

# Board Charter

**Approval Date:** 10 December 2025

## 1. Corporate Governance Principles

### 1.1 Role of the Board

The Board of Directors (**Board**) is responsible for directing Vista Group International Limited (**Company**) and enhancing its value for shareholders in accordance with good corporate governance principles.

### 1.2 Chair

The Board elects a Chair whose primary responsibility is the efficient functioning of the Board.

### 1.3 Chief Executive

The Board appoints a Chief Executive Officer (**CEO**) who is responsible for the management of the Company in accordance with the strategies approved by the Board.

### 1.4 Separation of Roles

The Board endorses the separation of the roles of Chair and CEO.

### 1.5 Link with Performance

The Board recognises that the quality with which it performs its functions is an integral part of the performance of the Company and that there is a strong link between good governance and performance.

### 1.6 Code of Ethics

The Board recognises that high ethical standards and behaviours are central to good corporate governance and it is committed to implementing, reviewing and monitoring observance to a written Code of Ethics for the Company. The Company's Code of Ethics is available at [www.vistagroup.co.nz/investor-centre](http://www.vistagroup.co.nz/investor-centre).

### 1.7 Information to New Directors

On appointment to the Board, a director will be given a copy of this Charter, any induction training determined by the Board as to the responsibilities of the directors and a comprehensive appointment letter covering the role of the Board, the Board's expectations of the director, and any particular terms of their appointment.

## 2. Role of the Board

### 2.1 Company's Objective

The objective of the Company is to generate growth, corporate profit, and shareholder gain.

### 2.2 Direction of Company

In pursuing this objective the role of the Board is to assume accountability for the success of the Company by taking responsibility for the direction and management of the Company.

### 2.3 Main Functions of the Board

The main functions of the Board are to:

- a) select and (if necessary) replace the CEO;
- b) ensure that the Company has adequate management to achieve its objectives, support the CEO, and have a satisfactory plan in place for Global Senior Leadership Team (**GSLT**) succession;

- c) review and approve the strategic, business and financial plans prepared by the GSLT, and to develop a depth of knowledge of the Company's business so as to understand and question the assumptions upon which such plans are based, and to reach an independent judgment on the probability that such plans can be achieved;
- d) review and approve individual investment and divestment decisions which the Board has determined should be referred to it before implementation;
- e) review and approve material transactions not in the ordinary course of the Company's business;
- f) approve and oversee the administration of the Company's technology development strategy;
- g) approve the appointments by, or at the request of, the Company (including its affiliates) to the boards of directors of subsidiary and associate companies;
- h) monitor the Company's performance against its approved strategic, business and financial plans and to oversee the Company's operating results on a regular basis so as to evaluate whether the business is being properly managed;
- i) ensure ethical behaviour by the Company, the Board and the GSLT, including compliance with the Company's Constitution, the relevant laws and regulations, the NZX Listing Rules, the ASX Listing Rules that apply to the Company as a Foreign Exempt Issuer, and the relevant auditing and accounting principles;
- j) implement and from time to time review the Company's Code of Ethics, foster high standards of ethical conduct and personal behaviour and hold accountable those directors, managers or other employees who engage in unethical behaviour;
- k) ensure the quality and independence of the Company's external audit process; and
- l) assess from time to time its own effectiveness in carrying out these functions and the other responsibilities of the Board.

## **2.4 Board Relationship with CEO**

The Board acknowledges that its most important role is to provide high level counsel to the CEO, to constantly monitor the performance of the CEO against the Board's requirements and expectations, and to take timely action if the objective of the Company is not being achieved or a correction to management is determined to be required.

## **3. Composition of the Board**

### **3.1 Board Skills**

The Board should at all times comprise members whose skills, experience and attributes together reflect diversity, balance, cohesion and match the demands facing the Company.

### **3.2 Appointments to the Board**

Every new appointment to the Board is considered and decided by the Board as a whole taking into account the range of relevant skills and experience a potential new director may offer the Board and their ability to fully commit the time needed to be effective as a director of the Company. A director appointed by the Board must submit himself or herself for reappointment by shareholders at the next annual meeting following their appointment.

