

PACIFIC CURRENT GROUP

Pacific Current Group Limited

ACN 98 600 880 939

Governance Committee Charter

1. Introduction

- 1.1 The Governance Committee (**Committee**) is a committee of the Board of Directors of Pacific Current Group Limited (the **Company** and **Pacific Current**, together with its controlled entities, the **Pacific Current Group**).
- 1.2 The Board of Directors of the Company (**Board**) have established the Committee in accordance with the Company's Constitution.
- 1.3 This Charter sets out the scope of the Committee's responsibilities in relation to the Company and the Pacific Current Group.

2. Objectives

- 2.1 The objectives of the Committee are to assist the Board to achieve its governance objectives in relation to:
 - (a) ensuring the Company has appropriate ethical standards and corporate governance policies and practices;
 - (b) issuing an annual corporate governance statement and appendix 4G; and
 - (c) oversight of the Diversity Policy.

3. Committee composition

- 3.1 The Committee should (and, if the Company is included in the S&P ASX 300 Index, must) comprise:
 - (a) at least three Directors;
 - (b) all Non-Executive Directors; and
 - (c) a majority of independent Directors.
- 3.2 The Board will appoint the Chairperson. The Chairperson should be an appropriately qualified independent Director and must not be the Chairperson of the Board.
- 3.3 The Committee will appoint a Secretary.
- 3.4 The Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.
- 3.5 Each member of the Committee should have an understanding of the industry in which the Pacific Current Group operates.
- 3.7 The Board will decide appointments, rotations and resignations within the Committee having regard to the ASX Listing Rules and the general law applicable to such matters.
- 3.8 A Member of the Committee may act by their alternate.

4. Responsibilities

- 4.1 To consider and make recommendations to the Board concerning the:
 - (a) Company's governance policies, considering best practice and regulatory developments;
 - (b) Company's measurable objectives for achieving gender diversity; and
 - (c) corporate governance statement for inclusion in the Company's Annual Report or on its website as appropriate.

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5. Committee Meetings

- 5.1 The Committee will meet as often as it considers necessary.
- 5.2 A quorum for a Committee meeting is two Committee members.
- 5.3 Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 5.4 The General Counsel and Human Resources Manager will be mandatory attendees at each Committee meeting and the Committee may invite other persons it regards appropriate to attend and contribute to Committee meetings.
- 5.5 The Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

6. Minutes of Committee Meetings

- 6.1 The Committee must keep minutes of its meetings.
- 6.2 The Chairman of the Committee will regularly update the Board about the Committee's activities. The minutes of each Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Committee, except if there is a conflict of interest.
- 6.3 Minutes must be distributed to all Committee members, after the Committee Chairperson has approved them.
- 6.4 The agenda and supporting papers are available to all Directors upon request to the Committee secretary, except if there is a conflict of interest.

7 Access to information and independent advice

- 7.1 The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- 7.2 The Committee has access to Management, to seek explanations and information from them.
- 7.3 The Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Committee may meet with these external advisers without Management being present.

8. Review and changes to this Charter

- 8.1 The Committee will review this Charter every two years or as required.
- 8.2 The Board may change this Charter from time to time by resolution.

9. Approved and adopted

This Charter was approved by the Board on 30 August 2017