



GENEVA FINANCE LIMITED

BOARD CHARTER

Version History

Version	Date	Owner	Approver	Amendments
1.0	31.08.2023	Head of Risk & Assurance	Board	New Board Charter
1.1	03.01.2024	Head of Risk & Assurance	Board	Minor amendment to frequency of Board Meetings & maximum number of Directors
1.2	28.11.2024	Head of Risk & Assurance	Board	Align to new constitution approved at AGM dated 26.09.2024

BOARD CHARTER

This Board Charter sets out the role, responsibilities, composition, and structure of the Board of Directors of Geneva Finance Limited ("**the Board**").

1. PURPOSE OF THE BOARD

The Board is elected by Shareholders to oversee the management of the Company and its subsidiaries and to direct performance in the long-term best interests of the Company on behalf of its Shareholders, Employees, and other material Stakeholders. The focus of the Board is the creation of company and shareholder value and ensuring the Company is managed in accordance with best practice.

Interpretation

- In this charter:
- Act means the Companies Act 1993
- Board means the board of directors of the company.
- Business means the business of the company.
- MD means the Managing Director of the company.
- Chair means the Chair of the board.
- Company means GENEVA FINANCE LIMITED & SUBSIDIARIES
- Company goals means the goals of the company as set out under '*Company Goals*'.
- Deputy Chair means the deputy Chair of the board.
- Management means the management personnel of the company.
- Management limitations means the limitations on the actions of management as set out under "*Board Management Relationship*"
- Members means members of the board.
- Secretary means the board secretary or the person normally exercising the functions of a board secretary.
- Shareholders means the shareholders of the company.

Company Goals

The purpose of the company is "to provide easy access to affordable financial services for its customers".

The capital and resources of the company will be allocated to those assets and activities which will enable it to achieve the company goals in a manner best serving the interests of the shareholders as a whole.

Board Responsibilities and Governance

The primary responsibility of the Directors is to exercise their business judgement to act in good faith and what they believe to be the best interests of the Company and all Shareholders. In discharging that obligation, Directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisers and auditors.

Specifically, the Board is responsible for:

1. taking appropriate steps to protect and enhance the value of the assets of the Company in the best interests of its Shareholders;
2. taking reasonable steps to ensure that the Company has a culture of honesty, integrity, and excellent performance;
3. establishing the Company's objectives, reviewing the major strategies for achieving these objectives and monitoring the Company's performance against these objectives;
4. establishing an overall Risk Management Framework within which the Company conducts its business;
5. establishing policies for strengthening the performance of the Company, ensuring that Management is proactively seeking to grow the business;
6. ensuring effective policies and procedures are in place to safeguard the integrity, ethics, transparency and good governance of the Company's operations, dealings, and financial reporting;
7. ensuring that any significant risks facing the Company are identified and that appropriate risk management programmes are in place to control and report on these risks;
8. ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company;
9. appointing and supporting the Managing Director; and
10. delegating to the Managing Director (and other executives as the Board determines from time to time) authority for the day to day management of the Company.

In furtherance of its responsibilities, the Board will:

1. 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 and in a way which safeguards and enhances the reputation of the Company;
2. oversee the overall conduct of the business and ensure that it is being properly managed;
3. ensure 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;
4. be actively engaged in directing and approving the strategic planning of the Company and monitoring Management's implementation of the strategies having regard to the continued ability of the Company to respond to change;
5. monitoring the solvency of the Company;
6. reviewing Management's performance, including approval of, and monitoring against budget;
7. approving and monitoring half-year and full-year financial reports and ensuring they are true and fair and otherwise conform with the law;
8. analyse and review material acquisitions, divestments, and capital expenditure;
9. review and approve the strategic and business plans, financial and dividend policies, and the operating budget;
10. act in such a way that Board meetings and discussion promote focused debate within a supportive team atmosphere;
11. ensure effective and timely reporting to Shareholders;

12. plan for the development and reward of the senior Management team, including the Managing Director and his or her direct reports, including policies and processes for:
 1. delegation;
 2. performance evaluation;
 3. remuneration; and
 4. executive development and succession planning;
13. consider and oversee other significant proposals from executive Management;
14. ensure the adequacy of resources to support the achievement of Company goals and performance of obligations;
15. oversee such issues as they relate to the subsidiaries of the Company;
16. communicate with Shareholders, regulators, and other key stakeholders;

The Board is authorised to:

1. investigate and review matters relating to the effective oversight, governance and development of the Company and its businesses;
2. seek company information from any Director, officer, or employee of the Company or from any advisor, agent, or representative of them;
3. access the resources of the Company, and its advisors, at the expense of the Company, as the Board considers necessary for the purpose of fulfilling the Board's duties.

