



T&G GLOBAL LIMITED

BOARD CHARTER

1. INTRODUCTION

1.1 The Board of Directors ("**Board**") is the governing body of T&G Global Limited (the "**Company**") and is legally responsible for the affairs and activities of the Company. Responsibility for day-to-day management and leadership of the Company is delegated to the Chief Executive.

1.2 The purpose of this Board Charter is to promote high standards of corporate governance and clarify the roles and responsibilities of the Board. In carrying out its responsibilities, the Board undertakes to treat the land, people, produce, resources and community with the greatest of respect and care, as guardians of their future by acting honestly, with personal integrity, fairly, diligently, and in accordance with applicable laws and the Company's Code of Ethics.

2. COMPOSITION

2.1 Board Composition:

- (a) The Company's Constitution provides that there must be no more than nine and no fewer than three Directors.
- (b) At least two Directors must be ordinarily resident in New Zealand and the Board must not have fewer than two Independent Directors as prescribed by the NZX Listing Rules ("**Listing Rules**"). The NZX Corporate Governance Code recommends that the Board have a majority of independent Directors. The Listing Rules prescribe the requirements for a Director to qualify as an independent Director.

2.2 Nomination of Directors:

- (a) The nomination of Directors is the responsibility of the Board. It shall determine specific objectives regarding its composition and shall prepare a profile of skills and expertise for the entire Board while taking the principle of diversity into account.
- (b) In making nominations the Board shall take said objectives into account, while simultaneously aiming at fulfilling the overall profile of required skills and expertise of the Board and – inter alia – will have regard to the following:
 - (i) in relation to each candidate undertake proper checks relating to the candidate's character, experience, knowledge, criminal record and bankruptcy history, time and have regard to adverse material information relating to those checks;
 - (ii) the current, or previous, relationship between the candidate and the Company; and
 - (iii) the current composition of the Company's Board.

2.3 **Appointment of Directors:**

- (a) A Director may be appointed by an Ordinary Resolution of shareholders, or by the Board. A Director appointed by the Board shall hold office only until the next annual meeting of the Company but shall be eligible for election at that meeting.
- (b) All Directors are subject to removal from office as Director by Ordinary Resolution.

2.4 **Rotation:**

- (a) A Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

2.5 **Induction:** The Board seeks to ensure that new Directors:

- (a) enter into a written agreement with every newly appointed Director establishing the terms of their appointment.
- (b) are appropriately introduced to the Company's management and businesses;
- (c) are acquainted with relevant industry knowledge; and
- (d) receive a copy of this Board Charter, the Charters of all Committees, recent Board and Committee papers and minutes, and relevant Company policies and documents.

2.6 **Continuous Education:** All Directors are expected to seek continuous education, according to their individual needs, to ensure that they can appropriately and effectively perform their duties. In addition, visits to specific Company sites and operations will be arranged when appropriate, and reports and presentations from key executives on the Company's business and operations will be incorporated into the Board meeting schedule on a regular basis.

2.7 **Annual Assessment:** The Chairperson will undertake or organise an annual assessment of the Board's performance, and the performance of individual Directors (including the assessment of whether appropriate training is being received by Directors).

3. **COMPOSITION AND ROLE OF COMMITTEES**

3.1 Board Committees will be formed when, in the opinion of the Board, it is efficient or necessary for a Board Committee to be formed to facilitate efficient decision-making.

3.2 Board Committees and Board Committee members are appointed by the Board. Board Committees are governed by the same rules of conduct and procedures as the Board unless the Board determines otherwise.

3.3 Each Board Committee shall recommend its own Charter to be approved by the Board, which shall set out matters relevant to its composition and responsibilities.

3.4 Board Committees will only speak for the Board when authorised by the Board to do so and act in accordance with the authority conferred on a Board Committee by the Board.

3.5 The Board has three standing sub-committees, being the Finance, Risk and Investment Committee, the Human Resources Committee and the Sustainability Committee. Other Board Committees may be formed for specific purposes and disbanded from time to time, as required.

