



BOARD CHARTER

greenHy2 Limited
ABN 51 000 689 725

302/75 King Street Sydney NSW 2000
Australia



This Charter sets out the functions and responsibilities of the Board of GreenHy2 Limited ('GreenHy2') within the governance structure of GreenHy2 and its wholly owned entities ('GreenHy2 Group').

GreenHy2 endorses the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition ('ASX Principles') and has developed a Corporate Governance framework that defines how the ASX Principles are implemented.

The GreenHy2 Constitution is GreenHy2s' key governance document, and the Board will ensure that it and GreenHy2 complies with the provisions of the Constitution.

ROLE OF THE BOARD

The Board Charter sets out the role and responsibilities of the Board. The primary role of the Board is to set the Company's strategic direction and enhance long-term shareholder value. The Board also has a responsibility to oversee the conduct of the affairs of the GreenHy2 Group consistent with its legislative and regulatory obligations.

RESPONSIBILITIES OF THE BOARD:

The board:

- a) defines the organisations values, vision, and mission in collaboration with Executives to underpin the desired culture within GreenHy2,
- b) reviews and approves organisational strategies, the annual budget, and financial plans.
- c) oversees and monitors organisational performance and the achievement of the GreenHy2 Group's strategic goals and objectives.
- d) monitors financial performance, appoints, and liaises with the GreenHy2 Group's external auditor.
- e) approves the annual report and financial statements (including the directors' report and remuneration report) and any other published reporting, upon recommendation from the Audit Committee, and in accordance with the Constitution, Corporations Act, ASX Listing Rules and any other applicable regulations.
- f) approves the dividend approach of the Company and authorising payment of dividends.
- g) approves the appointment of the Chairperson.
- h) approves the appointment and replacement of other senior executives and the company secretary.
- i) appoints and assesses the performance of the Managing Director and oversees succession plans for the senior executive team.
- j) oversees the effectiveness of management processes in place and approves major corporate initiatives.
- k) enhances and protects the brand and reputation of the GreenHy2 Group.
- l) reviews and oversee systems of risk management and internal control, and regulatory compliance.
- m) oversees the processes for identifying significant risks facing the GreenHy2 Group and that appropriate and adequate control, monitoring, and reporting mechanisms are in place.
- n) reports to and communicates with shareholders.

In discharging their duties, each member of the Board must:

- a) exercise care and diligence.
- b) act in good faith in the best interests of GreenHy2, and for a proper purpose.
- c) not improperly use their position or misuse information of GreenHy2.
- d) declare any real, potential, or perceived Conflict of Interest.

- e) adhere to the organisations intent towards dealing in the organisation's shares; and
- f) commit the time necessary to effectively discharge their role as a Director.

To effectively discharge their duties Directors are entitled to:

- a) appropriate, accurate, timely and clear information.
- b) request and receive such additional information as they consider necessary to support informed decision-making.
- c) seek any information they require from any employee of the GreenHy2 Group and all employees must comply with such requests. Any significant issues raised by a Director are to be communicated to the Chairman, Managing Director or Company Secretary.
- d) take such independent legal, financial, or other advice as they consider necessary, at GreenHy2s' cost. Any Director seeking independent advice must first discuss the request with the Chairman who will facilitate obtaining such advice and, where appropriate, disseminate the advice to all Directors; and
- e) continuing education to meet any identified education needs to develop and maintain the skills and knowledge required to perform their role effectively, particularly those arising from the annual Director Evaluation process.

The Constitution indemnifies each Director to the fullest extent permitted by law and assures their rights to:

- a) access to Board Papers pertinent to their tenure.
- b) confidentiality.
- c) indemnity by GreenHy2; and
- d) the provision of Directors' and Officers' insurance.

BOARD COMPOSITION AND GOVERNANCE

All Directors must meet the requirements set out in the Corporations Act and ASIC requirements for their role.

The Board, in consultation with the Nomination and Remuneration Committee, determines the composition of the Board. The Board, together with the Nomination and Remuneration Committee, will review the skills and qualifications represented by directors on the Board and determine whether the composition and mix of those skills and qualifications remain appropriate for GreenHy2's strategy.

The number of Directors on the Board shall be determined in accordance with the Constitution, Corporations Act and the ASX Listing Rules.

The Board has not adopted a tenure policy but according to the Constitution, each director must be re-elected by shareholders after 3 years on the Board with one intent that at most one third of the Board will be required to retire at any annual general meeting. A retiring Director is eligible for re-election.

The Board will use succession planning to achieve the progressive and orderly renewal of its Board membership. The Board may engage an independent professional consultant to identify suitable candidates in a director recruitment search process. Candidates are selected based on their level of skill, knowledge and experience that enables the Board to discharge its responsibilities effectively. The selection process also aims to achieve an appropriate mix of skills, expertise, and experience.

APPOINTMENT AND RESPONSIBILITIES OF THE CHAIRMAN

The Chairman is a director appointed by the Directors. The Managing Director may become Executive Chairman in circumstances where the Board determines that it is appropriate for the company structure and strategy.

The Chairman is responsible for:

- a) leading the Board in its duties to the GreenHy2 Group.

- b) establishing an appropriate Board calendar and meeting agendas.
- c) oversight of the processes and procedures in place to evaluate the performance of the Board, its committees, and individual directors; and
- d) facilitating effective discussions at Board meetings.

These responsibilities are in addition to the responsibilities that the Chairman has as an Individual Director of the Company.

RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

The key responsibilities of Individual Directors include:

- a) familiarising themselves with their legal responsibilities under the Corporations Act and the ASX Listing Rules.
- b) attendance at board meetings.
- c) disclosure any conflicts of interest.
- d) familiarise themselves with the Company's business.
- e) actively participate in the performance review process; and
- f) completing such training or development programs that the board may consider necessary for individual directors to complete from time to time.

