

Purpose and Role of Board

1. Purpose and Role

This Charter outlines the role, responsibilities, structure and processes of the Board (**Board**) of Ridley Corporation Limited (**Ridley** or **Company**) and its subsidiaries (**Group**).

The Charter is adopted by Board on the basis that strong corporate governance contributes to the Board's role to:

- provide leadership and strategic guidance for Ridley; and
- act on behalf of Ridley shareholders to build shareholder value and investor confidence and to maximize Company performance.

2. Board Responsibilities

The responsibilities of the Board include:

- establishing the strategic direction, financial objectives, and significant strategic corporate initiatives of the Group and overseeing implementation by management and employees;
- overseeing the Company's compliance with the Corporations Act, ASX Listing Rules, Accounting Standards and other state and federal legislation and ethical standards expected by the community;
- appointing and reviewing the performance and, where appropriate, the termination, of the Managing Director and Chief Executive Officer (**CEO**);
- overseeing culture across the business, by setting the tone from the top so that the business is conducted openly and ethically, approving the Group's values, and receiving reporting on the Group's culture;
- approving and overseeing the Group's corporate governance framework and the Ridley Code of Conduct;
- establishing Board committees, charters for Board committees, membership of Board committees and overseeing the compliance of the committees with their charters;
- approving, on the recommendation of the Audit and Risk Committee, the Group's risk management framework for financial and non-financial risk, including climate related risks and opportunities, at least annually to satisfy itself that it continues to be sound and that the Group is operating with due regard to the risk appetite set by the Board;
- approving and overseeing policies and procedures designed to ensure the safety of all employees and contractors working on, and all visitors to, all Ridley Group sites;
- approving major capital expenditure, acquisitions and divestitures, and overseeing capital management, including approving dividend policy and payments;
- monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- approving financial reports and disclosures, profit forecasts and other reports required at law or under the ASX Listing Rules to be adopted by the Board;
- taking all reasonable steps to ensure that the Group's financial and other internal reporting mechanisms result in adequate, accurate and timely information being provided to the Board and that shareholders and the financial markets as a whole are informed of all material developments;
- overseeing the Group'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;
- receiving recommendations from the Audit and Risk Committee, the Sustainability Committee and the Remuneration, Nomination and People Committee, on social, ethical and environmental matters associated with the business's activities, and approving key social, community and environmental policies, including in relation to climate risks and opportunities, and monitors compliance;
- approving the Group's diversity, equity and inclusion strategy;
- receiving information regarding material breaches of the Code of Conduct and Anti-Bribery and Anti-Corruption Policy and material disclosures reported under the Ridley whistleblower policy;

- (q) satisfying itself that the Group's remuneration framework is aligned with the Company's purpose, values, strategic objectives and risk appetite; and
- (r) performing such other functions as are prescribed by law or nominated by the Board from time to time.

The Board has a specific responsibility to:

- (a) oversee and assess management's performance against approved strategies and budgets;
- (b) set criteria and evaluate each year the performance of the CEO;
- (c) ensure the structure of management is adequate to run the business;
- (d) satisfy itself that the Board reporting framework is appropriate;
- (e) regularly monitor the performance of senior management (being the CEO and other personnel to whom the management function is properly delegated by the CEO), and where required, provide feedback to and challenge senior management;
- (f) review the size and composition of the Board and assess the necessary and desirable competencies of Board members;
- (g) recommend the appointment and reappointment of directors;
- (h) periodically evaluate the performance of the Board, its Committees and individual directors, in accordance with the process set out in Attachment 1;
- (i) review Board and senior management succession plans;
- (j) ensure the adequacy of the Group's insurance program and the scope and terms of the annual renewal;
- (k) approve the appointment or removal of the Company Secretary;
- (l) appoint the CEO and determine the CEO's terms and conditions including remuneration subject to shareholder approval if required by the ASX Listing Rules;
- (m) approve, on the recommendation of the CEO, the appointment and remuneration of the direct reports to the CEO;
- (n) oversee all financial matters in excess of discretion delegated to the CEO;
- (o) approve annually the strategic plan and budget;
- (p) approve the acquisition, establishment, disposal or cessation of any significant business or significant changes to organisational structures;
- (q) approve the issue of, or change to ordinary shares, options, equity investments or other Ridley security;
- (r) approve public statements which reflect significant issues of Ridley Group policy or strategy; and
- (s) approve all changes to delegated discretion of the Board.

3. Director responsibilities

Directors will at all times when performing the responsibilities set out above:

- (a) act in a manner that is designed to create and build sustainable value for shareholders;
- (b) act in accordance with the Ridley Constitution and law; and
- (c) act fairly, honestly, diligently and in accordance with the law in securing the interest of Ridley's shareholders, employees, customers and the community in general.

