder's strategic objectives and overseeing appropriate employee training on, and reinforcing, Finder's values;
- developing Finder's annual budget and managing day-to-day operations within the budget approved by the Board;
- designing and maintaining appropriate risk management and compliance systems and operating within the risk appetite set by the Board;
- appointing senior management (including determining the terms), developing and maintaining succession plans, and evaluating their performance based on company financial performance, individual performance and other financial and non-financial metrics;
- providing the Board with accurate, timely and clear information on Finder's operations including, but not limited to, information about Finder's financial performance, compliance with material legal and regulatory requirements and any conduct materially inconsistent with Finder's values or code of conduct;
- implementing the Board's continuous disclosure processes for market sensitive information; and
- managing day-to-day operations in accordance with Finder's policies and practices.

## **6 Role of the Lead Independent Director**

---

- Where the Chair is not an independent Director, a "Lead Independent Director" will be appointed. The Lead Independent Director will fulfil the role of the Chair when the Chair is unable to act in that capacity as a result of their lack of independence or becomes ill or incapacitated.
- The Lead Independent Director's role includes:
  - acting as a sounding board for the Chair and will serve as an intermediary for the other Directors if necessary;
  - acting as a liaison between management and the Board where and when required;
  - overseeing the evaluation of the Chair's performance;
  - acting as the Chair when the Chair is unable to act in that capacity as a result of their lack of independence or becomes ill or incapacitated; and
  - providing a separate channel of communication for shareholders (especially where those

communications concern the Chair).

## 7 Committees

---

- The Board from time to time may establish committees to streamline the discharge of its responsibilities and support the Board in matters that require more intense review.
- As at the date of this Charter, the Board considers it can efficiently and effectively:
  - deal with Board composition and succession issues;
  - deal with remuneration issues;
  - oversee the corporate reporting process; and
  - oversee Finder's risk management framework,without establishing separate committees.

In discharging these responsibilities, the Board will have regard to the specific responsibilities set out in Finder's Nomination Committee Charter, Remuneration Committee Charter and Audit and Risk Committee Charter.
- If the Board establishes committees at a later date:
  - committee membership will take account of the skills and experience appropriate for the committee as well as any statutory or regulatory requirements; and
  - each committee will operate according to a formal charter, which sets out matters relevant to the composition, responsibilities and administration of the committee.
- The Board may also delegate specific functions to ad hoc committees on an 'as needs' basis.
- Finder's annual report will disclose:
  - the current members of any committee and, for the members of any audit committee, their professional qualifications and experience;
  - if applicable, the number of times each committee met throughout the period; and
  - if applicable, the individual attendances of committee members at those meetings.

## 8 Board process

---

- The Board will meet regularly and Directors will allocate sufficient time to perform their duties effectively.
- The non-executive Directors may from time to time meet without executive Directors or management present.
- Directors will use all reasonable endeavours to attend Board meetings in person, however attendance may also be via other forms of technology permitted by Finder's Constitution.
- Finder's Constitution regulates the conduct of Board and Committee meetings and proceedings, including the procedure for passing circular resolutions outside of meetings.

## 9 Role of the Company Secretary

---

- The Board will appoint at least one Company Secretary.
- The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- All Directors will have direct access to the Company Secretary.
- The Company Secretary is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulators (eg, ASIC and ASX) and all statutory and other filings.
- The Company Secretary also helps to organise and facilitate the induction and professional development of Directors.

## 10 Access to independent advice

---

Directors may obtain independent professional advice at Finder's expense where they reasonably consider it necessary or appropriate to the discharge of their responsibilities as Directors. The consent of the Chair is required before advice is obtained (or if advice is sought by the Chair, no consent is required). Where required by the Chair, the advice should be commissioned by the Director and Finder and a copy made available to all Directors.

## 11 Charter review

---

Finder will periodically review this Charter to check that it is operating effectively.

The Company Secretary is authorised to make administrative and non-material amendments to this Charter.

Version Number	Revision Date	Document Owner	Document Approver
v.2	1 August 2024	Company Secretary	Board of Directors