



BOARD CHARTER

(formerly Corporate Governance Policy)

The Board of Directors of SAI Global Limited (“SAI” or “the Company”) has adopted this Charter to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged, adopting principles of good governance practice that accord with applicable laws in the jurisdictions in the which the Company operates, including as a result of being a public Australian company listed on the Australian Securities Exchange (“ASX”).

1. Background

1.1 The Board of Directors of the Company is ultimately responsible for the oversight and review of the management, administration and overall governance of the Company, including:

- The protection of shareholders’ interests;
- Authorising policies and overseeing the strategic direction of the Company;
- Establishing goals for management and monitoring the achievement of these goals; and
- Engaging, reviewing and replacing the Chief Executive Officer (“CEO”).

1.2 In carrying out its responsibilities and powers as set out in this Policy, the Board will at all times recognise its overriding responsibilities to:

- Act honestly, fairly and diligently;
- Maintain the confidentiality of information he or she learns by virtue of his or her position as director of the Company;
- Act in accordance with all laws and regulations including the Corporations Act and ASX Listing Rules;
- To avoid and manage actual or perceived conflicts of interest;
- To comply with the Company’s policies including but not limited to Code of Conduct, Anti-Bribery & Corruption policies and Share Trading Policy; and
- To support and be consistent with the Company’s objective to be a good corporate citizen.

2. Composition and Term of Office

2.1 The Board of the Company will consist of a majority of Non-Executive Directors, the Managing Director (CEO) and such other Executive Directors appointed from time to time, to serve on the Board only while employed by the company.

- 2.2 The majority of the Non-Executive Directors should be independent as defined by the ASX Corporate Governance Council.
- 2.3 The Directors determine the size of the Board, with reference to the Constitution, which provides that there will be a minimum of 3 directors and not more than 12 directors, unless otherwise determined at a General Meeting. Within this constraint, Directors may appoint additional Directors or appoint a Director to fill a casual vacancy arising.
- 2.4 A Director appointed by the Board to an additional position or a casual vacancy, will hold office until the next Annual General Meeting when the Director, being eligible, may nominate for election.
- 2.5 All directors (except the CEO) are required to submit themselves for re-election at least once every three (3). The Board undertakes an annual review process which includes a review of the performance of individual Directors. The Board will endorse a retiring Director for re-election only where his or her performance over the preceding year meets or exceeds the Board's expectations.
- 2.6 In order to ensure that the composition of the Board will change over time:
- Non-executive directors should not serve for a consecutive period exceeding 12 years; and
 - The Chairman should not serve in that role for more than 10 years.
- 2.7 The composition of the Board is reviewed on an annual basis by the Nomination Committee to ensure that the Board has the appropriate mix of skills, expertise and experience necessary to fulfil its function effectively. The criteria for considering new candidates for the Board are set out on the Charter for the Nomination Committee.

3. Role of the Board

- 3.1 The Board has ultimate responsibility to set policy regarding the business and affairs of the Company and its subsidiaries for the benefit of its shareholders and other stakeholders and is accountable to shareholders for the performance of the SAI Group.
- 3.2 The principal responsibilities of the Board as a collective body are:
- To enhance shareholder value;
 - To review and approve the strategic direction of the company, as detailed from time to time in the long term corporate strategy and the annual business plan, which should be prepared in accord with the approved strategy and should include achievable and measurable targets and milestones;
 - To monitor senior management's performance and implementation of strategy and to ensure that appropriate resources are available;
 - To review and approve budgets and strategic operational targets and review performance against them, initiating corrective action where required;
 - To establish and approve appropriate policies on key issues including risk management, external and internal compliance and control and codes of conduct, to review these policies as appropriate and to monitor adherence;
 - To appoint and, when required, remove the Chief Executive Officer (CEO) and evaluate the CEO's ongoing performance against predetermined criteria;
 - To ratify the appointment and, where appropriate, removal of the Chief Financial Officer (CFO) and Company Secretary;

