Board Charter

1. Introduction and Purpose of this Charter

This Charter sets out the composition, roles, responsibilities and operation of the Board of Directors (**Board**) of SHAPE Australia Corporation Limited (**SHAPE**).

The purpose of the Board is to:

(a) effectively oversee the strategies, policies, and performance of SHAPE;

(b) provide strategic guidance to, and effective oversight of, the Chief Executive Officer (**CEO**) and other management; and

(c) ensure that the activities of SHAPE comply with its constitution, from which the Board derives its authority to act, and with contractual, statutory and other legal obligations, including the requirements of all applicable regulatory bodies,

for the benefit of SHAPE's shareholders, employees, clients and other stakeholders.

Within this Charter, references to "SHAPE" include all entities and operations controlled by SHAPE Australia Corporation Limited.

2. Board Membership

2.1 Structure

The Directors comprising the Board are elected by the shareholders, other than the CEO, who is appointed by the Board. Directors may also be appointed by the Board to fill available positions until the next annual general meeting when they are subject to re-election by the shareholders.

The size and composition of the Board is determined by the constitution of SHAPE (**Constitution**). It is the Board's policy that it should be composed of a majority of independent Directors. The Board will seek to ensure that the Board is comprised of Directors that will provide the range of skills and experience required to enable the Board to carry out its roles and responsibilities effectively. The Board has established a Nomination, People and Culture Committee with responsibility for reviewing and assessing Board composition.

The Board will undertake appropriate checks before appointing a person, or putting forward to shareholders a candidate for election as a Director. If shareholders are making a decision on whether or not to elect or re-elect a Director, the Board will provide shareholders with all relevant information in its possession.

2.2 Independence of Directors

A Director will be considered independent by SHAPE if he or she is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of SHAPE and its shareholders generally.

The Board will regularly review the independence of each Director, using the guidance from the ASX Corporate Governance Council, *Corporate Governance Principles and Recommendations*, 4th edition, February 2019.

3. Duties and Responsibilities

3.1 Responsibilities of the Board

The Board is responsible for:

(a) providing leadership and setting and reviewing SHAPE's objectives, goals and strategic direction, and assessing performance against these benchmarks;

(b) overseeing the business and affairs of SHAPE, including its control and accountability systems;

(c) appointing the CEO;

(d) approving the appointment of the Chief Financial Officer (**CFO**) and the Company Secretary;

(e) if necessary, approving the replacement of, and replacing, the CEO, the CFO or the Company Secretary;

(f) monitoring the Senior Leadership Team's **(SLT)** performance and implementation of SHAPE's objectives against measurable and qualitative indicators, encouraging enhanced effectiveness and ensuring that appropriate resources are available;

(g) requiring that management supplies the Board with accurate, timely and clear information to enable the Board to perform its responsibilities;

(h) monitoring SHAPE's culture and employee engagement results;

(i) monitoring executive succession plans and ensuring a process of evaluating and rewarding key executives;

(j) establishing and maintaining a diversity policy outlining SHAPE's commitment to diversity in the workplace and reviewing and approving measurable objectives for diversity, including gender diversity, across, and at various levels of, SHAPE;

(k) monitoring SHAPE's Work, Health and Life Safety performance;

(l) providing input into and final approval of management's development of corporate strategy and performance objectives;

(m) approving budgets;

(n) approving and monitoring the progress of major capital expenditure, capital management and acquisitions and divestitures;

(o) ensuring that SHAPE's financial results are appropriately and accurately reported on a timely basis;

(p) monitoring significant litigation involving SHAPE;

(q) seeking to promote effective engagement with shareholders and providing them with appropriate information and facilities to allow them to exercise their rights as shareholders effectively;

(r) overseeing management of climate-related risks and opportunities (based on input from the Audit and Risk Committee), SHAPE's sustainability strategy and targets and approving external communications relating to SHAPE's sustainability strategy and performance;

(s) taking reasonable steps to ensure that SHAPE's sustainability report is appropriately and accurately issued on a timely basis;

(t) approve the annual Sustainability Report and sign a Directors' Declaration over the accuracy and compliance of the Sustainability Report with the Australian Sustainability Reporting Standards;

(u) oversee the setting of climate-related targets, monitor performance against the targets; and consider the impact of climate-related risks and opportunities on SHAPE's operations in the short,

medium and long term;

(v) monitoring SHAPE's exposure to cyber security risks; and

(w) performing such other functions as are prescribed by law or are assigned to the Board.

3.2 Duties of Directors

Directors must at all times act in accordance with legal and statutory requirements and discharge all their duties as directors. Directors must:

(a) disclose to the Company Secretary any other public directorship and any other directorship where a conflict of interest may occur;

(b) discharge their duties in good faith in the best interests of SHAPE and for a proper purpose;

(c) act with care and diligence, demonstrate commercial reasonableness in their decision making and act with the level of skill and care expected of a director of a listed public company;

(d) avoid conflicts of interest and conflicts of duties, subject to any exceptions in the Corporations Act 2001 (Cth) (**Corporations Act**) or the Constitution;

(e) not make improper use of information gained through their position as a Director;

(f) not take improper advantage of their position as a Director;

(g) notify other Directors of a material personal interest as required by the Corporations Act;

(h) if relying on information or advice provided by others, make reasonable enquiries and an independent assessment of the information or advice;

(i) undertake any necessary inquiries in respect of the reliability and competency of delegates;

(j) not permit SHAPE to engage in insolvent trading; and

(k) not purport to bind SHAPE unless expressly authorised to do so by the Board.