Directors Duties

Directors must also comply with their legal, statutory, ethical, and equitable duties and obligations when discharging their responsibilities as Directors of the Company.

These obligations include:

1. acting in good faith and in the best interest of the Company;
2. acting with care, diligence, and skill and for a proper purpose;
3. acting in accordance with the Companies Act 1993 ("the Act") and the Company's constitution;
4. preventing the business from being carried on in a manner that would create substantial risk of serious loss to the Company's creditors;
5. refraining from entering into obligations unless the Director believes the Company will be able to perform the obligation when it is required to do so;
6. refraining from making improper use of information gained through the position of Director and taking improper advantage of the position of Director;
7. avoiding conflicts of interest wherever possible, and where conflicts arise, complying with statutory, ethical, and equitable duties regarding disclosure;
8. applying the Director's objective judgment and analysis of matters of business dealt with by the Board and its committees;
9. actively applying themselves to developing an informed view of the various markets, products, and regions in which the Company operates or aspires to operate; and
10. maintaining as confidential all information coming into the Director's possession or knowledge in the course of the Director's duties as Director.

2. BOARD COMPOSITION

Pursuant to the USX Market Rules there shall be a minimum number of three. The Board should comprise:

1. Directors with an appropriate range of skills and experience;
2. Directors who have a proper understanding of, and competence to deal with, current and emerging issues of the business; and
3. Directors who can effectively review and challenge the performance of Management and exercise independent judgement.

The composition of the Board no longer requires to have any independent directors. However the Board recognises the value of having independent directors and wishes to continue to have independent directors.

Director Independence

For a director to be considered an Independent Director, the Board has determined that he or she must not be an executive of the Company.

Relationship, interest or association that could reasonably influence or perceive to influence in a material way the Directors capacity to:

- a) Bring an independent view to decisions in relation to the Issuer
- b) Act in the best interests of the issuer, and
- c) Represent the interests of the Issuers Financial Product holder generally

The Board will review the status of a director's independence when it becomes aware of any information that indicates that the Director may have a material relationship with the Company.

The Board will disclose which Directors are independent in the Company's annual report, and the basis for these determinations.

3. APPOINTMENT TO THE BOARD

The procedure for nomination and election of Directors by the Board is set out in clause 12.4 & 12.6 of the Company's constitution.

Appointment by Directors (refer 12.6 of the company's constitution)

The Board may at any time appoint a person to be a director. A Director so appointed holds office until the next annual meeting of the Company but, if willing, is eligible for election at the meeting

The Company does not have a formally constituted nominations committee. The Board views the responsibilities usually associated with this committee as a collective

responsibility. Those matters are included as part of its primary role of overseeing the management and performance of the Company.

The Board may appoint any person who is not disqualified under the Act to be a director to fill a casual vacancy or as an addition to the existing Directors.

Disqualifications (Under the 1993 Companies Act)

1. **Age:** A person must be at least 18 years old.
2. **Bankruptcy:** An undischarged bankrupt cannot be a director.
3. **Prohibition Orders:** A person prohibited from being a director under certain sections of the Companies Act or other relevant legislation, such as the Insolvency Act 2006, Financial Markets Conduct Act 2013, or the Takeovers Act 1993.
4. **Criminal Convictions:** Individuals convicted of offenses related to the promotion, formation, or management of a company, or dishonesty offenses under the Crimes Act 1961, are disqualified.
5. **Property Orders:** A person subject to a property order under the Protection of Personal and Property Rights Act 1988.

Every new appointment to the Board that is made by the Board is considered and decided by the Board as a whole taking into account the range of relevant skills and experience a potential new Director may offer the Board and his or her ability to fully commit the time needed to be effective as a director.

Resignation and Removal of Directors

The Act prescribe the requirements and procedures governing the retirement by resignation, and removal of Directors.

Resignation / Retirement

A Director may resign at any time by tendering to the Company a written notice of resignation or by announcing his or her resignation at a meeting of the Board. A resignation by written notice will take effect as from the time of receipt of the notice unless a later date is specified in the notice, in which case such resignation will take effect from the date specified in the notice.

