
Wellard Limited
20 November 2015



Board Charter

What is the purpose of this Charter?

This Charter describes the roles and responsibilities of the Board and management.

The Board will, at least once in each financial year, review this Charter, and the charter of each of its Committees, and make any amendments it thinks are necessary or desirable.

What is the Board's role?

The Board is responsible for the overall corporate governance of Wellard, including:

- monitoring its operational and financial position, performance and business strategy;
 - maximising performance, generating appropriate levels of shareholder value and financial return and sustaining the growth and success of the Business;
 - ensuring it is properly managed to protect and grow shareholder interests.
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What is the Board responsible for?

Overall management

Appointing the Chair.

Setting and monitoring strategic objectives.

Approving and monitoring strategic and financial plans.

Approving and monitoring annual budgets and business plans.

Approving and monitoring major capital expenditure, capital management and all major corporate transactions, including the issue of securities.

Approving financial reports and material external communications and reports in accordance with Wellard's continuous disclosure policy.

Overseeing the integrity of accounting and corporate reporting systems, including the external audit.

Appointing, re-appointing and removing external auditors and approving the auditor's remuneration, upon recommendation from the Audit, Risk and Compliance Committee.

Determining dividend policy.

Senior management

Overseeing senior management's implementation of strategic objectives.

Formulating, approving, overseeing and disclosing a process of senior management performance evaluation against

appropriate measures.

Appointing, monitoring, managing the performance of and where appropriate, managing succession planning for senior management (including the CEO, CFO and Company Secretary).

Ratifying the terms of appointment of senior management, including the terms of any equity remuneration.

Overseeing interaction and communication between management and shareholders and the broader community.

Risk management

Monitoring performance in relation to the ASX Recommendations and compliance with relevant regulatory requirements.

Approving and monitoring a risk management framework and compliance with all charters, policies and codes of conduct.

Reporting

Ensuring the preparation of accurate financial reports and statements, including receiving a statement from the CEO and CFO assuring the Board that the financial statements comply with accounting standards and provide a true and fair view of Wellard's financial position and performance in accordance with legislative requirements and the ASX Recommendations.

Supervising corporate governance disclosure, including explaining any departures from the ASX Recommendations.

Reviewing the effectiveness of communication with Wellard's shareholders.

What is the structure of the Board?

A minimum of three Directors.

A majority of non-executive directors.

A majority of independent directors.

An independent Chair.

A size and competence necessary to properly understand and deal with the current and emerging issues of the Business.

The role of Chair and CEO will not be exercised by the same person.

What skills will the Board have?

Wellard seeks to have Directors with an appropriate range of skills, knowledge, experience, independence and diversity, and an understanding of and competence to deal with current and emerging issues of the business. It will have a Board skills matrix setting out the skills and diversity that the Board has or is looking for in order to identify any gaps in skills that the Board seeks. Wellard's successful plans are designed to maintain an appropriate balance of skills, knowledge, experience,

independence and diversity on the Board.

What are the duties of the Chair?

Lead the Board in reviewing and discussing Board matters.

Chair board meetings.

Establish the agenda for Board meetings, in consultation with the CEO and Company Secretary.

Chair meetings of members, including the annual general meeting.

With the CEO, approve and/or delegate authority for the approval of all material ASX, and other investor and shareholder releases.

Provide guidance and mentoring to the CEO.

Oversee the implementation of policies and systems for Board performance review and renewal.

What are the duties of the CEO?

Oversee general management of operations.

Develop with the Board, implement and monitor strategic and financial plans.

Develop, implement and monitor annual budgets and business plans.

Plan, implement and monitor all major capital expenditure, capital management and all major corporate transactions, including the issue of any securities.

Develop all financial reports, and all other material external communications and reports, including material announcements and disclosures, in accordance with Wellard's continuous disclosure policy.

Manage the appointment of senior management (including the CFO and Company Secretary).

Develop, implement and monitor a risk management framework.

Assist the Chair and the Company Secretary in establishing the agenda for Board meetings.

Act as the primary channel of communication and point of contact between the executive staff and the Board.

Keep the Chair fully informed of all material matters which may be relevant to the Board.

With the Chair and other appropriate members of senior management, review all matters material to the interests of Wellard.

Ensure a safe workplace for all personnel.

What are the duties of the Company Secretary?

Advise the Board and its Committees on governance matters.

