

BOARD CHARTER

1. OVERVIEW

This charter sets out the principles for the operation of the Board of Aurora Funds Management Limited and its controlled entities (“the Company”). This charter should be read in conjunction with the Company’s statement of corporate governance principles, and is subject to the Company’s constitution.

2. OBJECTIVES AND PURPOSE

2.1 Responsibility

The Board has the principal responsibility for guiding and monitoring the Company, including compliance with the Company’s constitution and corporate governance objectives.

2.2 Duties

Each director will, at all times, act honestly and fairly, and with skill and professional diligence, and in accordance with all applicable laws.

2.3 Culture

The Board will seek to support and maintain a culture within the Company that embraces and establishes the principles set out in this charter.

2.4 Conduct

Each director will at all times act in the interests of the Company as a whole and, subject to that, will have regard to the interests of fund unitholders, employees, clients and other stakeholders, and the community and environment in which the Company operates.

3. DUTIES & RESPONSIBILITIES, POWERS & DELEGATIONS

3.1 Duties and Responsibilities

The Board is ultimately responsible for the management, oversight and performance of the Company. This includes the following matters:

Board and Management

- nomination and remuneration of directors;
- appointment/removal of the chair;
- appointment/removal of the company secretary
- evaluating the performance of the Board and individual directors;
- appointing, removing and monitoring the performance of the managing director. Succession planning of the managing director;
- overseeing and ratifying the terms of appointment/removal of senior management (being those persons reporting directly to the managing director), including their remuneration;
- monitoring senior management performance and resourcing;
- monitoring the implementation of corporate strategy;
- control of membership and charters of Board committees (if any); and

- corporate governance matters relating to the Board and senior management and matters of principle regarding corporate governance.

Strategic and Financial Objectives

Evaluating, approving and/or monitoring

- the strategic and financial plans and objectives of the Company;
- the annual budgets and business plans;
- major capital expenditure, capital issues and management, and all major corporate transaction;
- financial reports and associated announcements and disclosures;
- other material non-financial reporting and external communications by the Company;
- the payment of dividends; and
- the appointment/removal of external auditors.

Risk and Compliance Management

- Monitoring the Company's performance in relation to best practice principles of corporate governance;
- approving and monitoring the Company's risk management and internal control systems and their effectiveness;
- approving, and monitoring compliance with, the Company's code of conduct and other policies; and
- monitoring and reviewing the Company's operations in relation to, and compliance with, legal and regulatory requirements.

Secretarial and Other

- Convening of Board meetings;
- disclosure of directors' interests;
- major litigation;
- continuous disclosure and unitholder communications;
- related party transactions;
- insider trading; and
- employee Share and option plans (if any).

3.2 Powers

The Board also has the power to:

- initiate and adopt corporate plans, commitments and actions;
- initiate and adopt changes in accounting principles and practices;
- provide advice and counsel to, and instruct and review, the managing director;
- direct the management of the Company's business;
- delegate to Board committees, to a director or to any other person authority to perform any of the Board functions, and to exercise any of its powers; and
- act as to all other matters not requiring member approval.

3.3 Delegation to Senior Management

The Board has delegated the day to day management of the Company to the managing director who in turn may delegate to senior management. This delegation includes:

- developing business plans, budgets and company strategies for consideration by the Board and, to the extent approved by the Board, implementing those plans, budgets and strategies;

- operating the business of the Company within the parameters determined by the Board and keeping the Board promptly informed of all developments material to the Company and its business;
- where proposed transactions, commitments or arrangements to be undertaken by management exceed limits authorised by the Board, referring the matter to the Board for consideration and approval;
- identifying and managing operational risks and formulating strategies for managing those risks for consideration by the Board;
- managing the Company's financial and other reporting mechanisms and controls and monitoring systems to ensure that they capture all relevant material information on a timely basis and are functioning effectively;
- ensuring that the Board is provided with sufficient information on a timely basis in relation to the Company's business, performance, financial condition, operating results, risks and prospects to enable the Board to discharge its duties; and
- implementing the policies, processes and codes of conduct approved by the Board.

4. COMPOSITION AND STRUCTURE OF THE BOARD

4.1 Number of Directors

The constitution provides that the Board will determine the number of directors (up to a maximum of nine), provided there is a minimum of three.

