

Board Charter

Netwealth Group Limited ACN: 620 145 404

Netwealth Group Limited

Approved and adopted by:

- Netwealth Group Limited (ABN 84 620 145 404) on 28 August 2024

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Document classification: General use.

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Document control

Document Owner	Chief Risk, Legal and Governance Officer
Frequency of review	Annually
Date of next scheduled review	March 2025
Legislative framework and regulatory compliance requirements	<ul style="list-style-type: none">• Corporations Act 2001 (<i>Cth</i>) and Corporations Regulations 2001 (<i>Cth</i>)• ASX Corporate Governance Principles and Recommendations (fourth edition)
Regulators	<ul style="list-style-type: none">• ASX• ASIC

1.0 Introduction

- 1.1.1 The Board of Netwealth Group Limited (**NWL, Netwealth**) has adopted this Board Charter (**Charter**) to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws.
- 1.1.2 This Charter includes an overview of:
- Board composition and process; and
 - The relationship and interaction between the Board of NWL, the Board of Netwealth Investments Limited (**NIL**) and other NWL subsidiaries, Board Committees and management.
- 1.1.3 This Charter and the charters adopted by the Board for its standing Committees have been prepared and adopted on the basis that strong corporate governance can add to the performance of NWL, create shareholder value and engender the confidence of the investment market.
- 1.1.4 This Charter is to be reviewed by the Board as required and at least annually.

2.0 Board composition

2.1 Board composition and size

- 2.1.1 Directors are appointed by the Board and are elected or re-elected by the shareholders. Non-Executive Directors are engaged through a letter of appointment.
- 2.1.2 The Board, with the support of the Nomination Committee, determines the size and composition of the Board, subject to the terms of NWL's Constitution.
- 2.1.3 It is intended that the Board should comprise a majority of independent Non-Executive Directors and of Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- 2.1.4 The Board, with the support of the 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 NWL's strategy. The Board and Nomination Committee will have regard to this review when considering Board succession planning.

2.2 Director independence and tenure

- 2.2.1 The Board only considers a Director to be independent where the Director is free of any interest, position, association or relationship that might influence, or might reasonably be perceived to influence, in a material respect their capacity to bring independent judgment to bear on issues before the Board, and to act in the best interests of NWL and its shareholders generally. The Board considers the factors relevant to independence of a Director based on those set out in Box 2.3 of the ASX Corporate Governance Principles

and Recommendations (4th edition) (see Appendix A – Independence of Directors – Requirements and Guidelines).

- 2.2.2 The Board does not believe that it should establish an arbitrary limit on tenure for NWL Directors. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight in Netwealth and its operation and therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board considers when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.
- 2.2.3 The Board regularly reviews the independence of each Non-Executive Director considering information relevant to this assessment as disclosed by each Non-Executive Director to the Board.

3.0 Board role and responsibilities

3.1 Board role

The Board's role is to:

- 3.1.1 Represent and serve the interests of shareholders by overseeing and appraising NWL's strategies, values, policies and performance. This includes overseeing the financial and human resources NWL has in place to meet its objectives and reviewing management performance;
- 3.1.2 Protect and optimise NWL's performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and NWL's Constitution, within a framework of prudent and effective controls that enable risk to be assessed and managed;
- 3.1.3 Set, review and monitor compliance with NWL's values and governance framework (including establishing and observing high ethical standards); and
- 3.1.4 Demonstrate leadership across the organisation.;
- 3.1.5 Keep shareholders, stakeholders and the market generally informed on NWL's performance and major developments affecting its state of affairs.