4. RESPONSIBILITIES/DUTIES OF THE BOARD

4.1 **Board Responsibilities:** The Board's responsibilities include the following:

- (a) Ensure that appropriate systems and processes are in place so that the business of the Company is conducted in an honest, ethical, responsible and safe manner;
- (b) Oversee the overall conduct of the business and ensure that it is being effectively managed;
- (c) Ensure and regularly verify that effective audit, risk management and compliance systems are in place to protect the Company's assets and to minimise the possibility of the Company operating beyond legal requirements or beyond acceptable risk parameters;
- (d) Monitor compliance with regulatory and continuous disclosure requirements, ethical standards and corporate responsibility requirements;
- (e) Approve appropriate corporate strategies, annual budgets, business plans, including key sustainability strategies, policies, metrics, commitments and targets and monitoring Company management's implementation of the foregoing;
- (f) Oversee the execution of management in performing the roles that are delegated to it;
- (g) Select and appoint (and, if appropriate, remove from office) the Chief Executive, determining his/her terms and conditions of employment, and monitoring his/her performance against established objectives;
- (h) Select and appoint (and, if appropriate, remove from office) the Chairperson;
- (i) Monitor financial performance;
- (j) Set specific limits of authority for management to commit to new expenditure, enter contracts, or acquire businesses, without prior Board approval;
- (k) Approve transactions relating to acquisitions, divestments, and capital expenditure, above delegated authority limits;
- (l) Set the Company's dividend policy;
- (m) Ensure the quality and independence of the external audit process;
- (n) Set and annually review the remuneration of the Board and the executives so that it is reasonable and transparent;
- (o) Review, on a regular basis, senior management succession planning and development;
- (p) effective and timely reporting to Shareholders; and
- (q) safeguard and enhance the image and reputation of the Company.

4.2 **Internal Audit:** Responsibility for oversight of the Internal Audit function is delegated to the Finance, Risk and Investment Committee.

5. RESPONSIBILITIES/DUTIES OF INDIVIDUAL DIRECTORS

5.1 **Compliance with Obligations:** Directors are expected to comply with their legal duties and obligations when discharging their responsibilities as Directors. Broadly these include:

- (a) acting in good faith and in the best interests of the Company;
- (b) acting with care and diligence and for a proper purpose;
- (c) avoiding conflicts of interest or managing them appropriately; and
- (d) refraining from making improper use of information gained through holding the position of Director and from otherwise taking improper advantage of the position of Director.

5.2 **Collective Responsibility:** Without limiting Directors' right to express their views freely in discussions/meetings with other Directors, and to freely exercise their voting rights as Directors, once decisions have been made by the Board all Directors are expected to support the letter and spirit of those Board decisions outside of the Board.

5.3 **Confidentiality:**

- (a) Directors will keep confidential all Board information, discussions, deliberations, and decisions that are not known outside of the Board.
- (b) Public statements concerning the Company will only be made by the Chairperson or with the Chairperson's approval.
- (c) Directors' obligations under this clause will continue after they have ceased to be Directors of the Company.

5.4 **Provision of Business or Professional Services by Directors:**

- (a) Because a conflict of interest (which may be actual or perceived) may be created, Directors should not, generally, provide business or professional services of an ongoing nature to the Company.
- (b) Notwithstanding this general rule, the Company is at liberty to:
 - (i) for the purpose of a special assignment, engage the services of any Director having special expertise in a particular field; or
 - (ii) engage the services of another member of a Director's organisation,so long as the terms of engagement are competitive, are clearly recorded, and all legal requirements for disclosure of the engagement are properly observed.

6. POWERS/AUTHORITY

6.1 Independent Advice:

- (a) Directors are encouraged to access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and facilitate competent and independent judgement in decision-making.
- (b) In particular, Directors are entitled to:
 - (i) have access to Company employees, and in particular, members of the Senior Management Team, at all times, to request relevant and additional information or seek explanations;
 - (ii) have access to internal and external auditors without Company management present, to seek explanations or additional information;
 - (iii) with the Chairperson's prior consent, seek independent professional advice at the Company's expense. This excludes any advice relating to the personal interests of a Director.
- (c) Directors are entitled to rely upon information provided by independent professional advisers in relation to matters on which their advice has been sought, provided that the Directors have evaluated the information and are not aware of any reasonable basis upon which to question its accuracy.
- (d) Non-executive Directors are not employees of the Company. Non-executive Directors are entitled to rely upon Company executives in relation to matters within their responsibility and area of expertise, and may assume the accuracy of information provided by such persons, so long as the non-executive Director is not aware of any reasonable grounds upon which such reliance or assumptions may be inappropriate.
- (e) The Board may rely upon information provided by Board Committees and their members in relation to matters within that Board Committee's delegated responsibility, provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.