Coordinate all Board business including to:

- prepare agendas;
- coordinate the timely completion and despatch of Board and Committee papers;
- ensure the business at Board and Committee meetings is accurately captured in the minutes;
- lodge communications and filings with ASX and ASIC;
- monitor compliance with Board and Committee policy and procedures; and
- help to organise and facilitate the induction and professional development of Directors.

How is the independence of Directors assessed?

Independence standard

At the time of a Director's appointment the Board will consider independence and resolve whether to consider the Director independent, taking into account whether the Director:

- is, or has been, employed in an executive capacity by Wellard and there has not been a period of at least three years between the end of employment and serving on the Board;
- is, or has within the last three years been, a partner, director or senior employee of a provider of material professional services to Wellard;
- is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with Wellard, or an officer of, or otherwise associated with, someone with such a relationship;
- is a substantial shareholder in Wellard or an officer of, or otherwise associated with, a substantial shareholder of Wellard;
- has a material contractual relationship with Wellard other than as a Director;
- has close family ties with any person who falls within any of the categories described above; or
- has been a Director for such a period that his or her independence may have been compromised.

Materiality

The Board will from time to time determine relevant materiality thresholds for the purposes of assessing the independence of Directors.

Disclosure of independence

Each independent Director must regularly provide the Board with all information regarding his or her interests that is relevant to his or her independence. Where the independent status of a Director is lost, this must be immediately disclosed to the market.

The names of Directors who are considered by the Board to be independent and the Board's reasons for considering a Director to be independent will be disclosed in accordance with the ASX Recommendations.

What if a Director has conflicting interests?

If a Director believes that he or she may have a conflict of interest or duty in relation to a particular matter, the Director should immediately consult with the Chair.

If the Board determines that a Director might be in a position where there is a reasonable possibility of conflict between his or her personal or business interests, the interests of any associated person, or his or her duties to any other company, on the one hand, and the interests of Wellard or his or her duties to Wellard, on the other hand, the Board will require that the Director:

- fully and frankly informs the Board about the circumstances giving rise to the conflict; and
- abstains from voting on any motion relating to the matter and absenting himself or herself from all board deliberations relating to the matter including receipt of Board papers bearing on the matter.

The Company Secretary will maintain a register of all possible conflict of interest situations.

When does the Board meet?

The Board will meet at least 10 times per year, and otherwise as often as the Directors think necessary to enable the Board to fulfil its duties and responsibilities.

An agenda, Board and Committee papers and related material will be prepared and circulated to Directors in advance of each Board and Committee meeting to permit adequate preparation.

Minutes for each meeting should be recorded promptly after the close of the meeting.

Who else assists the Board?

The Board may establish various Committees to assist the Board.

The Board has established the following Committees:

- an Audit, Risk and Compliance Committee; and
- a Nomination and Remuneration Committee.

The Board will consider and approve the charters of its Committees.

Can Directors seek their own advice?

A Director is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at Wellard's expense on any matter connected with the discharge of his or her responsibilities.

Directors who wish to seek advice must obtain the prior consent of the Chair (acting reasonably) and will be entitled to reimbursement of reasonable costs of obtaining costs of such advice. In the case of the Chair, no consent is required.

All documentation containing or seeking independent professional advice must clearly state that the advice is sought both in relation to Wellard and to the Director in his or her personal capacity.

The Chair may determine that any advice received by an individual Director will be circulated to the remainder of the Board.

How is performance assessed?

At least once in each financial year, there must be a performance evaluation:

- of the Board assessing its performance, having regard to the requirements of this Charter and the ASX Recommendations;
- of individual Directors' contribution to the Board;
- of the Committees; and
- establishing the goals and objectives of the Board for the upcoming year.

The Board will determine the manner and form of the performance evaluation and must disclose the performance evaluation process for each financial year in accordance with the ASX Recommendations.

Definitions

ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the stock market operated by it, as the context requires.
ASX Recommendations	The ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
Board	The board of directors of Wellard.
Business	The business of Wellard.
CEO	The chief executive officer of Wellard.
CFO	The chief financial officer of Wellard.
Chair	The chair of the Board.
Charter	This document as amended from time to time.
Committee	A committee of the Board.
Company or Wellard	Wellard Limited ACN 607 708 190, including all subsidiaries.
Company Secretary	The company secretary of Wellard.
Corporations Act	<i>Corporations Act 2011</i> (Cth).
Director	A director of Wellard.