



VMOTO LIMITED

ACN 098 455 460

("Company")

BOARD CHARTER

RESPONSIBILITIES OF THE BOARD

The Board of Directors is responsible for guiding and monitoring the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

The Board is responsible for, and has the authority to determine all matters relating to the strategic direction, policies, practices, establishing goals for management and the operation of the Company.

The monitoring and ultimate control of the business of the Company is vested in the Board. The Board's primary responsibility is to oversee the Company's business activities and management for the benefit of the Company's shareholders. The specific responsibilities of the Board include:

- (a) demonstrating leadership;
- (b) defining the Company's purpose and setting its strategic objectives;
- (c) approving the Company's statement of values and code of conduct to underpin the desired culture within the Company;
- (d) appointment of the Chair and, if applicable, Deputy Chair;
- (e) appointment, evaluation, rewarding and if necessary the removal of the Managing Director, Chief Financial Officer (or equivalent) and the Company Secretary;
- (f) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (g) in conjunction with management, development and oversight of corporate objectives, strategy and operations plans;
- (h) approving and appropriately monitoring operating budgets, new investments, major capital and operating expenditures, capital management, acquisitions, divestitures and major funding activities;
- (i) establishing appropriate levels of delegation to the Managing Director to allow him to manage the business efficiently and satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board;
- (j) Whenever required, challenging management and holding it to account;
- (k) monitoring actual performance against planned performance expectations and reviewing operating information at a requisite level, to understand at all times the financial and operating conditions of the Company;
- (l) monitoring the performance of senior management including the implementation of strategy, and ensuring appropriate resources are available;
- (m) satisfying itself that the Company has in place an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate;
- (n) overseeing the management of safety, occupational health and environmental matters;
- (o) satisfying itself that the financial statements of the Company fairly and accurately set out the financial position and financial performance of the Company for the period under review;



- (p) satisfying itself that there are appropriate reporting systems and controls in place to assure the Board that proper operational, financial, compliance, and internal control processes are in place and functioning appropriately;
- (q) to ensure that appropriate internal and external audit arrangements are in place and operating effectively;
- (r) having a framework in place to help ensure that the Company acts legally and responsibly on all matters consistent with the code of conduct; and
- (s) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the entity's securities;
- (t) Monitoring the effectiveness of the Company's governance practices.

In addition to formal reporting structures, members of the Board are encouraged to have direct communications with management and other employees within the Group to facilitate the carrying out of their duties as Directors.

RESPONSIBILITIES OF MANAGEMENT

The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director (or equivalent), including:

- (a) Implementing the Company's strategic objectives and instilling and reinforcing its values, while operating within the values, codes of conduct, budget and risk appetite set by the Board.
- (b) Developing business plans, budgets and strategies for the Board's consideration and, to the extent approved by the Board, implementing these plans, budgets and strategies.
- (c) Ensuring appropriate funding arrangements are in place for Company activities.
- (d) Operating the Company's businesses and operations within the parameters set by the Board from time to time and keeping the Board informed of all material developments relating to the businesses and operations to enable the Board to perform its duties.
- (e) Where proposed transactions, commitment or arrangements exceed the parameters set by the Board, referring the matter to the Board for its consideration and approval.
- (f) Identifying and managing operational and other risks and, where those risks could have a material impact on the Company's businesses and operations, formulating strategies for managing these risks for consideration by the Board.
- (g) Managing the Company's current financial and other reporting mechanisms to ensure that these mechanisms are functioning effectively to capture all relevant material information on a timely basis.
- (h) Implementing the Company's internal controls; establishing procedures for monitoring these controls; and ensuring that these controls and procedures are appropriate and effective.
- (i) Taking all reasonable steps to ensure that the Board is provided with accurate and sufficient information regarding the Company's operations on a timely basis and, in particular, that the Board is made aware of all relevant matters relating to the Company's performance (including future performance), financial condition, operating results and prospects and potential material risks so that the Board is in an appropriate position to fulfil its corporate governance responsibilities.
- (j) Implementing all policies, procedures and codes approved by the Board.

COMPOSITION OF THE BOARD

The Board should comprise Directors with a mix of qualifications, experience and expertise which will assist the Board in fulfilling its responsibilities, as well as assisting the Company in achieving growth



and delivering value to shareholders. The Board has developed a Skills Matrix and the composition of the Board is to be reviewed regularly to ensure the appropriate mix of qualifications, experience and expertise is present.