Removal of Director (refer 12.7 companies constitution)

A Director may be removed from office by Ordinary Resolution passed at a meeting called for that purpose or for purposes that include the removal of the Director. The notice of meeting must state that the purpose or a purpose of the meeting is the removal of the Director.

4. DISQUALIFICATION OF DIRECTORS

The office of Director shall be vacated if the Director:

1. becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
2. becomes prohibited from being a director by any reason provided for under the Act; or
3. becomes of unsound mind or becomes subject to a property order under the Protection of Personal and Property Rights Act 1988; or
4. resigns his or her office; or
5. does not attend three consecutive Board meetings (calculated from the date of the last meeting of the Board attended by that Director) without special leave of absence from the Board in advance, and notwithstanding the Company's constitution and the Listing Rules. Unless there are unusual or exceptional circumstances, the expectation is that they would retire, unless the Board resolves otherwise; or
6. is removed from office pursuant to the Company's Constitution; or
7. vacates his or her office at an annual meeting of Shareholders pursuant to the Listing Rules and is not re-elected at that meeting, in which case he or she will be deemed to have held office until the end of that meeting or its adjournment.

The Board's relationship with shareholders

The board will use its best endeavours to familiarise itself with issues of concern to shareholders. The board will regularly evaluate economic, political, social and legal issues and any other relevant external matters that may influence or affect the development of the business or the interests of shareholders and, if thought appropriate, will take outside expert advice on these matters.

5. BOARD PROCEDURES

The conduct of members will be consistent with their duties and responsibilities to the company and, indirectly, to shareholders. The board will be disciplined in carrying out its role, with the emphasis on strategic issues and policy.

The board has sole authority over its agenda and exercises this through the Chair. Any member may, through the Chair, request the addition of an item to the agenda. The agenda will be set by the Chair in consultation with the MD and the secretary.

The board will normally hold meetings every quarter (except January) and will hold additional meetings as the occasion requires. At each normal meeting the company's interests register will be updated as necessary and the board will consider:

- an operational report from the MD
- a financial report from the CFO
- operational reports from each departmental head.
- specific proposals for capital expenditure, acquisitions, product launches and new strategic moves
- major issues and opportunities for the company

In addition, the board will, at intervals of not more than one year:

- review the company goals.
- review the strategies and operating plans for achieving the company goals.
- approve the annual plans including capex and financial statement budgets.
- approve the annual and half-yearly financial statements, reports to shareholders and public announcements (Or frequency that the Board believes is appropriate).
- approve the annual report.
- consider and, if appropriate, declare or recommend the payment of dividends
- review the company's audit requirements.
- review the performance and composition of, and necessity for board committees.
- undertake board and individual member evaluations.
- review members' remuneration
- review the MD's performance and remuneration.
- review remuneration policies and practices in general including superannuation and incentive schemes for management.
- review risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements.
- review the company's code of conduct and ethical standards.
- review shareholder, customer and supplier relations
- settle the following year's board work plan.

Members are entitled to have access, at all reasonable times, to all relevant company information and to management. Members are expected to strictly observe the provisions of the Act applicable to the use and confidentiality of company information. In making policy, the board will not reach specific decisions unless it has considered the more general principles upon which they are founded, and in reaching other specific decisions the board will consider the policies against which the decisions are made.

Induction of new members

Potential members are encouraged to carry out due diligence on the company before accepting an appointment to the board. On their first appointment, non-executive members will have the benefit of an induction programme aimed at deepening their understanding of the company and the business and the environment and markets in which the company operates.

As part of the programme, members will receive a folder of essential board and company information and will meet key management. Members are expected to keep themselves abreast of changes and trends in the business and in the company's environment and markets and to keep abreast of changes and trends in the economic, political, social and legal climate generally.

6. DIRECTOR REMUNERATION AND EXPENSES

The board will determine the level of remuneration paid to members. Non-executive members will be paid a basic fee as ordinary remuneration and will be paid, as additional remuneration, an extra fee as members of board committees, an extra fee as Chair of a board

committee and an extra fee for any special service as a member. The Chair and deputy Chair will be paid a level of fees appropriate to their office.

The Directors are entitled to reimbursement of all reasonable and properly documented expenses associated with undertaking their duties as a director. All Directors expenses must be approved by the Chairman. The Chairman's expenses must be approved by the Chairman of the Audit & Risk Committee.

