

# PACIFIC CURRENT GROUP

## Pacific Current Group Limited

ACN 98 600 880 939

### Governance Committee Charter

#### 1. Introduction

- 1.1 The Governance 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 Governance Committee in accordance with the Company's Constitution.
- 1.3 This Charter sets out the scope of the Governance Committee's responsibilities in relation to the Company and the Pacific Current Group.

#### 2. Objectives

- 2.1 The objectives of the Governance 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 Group's Diversity Policy.

#### 3. Committee composition

- 3.1 The Governance 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 Governance Committee will appoint a Secretary.
- 3.4 The Governance Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.
- 3.5 Each member of the Governance 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 Governance Committee having regard to the ASX Listing Rules and the general law applicable to such matters.
- 3.8 A Member of the Governance 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 Governance Committee will meet as often as it considers necessary.
- 5.2 A quorum for a Governance Committee meeting is two Committee members.
- 5.3 Governance 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 will be a mandatory attendee at each Governance Committee meeting and the Committee may invite other persons it regards appropriate to attend and contribute to Committee meetings.
- 5.5 The Governance 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 Governance Committee Meetings

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

## 7 Access to information and independent advice

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

## 8. Review and changes to this Charter

- 8.1 The Governance 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 25 May 2018.