In appointing new members to the Board, consideration is given to the ability of the appointee to contribute to the ongoing effectiveness of the Board, to exercise sound business judgement, to commit the necessary time to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company. In determining new members to the Board the following process shall occur:

- (i) The Nomination Committee (or equivalent) evaluates the range of skills, experience and expertise of the existing Board. In particular, the Nomination Committee (or equivalent) is to identify the particular skills that will best increase the Board's effectiveness. Consideration is also given to the balance of independent Directors on the Board.
- (ii) A potential candidate is considered with reference to their skills and expertise in relation to other Board members. Appropriate background checks as to a candidate's character, experience, education, criminal record and bankruptcy history will be conducted.
- (iii) If relevant, the Nomination Committee recommends an appropriate candidate for appointment to the Board. Any appointment made by the Board is subject to ratification by shareholders at the next Annual General Meeting;
- (iv) Formal letters of appointment will be prepared on appointment of a Board member setting out the key terms and conditions relative to the appointment.

Where practical, the majority of the Board is comprised of independent, non-executive Directors. An independent Director is one who is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to, materially interfere with, the exercise of independent judgement. Independent Directors should meet the definition of what constitutes independence as set out in the ASX Corporate Governance Council Corporate Governance Principles and Recommendations (4th Ed.) as set out in Annexure A.

Directors must disclose their interests. The independence of the Directors should be regularly assessed by the Board in light of the interests disclosed by them.

Directors are expected to bring their independent views and judgement to the Board and must declare immediately to the Board any potential or actual conflicts of interest. The Board has adopted a Code of Conduct – Director Conflicts Management Policy, setting out procedures for the Board and its committee to manage conflicts that may arise.

Directors must declare immediately to the Board, and the Board will determine whether to declare to the market, any loss of independence.

The Board recognises that Board renewal is critical to performance and the impact of Board tenure on succession planning. Re-appointment of Directors is not automatic and no member of the Board may serve for more than three years or past the third annual general meeting following their appointment, whichever is the longer, without being re-elected by the shareholders.

Shareholders shall be informed of the names of candidates submitted for election or re-election as Directors. In order to enable shareholders to make an informed decision regarding the election, the following information shall be supplied to shareholders:

- (i) biographical details (including competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate);



- (ii) a statement by the Board as to whether it supports the election or re-election of the proposed candidate(s);
- (iii) in the case of a candidate standing for election as a Director for the first time, confirmation that the entity has conducted appropriate checks into the candidate's background and experience;
- (iv) details of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party;
- (v) Material directorships held in other entities;
- (vi) particulars of other positions which involve significant time commitments;
- (vii) the term of office currently served by any Directors subject to re-election;
- (viii) if the Board considers the candidate independent, a statement to that effect; and
- (ix) any other particulars required by the ASX Listing Rules or law.

Prior to the Board proposing re-election of non-executive Directors, their performance will be evaluated by the Nomination Committee to ensure that they continue to contribute effectively to the Board.

THE ROLE OF THE CHAIR

Where practicable, the Chair should be an independent, non-executive Director and should not be the same person as the CEO (or equivalent). If a Chair ceases to be an independent Director, then the Board will consider appointing a lead independent Director.

The Chair must be able to commit the time to discharge the role effectively.

The Chair is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings, ensuring that adequate time is available for discussion of all agenda items, including strategic issues, and conducting the shareholder meetings.

The Chair should facilitate the effective contribution of all Directors and promote constructive and respectful relations between Directors and between the Board and management.

In the event that the Chair is absent from a meeting of the Board then the Board shall appoint the Deputy Chair for that meeting.

THE ROLE OF THE DEPUTY CHAIR

Where practicable, a Deputy Chair, if appointed by the Board, should be an independent non-executive Director and should not also be the Managing Director (or equivalent).

The Deputy Chair must be able to commit the time to discharge the role effectively.