4.2 Term of Office – Non-executive Directors

Any non-executive director should be willing to serve for not less than that period of time determined by the Board at the time of the non-executive director's appointment. Each non-executive director should generally resign after having served on the Board for ten years unless the other directors unanimously request that director to continue in office.

4.3 Contribution

If the contribution of a non-executive director is determined by the Board to be inadequate or harmful to the proper functioning of the Board then the Board may request such non-executive director to resign.

4.4 Term of Office – Executive Directors

Executive directors must resign from the Board upon ceasing to hold an executive position with the Company. They may be eligible for re-appointment as a director if they fulfill the criteria for non-executive directors.

4.5 Terms of Appointment

Each director may be required to enter into a formal appointment document with the Company setting out the terms and conditions of the director's appointment.

4.6 Notifications

Each director must notify the chair before accepting any other position (whether executive or non-executive and paid or unpaid) which may affect, or could be perceived as affecting, his or her ability to perform the duties of a director of the Company.

4.7 Code of Conduct

Each director is bound by the code of conduct of the Company.

5. CHAIR

5.1 Chair

The directors will appoint one of the directors as chair of the Board.

5.2 Responsibilities of the Chair

The chair is responsible for the leadership of the Board, for ensuring that the Board functions effectively, and for communicating the views of the Board to the public. The chair's responsibilities include:

- setting the agendas for Board meetings;
- managing the conduct, frequency and length of Board meetings with a view to ensuring that the Board has an in-depth understanding of the Company's financial position and performance and opportunities facing the Company;
- facilitating open and constructive communications between directors and encouraging their contribution as directors;
- facilitating open and constructive communications between the Board and the managing director (as relevant).

6. Company secretary

- All Directors have access to the company secretary;
- The company secretary is accountable to the Board through the Chair for all governance matters.

7. INDEPENDENCE OF DIRECTORS

7.1 Test of Independence

A director of the Company will be considered to be independent if he or she is a non-executive director and:

- is not a substantial Shareholder of the Company or an officer of, or otherwise associated directly with, a substantial Shareholder of the Company;
- within the last three years, has not been employed in an executive capacity by the Company or its controlled entities or as a director thereof;
- within the last three years, has not been:
 - a principal of a material professional adviser to the Company or its controlled entities;
 - a material consultant to the Company or its controlled entities; or
 - an employee materially associated with the service provided by such adviser or consultant to the Company or its controlled entities;
- is not a material supplier or client of the Company or its controlled entities, or an officer of or otherwise associated directly or indirectly with a material supplier or client;
- has no material contractual relationship with the Company or its controlled entities other than as a director of the Company;
- has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company;
- is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company;
or
- is determined by the Board to be independent.

7.2 Materiality

The Board will determine relevant materiality thresholds for the purposes of determining independence from time to time. The Board will regularly assess the independence of each independent director having regard to the information disclosed by each director.

7.3 Director's Obligations

Each director must notify the Board of any circumstances (including family ties, cross-directorships, conflicts of interest) which may reasonably be perceived as potentially affecting the independence of that director, upon such circumstances becoming imminent or, in any event, immediately upon such circumstances occurring.

8. PROCEEDINGS

8.1 Frequency and Notice

The Board will meet, and notice will be given of such meeting, in accordance with the constitution. Resolutions of the Board may be passed by circular written resolution as permitted by the Company's constitution.

8.2 Board Papers

Supporting papers for each meeting of the Board will be distributed by the company secretary to all directors a reasonable time in advance of the meeting.

8.3 Meeting Quorum

The chair will take reasonable measures to ensure that where possible, in accordance with the constitution, a quorum is formed for each meeting and for each agenda item.

8.4 Attendance of Others

The chair of the meeting may request the attendance of any person at a meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting. The company secretary will act as secretary to the Board and attend meetings of the Board unless the Board resolves otherwise.

8.5 Minutes

Minutes of meetings of the Board must be prepared and circulated to the chair for approval within one month of the meeting, approved by the chair and then circulated to all directors.

9. BOARD COMMITTEES AND DELEGATION

9.1 Committees

The Board may establish committees to assist in the discharge of its responsibilities from time to time.

9.2 Charters

The Board will adopt committee charters in respect of all committees, addressing the composition, responsibilities, administration and any other matters the Board determines relevant to such committee.

9.3 Attendance of Directors at Committee Meetings

Any director may be invited to attend meetings of committees of which he or she is not a member. On appropriate notice any non-executive director may attend meetings of any committee of which he or she is not a member.