3.2 Board responsibilities

The responsibilities of the Board include:

- 3.2.1 Defining Netwealth's purpose, development and approval of corporate strategy, including setting performance objectives and approving operating budgets and corporate performance and sustainability targets, and ongoing monitoring of performance;
- 3.2.2 Selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Managing Director & Chief Executive Officer (CEO) the Executive Team (Executive) and other key employees.;

- 3.2.3 Approving Netwealth's Remuneration Policy, including performance-based remuneration, in accordance with Netwealth's purpose, values and strategic objectives and risk appetite;
- 3.2.4 Reviewing, ratifying and monitoring systems of risk management, internal control and compliance. This includes reviewing procedures to identify the main financial and non-financial risks associated with NWL's businesses, overseeing risk culture and the implementation of appropriate systems to manage these risks;
- 3.2.5 Approving, at least annually, and monitoring Netwealth and its subsidiaries (excluding Netwealth Superannuation Services Pty Ltd (**NSS**)¹) Risk Management Framework, including Netwealth's appetite for risk and assessing and determining whether to accept risks beyond the approved risk appetite;
- 3.2.6 Monitoring NWL's operating and financial position and performance and the implementation of strategy and policy;
- 3.2.7 Reviewing and approving NWL's values, code of conduct and corporate governance policies and monitoring corporate culture, governance, and alignment to these values, codes, policies, the strategy and risk appetite;
- 3.2.8 Approving and overseeing major capital expenditure and financial commitments, acquisitions and divestitures, and capital management;
- 3.2.9 Approving NWL's dividend policy and any dividend payments;
- 3.2.10 Monitoring and reviewing management processes aimed at ensuring the integrity and accuracy of financial and other reporting, including accounting, corporate reporting systems and the integrity of the external audit;
- 3.2.11 Approving financial reports, forward looking statements and other reports required at law or under the ASX Listing Rules, including overseeing NWL's process for timely and balanced disclosure of material information;
- 3.2.12 Approving, where practicable, market announcements relating to NWL's performance, strategy and major developments affecting its state of affairs;
- 3.2.13 Satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board and where required, challenging management and holding them to account;
- 3.2.14 Overseeing and monitoring frameworks to manage workplace mental health and wellbeing, diversity and inclusion, culture, psychological and psychosocial safety and occupational health and safety;
- 3.2.15 Overseeing and monitoring a corporate sustainability framework that promotes a positive environmental and social impact through clear, actionable metrics and reporting;

¹ NSS has a complementary NSS Risk Management Framework that covers its obligations as an APRA regulated entity.

- 3.2.16 Evaluating, at least annually, the performance of the Board, its Committees and individual Directors in accordance with the process set out in the Board Renewal and Performance Evaluation Policy;
- 3.2.17 Receiving information reports under Netwealth's Whistleblowing Policy (as permitted by law); and
- 3.2.18 Performing other functions as prescribed by law or nominated by the Board from time to time.

3.3 Director responsibilities

- 3.3.1 Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour.
- 3.3.2 Directors will ensure that no decision or action is taken that has the effect of prioritising their personal interests over Netwealth's interests.
- 3.3.3 Directors will be expected to participate in all induction and orientation programs and any continuing education or training arranged for them.
- 3.3.4 The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or the Board as a whole, which cannot be unreasonably withheld.

4.0 Delegation of duties and powers

4.1 Delegation to Committees

- 4.1.1 The Board from time to time establishes Committees to assist the Board in discharging its duties.
- 4.1.2 The Board adopts a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- 4.1.3 The permanent standing Committees of the Board are the:
 - Remuneration Committee,
 - Nomination Committee,
 - People and Corporate Sustainability Committee,
 - Audit Committee; and
 - Compliance and Risk Management Committee.
- 4.1.4 The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.

4.2 Delegation to management

4.2.1 While the Board retains ultimate responsibility for the strategy and performance of NWL, the day-to-day operation of NWL is conducted by, or under the supervision of, the CEO and the Executive, as directed by the Board.

4.2.2 The Board approves strategic objectives for the CEO to work towards and, jointly with the CEO, develops the duties and responsibilities of the CEO.

4.2.3 The Executive Team (being the CEO and other Executives to whom the management function is properly delegated) are responsible for:

- implementing strategic objectives, plans and budgets approved by the Board;
- instilling and reinforcing the Board approved values and code of conduct; and
- implementing NWL's risk management framework and operating within the risk appetite set by the Board; and

are accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and Netwealth's policies.