RESPONSIBILITIES OF THE COMPANY SECRETARY

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and the Board committees.

The Company Secretary's key responsibilities include:

- a) ensuring the Board and Board committees are appropriately advised on corporate governance matters.
- b) developing Board policies and monitoring their implementation to ensure smooth functioning of the Board and Board committees.
- c) ensuring that Board papers are appropriately circulated to all Board members prior to Board meetings.
- d) ensuring that all Directors are made aware of and are provided with copies of market announcements as soon as such announcements have been made.
- e) ensuring that minutes of Board meetings and Board committee meetings are made as required by the Corporations Act; and
- f) facilitating the induction and professional development of Individual Directors.

EVALUATING BOARD PERFORMANCE

The Board undertakes ongoing self-assessment of its performance in relation to the performance of the Board, its committees, and individual directors to identify opportunities to continue to strengthen the overall effectiveness of the Board and Committee effectiveness.

COMMITTEES

To assist the Board in fulfilling its duties and responsibilities, it has established three Committees:

- a) Audit Committee

- b) Nomination and Remuneration Committee; and
- c) HSE Committee.

Each Committee has a formal Charter and has been granted certain delegations.

Each Committee has an obligation to report on its Meetings to the Board and minutes of all Committee Meetings are made available to all Directors.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration committee assists the Board regarding:

- a) Board appointments, re-elections, and performance.
- b) Directors' induction programs and continuing development.
- c) Committee Membership.
- d) succession of the Managing Director.
- e) remuneration and incentive framework, including any proposed equity incentive awards for the Managing Director, any other Directors, Executive Management and Senior Executives.
- f) recommendations and decisions (as relevant) on remuneration and incentive awards for the Managing Director, any other Executive Directors and Executive Management; and
- g) strategic human resources policies.

AUDIT COMMITTEE

The Audit committee assists the Board in regard to financial reporting and audit functions, including:

- a) the integrity of the GreenHy2 Group's financial reporting.
- b) compliance with legal and regulatory financial obligations.
- c) the appropriateness of the internal controls.
- d) oversight of the annual audit plan; and
- e) appointment and oversight of the independence and performance of the external auditors.

HSE COMMITTEE

The Risk, HSE and Commercial Committee assists the Board in regard to the management of risk, including:

- a) approving the risk management strategy, policy, and appetite.
- b) oversight of the effectiveness of the GreenHy2 Group's risk management framework.
- c) compliance with legal and regulatory obligations.
- d) oversight of all Health Safety and Environment matters; and
- e) review and oversight of key commercial contracts.

MANAGING DIRECTOR

The Board appoints a Managing Director, who has responsibility for the overall operational, business and profit performance of the GreenHy2 Group under delegated authority from the Board the Managing Director manages the GreenHy2 Group in accordance with the strategy, plans and policies approved by the Board from time to time.

The Managing Director appoints all senior executives reporting to him after consultation with the Board.

RESPONSIBILITIES OF MANAGEMENT

Senior Management is responsible for supporting the Managing Director and assisting the Managing Director implement GreenHy2's strategic objectives and instilling and reinforcing the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board.

BOARD PROCESSES

The Board shall meet at least six times per year, either in person or via teleconference as deemed appropriate, and such additional times as the directors determine necessary to enable the directors and the Board to fulfil their duties and responsibilities to the Company.

A director may call a meeting of the directors, and the Company Secretary must, if requested by a director, call a Board meeting.

The Company Secretary is responsible for distributing Board meeting papers to directors prior to each meeting.

A quorum for a Board meeting shall be determined in accordance with the Constitution.

The Chairman is responsible for leadership of the Board and the conduct of all Board meetings, including briefing all directors in relation to the issues arising at Board meetings. The Chairman has a casting vote, subject to the terms of the Constitution.

Board resolutions shall be determined by most votes of the members present and voting. In the case of an equality of votes, the Chairman shall have a casting vote.

In the event that a potential conflict of interest arises either prior to or a during a board meeting, the director subject to the conflict of interest must promptly disclose the nature and extent of the conflict of interest to the board as required by the Corporations Act. Upon being informed of the nature and extent of the conflict of interest the board will consider, and if necessary, seek legal advice, whether it is permissible under the Corporations Act for the conflicted director to vote on or be present when the board discusses matters which involve the conflict of interest.

Draft minutes documenting the proceedings and resolutions of each Board meeting shall be prepared by the Company Secretary promptly following the meeting for review by the Chairman, distribution to the Board and approval by the Chairman at the next Board meeting.

It is Board Policy that presentations by Senior Management will be made on an "as required" basis at relevant Committee meetings to ensure that the board is appropriately informed, and Board members will have the right to seek further information from Management from time to time as individual Board Members determine to be necessary.

INDUCTION AND CONTINUING TRAINING

A formal induction is provided to all new Directors. It includes comprehensive meetings with the Managing Director and senior executives/management as appropriate and provision of information on the Company including Company and Board policies, charters, and other material documents.

All directors are expected to maintain the skills required to effectively discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education. This includes attending industry seminars, briefings, and approved education courses (e.g., Via the Australian Institute of Company director's education programs.) Subject to consultation with the Chairman, the reasonable cost of continuing education and training is to be met by the Company.

REVIEW

The Board will review this Charter is subject to periodic review to keep it up to date and consistent with the Board's objectives and responsibilities.

Amendments to the Charter, other than updates for GreenHy2 branding or, position titles are to be approved by the Board.

Authorised,

By order of the Board

21 November 2022