The Deputy Chair has the following responsibilities:

- (i) to perform the role and functions of the Chair in the absence of the Chair for any reason;
- (ii) to be available to facilitate the following matters when and as appropriate and required:
 - (A) Chair succession planning; and
 - (B) approvals and actions required to be performed by the Chair under this charter, or its policies, where the Chair actually or potentially may be compromised due to personal or other conflict of interest; and



- (iii) at the request of the Chair, to support the Chair in the performance of the role and function of the Chair.

BOARD COMMITTEES

The Board may from time to time, if considered appropriate, establish committees, each with written terms of reference, including:

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

The charter of each Board Committee is approved by the Board and reviewed regularly, including following any applicable regulatory changes.

The Board will ensure that any Committees are sufficiently resourced and funded to enable them to fulfil their roles and discharge their responsibilities.

Members of Committees are appointed by the Board. The Board may appoint additional Directors to Committees or remove and replace members of Committees by resolution.

The draft minutes of each Committee meeting shall be provided to the Board for information at the next occasion the Board meets following such Committee meeting.

Where the Board does not consider that the Company will gain any benefit from a particular separate committee, the full Board will carry out the duties that would ordinarily be assigned to that Committee under the written terms of reference for that Committee.

BOARD MEETINGS

There must be two Directors present (in person or using any technology approved by the Directors, as permitted by the Company's Constitution) at a meeting to constitute a quorum.

The Board will schedule formal Board meetings at least quarterly and hold additional meetings, including by telephone, as may be required.

Non-executive Directors may confer at scheduled times without management being present.

The minutes of each Board meeting shall be prepared by the Company Secretary, reviewed by the Chair and circulated to Directors as soon as practicable after each meeting.

The Company Secretary shall distribute supporting papers for each meeting of the Board as far in advance as practicable.

Minutes of meetings must be included in the Company's minute book within one month of the meeting and approved at the next Board meeting.

Further details regarding Board meetings are set out the Company's Constitution.

THE COMPANY SECRETARY



The Company Secretary will facilitate the flow of information of the Board, between the Board and its Committees and between senior executives and non-executive Directors, including the timely completion and despatch of Board and Committee papers.

The Company Secretary will ensure that the business at Board and Committee meetings is accurately captured in the minutes.

The Company Secretary is to facilitate the induction of new Directors and professional development, in accordance with the Company's Induction and Professional Development Policy.

The Company Secretary is to facilitate the implementation of Board policies and procedures.

The Company Secretary is to provide advice to the Board, on corporate governance matters, the application of the Company's Constitution, the ASX Listing Rules and applicable other laws.

All Directors have access to the advice and services provided by the Company Secretary.

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

The Board has the responsibility for the appointment and removal of the Company Secretary.

ACCESS TO ADVICE

All Directors have unrestricted access to Company records and information.

All Directors may consult directly with management and employees as required to enable them to discharge their duties as Directors.

The Board, Board Committees or individual Directors may seek independent external professional advice as considered necessary at the expense of the Company, subject to prior consultation with the Chair. Subject to the Code of Conduct – Director Conflicts, a copy of any such advice received is to be made available to all members of the Board.

PERFORMANCE REVIEW

The Board will arrange an annual performance review of the Board, any Board Committees (if applicable) and individual Directors in accordance with the Company's Performance Evaluation Policy.

The Board will oversee the performance evaluation of the Managing Director on an annual basis, in accordance with the Company's Performance Evaluation Policy.

This policy is reviewed **annually**.



ANNEXURE A – DEFINITION OF INDEPENDENCE

A Director should only be characterised and described as independent if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issue before the Board and to act in the best interests of the entity and its security holders generally.

Examples of interests, positions, associations and relationships that might cause doubts about the independence of a Director include if the Director:

- (a) is, or has been in the previous three years, employed in an executive capacity by the Company or another group member;
- (b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- (c) is, or has been within the last three years, in a material business relationship (eg as a supplier, professional adviser, consultant or customer) with the Company or another group member, or an officer of, or otherwise associated with someone with such a relationship;
- (d) is, represents, or is or has within the last three years an officer or employee of, or professional adviser to, a substantial security holder of the Company;
- (e) has close family ties with any person who falls within any of the categories described above; or
- (f) has been a Director of the Company for such a period that his or her independence may have been compromised.

The materiality thresholds are assessed on a case-by-case basis, taking into account the relevant Director's specific circumstances, rather than referring to a general materiality threshold.