7. PROVISION OF BUSINESS OR PROFESSIONAL SERVICES BY MEMBERS

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

8. OTHER BOARD APPOINTMENTS

Any member is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the business and does not detrimentally affect their performance as a member. All other appointments must first be discussed with the Chair before being accepted.

9. INDEMNITIES AND INSURANCE

Subject to the company's constitution the company will provide members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as members, to the fullest extent permitted by the Act.

10. THE COMPANY SECRETARY

The appointment of the company secretary is made by the board. The company secretary is responsible for ensuring that board 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.

All members, particularly the Chair, have access to the advice and services of the company secretary for purposes of the board's affairs and the business.

11. ROLE OF CHAIRMAN

The Board appoints a chairman from among the Directors.

The Chairman is responsible for:

1. representing the Board to the Shareholders;
2. providing effective leadership to the Board and being the primary interface with the Managing Director;
3. promoting the integrity and effectiveness of the governance process of the Board, and the efficient and ethical conduct of Board meetings;
4. providing Directors with the opportunity to discuss contrasting views, explore ideas and generate the collective views and contribution of knowledge necessary for the effective operation of the Board;
5. maintaining regular dialogue with the Managing Director on operational issues and financial performance and, where required, escalating matters to all Directors for consideration and resolution; and
6. chairing meetings of the Board and of Shareholders

Separation of Managing Director and Chairman

A Director shall not simultaneously hold the positions of Managing Director (or equivalent office) and Chairman of the Company or Chairman of the Audit and Risk Committee.

12. ROLE OF MANAGEMENT

The formulation and implementation of policies and reporting procedures for management has been delegated to the Managing Director. The Board's delegation of the conduct of the day-to-day affairs of the Company to the Managing Director is made within these terms. The Board monitors those delegations. The Managing Director have delegated certain responsibilities to management as recorded in the Delegation of Authority Policy. This policy sets limits on certain decision making and achieves individual accountability.

13. POSITION OF MANAGING DIRECTOR

All authority to be exercised by the MD in the running of the business will have firstly been delegated by the board consistent with the authorities and limitation detailed in the delegated authority's policy.

All delegations from the board to management are detailed in the company *delegated authorities' policy* along with sub delegations immediately below the MD level. The board will agree with the MD to achieve specific results directed towards the company goals. This will usually take the form of an annual performance contract under which the MD is authorised to make any decision and take any action within the management limitations, directed at achieving the company goals. Between board meetings the Chair maintains an informal link between the board and the MD, expects to be kept informed by the MD on all important matters, and is available to the MD to provide counsel and advice where appropriate. Only decisions of the board acting as a body are binding on the MD. Decisions or instructions of individual members, officers or committees should not be given to the MD and are not binding in any event except in those instances where specific authorisation is given by the board.

Accountability of MD to board

The MD is accountable to the board for the achievement of the company goals and the MD is accountable for the observance of the management limitations. At each of its routine meetings the board should expect to receive from or through the MD:

- the operational and other reports and proposals referred to above
- such assurances as the board considers necessary to confirm that the management limitations are being observed.

Management limitations

The MD is expected to act within all specific authorities delegated to them by the board. The MD is expected to not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics. In allocating the capital and resources of the company the MD is expected to adhere to the company goals. The MD is expected to not cause or permit any action without taking into account the health, safety, environmental and political consequences and their effect on long term shareholder value.

In financing the company, the MD is expected to not cause or permit any action that is likely to result in material reputational damage to the company. The assets of the company are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In particular, the company must be operated with a comprehensive system of internal control, and assets or funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to the company's external auditors.

In managing the risks of the company, the MD is expected to not cause or permit anyone to substitute their own risk preferences for those of the shareholders as a whole (for example, as expressed through a board approved risk appetite statement). The MD is expected to not permit employees and other parties working for the company to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.

14. DIRECTOR TRAINING

Directors or delegate should undertake appropriate training to enable them to remain current on how best to perform their responsibilities as Directors of the Company including keeping abreast of changes in relevant legislation and trends in economic, political, social, financial, environmental and governance practices.

In addition, all Directors are regularly updated on relevant industry and company issues, including briefings from key executives and ongoing presentations to the Board by all business units.

15. INFORMATION FOR THE BOARD

The Board requires Management to provide the Board with information of sufficient content, quality, and timeliness, as the Board considers necessary to enable the Board to effectively discharge its duties.

