ARGO INVESTMENTS LIMITED

BOARD CHARTER

INTRODUCTION

1.1 This Charter sets out the role, responsibilities and powers of the Board of Directors (Board) of Argo Investments Limited (Argo).

1.2 The Board is responsible for overseeing the performance and operations of the Company in a manner designed to create and build sustainable value for shareholders and in accordance with the duties and obligations imposed on it by the law and the Company's Constitution.

1.3 References to the Company include its wholly owned subsidiary, Argo Service Company Pty Ltd (ASCO), which employs the Managing Director, other executives and employees who provide management services to the Company. References to the management resources of the Company include those of ASCO and the Company's governance policies and codes are applicable to ASCO staff.

RESPONSIBILITIES

2.1 The responsibilities of the Board include:

(a) strategic matters:

(i) setting the Company's purpose, its strategic direction and corporate objectives to maximise shareholder value;

(ii) approving the strategic plan proposed by management with a view to meeting the strategic direction and corporate objectives;

(iii) approving major capital expenditure;

(iv) approving capital management;

(v) approving the acquisition, establishment, disposal or cessation of any significant business;

(vi) approving significant changes to organisational structure; and

(b) delegation and supervision matters:

(i) appointing and terminating the services of the Managing Director;

(ii) monitoring and assessing the performance of the Managing Director; approving the appointment and terms of service of the Company Secretary and the Chief Financial Officer;

(iii) establishing investment authority limits for delegation to the Managing Director;

(iv) ratifying investment portfolio transactions and monitoring the composition and performance of the investment portfolio;

(v) approving the annual expense budget and ensuring appropriate resources are available to management;

(vi) with the assistance of recommendations from the Audit & Risk Committee, approving half-year and full-year financial results and overseeing the Company's financial reporting and internal control systems;

(vii) receiving reports regarding any breaches of compliance with respect to ASCO's Australian Financial Services Licence and determining whether the breaches have been adequately reported, remedied and if applicable, disclosed to the Australian Securities & Investments Commission; and

(c) risk matters:

(i) Setting the Company's risk appetite;

(ii) with the assistance of recommendations from the Audit & Risk Committee, approving, maintaining, assessing and reviewing appropriate risk management and internal control systems to identify, assess, monitor and manage the Company's operational and business risks;

(iii) approving and monitoring appropriate levels of investment risk within the Company's portfolio; and

(d) corporate governance matters:

(i) approving the Company's Statement of Core Values and Code of Conduct to underpin desired ethical standards and culture;

(ii) instilling the Company's core values and ethical standards;

(iii) approving appropriate Company policies and the Corporate Governance Statement or other related document;

(iv) establishing and reporting on diversity objectives for the Company;

(v) supervision of management in its achievement of the Company's corporate objectives;

(vi) overseeing the Company's processes for disclosure and communications;

(vii) overseeing the Company's Whistleblower Policy including providing a contact point for stakeholders to confidentially submit for investigation any serious complaint against the Company or its representatives;

(viii) overseeing the Company's compliance with, and reporting of, relevant climate-related risks and broader environmental, social and governance requirements; and

(e) nomination and succession matters:

(i) ensuring appropriate Board and management succession plans are in place;

(ii) where necessary, having regard to the skills experience, expertise and diversity already represented, implementing a process to identify suitable candidates for appointment to the Board;

(iii) ensuring there are appropriate due diligence procedures in place for candidates under consideration for appointment to the Board;

(iv) establishing procedures for the re-election of retiring Directors, having regard to the Company's tenure practice and Board composition; and

(f) remuneration and people matters:

(i) with the assistance of recommendations from the Remuneration Committee:

- overseeing the Company's remuneration framework, ensuring it is aligned with its purpose, values, strategic objectives and risk appetite; and
- setting the remuneration for the Managing Director and setting appropriate levels of Board (including any subsidiary company Boards) and Committee fees payable to Non-executive Directors within the limits approved by shareholders from time to time.

(ii) overseeing the Company's culture and human resources practices including work health & safety and behaviour in the workplace.

COMPOSITION

3.1 The Board shall comprise a majority of independent Directors. Independence will be assessed in accordance with Section 5 below.

3.2 The Board shall appoint a Chairperson who is an independent Director of the Company.

3.3 The Board's normal practice is that Non-executive Directors may serve a tenure of up to nine years from the date of first election by shareholders. However the Board may support an extension where it considers it would benefit the Company.

3.4 The Board's composition shall at all times reflect an appropriate mix of skills, experience, expertise, and diversity, as determined by the Board.

MEETINGS

4.1 A quorum for a Board meeting shall be any three Directors.

4.2 Draft minutes of each Board meeting are to be prepared and forwarded to the Chairperson within seven business days of the meeting, and after any amendments by the Chairperson, to the remaining Directors within another three business days. Directors should advise their approval or any requested amendments to the Company Secretary within a further ten business days, so that the approved minutes may be entered into the minute book within one month and signed by the Chairperson within a reasonable time after the meeting.

INDEPENDENCE

5.1 A Director shall be regarded as independent if that Director is a Non-executive Director and:

(a) is not a substantial shareholder of the Company or an officer of, or otherwise affiliated with, a substantial shareholder of the Company;

(b) if previously employed in an executive capacity by the Company or another group member, there has been a period of at least three years between ceasing such employment and serving on the Board, or if that condition has not been met, that after serving at least three years on the Board as a Non-executive Director, the Board considers that the Director has consistently exhibited independent judgement and at all times acted in the best interests of shareholders;

(c) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided;

(d) is not a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;

(e) has no material contractual relationship with the Company or another group member other than as a Director of the Company;

(f) has not served on a Board for a period which could, or could reasonably be perceived to, materially interfere with the Directors' ability to act in the best interests of the Company; and

(g) is free from any interest and any business, close family or other relationship which could, or could reasonably be perceived to, materially interfere with the Directors' ability to act in the best interests of the Company or create a conflict of interest.

5.2 For the purposes of 5.1, materiality of the interest, position or relationship will be assessed by the Board on a case-by-case basis.

5.3 The Board regularly assesses the independence of all Non-executive Directors.

BOARD COMMITTEES

6.1 The Board may from time to time establish Committees to assist it in carrying out its responsibilities and shall adopt Charters setting out matters relevant to the Committees' composition, duties, responsibilities and other relevant matters.

6.2 At a minimum, the Board shall establish the following committees:

(a) Audit & Risk Committee; and

(b) Remuneration Committee.

ACCESS TO INFORMATION AND ADVICE

7.1 Directors may obtain independent professional advice at the Company's cost, subject to first discussing the matter with the Chairperson who will facilitate obtaining such advice and where appropriate, provide a copy of the advice to each of the other Directors.

MINIMUM SHAREHOLDING REQUIREMENT

8.1 To more closely align their interests with shareholders, Non-executive Directors are required to establish a level of share ownership in the Company with a minimum value equivalent to a Director's base annual fees, within three years of their initial appointment, in accordance with the Company's Non-executive Director Share Ownership Policy.

REVIEW

9.1 The Board is responsible for establishing procedures for an annual evaluation of the Board as a whole, its Committees and individual Directors.

9.2 The Board shall review its Charter annually to ensure that it allows for effective operation.