



BOARD CHARTER

Exopharm Limited
ACN 163 765 991

Date Adopted: 1 November 2018

1. Preamble

- 1.1 The Board of Directors (**Board**) of Exopharm Limited (ACN 163 765 991) (**Company**) is committed to creating sustainable value for its shareholders.
- 1.2 The Board acknowledges its responsibility to act in accordance with the Company's Corporate Code of Conduct and the law in order to best serve the interests of the Company's shareholders, as well as its employees, customers, suppliers, business associates and the local communities where it operates.

2. Overall role and responsibility of the Board

- 2.1 The Board is responsible for the overall operation and stewardship of the Company and, in particular, is responsible for:
 - (a) providing leadership and setting the strategic objectives of the Company;
 - (b) appointing the chairperson of the Board;
 - (c) appointing, and when necessary replacing, the Managing Director or Chief Executive Officer;
 - (d) overseeing management's implementation of the Company's strategic objectives and its performance generally;
 - (e) approving operating budgets and major capital expenditure;
 - (f) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
 - (g) overseeing the Company's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
 - (h) ensuring that the Company has in place an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
 - (i) approving the Company's remuneration framework;

- (j) monitoring the effectiveness of the Company's governance practices;
- (k) ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility; and
- (l) ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company.

2.2 In performing the responsibilities set out above, the Board must act at all times in a manner designed to create and continue to build sustainable value for shareholders and recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with law.

3. Audit function

Due to its current size and the scope of its operation, the Company does not have a separately constituted audit committee. Accordingly the Board is responsible for the reviewing the financial and audit matters as described in the Audit Policy.

4. Legal and compliance responsibilities

In addition to the responsibilities listed above, the Board has the following particular responsibilities with respect to legal and compliance matters:

- (a) ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control and business risk management;
- (b) review the procedures the Company has in place to ensure compliance with laws and regulations, particularly those which may have a major impact on the Company in areas such as regenerative medicine, biomedical research, occupational health and safety and the environment; and
- (c) review the procedures in place to ensure compliance with insider trading laws, continuous disclosure requirements and other best practice corporate governance processes, including requirements under the ASX Listing Rules and the Corporations Act.

5. Board membership

5.1 Appointment to the Board is based on merit against objective criteria that serve to maintain an appropriate balance of skills and experience on the Board. In accordance with the Company's constitution, the Company must have not less than 3 and not more than 10 directors.

5.2 The Board will conduct appropriate background checks prior to appointing a person as a director or recommending to shareholders that a person be appointed as a director, including (but not limited to) checks as to good character, experience, education, qualifications, criminal history and bankruptcy.

6. Board meetings

The Board will endeavour to meet for a minimum of 4 times in each financial year in order to appropriately discharge its responsibilities. The Board may convene additional meetings by following the procedure described in the Company's constitution.

7. Board committees

- 7.1 The Board from time to time may establish committees to assist it in carrying out its responsibilities, and approve charters setting out matters relevant to the composition, responsibilities and administration of such committees and other matters that the Board may consider appropriate.
- 7.2 The Board may delegate specific responsibilities to ad hoc committees from time to time.

8. Chairperson

The chairperson of the Board (**Chairperson**) is responsible for leadership of the Board, for the efficient organisation and conduct of the Board's function, and for the briefing of all directors in relation to issues arising at Board meetings.

9. Managing Director and Chief Executive Officer

- 9.1 The Managing Director and Chief Executive Officer is responsible for running the affairs of the Company under delegated authority from the Board and for implementing the policies and strategies set by the Board.
- 9.2 In carrying out the Managing Director and Chief Executive Officer's responsibilities, the Managing Director and Chief Executive Officer must report to the Board in a timely manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

10. Company Secretary

- 10.1 The Company Secretary is accountable to the Board, through the Chairperson, on all governance matters.
- 10.2 The Company Secretary is responsible for:
- (a) advising and supporting the Chairperson and the Board in relation to the management of the day-to-day governance framework of the Company and Board committees;
 - (b) monitoring compliance by the Board and its committees with applicable policies and charters;
 - (c) completing and despatching Board agendas and papers in a timely manner; and
 - (d) assisting with all matters related to the proper functioning of the Board, including advising on governance matters and arranging the induction and professional development of directors.

11. Delegation to management

The role of management is to support the Managing Director and Chief Executive Officer and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The delegated authority includes responsibility for:

- (a) developing business plans, budgets and strategies for the Company for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- (b) operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- (c) proposed transactions, commitments or arrangements that exceed the parameters set by the Board, referring the matter to the Board for its consideration and approval;
- (d) identifying and managing operational and other risks and where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by the Board;
- (e) implementing the policies, processes and codes of conduct approved by the Board; and
- (f) managing the Company's current financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively.

12. Independent professional advice

Where the Board collectively, or directors individually, judge that independent professional advice is necessary to assist them to discharge their responsibilities as directors, they may seek such advice at the Company's expense with the approval of the Chairperson, such approval not to be unreasonably withheld.

13. Review of performance

- 13.1 The Board will review and evaluate the performance of the Board itself and each of its committees to ensure that each is working effectively in discharging their responsibilities and achieving their objectives. The Board may engage professional advisors and external consultants in this regard.
- 13.2 The review and evaluation process will include the following (non-exhaustive) matters:
 - (a) the Chairperson reviewing and evaluating each director's performance in relation to appropriate evaluation measures, including the requirements of this Charter;
 - (b) the directors (other than the Chairperson) reviewing and evaluating the Chairperson's performance in relation to appropriate evaluation measures, including the requirements of this Charter;
 - (c) the Chairperson reviewing and evaluating each committee's performance against its charter or policy and reporting on the same to the Board (if any committees exist);
 - (d) considering and establishing additional goals and objectives; and
 - (e) considering and making appropriate changes to the Company's various corporate governance charters and policies.

14. Review of Charter

The Board will review this Charter on an annual basis to ensure that it is appropriate for the Company's stage of development and appropriately reflects the Board's roles and responsibilities.