6.2 **Indemnities and Insurance:** The Company will indemnify the Directors and will provide Directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Directors, to the fullest extent permitted by the Companies Act 1993.

6.3 The Company Secretary:

- (a) The appointment of the Company Secretary is made on the recommendation of the Chief Executive and must be approved by the Board.
- (b) The Company Secretary is responsible for ensuring that Board administrative procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with, and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.
- (c) All Directors have access to the advice and services of the Company Secretary for the purposes of the conduct of the Board's affairs and the management of the Company.

7. PROCEDURES

7.1 **Introduction:** The Company's Constitution regulates certain aspects of the proceedings of the Board. Except as set out in the Constitution, the Board may regulate its own procedure. The principal requirements of the Board's other agreed procedures are set out below.

7.2 **Frequency of Meetings:** The Board will hold a minimum of six meetings in each year. In addition to the six ordinary board meetings, strategy sessions will be held as required.

7.3 **Chairperson/Deputy Chairperson:**

- (a) The Chairperson will be a non-executive Director.
- (b) The Chairperson is responsible for representing the Board to Shareholders. The Chairperson may delegate this responsibility to the Chief Executive and the Chief Financial Officer as the Board considers appropriate.
- (c) The Chairperson is responsible for ensuring the integrity and effectiveness of the governance process of the Board as set out in this Charter.
- (d) The Chairperson is responsible for maintaining regular dialogue with the Chief Executive over all operational matters and will consult with the remainder of the Board promptly in relation to any matter that gives him or her serious cause for concern.
- (e) The Chairperson will act as facilitator at meetings of the Board to ensure that no Director, whether executive or non-executive, dominates discussion, that appropriate discussion takes place, and that relevant opinion among Directors is forthcoming. The Chairperson will ensure that discussions result in logical and understandable outcomes.
- (f) The Chairperson shall have the right to attend all meetings held by Board Committees.
- (g) The Chairperson will chair all meetings of the Board. If no Chairperson is appointed, or if at a meeting of the Board the Chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, then the Directors present may elect one of their number to be Chairperson of the meeting.

7.4 **Remuneration of Directors:**

- (a) The Human Resources Committee will in accordance with the Remuneration Policy for Directors annually benchmark and review the level of remuneration paid to Directors within and the Board will determine the remuneration paid to the Directors.
- (b) Executive Directors will receive no fees but will be paid as employees of the Company in accordance with their contracts of employment with the Company.

7.5 **Reimbursement of Directors' Expenses:** The Board may authorise the reimbursement by the Company of reasonable travelling, hotel, and other expenses incurred by Directors in attending meetings of the Board or Shareholders or in relation to any other affairs of the Company.

7.6 **Conflicts of Interest:**

- (a) **Notification:** Directors must, as soon as reasonably practical, disclose to the Chairperson any actual or potential conflicts of interest which may exist or may be thought to exist and take any necessary and reasonable measures to try to resolve the conflict.
- (b) **Interests Register:** A general notice entered in the Company's Interests Register and disclosed to the Board to the effect that a Director is a shareholder, director, officer, or trustee of another named company or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or person, is a sufficient disclosure of interest in relation to that transaction.
- (c) **Restrictions:** A Director who is interested in a transaction entered into, or to be entered into, by the Company may not (except in relation to indemnities and insurance for Directors and employees, or with the Shareholders' consent) vote on a matter relating to the transaction nor be included among the Directors present at the meeting for the purpose of a quorum, but may:
 - (i) attend a meeting of Directors at which a matter relating to the transaction arises and:
 - (aa) sign a document relating to the transaction on behalf of the Company; and
 - (bb) do anything else as a Director in relation to the transaction, as if he or she were not interested in the transaction.

8. **ACCOUNTABILITY**

- 8.1 **Evaluation of Board Performance:** The performance of the Board is to be reviewed annually, such review to be arranged by the Chairperson. The evaluation will review:
 - (a) the Board's role;
 - (b) Board processes and Board Committees to support the Board's role; and
 - (c) the performance of the Board and each Director.
- 8.2 **Review of Board Charter:** This Board Charter has been approved by the Board and will be reviewed annually by the Board to ensure that the Board Charter remains consistent with the Board's objectives and responsibilities.
- 8.3 **Publication of Board Charter:** The key features of this Board Charter are to be outlined in the Annual Report to the Shareholders and a full copy is to be available to all stakeholders (e.g., on the Company's Internet Website).