### **3.3 Board Membership**

The Board has adopted the following principles:

- a) the Board will maintain at least a minimum number of two Independent Directors (as defined in the NZX Listing Rules);
- b) a Board member should not have any significant conflict of interest that is potentially detrimental to the Company, including:
  - i) material affiliations with competitors of the Company; and
  - ii) material affiliations with parties that are likely to be a regular counter-party to a

transaction with the Company. In practice, however, such conflicts may arise in the course of a director's tenure and procedures for dealing with these situations are contained in 3.5;

- c) the Board seeks diversity in the skills, attributes and experience of its members across a broad range of criteria so as to represent the diversity of shareholders, business types and regions in which the Company operates;
- d) a director may not hold office without being re-elected past the third annual meeting after their appointment or for three years, whichever is the longer, in accordance with the NZX Listing Rules and the Company's Constitution;
- e) the Board elects a Chair who can be replaced by it at any time.

### **3.4 Independence**

A director is regarded as having a relationship that may compromise their ability to bring an independent view to decisions relating to the Company, act in the best interests of the Company and represent the interests of the shareholders of the Company generally, having regard to the factors described in the NZX Corporate Governance Code

### **3.5 Procedures**

A director must declare to the Board any relationship that might compromise their ability to act independently or any conflicts of interest that are potentially detrimental to the Company. As soon as practicable thereafter the Board, or a committee of the Board established for the purpose, will meet to review the relationship or conflict and determine a process to deal with the issue.

### **3.6 Business Relationships to be Disclosed**

Before accepting appointment to the Board, and thereafter as they occur, a director is required to promptly disclose to the Board all of their business relationships.

### **3.7 Openness to Review**

In considering prospective appointments to the Board, the Board will take such steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically examine its performance.

## **4. Role of the Chair**

### **4.1 Chair's Responsibilities**

The Chair is responsible for co-ordinating the activities of the Board and has the following specific responsibilities:

- a) to conduct meetings of the Board and of shareholders;
- b) to schedule Board meetings in a manner that enables the Board and its Committees to perform their duties responsibly while not interfering with the flow of the Company's business;
- c) to oversee, in consultation with the CEO, other directors and Committee chairs, the agendas for the Board and Committee meetings;
- d) to define the quality, quantity and timeliness of the flow of information between the GSLT and the Board;
- e) to ensure that issues raised, or information requested, by any director are responded to promptly and as fully as possible;
- f) to approve, in consultation with the Board, the retention of consultants who report directly to the Board;
- g) to foster a constructive governance culture and assist the Board and the GSLT in assuring compliance with and implementation of this Charter and, in consultation with the CEO and other directors, recommending any revisions;
- h) to promote and maintain the independence of the Board from the GSLT;

- i) to be principally responsible for evaluating the CEO's performance and to meet with the CEO to discuss the Board's requirements and expectations; and
- j) to ensure that rigorous, formal processes are in place for evaluating the performance of the Board, Board Committees and individual directors and to lead these processes.

#### **4.2 Meetings of the Board**

The Chair is responsible to ensure that Board meetings are sufficiently well-planned and conducted in a manner that ensures the most effective and efficient use of Board time and energy. The Chair takes particular responsibility for leading the Board and setting the tone for the conduct of its meetings and the way in which issues are debated. The Chair is responsible to ensure that adequate minutes of the proceedings of meetings of the Board are taken.

#### **4.3 Relationship with CEO**

The Chair is responsible for establishing a close working relationship with the CEO and acting as their mentor.

### **5. Director Empowerment Assurance**

#### **5.1 Empowerment**

The Board has in place procedures to ensure that the Board meets regularly, conducts its meetings in an efficient and effective manner and that each director is fully empowered to perform their duties as a director of the Company and to fully participate in meetings of the Board.

#### **5.2 Meetings Without CEO**

The Board will meet regularly, but at least once a year, without the CEO when the performance, evaluation and remuneration of the CEO and the GSLT are reviewed.

#### **5.3 Attendance at Meetings**

Directors are expected to attend all Board meetings either in person or via audio visual or audio means. In circumstances where a Board member is unable to attend, apologies must be given to the Chair.

#### **5.4 Convening of Meetings**

Board meetings are normally convened by the Chair. Any director may request the Chair or the secretary to convene a meeting. Notice of a meeting must be given to all directors.

#### **5.5 Agenda for Meetings**

The agenda for standing Board meetings is determined by the Chair. Where a director has requested a special meeting the agenda will be as specified by that director. Board members are encouraged to submit items for inclusion in the agenda. In addition each Board meeting has a general business item under which directors may raise issues.