4.2.4 Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively, including the provision of information relating to Netwealth's financial performance, compliance with material legal and regulatory requirements and any conduct that is inconsistent with the values or the code of conduct.

4.2.5 Directors are entitled to request additional information at any time when they consider it appropriate.

5.0 Board process

5.1 Meetings

5.1.1 The Board will meet as frequently as it deems appropriate and Directors are expected to use reasonable endeavours to attend Board meetings in person.

5.1.2 NWL's Constitution governs the regulation of Board meetings and proceedings.

5.2 The Chair

5.2.1 The Board will appoint one of its members to be Chair.

5.2.2 It is intended that the Chair should be an independent, Non-Executive Director.

5.2.3 If the Chair is unable to attend a Board meeting, the Chair, or the Directors present, will appoint another director who is an independent Director to act as Chair at that meeting.

5.2.4 The Chair represents the Board to the shareholders and communicates the Board's position.

5.2.5 The Chair has the following responsibilities:

- leading the Board;
- facilitating the effective contribution of all Directors;
- promoting constructive and respectful relationships between Directors and between the Board and management;
- conducting Board meetings in accordance with Netwealth's constitution and the law; and
- approving the Board agendas.

5.3 The Company Secretary

5.3.1 The Board will appoint at least one Company Secretary who is responsible for establishing and maintaining systems and processes to support the proper functioning of the Board and coordinating all Board business, including agendas, board papers and minutes.

5.3.2 The Company Secretary is accountable to the Board, through the Chair, on all matters related to the proper functioning of the Board.

5.3.3 All Directors will have direct access to the Company Secretary.

Appendix A - Independence of Directors – Requirements and Guidelines

Without limiting the Board’s discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors. In general, Directors will be considered to be ‘independent’ if they:

- Are not employed in an executive capacity by NWL or another group member, or, if they have been previously employed in an Executive capacity by NWL or another group member, there has been a period of at least 3 years between ceasing such employment and serving on the Board;
- Do not receive performance-based remuneration (including options or performance rights) from or participates in an employee incentive scheme that is created following 31 October 2017 (i.e., post the listing of NWL on the ASX). It is noted that the Directors were included in the employee incentive scheme prior to this date when the company was not listed. It has been reviewed and assessed by the Board that this participation does not impact their independence;
- Have not within the last 3 years been a partner, director or senior employee of a provider of material professional services to NWL or another group member;
- Have not within the last 3 years been in a material business relationship (e.g., as a supplier or customer) with NWL or other group member or an officer of or otherwise associated directly or indirectly someone with such a relationship;
- Are not a substantial shareholder of NWL, or officer of, or otherwise associated directly or indirectly with, a substantial shareholder of NWL;
- Have no material contractual relationship with NWL or another group member, other than as a director of NWL or another group member;
- Do not have close family ties with any person who falls within any of the categories described above;
- Have not been a Director of NWL for such a period that their independence may have been compromised; and
- Are free from any other interest, position, association or relationship that might influence, or reasonably be perceived to influence in a material respect, the Director’s capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of NWL and its shareholders generally.

Materiality thresholds

The Board will consider the materiality of the Directors’ interests, position, association or relationship for the purposes of determining ‘independence’ on a case-by-case basis, having regard to both quantitative and qualitative principles. Without limiting the Board’s discretion in this regard, the Board has adopted the following guidelines:

- The Board will determine the appropriate base to apply (e.g., revenue, equity or expenses), in the context of each situation.
- In general, the Board will consider a holding of 5% or more of NWL's shares to be material.
- In general, the Board will consider an affiliation with a business which accounts for less than 5% of the relevant base to be immaterial for the purposes of determining independence. However, where this threshold is exceeded, the materiality of the particular circumstance with respect to the independence of the particular Director should be reviewed by the Board.
- Overriding the quantitative assessment is the qualitative assessment. Specifically, the Board will consider whether there are any factors or considerations which may mean that the Director's interest, business or relationship could, or could be reasonably perceived to, materially interfere with the Director's ability to act in the best interests of NWL.