

JCurve Solutions Limited
Board Charter

1. Responsibilities of the Board

In carrying out the responsibilities and powers set out in this Charter, the Board:

- recognises its overriding responsibilities to act honestly, fairly, diligently and in accordance with the law in serving the interests of its shareholders; and
- recognises its duties and responsibilities to its employees, customers and the community.

In addition to the matters it is expressly required by law to approve, the specific responsibilities of the Board are outlined in the Matter Reserved for the Board Policy.

2. Composition of the Board

The composition of the Board is to be reviewed regularly to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.

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 and training to fulfil the requirements of the role effectively and to contribute to the development of the strategic direction of the Company. When appointed, each Director will receive a written agreement setting out the terms of their appointment.

The Board should comprise at least three Directors with the majority of the Board is comprised of non-executive Directors. Where practical, at least 50% of the Board will be independent. 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 Section 8 of the Board Charter.

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 active conflicts of interest.

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

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.

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 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.

3. The Role of the Chairman

The Chairman should be a non-executive Director. If a Chairman ceases to be an independent Director then the Board will consider appointing a lead independent Director.

The Managing Director/Chief Executive Officer should not be the Chairman of the Company during his term as Managing Director/Chief Executive Officer or in the future.

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

The Chairman is responsible for the leadership of the Board, ensuring it is effective, setting the agenda of the Board, conducting the Board meetings 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

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

4. Board Committees

The Board is assisted in the discharge of its responsibilities by a number of Board committees, which are responsible for particular areas associated with the corporate governance of the Company. These committees act by examining relevant matters and making recommendations to the Board.

There are currently two standing committees:

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

Each standing committee adopts a formal charter setting out the matters relevant to the composition, responsibilities and administration of the committee. Each committee will review its charter from time to time as appropriate.

The Board may establish additional committees to assist it in carrying out its responsibilities. The Board may also delegate specified responsibilities to “ad-hoc” committees from time to time.

5. Board Meetings

There must be two Directors present at a meeting to constitute a quorum.

The Board will schedule at least 6 formal Board meetings a year and hold additional meetings, including by telephone conference calls, 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 and circulated to Directors after each meeting for approval. Minutes of meetings should be approved within one month of the meeting.

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

The Managing Director/Chief Financial Officer will generally be asked to attend the board meetings as executive officers of the Company.

6. Access to Advice

All Directors have unrestricted access to company records and information except where the Board determines that such access would be adverse to the Company's interests.

All Directors may consult 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 Chairman. A copy of any such advice received is made available to all members of the Board.

7. The Board's Relationship with Management

The Board shall delegate responsibility for the day-to-day operations and administration of the Company to the Managing Director/Chief Executive Officer. The specific responsibilities delegated to the Managing Director/Chief Executive Officer are outlined in the Matters Reserved for the Managing Director/Chief Executive Officer Policy.

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.

8. Director independence

A Director is only to be regarded as independent if the Director is independent of management and free of any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of the Director's unfettered and independent judgement.

The Board assesses the independence of each director in light of interests disclosed by them.

In determining the independent status of a Director, the Board will consider the ASX Corporate Governance Principle and Recommendations guidance on relationships affecting the independent status of a Director which provide that an independent Director is a non-executive Director (i.e. is not a member of management) who:

- is not a substantial shareholder of the Company (as defined in section 9 of the Corporations Act);
- within the last 3 years has not been employed in an executive capacity by the Company;
- within the last 3 years has not been a material professional adviser or material consultant to the Company;
- is not a material supplier or customer of the Company;
- has no material contractual relationship with the Company other than as a Director of the Company.

The assessment of whether a Director is considered independent (both from the perspective of the Company and the Director) is based on the following materiality thresholds:

- payments made by the Company to the Director or any of his associated entities for the provision of goods and/or services does not exceed 10% of the annual gross expenditure of the Company; or
- payments received by the Director for the provision of goods and/or services to the Company does not exceed 25% of the annual income or business turnover of the Director or his

associated entities.

Roles and Responsibilities of Senior Management

9. Roles and responsibilities of senior management

- Manage day to day business and implement the strategic objectives of the Company while operating within the values, code of conduct, budget and risk appetite set by the Board.
- Assign responsibilities clearly to the employees of the Company, and supervise and report on their performance to the Board.
- Recommend to the Board significant operational changes, and major capital expenditure, acquisitions or divestments which are beyond delegated thresholds.
- Provide the Board with accurate, timely and clear information on the Company's operations to enable the Board to perform its responsibilities.
- Support a culture with the Company that promotes ethical and responsible behaviour.

Role and Responsibilities of the Board

10. Role of the Board

The Board is responsible for the overall performance of the Company and accordingly takes accountability for monitoring the Company's business and affairs and setting its strategic direction, establishing policies and overseeing the Company's financial position and performance.

The Board is responsible for:

- demonstrating leadership;
- defining the Company's purpose and setting its strategic objectives;
- approving the Company's statement of values and code of conduct to underpin a culture of acting lawfully, ethically and responsibly;
- approving and monitoring the Company's strategy, business performance objectives and financial performance objectives;
- overseeing management in its implementation of the Company's strategic objectives, instilling of the Company's values and performance generally;
- overseeing and monitoring the establishment of 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;
- implementing an appropriate framework for relevant information to be reported by management to the board, and whenever required, challenging management and holding it to account; and
- monitoring compliance with legal and regulatory requirements, ethical standards and external commitments and, generally, safeguarding the reputation of the Company.