#### **5.6 Information to Directors**

The Board recognises that appropriate information, provided on a timely basis, is essential to the effective discharge of its duties. The Chair and the CEO are responsible for ensuring appropriate Board papers (including any financial reports), that identify and fairly address the key issues concerning the Company and matters for decision, are prepared and distributed to Board members in a format and at a time that allows directors to be fully informed on the affairs of the Company and to properly prepare for discussion at Board meetings.

#### **5.7 Availability of Management**

The Chair, in consultation with the CEO, is responsible to ensure the availability of the CEO and the GSLT when required by the Board.

#### **5.8 Passing of Resolutions**

A resolution of the Board is passed at a Board meeting by the agreement of a majority of the votes cast on it. In the case of an equality of votes the Chair does not have a casting vote.

## 5.9 Performance Criteria

As part of the evaluation process referred to in 4.1(j), the Board establishes performance criteria for itself and reviews its performance against those criteria at least annually. As part of this review the Board will use, evaluate, and where necessary action, the results of a board performance questionnaire.

## 5.10 Relationship with Management

The Board recognises that all directors should have access to the CEO and the GSLT. Each director acknowledges that the division of responsibility between Board and the GSLT must be respected. As part of the evaluation process, the Board reviews its relationship with the GSLT annually.

## 5.11 Independent Advice

A director may obtain independent advice at the expense of the Company on issues related to the fulfilment of their duties as a director, subject to obtaining the approval of the Audit and Risk Committee (**ARC**) prior to the incurrence of any such advisory fees.

## 5.12 Indemnities by Company

The Company indemnifies a director upon joining the Board to the extent provided in section 162 of the Companies Act 1993 (*the Act*) and it also indemnifies persons to the extent provided in section 162 of the Act who undertake directorships of other companies at the request of the Company.

## 5.13 Insurance by Company

The Company will effect directors' and officers' liability insurance cover for the benefit of directors and the GSLT.

# 6. Director Responsibilities

## 6.1 Directors Principal Duties

The directors are committed to the proper and responsible fulfilment of their duties to the Company and to the shareholders. In particular, the directors are mindful of their duties contained in the Act, the Company's Constitution, and the NZX Listing Rules which include the following:

- a) a director, when exercising powers or performing duties, must act in good faith and in what the director believes to be the best interests of the Company;
- b) a director must exercise a power for a proper purpose;
- c) a director must not act, or agree to the Company acting, in a manner that contravenes the law or the Constitution;
- d) a director must not:
  - i) agree to the business of the Company being carried on in a manner likely to create a substantial risk of serious loss to the Company's creditors; or
  - ii) cause or allow the business of the Company to be carried on in a manner likely to create a substantial risk of serious loss to the Company's creditors;
- e) a director must not agree to the Company incurring an obligation unless the director believes at that time, on reasonable grounds, that the Company will be able to perform the obligation when it is required to do so; and
- f) a director when exercising powers or performing duties as a director, must exercise the care, diligence and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation:
  - i) the nature of the Company;
  - ii) the nature of the decision; and
  - iii) the position of the director and the nature of the responsibilities undertaken by him or her.

## **6.2 Delegation by the Board**

The Board may delegate any of its powers (other than certain powers specified in the Act). However, whenever the Board delegates a power the Board remains responsible for the exercise of the power by the delegate, unless the Board:

- a) believed on reasonable grounds that the delegate would exercise the power in conformity with the duties imposed on directors by the Act and the Constitution; and
- b) has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

## **6.3 Reliance on Information**

A director may rely on information, financial data and professional or expert advice given by any of the following:

- a) an employee of the Company whom the director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- b) a professional advisor or expert in relation to matters which the director believes on reasonable grounds to be within the person's competence; or
- c) any other director, or committee of directors upon which the director did not serve, in relation to matters within the director's or committee's delegated authority.

A director may only rely on others, as described above, if the director:

- a) acts in good faith;
- b) makes proper enquiry where the need for enquiry is indicated by the circumstances; and
- c) has no knowledge that such reliance is unwarranted.

## **6.4 Confidentiality of Company Information**

A director who has confidential information in their capacity as a director must not disclose that information to any person, make use of or act on that information, except:

- a) for the purposes of the Company;
- b) as required or permitted by law; and
- c) in complying with the director's obligation to disclose their interest in a transaction with the Company.