4. Management

4.1 Delegation to CEO

While the Board retains responsibility for the overall strategic direction of SHAPE and the supervision of management's performance, the Board has delegated the responsibility for the day-to-day management and operation of SHAPE to the CEO.

Accordingly, the CEO is responsible, and accountable to the Board, for the day-to-day operations of SHAPE. The CEO is authorised by the Board to delegate tasks and functions to suitably qualified employees or consultants.

4.2 CEO's role

The CEO's delegated responsibility for the day-to-day management of SHAPE includes the following responsibilities:

(a) develop and recommend to the Board strategic goals and objectives, business plans and budgets for SHAPE;

(b) implement the strategic goals and objectives and business plans adopted by the Board;

(c) providing effective leadership, direction and supervision of SHAPE's management to achieve the strategic goals and objectives, business plans and budgets adopted by the Board;

(d) develop and manage resources, policies and systems to ensure the effective operation of SHAPE (including policies on risk management, internal control and human resources);

(e) manage SHAPE's resources within budgets approved by the Board;

(f) ensure SHAPE complies with applicable laws and regulations;

(g) ensure the Board has sufficient information to set strategic goals and objectives for SHAPE and to monitor SHAPE's performance; and

(h) act within the delegated authority set by the Board and comply with any conditions attached to that delegation.

5. Board Committees

The Board is assisted in the discharge of its responsibilities by a number of Board committees, which are responsible for particular areas associated with the corporate governance of SHAPE. These committees act by examining relevant matters and making recommendations to the Board.

There are currently 2 standing committees:

(a) Audit and Risk Committee; and
(b) Nomination, People and Culture Committee.

Each standing committee adopts a formal charter setting out the matters relevant to the composition, responsibilities and administration of the committee. Each committee will review its charter annually.

The Board may establish additional committees to assist it in carrying out its responsibilities. The Board may also delegate specified responsibilities to "ad-hoc" committees from time to time.

This Charter does not limit the ability of the Board to delegate any of their powers to such other persons as the Board determines, provided the delegation is in accordance with the Corporations Act and the Constitution.

At each Board Meeting following a Board committee meeting, the relevant committee Chair (or a person nominated by the relevant committee Chair for that purpose) must report to the Board on the Board committee's proceedings on all matters relevant to the Board committee's duties and responsibilities.

6. Board Process

6.1 Board meetings

The Board will meet regularly in accordance with an agreed schedule and special meetings are held as required. Directors will allocate sufficient time to perform their duties effectively.

The Chair of the Board will settle the agendas for meetings of the Board. Any suggestions from Directors as to items which should be dealt with by the Board should be notified to the Chair of the Board.

Directors will use reasonable endeavours to attend Board meetings in person, however attendance may also be via other forms of technology permitted by the Constitution.

The Constitution governs the regulation of Board and Board committee meetings and proceedings, including the procedure for passing circular resolutions outside of meetings.

Directors will discuss, debate, challenge and critique key strategic and company issues at Board meetings.

The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.

6.2 Access to information

Following consultation with and consent from the Chair of the Board, Directors may seek independent professional advice at SHAPE's expense in respect of any matter connected with the discharge of their

responsibilities. The Chair of the Board must not unreasonably withhold consent to obtain advice and must inform the Board of the request as soon as possible. Unless the Chair of the Board agrees otherwise, any advice obtained at SHAPE's expense under this paragraph must be made available to SHAPE and generally will also be made available to all Directors.

6.3 Access to management

The Directors will have complete and open access to management following consultation with the Chair of the Board and the CEO.

6.4 Board Review

The Board will conduct an annual review of its performance and effectiveness and ensure an equivalent annual performance review is conducted for the Board committees, inviting comments from all Directors.

7. Chair of the Board

The Chair of the Board is an independent and non-executive Director appointed by the Board. The Chair of the Board should not be the same person as the CEO of SHAPE.

The responsibilities of the Chair of the Board include:

(a) setting the agenda of matters to be considered by the Board;

(b) leading the Board in reviewing and discussing Board matters;

(c) chairing Board meetings and shareholder meetings;

(d) managing the conduct, frequency and length of the Board meetings so as to ensure that the Board maintains an in depth understanding of SHAPE's financial position and performance and the opportunities and challenges facing SHAPE;

(e) briefing all Directors in relation to issues arising at Board meetings;

(f) facilitating open and constructive communications between Board members and encouraging their contribution to Board deliberations;

(g) overseeing the Board composition to ensure that membership of the Board is skilled and appropriate to SHAPE's needs;

(h) facilitating open and constructive discussions between the Board and management; and

(i) reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board.

8. Company Secretary

The Company Secretary is accountable directly to the Board, through the Chair of the Board, on all matters to do with the proper function of the Board.

The Company Secretary is responsible for:

(a) the coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies and ASX, and all statutory and other filings;

(b) advising the Board and its committees on governance matters;

(c) monitoring and evaluating compliance with Board policy and procedures; and

(d) organising and facilitating the induction and professional development of Directors.

All Directors will have direct access to the Company Secretary.

9. Review of this Charter

This Charter is approved by the Board and will be reviewed by the Board annually. This Charter may be amended by resolution of the Board.

SHAPE Australia Corporation Limited ACN 654 729352	
Document number:	IS-7057-PO {3}
Date approved:	28 October 2025
Approved by:	The Board