11. Specific responsibilities of the Board

The Board has reserved some matters to itself for decision and, save for those matters, has delegated authority for all other matters to the CEO.

In addition to matters expressly required by law to be approved by the Board, the following powers are reserved for the Board:

- approving the Company's operating budget and major capital expenditure;
- overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
- monitoring the adequacy, appropriateness and operation of internal controls including reviewing and approving the Company's compliance systems and corporate governance practices;
- overseeing the process for making timely and balanced disclosure of all material information and continuous disclosure of information to the investment community;
- approval of:
 - the Company's periodic financial statements and reports;
 - the Company's remuneration policy, including:
 - the remuneration and conditions of service (including incentives) for executive Directors, senior executives, the Chief Financial Officer, the Chief Operating Officer and the Company Secretary;
 - industrial instruments or agreements of general application to some or all of the Company's employees; and
 - incentive plans;
 - significant changes to the organisational structure of the Company;
 - the acquisition, establishment, disposal or cessation of any significant assets of the Company;
 - the amount, nature and term of the Company's debt facilities;
 - the issue of any shares, options, equity instruments or other equity securities in the Company;
 - any public statements which reflect significant issues of the Company performance, policy or strategy;
 - any changes to the discretions delegated by the Board;
 - the Company's dividend policy and the payment of dividends;
 - the Company's policies, including the corporate governance policies; and
 - all other regulatory filing and matters required by law.
- the terms and conditions of senior executives (those staff reporting to the Chief Executive Officer);
- the appointment and removal of the Chair of the Board;
- the appointment and removal of the CEO, the determination of the CEO's terms and conditions (including remuneration) and review of the CEO's performance;
- the appointment and removal of the Chief Financial Officer, the Chief Operating Officer and the Company Secretary;
- reviewing, with the assistance of reports from the Remuneration and Nominations Committee, succession planning for senior executives (including the CEO) on a regular and continuing basis;
- the appointment, reappointment or replacement of the external auditor, upon the advice of the Audit and Risk Committee;

- reviewing the performance of the Board, the individual directors and any Board committees at least annually;
- establish and determine powers and functions of any Board committees and reviewing those powers and functions every 2 years, or as circumstances demand; and
- any matters in excess of any discretions that the Board may have delegated to the CEO or senior executives.

Subject to the limitations imposed by the Company's Constitution, statute and other external regulation, the Board remains free to alter the matters reserved for its decision.

Roles and Responsibilities of the Chief Executive Officer

12. Strategy

- Formulating and reviewing, with the Board, the strategy for the Company and developing actions and plans to implement the strategy. Reporting to the Board on the progress against those plans.
- Develop actions with the management team to implement the strategy.
- Develop annual operating plans and budgets (with the Chief Financial Officer) in accordance with strategies endorsed by the Board.
- Report to the Board regularly on the Company's progress against the strategy.

13. Management team and employees

- Negotiate terms and conditions of appointment of senior executives (reporting directly to the Managing Director/Chief Executive Officer) within guidelines set by the Board.
- Appoint senior executives endorsed by the Board and other staff members within guidelines set by the Board.
- Provide strong leadership to the management team and ensure all employees understand the strategy and operational plans and their part in their achievement.
- Ensure procedures and training are in place to provide a safe work environment.
- Ensure employees are educated on legal requirements and Company policies such that compliance is the culture and a high level of ethical behaviour is expected.

14. Board of Directors

- Ensure all matters requiring review or approval by the Board are brought to the Board with adequate information and time to allow proper consideration of such matters.
- Advise the Board in a timely manner of any significant change in the risk profile of the Company together with actions taken or proposed.
- Provide, with the Chief Financial Officer, certification to the Board on the integrity of the financial statements annually and half-yearly.
- Ensure directors are continually informed on the business of the Company, the environments in which it operates and any changes in its obligations.

15. General

- Ensure effective communication with shareholders and the investment community in line with the Company's shareholder communication policy.
- Identify business growth opportunities, evaluate these and present these to the Board for consideration and contribution.
- All other matters necessary for the day-to-day management of the Company and not reserved for the Board.

16. Delegated authority

- The Board has established levels of delegated expenditure authority for the Managing Director/Chief Executive Officer and Chief Financial Officer.

Roles and Responsibilities of the Company Secretary**17. General**

- The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Company Secretary is accountable to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

18. Roles and responsibilities of the Company Secretary

- Advise the board and its committees on governance matters;
- Monitor that board and committee policy and procedures are followed;
- Coordinate the timely completion and dispatch of board and committee papers;
- Ensure that business at board and committee meetings is accurately captured in the minutes;
- Facilitate the induction and professional development of directors;
- Communicate with regulatory bodies and the Australian Securities Exchange and attend to all statutory and other filings; and
- The Company Secretary's advice and services shall be available to all Directors and committees of the Board.

19. Review of Charter

This Charter will be reviewed periodically and updated as required to ensure it remains consistent with the Board's objectives and developments in current law and practice. The latest version of this Charter can be found on the Company's website or obtained from the Company Secretary.

Policy history

Last review: 20 June 2024 (effective)

Review frequency: Annually or as required