## **6.5 Authorised Disclosure of Information**

A director may disclose information to a person whose interests the director represents, and may disclose, make use of, or act on information if:

- a) particulars of the disclosure, use, or act are entered in the Interests Register; and
- b) the disclosure, use, or act will not be likely to prejudice the Company.

## **6.6 Share Trading Policy**

All directors, officers, employees, contractors and advisers of the Company and any subsidiaries must comply with the procedures set out in the Company's Share Trading Policy. A copy of the Share Trading Policy is available at [www.vistagroup.co.nz/investor-centre](http://www.vistagroup.co.nz/investor-centre).

## **6.7 Resigning Director**

A director who resigns before the expiry of their term will identify to the Board their reasons for such resignation or early retirement.

# **7. Conflicts of Interest**

## **7.1 General Conflicts**

A director should not have any significant conflict of interest that is potentially detrimental to the Company, including:



- a) material affiliations with competitors of the Company; or
- b) material affiliations with parties that are likely to be a regular counterparty to a transaction with the Company.

In either of these events a director should consider their ongoing role on the Board.

## **7.2 Disclosure of Interest**

A director who is interested in a transaction with the Company must immediately disclose to the Board the nature, monetary value and extent of the interest.

## **7.3 Participation at Meetings**

Except as determined otherwise by the Chair of the relevant Board or Committee meeting, a director who is interested in a transaction with the Company may attend and participate at a Board or Committee meeting at which the transaction is discussed. However, such a director is not counted in the quorum and may not vote in respect of the transaction, unless it is one in respect of which directors are expressly required by the Act to sign a director's certificate.

## **7.4 Interests Register**

The Board maintains an Interests Register in which are entered the required disclosures made by directors in respect of matters relating to the Company.

## **7.5 Acting at Arms-length**

A director who, either directly or indirectly, provides goods or services to the Company or an affiliate of the Company must act on an arms-length basis and not use their position as a director to influence commercial decisions by the Company or the affiliate.

# **8. Committees of the Board**

## **8.1 Purpose of Committees**

The use of Committees allows issues requiring detailed consideration to be dealt with separately by members of the Board with specialist knowledge and experience, thereby enhancing the efficiency and effectiveness of the Board. However, the Board retains ultimate responsibility for the functions of its Committees and determines their responsibilities.

## **8.2 Committees of the Board**

The Board has constituted two standing Committees, being the Audit and Risk Committee (**ARC**) and the Nominations and Remuneration Committee (**NRC**). The Board also has a Disclosure Committee.

From time to time the Board may constitute an ad hoc Committee to deal with a particular issue facing it which requires specialist knowledge and experience.

## **8.3 Composition of Committees**

Each standing Committee will comprise the number of directors (including independent directors) required by relevant laws, the NZX Listing Rules, and regulations.

## **8.4 Chair of Committees**

The Board will determine the Chair of each Committee. Other than the ARC, any Committee may be chaired by the Board Chair.

## **8.5 Attendance at Meetings**

In order to be fully informed on the matters for consideration a Committee member may require the attendance of any of the CEO, the GSLT, the Company's auditors and advisers.

## **8.6 Review of Committees by Board**

As part of the evaluation process, the Board will regularly review the performance of the ARC in accordance with the ARC Charter.

## 8.7 Audit and Risk Committee

The Audit and Risk Committee is responsible for:

- (a) monitoring all aspects of the external audit of the Company's affairs including:
  - (i) considering the appointment of the auditors, the audit fee and any issues on their resignation or dismissal;
  - (ii) discussing with the auditors, before the commencement of each audit, the nature and scope of their audit;
  - (iii) reviewing the auditors service delivery plan;
  - (iv) reviewing the Company's letter of representation to the auditors; and
  - (v) discussing with the auditors any problems, reservations, or issues arising from the audit and referring matters of a material or serious nature to the Board;
- (b) reviewing the half year and annual financial statements, and any other financial statements to be released by the Company, before submission to the Board, focusing particularly on:
  - (i) any change in accounting policies and practices;
  - (ii) major areas of judgment;
  - (iii) significant adjustments;
  - (iv) the solvency of the Company;
  - (v) the going concern assumption;
  - (vi) compliance with accounting standards; and
  - (vii) compliance with legal, stock exchange, and other regulatory requirements;
- (c) reviewing annually the Company's technology development strategy to ensure that policy and strategy continues to align with the Company's business strategy;
- (d) reviewing any non-routine statements to be issued by the Company;
- (e) reviewing the Company's internal controls and systems;
- (f) monitoring and regularly reviewing the authorities, delegations and procedures under which the Company may be committed;
- (g) considering the findings of any internal investigations and the GSLT's responses;
- (h) monitoring compliance by the Company with its Constitution, applicable laws and regulations, the NZX Listing Rules, and the ASX Listing Rules that apply to the Company as a Foreign Exempt Issuer;
- (i) promoting integrity in all aspects of the Company's financial reporting; and
- (j) establishing and regularly reviewing a procedure to identify other situations or circumstances in which the Company may be materially at risk and initiating appropriate action through the Board or the CEO.

## 8.8 Audit and Risk Committee Procedure

In carrying out the responsibilities the Audit and Risk Committee will:

- (a) meet regularly, but at least once a year, with the auditors and, for part of such meeting, without the CEO or the GSLT being present;
- (b) convene a meeting if the auditors so request;
- (c) communicate the outcome of the meeting to the Chair as soon as practicable after the meeting;
- (d) regularly report to the Board on the operation of the Company's risk management and internal control processes; and
- (e) provide sufficient information to the Board to allow the Board to report annually to



shareholders and stakeholders on risk identification and management procedures and relevant internal controls of the Company.

## **8.9 Audit and Risk Committee Charter**

The Audit and Risk Committee will operate in accordance with the Audit and Risk Committee Charter. The Audit and Risk Committee Charter is available at [www.vistagroup.co.nz/investor-centre](http://www.vistagroup.co.nz/investor-centre).

## **8.10 Nominations and Remuneration Committee (NRC)**

The NRC is responsible for ensuring that the Company has appropriate employment practices including:

- (a) reviewing and advising the Board on the terms of appointment and remuneration of employees of the Company and its subsidiaries, including executive directors;
- (b) overseeing and recommending remuneration policy and practices across the group for consideration by the Board and making recommendations to the Board on the remuneration of non-executive directors;
- (c) reviewing working environments and succession planning for the GSLT;
- (d) reviewing the terms of the employment arrangements with the GSLT so as to develop consistent group-wide employment practices subject to regional differences;
- (e) advising the Board on the remuneration of its members, the CEO and the GSLT;
- (f) recommending director appointments to the Board; and
- (g) establishing a formal and transparent process for the nomination and appointment of directors.

## **8.11 CEO Officer evaluation**

The NRC evaluates the performance of the CEO and oversees the CEO's evaluation of the GSLT that report directly to the CEO. It also recommends the annual remuneration of the CEO to the Board for approval and approves the remuneration of the CEO's direct reports. The evaluation of the CEO and the GSLT is based on criteria set by the NRC which include the performance of the business, the accomplishment of long-term strategic objectives and other non-quantitative objectives. The NRC will meet with the Board and the Chair, to evaluate and discuss the CEO's performance and discuss their remuneration. The Chair will then meet with the CEO to discuss the CEO's performance.

## **8.12 Nominations and Remuneration Committee (NRC) Charter**

The NRC will operate in accordance with the NRC Charter. The NRC charter is available at [www.vistagroup.co.nz/investor-centre](http://www.vistagroup.co.nz/investor-centre).

## **8.13 Minutes**

Minutes of the proceedings of every Board and Committee meeting will be taken and circulated to each member of the Board.

# **9. External Audit Policy**

## **9.1 Appointment of Auditors**

The auditors of the Company will be appointed on professional merit.

## **9.2 Independence of Auditors**

The ARC and Board should be satisfied prior to the appointment of the Company's auditors that there is no relationship between the proposed auditors and the Company or any related person that could compromise the independence of the auditors, and have received written confirmation to that effect from the auditors.

## **9.3 Full and Frank Dialogue**

The Board recognises the importance of and will facilitate full and frank dialogue among the ARC,

the auditors and the GSLT.

#### **9.4 Rotation of Audit Leader**

The auditors' lead and engagement audit partners should be rotated after a maximum of five years such that no such persons will be engaged in an audit of the Company for more than five consecutive years.