10. ASSESSMENT AND EVALUATION OF BOARD PERFORMANCE

10.1 Evaluation

The Board will, at least once in each financial year, complete a performance evaluation:

- of the Board and of individual directors and assess the performance of the Board and individual directors against the requirements of the constitution and this charter, against criteria determined by the Board from time to time; and
- establishing the goals and objectives of the Board for the forthcoming year.

10.2 Procedures

The Board will determine the manner and form of the performance evaluation.

11. RELATED PARTY TRANSACTIONS AND DISCLOSURES

11.1 Related Party Transactions

Directors, or entities in which a director has a significant interest or over which he or she has significant influence, who enter into a transaction with the Company (other than a transaction involving the payment of directors' remuneration) must make full disclosure to the Company. All such transactions must be approved by the Board in advance of committing the Company or its controlled entities.

11.2 Declaration of Material Personal Interests

Directors must disclose all matters involving the affairs of Company in which they have a material personal interest, except for an interest which arises because the director is a member of the Company, and is held in common with the other members of the Company.

Disclosure may be made either by giving notice on a specific transaction basis or as a standing notice. Notices must be in writing, must include details of the nature and extent of the interest of the director in the matter, must show the relation of the interest to the affairs of the Company (other than in the case of a standing notice) and must be given to each director and tabled at the next Board meeting. The company secretary will record details of the notice in the minutes of the meeting.

Directors must provide new notices if the nature and extent of their interest materially changes.

The company secretary will maintain a register of notices tabled at Board meetings and will make this register available to new directors when appointed.

Where a matter in which a director has a material personal interest is being considered at a Board meeting, that director must not:

- be present while the matter is being considered, or
- vote on the matter;

unless directors who do not have a material personal interest in the matter pass a resolution that:

- identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the Company or its controlled entities; and
- states that those directors are satisfied that the interest should not disqualify the director from voting or being present.

12. INDEPENDENT ADVICE AND ACCESS TO INFORMATION

12.1 Independent Advice to the Board

The Board is entitled to obtain external legal or other independent professional advice in relation to any Board matter and to seek the attendance of such advisers at meetings if it is considered necessary.

12.2 Independent Advice to Directors

A director is entitled to obtain external legal or other independent professional advice in relation to the performance of his or her duties as a director of the Company, and to seek the attendance of such advisers at meetings if it is considered necessary provided the director:

- informs the chair of the reason for seeking advice, of the name of the person from whom the advice will be sought and of the estimated cost of the advice; and
- obtains the consent of the chair to obtaining the advice.

12.3 Chairperson's Consent

The chair must not unreasonably withhold consent to a director seeking external legal or other independent professional advice or seeking attendance of advisers. The chair must inform the other directors of any such request for consent from a director as soon as possible.

12.4 Copies of Advice

The details or copies of the advice so obtained must be provided to the Board as soon as possible after the advice is obtained unless the director who sought the advice requests not to disclose the advice and is able to demonstrate that the advice obtained is personal to his or her specific lawful performance, duties and/or responsibilities as a director or is able to demonstrate that the disclosure of the advice would compromise the legal professional privilege that attaches to the advice and that retaining that privilege would be in the best interests of the Company or its controlled entities.

12.5 Cost of Advice

The costs reasonably incurred in obtaining external legal or other independent professional advice by the Board or a director is reimbursable by the Company.

12.6 Access

For the purposes of obtaining legal advice, the Board and any director is authorised to seek any information they reasonably require from any employee of the Company or from any other source.

13. INDEMNITY AND INSURANCE

Unless the Board resolves otherwise each director will enter into a deed with the Company whereby the Company will:

- indemnify the director against liability arising out of the discharge of the director's duties, to the extent permitted by the Corporations Act;
- maintain directors' and officers' insurance cover, as permitted in the Corporations Act, for the period that each director is a director of the Company and for 7 years after that director ceases to hold office; and
- allow access to documents and records of the Company both while the director is a director of the Company and after that director ceases to hold office for the purposes expressly permitted by the deed.

14. REVIEW OF CHARTERS

The Board will review this charter and the committee charters (if any) every three years or more often as the required and make any changes it determines necessary or desirable.

15. ACCESS TO THE CHARTER

This charter will be available for viewing by any person on the Company's website.