- To review and approve the Company's remuneration policies in order to ensure that executive remuneration is fair and reasonable and that its relationship to corporate and individual performance is well defined and appropriately balances the interests of shareholders and management;
- To review and approve the total emoluments of the CEO and direct reports;
- To review and approve succession plans for the CEO and direct reports;
- To review the structure and composition of the Board and Board Committees to ensure that the Board adds value and is of a size and composition to adequately discharge its responsibilities;
- To judiciously test management assertions by questioning and challenging them when appropriate and to require the Board be kept fully informed of operational and financial performance and strategic initiatives;
- To review and ratify systems of risk management and internal compliance and control, codes of conduct and legal compliance;
- To recommend the appointment of auditors and to oversee the audit process and review audit reports; and
- To require and monitor systems for keeping key stakeholders informed in a timely and meaningful fashion, including financial reporting.

4. Chairman

- 4.1 The Chairman will be elected by the Directors in accordance with the Constitution and will be an independent non-executive director and independent of the role of CEO.
- 4.2 The Chairman is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, and for briefing all Directors in relation to issues arising between Board meetings.
- 4.3 The Chairman should encourage the effective contribution of all Directors and promote constructive and respectful relations between Board members and between the Board and management.
- 4.4 The Chairman should be able to commit the time necessary to discharge the role effectively. In that context the number of other positions, and time commitment associated with them, should be taken into account.
- 4.5 The Board may appoint one of the Directors as Deputy Chairman, to act for the Chairman as required by the Constitution.

5. Delegation of Authority

5.1 *Delegation to Management*

As indicated above, the Board has ultimate responsibility for the strategic direction and control of the Company. The Board delegates management of the Company's resources to the executive management team (EXCO) under the leadership of the CEO to deliver the strategic direction and goals determined by the Board.

The CEO is responsible to the Board for the leadership, management and performance of the Company. CEO's Responsibilities include:

- Taking and approving all and any actions and initiatives required to deliver the Company's strategy, mission, vision and operating plans as approved by the Board;
- Ensuring all risks are identified and managed and that there is a robust internal control system in place which ensure compliance with all relevant obligations of the Company set by authorities;
- Maintaining, and developing as required, an effective management team, including ensuring the existence of viable succession plans;
- Ensuring that the Board is fully informed of the performance of the Company and any other significant matters;
- Managing expenditures within approved authorities and budgets;
- Ensuring that all actions comply with the Company's policies and standards in force from time to time; and
- Other responsibilities as delegated from time to time by the Board.

5.2 Delegation to Committees

The Board from time to time establishes Committees to streamline the discharge of its responsibilities and for each standing committee adopts a charter setting out the matters relevant to the composition, responsibilities and administration of such Committees. The Board has, as at the date of this Charter, established the:

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

The Board also delegates specific functions to ad hoc Committees on an "as needs" basis. The power delegated to these Committees are set out in relevant Board resolutions.

The composition, role and performance of each Committee will be reviewed on an annual basis as part of the Board's performance assessment process.

The Company Secretary maintains Charters for each of the Committees which are reviewed annually and published on the company's website, as is this overall Corporate Governance Charter.

6. Administrative matters

- 6.1 The Board determines a schedule of meetings at the beginning of each year. Additional meetings are held as required to address specific issues.
- 6.2 The Company Secretary is appointed by the Board and attends meetings of the Board or a Committee (if required) as minute secretary. EXCO members will be invited to attend Board or Committee meetings (or parts of those meetings) from time to time where the Board or Committee considers their involvement to be of assistance to the consideration of items of business for the meeting.
- 6.3 The Company Secretary also supports the Board by monitoring that Board policies and procedures are followed, and coordinating the completion and dispatch of Board and Board Committee agenda and briefing materials in a timely manner.
- 6.4 The Company Secretary is also responsible for briefing the Board on its requirements in

respect of obligations set by various authorities, posting documents which the Directors should read on the website as soon as they are available, maintaining a set of current policies and ensuring that they are reviewed annually and maintaining a set of Board and Board Committee records.

7. Subsidiary Companies' Governance

- 7.1 Subsidiary companies' governance will generally be in accordance with the constitutions of the subsidiaries, relevant shareholders' agreements, applicable local laws and Company's Boards of Subsidiaries policy.

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