#### **9.5 Report on Audit Fees**

The Board will annually report to shareholders and stakeholders on the amount of fees paid to the auditors for both audit and non-audit work and will separately identify fees paid for each category of non-audit work.

### **10. Remuneration Policy**

#### **10.1 Alignment of Interests with Shareholders**

The Board promotes the alignment of the interests of the directors, the CEO and the GSLT with the long-term interests of shareholders.

#### **10.2 Review Process**

The Board will annually review and recommend changes to remuneration structure and policy within the Company. The Board will annually review the remuneration packages of the CEO and the GSLT, and will review the remuneration packages of directors at least every second year.

#### **10.3 External Advisers**

In reviewing the remuneration proposed for directors, the CEO and the GSLT, the Board may seek independent external advice from a recognised and competent source, including an evaluation against comparable peer groups.

#### **10.4 Remuneration Levels**

The Board has a policy that GSLT, executive directors and non-executive directors should receive remuneration that is fair and reasonable in a competitive market for the skills, knowledge and experience required by the Company.

#### **10.5 Executive and Non-Executive Remuneration**

The Board recognises that it is desirable that executive director remuneration should include an element dependent upon the performance of both the Company and the individual, and should be clearly differentiated from non-executive director remuneration.

#### **10.6 Retiring Director Remuneration**

No special remuneration will be paid to a retiring director without the authority of an ordinary resolution of shareholders, except as permitted by the NZX Listing Rules.

### **11. The CEO**

#### **11.1 Responsibilities of CEO**

The CEO is the senior executive of the Company and is responsible for:

- (a) formulating the vision for the Company;
- (b) recommending policy and the strategic direction of the Company for approval by the Board;
- (c) providing management of the day to day operations of the Company; and
- (d) acting as the spokesperson of the Company.

#### **11.2 No Appointment as Chair**

The CEO is not eligible to be appointed as the Chair. A Chair may, however, assume the post of CEO concurrently on a temporary basis when the post of CEO is vacant, for a period not longer than six months. After the initial period of six months, if a CEO has not been appointed, the Board may extend the Chair's CEO Post for another maximum period of six months.

### **11.3 Independence of the Board**

The CEO undertakes to respect the independence of directors so as to permit the Board to challenge GSLT decisions objectively and evaluate corporate performance.

### **11.4 Other Boards**

The CEO will not accept appointment to the board of another company (excluding family companies and directorships undertaken at the request of the Company), except with the prior written consent of the Board.

## **12. Shareholder Participation**

### **12.1 Constitution**

The rights of shareholders are referred to in the Company's Constitution, the Act, the NZX Listing Rules, and the ASX Listing Rules that apply to the Company as a Foreign Exempt Issuer.

### **12.2 Board Accountable to Shareholders**

The Board is appointed by, and accountable to, the Company's shareholders.

### **12.3 Annual Meeting**

The Board recognises that the annual meeting is an important forum at which shareholders can meet with the Board and it encourages shareholders to use the forum to ask questions and make comments on the performance of the Company. Questions which are not fully answered at a meeting will be replied to in writing as soon as practicable after the meeting, subject to any continuous disclosure and/or confidentiality obligations. In usual circumstances all directors will attend the annual meeting. The Board will ensure that the Company's external auditors are available for questioning by shareholders at the annual meeting.

### **12.4 Company Website**

The Board recognises that maintaining an up-to-date website is an important way in which shareholders can readily access key information about the Company.

## **13. Reporting and Disclosure**

### **13.1 Annual Report**

The Board acknowledges that the Company's Annual Report will include all information required by relevant laws and regulations, the NZX Listing Rules, and the ASX Listing Rules that apply to the Company as a Foreign Exempt Issuer.

### **13.2 Financial Reports**

The CEO, Chief Financial Officer (or equivalent GSLT) and at least one director of the Company will certify in the published financial reports of the Company that the reports comply with generally accepted accounting standards and present a true and fair view of the financial affairs of the Company.

### **13.3 Continuous Disclosure**

The Disclosure Committee will be responsible for the Company's compliance with statutory and NZX continuous disclosure requirements and the Continuous Disclosure Policy, and the Board will be advised of, and consider, continuous disclosure issues at each Board meeting.

### **13.4 Review of this Charter**

This Charter will be reviewed at least every two years.