16. BOARD PERFORMANCE

The Chairman of the Board leads an annual performance review and evaluation of the Board as a whole, and of the Board committees against the board and committee charters including seeking Director's views relating to Board and committee process, efficiency, and effectiveness, for discussion by the full Board. The Chairman of the Board also engages with individual Directors to evaluate and discuss performance and professional development.

17. BOARD COMMITTEES

The Board has established three committees which meet as required and operate under specific charters which are reviewed and approved by the Board annually. To fulfil its responsibilities, each Board committee is empowered to seek any information it requires from employees and to obtain such independent legal or other professional advice it may deem necessary.

The three Board committees are:

1. **Audit and Risk Committee:** Advises and assists the Board in discharging its responsibilities in respect of financial reporting, compliance, and risk management practices of Geneva Finance Limited.
2. **Asset Lending Committee:** Assists the Board in discharging its responsibilities in respect of:
 - Oversight of the credit risk management of Geneva Financial Services Limited (GFSL) including reviewing internal credit policies and recommending portfolio limits for Board approval and
 - Capital expenditure of GFL group and its subsidiaries and to oversee the financial, capital investment policies and planning activities of the Company in support of the Company's long-term strategic goals.
3. **Remuneration Committee:** The committee reviews the remuneration packages of all members and Senior Management annually and make recommendations to the Board. The packages which consist of base salary, fringe benefits, incentive schemes (including performance related bonuses), superannuation and entitlements upon retirement and termination, are reviewed with due regard to performance and other relevant factors including market relativity.

A copy of the Charter for each Committee is available on Geneva's website.

From time to time the Board may establish other standing or temporary committees to consider or monitor specific projects or issues.

Access to Committee Papers and Meetings

Each Director is entitled to receive minutes for all meetings of committees and to attend any meeting of any committee of the Board providing consent is confirmed by the chairman of the committee. Unless the Director is a member of the committee, the Director will not participate.

18. BOARD MEETINGS

Directors are expected to attend all scheduled meetings of the Board, and of any committee of which they are a member, unless the Director provides timely advice to the Chairman or the chairman of any committee of their intended absence. The Chairman or the chairman of any committee may permit professional advisers or other persons to attend a meeting for the purpose of assisting the Board or committee in the conduct of business.

The Board will:

1. establish an annual calendar of Board and committee meetings, ideally comprising four scheduled Board meetings per year;
2. apply all reasonable efforts to enable the Board to meet on short notice when issues arise that require urgent discussion and resolution;
3. use reasonable efforts to attend meetings in person or via electronic means (telephone or video-conference);
4. ensure that any resolution for Board decision shall be open to debate and amendment prior to being put to a vote; and
5. conduct meetings on the basis that Directors have read all information contained in the papers issued by the board secretary prior to the meeting.

Papers for Meetings

Papers for meetings of the Board will be provided not fewer than ten days prior to the relevant meeting. Papers may be provided via secure electronic channels and Directors may request that they be provided with physical papers.

Prior to meetings, Directors who require additional information on matters of detail will, wherever practicable, provide notice in advance to the Managing Director or the board secretary to allow sufficient time for appropriate research.

Dissent Among Board

Where the Board is unable to reach a unanimous decision, the decision will be reached by a majority of Directors present and voting at the relevant meeting.

19. INDEPENDENT PROFESSIONAL ADVICE

Directors are entitled to obtain independent professional advice relating to the affairs of the Company or to his or her other responsibilities as a director.

If a director considers such advice necessary, the Director will consider first discussing it with the Chairman.

The cost of the advice will be reimbursed by the Company, but the Director will ensure, so far as is practicable, that the cost is reasonable.

20. DISCLOSURE OF INTEREST/CONFLICT OF INTEREST

Each Director is required to disclose all actual or potential conflicts of interest, including all relationships with the Company (including all its subsidiary companies) and relevant private or other business interests to the Board (which will include relationships with competitors or third-party suppliers), in order that the Board may assess the Director's independence. All disclosures of interest (including the nature and extent of any interest) are recorded in the interest register of the Company.

21. INCONSISTENCY WITH CONSTITUTION

To the extent that there is any inconsistency between this Board Charter and the Constitution, the Constitution will prevail.

22. REVIEW OF THE BOARD CHARTER

This Charter continues in operation until amended by the Board.

The Board will review this Charter every three years to ensure it remains consistent with the Board's intentions, with principles of good corporate governance and with the objectives of the Company and its businesses.