A director must disclose to the Board:

- (a) any material personal interest that he or she or any associate may have in a matter that relates to the Ridley Group; and
- (b) any other interest or relationship that may affect the director's independence.

Notice of any such interest may be a standing notice.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or the Board as a whole.

Delegated Authority

Except for the areas specifically reserved for the Board set out above, the Board will delegate the day-to-day management of the Group to the CEO and permit the CEO to delegate some of his responsibilities to other management as appropriate.

Board Membership

- (a) The Board will have a minimum of three directors (or such number as determined by the Company's Constitution) and it is intended that the Board comprise a majority of independent non-executive directors.
- (b) The Chair of the Board will always be an independent non-executive director.
- (c) Executive directors must resign from the Board when they cease to occupy their executive position within the Ridley Group.
- (d) The Board, together with the Remuneration, Nomination and People Committee, will review the skills, experience, expertise and diversity represented by directors on the Board and determine whether the composition and mix remain appropriate for the Company's strategy and covers the skills needed to address existing and emerging business and governance issues relevant to the entity. The Board and Remuneration, Nomination and People Committee will have regard to this review when considering Board succession planning and ongoing director education program.

Director Independence

- (a) A majority of the directors should be independent.
- (b) The Board will determine on appointment if a director is independent in accordance with its assessment process to determine if a director is independent and free from extraneous influences which could materially interfere with independent judgment. The Board has adopted a definition of independence based on that set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (4th edition) (see Attachment 1).
- (c) The Board will consider the particular circumstances, attributes, interests and relationships of each director and reach a conclusion about each director's status on an objective basis.
- (d) The Board will also have regard to a list of criteria and other relationships which are contained in the ASX Guidelines and associated commentary as being relevant indicators of independence (or lack of it).
- (e) The Board will consider tenure, (among other factors, when assessing the independence and ongoing contribution of a director. While tenure limits help to ensure fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have developed increasing insight in the Company (and increasing contribution to the Board as a whole). Therefore, tenure is just one of the factors that the Board considers when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.
- (f) The Board annually reviews the independence of each non-executive director in light of information relevant to this assessment as disclosed by each non-executive director to the Board.

Board Processes

1. Meetings

- (a) Structured Board meetings with agenda and papers should be held as often as necessary to monitor the management of the Ridley Group.
- (b) Board and committee papers should where possible be provided to directors at least 4 days prior to meetings.
- (c) Non-executive directors should meet alone at least twice a year to discuss management issues.

2. Board Committees

- (a) The Board may from time-to-time establish committees to assist it to carry out its responsibilities and will adopt charters setting out the composition, responsibilities and administration of such committees.
- (b) As a minimum the Board will establish an Audit and Risk Committee and a Remuneration, Nomination and People Committee.
- (c) The standing Board Committees are:

- Audit and Risk Committee
 - Remuneration, Nomination and People Committee
 - Sustainability Committee.
- (d) The Board may establish ad hoc Board Committees or Subcommittees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

3. Chair

The Board will appoint one of its members to be Chair. The Chair is responsible for leadership of the Board, for ensuring that the Board functions effectively, and for communicating the views of the Board to the public. In performing this role, the Chair's responsibilities include:

- (a) setting the agenda of matters to be considered by the Board;
- (b) managing the conduct, frequency and length of Board meetings so as to ensure that the Board maintains an in depth understanding of the Ridley Group's financial position and performance and the opportunities and challenges facing the Group;
- (c) facilitating open and constructive communications between Board members;
- (d) encouraging their contribution to Board deliberations; and
- (e) facilitating open and constructive discussions between the CEO and the Board.

4. Review of Charters

This Charter will be reviewed by the Board every three years and as required.

Approved by the Board: June 2024

ATTACHMENT 1**Performance evaluation process in relation to the Board and its Committees**

- (i) Periodically, directors will provide feedback in relation to the performance of the Board, its Committees and individual directors against a set of agreed criteria.
- (ii) Each Committee of the Board will also be required to provide feedback in terms of a review of its own performance.
- (iii) Where appropriate to facilitate the review process, assistance may be obtained from third party advisers.
- (iv) Feedback will be collected by the Chair of the Board, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees.
- (v) In the case of the Chair of the Board's performance, feedback will be collected by Chair of the Audit and Risk Committee or an external facilitator.
- (vi) The CEO will also provide feedback from the senior executive team in connection with any issues that may be relevant in the context of the Board performance review.

The performance evaluation process will be managed by the Chair of the Board and the Chair of the Board has discretion to amend this process as appropriate.