

## BOARD CHARTER

### OVERALL PURPOSE / OBJECTIVES

Global Masters Fund Limited (Company) is an investment company listed on the Australian Securities Exchange (GFL).

The duties of Directors are generally viewed as:

- Acting in good faith in the best interests of the Company and its stakeholders;
- Acting with care and diligence;
- Avoiding a conflict in the position of a Director and/or any interest that a Director may have; and
- Complying with requirement that prohibit the misuse of information obtained by Directors.

Given the size and nature of the Company, the Board have elected not to designate separate committees to assist in the functions of Audit, Risk, Remuneration and Nomination. Alternatively, the board must nominate one independent director to be a key contact in liaising with the external auditor on all matters relating to the audit, risk management and internal controls. The board may determine in future to establish a committee for specific purposes and disband as required.

### ORGANISATION

#### Membership

- The Board will comprise at least three members, of which two will be non-executive Directors.
- Establish criteria for membership of the Board and review the composition and performance of the Board periodically.
- The Chair of the Board will be a non-executive Director and will be nominated by the Board from time to time.
- The Chair is responsible for leading the Board, facilitating the constructive contribution of all Directors and promoting constructive and respectful relations between Directors and between Board and Management. The Chair is responsible for approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.
- Members will be appointed for a maximum three-year term of office.
- A quorum for any meeting will be two members.



## Attendance at Meetings

- Meetings are held in person, by phone, video conference or such other technology as agreed to by all members.
- The Board may invite such other persons (eg the Auditor, Compliance Manager) to its meetings, as it deems necessary.
- Meetings shall be held not less than four (4) times a year. Special meetings may be convened as required.
- The proceedings of all meetings will be minuted.

## ROLES AND RESPONSIBILITIES

The Board will:

### Strategic Direction

- Formulate and document a clear mission statement and a code of conduct to underpin the desired culture within the Company.
- Set the goals for the Company.
- Review at reasonable intervals the Company's progress towards attaining its goals.

### Financial Health

- Monitor the profitability of the Company and the soundness of the Company's balance sheet to ensure that the Company is solvent.
- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the Company.
- Review any legal matters, which could significantly impact the Company.

### Risk Management

- Gain an understanding of the current and potential areas of financial risk, the potential consequence if occurred and how management is managing these effectively.
- Review the performance of the Managing Director and the Investment Manager.
- Discuss with management and the external auditor the adequacy and effectiveness of the Company's:
  - Internal control systems;
  - Policies and procedures to assess, monitor and manage business risk; and
  - Legal and regulatory compliance programs.
- Determine adequacy of insurance program.

### Reporting Responsibilities

- Regularly communicate with all the Company's stakeholders on the performance of the Company against their strategic objectives.
- Ensure the Board is aware of and receives reports on any matter, which may impact the financial condition or affairs of the business or on its stakeholders.
- Review the interim and annual financial statements and determine whether they are complete and consistent with the information known to Directors; assess whether the financial statements reflect appropriate accounting principles.



- Review the annual report before its release and consider whether the information is understandable and consistent with Director's knowledge about the Company and its operations.

### **Relationship with executives**

- Determine the remuneration package of the Directors, including performance incentives, if any; and
- Review the performance of the Managing Director.

### **External Audit**

- Appoint the external auditors and the term of their engagement.
- Review the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed thereon.
- Consider the independence of the external auditor.
- Ensure that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
- Ensure that management responds to recommendations by the external auditors and agreed action items are addressed promptly.
- Review the performance of the external auditors

### **Other Responsibilities**

- Set by example a culture of good governance. Monitor and maintain policies that deal with corporate governance.
- Evaluate the Board's performance on a regular basis.
- Review and update the Charter.

### **SHAREHOLDING BY DIRECTORS OF THE COMPANY**

- Directors are encouraged to hold shares in the Company recognizing that this has the capacity, in many instances, to increase the focus of Directors on Company performance and share value and therefore be in the interests of all Shareholders.
- When buying and selling shares in the Company, Directors must strictly observe the provisions of the Company's Constitution, the Company's own Share Trading Policy and all relevant legislative or regulatory procedures.