



BOARD CHARTER

1 Purpose

- 1.1 This charter sets out the role, composition and responsibilities of the board of directors ("Board") of DTI Group Ltd ("DTI" or "Company") within the governance structure of DTI and its controlled entities ("Group").**
- 1.2 The disclosure of the role, composition and responsibilities of the Board is designed to assist those affected by corporate decisions to better understand the respective accountabilities and contributions of the Board and management of DTI.**
- 1.3 The conduct of the Board is governed by the Constitution of DTI.**
- 1.4 The Board's general responsibility is to act in the best interests of the Company, be accountable to shareholders as a whole and ensure that the Group is properly managed and protected to enhance shareholder value by ensuring long-term health and prosperity of the Group.**
- 1.5 This charter is only a summary of the matters reserved to the Board and should therefore only be used as a general guide which is not to be used in a legal capacity.**

2 Membership

- 2.1 The Constitution of DTI provides for a minimum of three directors and a maximum of seven directors. The Board currently comprises four directors of which all are independent non-executive directors. The Board may review its composition from time to time.**
- 2.2 An independent director is a non-executive director and:
 - (a) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company**
 - (b) within the last three years has not been employed in an executive capacity by the Group, or been a director after ceasing to hold any such employment**
 - (c) within the last three years has not been a partner, director or senior employee of a material professional advisor or a material consultant to the Group, or an employee materially associated with the service provided**
 - (d) is not a material supplier or customer of the Group, or an officer of or otherwise associated directly or indirectly with a material supplier or customer, has no material contractual relationship with the Group other than as a director of the Company**
 - (e) 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****

(f) 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.

2.3 The Board has adopted AASB Standard 1031 to determine levels of materiality. A relationship is presumed immaterial when it generates less than 5%, and presumed material when it generates more than 10%, of revenue of the Group over a 12 month period in the absence of evidence or convincing argument to the contrary. In considering such evidence or argument, DTI considers the strategic value and other material but non-quantitative aspects of the relationship in question.

2.4 The threshold for materiality for the purpose of assessing the materiality of relationships between a non-executive director and DTI (other than as a director) shall be judged according to the significance of the relationship to the director in the context of their activities as a whole.

2.5 Membership of the Board shall be disclosed in the annual report including whether a director is independent or not independent. Loss or gain of independence shall be disclosed to the Australian Securities Exchange.

3 Term

3.1 All directors (except the managing director) are required by the Constitution of DTI to submit themselves for re-election at regular intervals and at least every three years.

3.2 Non-executive directors shall serve a maximum of three terms from the date of listing on ASX, unless their tenure is extended by the Board. Tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board; however, it is recognised that they hold the disadvantage of losing the contribution of directors who have developed over time an increasing insight into DTI and its operations.

3.3 Before a director is nominated for re-election at a shareholders' meeting, the chairperson shall consult with the rest of the Board and the director's performance shall be reviewed by the Board in lieu of a Nomination Committee before endorsing his or her re-election.

3.4 In light of the time commitment required by appointment to the Board, non-executive directors are asked to limit the number of other directorships for the duration of their appointment with DTI. Non-executive directors are asked to provide the Board with details of other commitments and an indication of time involved. The Board will regularly review the time required of a non-executive director and make an assessment as to whether the directors are able to meet their commitment to DTI.

3.5 The length of service of each director shall be disclosed in the annual report.

4 Selection of New Directors

4.1 The Board in addition to the role outlined in the Charter exercises the role that a Nomination Committee might otherwise undertake. The Board determines the size and composition of the Board subject to the terms of the Company's Constitution..

4.2 Subject to the Constitution of DTI, the Board shall decide on the appointment of a new director.

- 4.3 In selecting new members for the Board, directors shall have regard to the appropriate range of qualifications, experience and diversity needed by the Board as a whole. The directors shall endeavour to appoint individuals who will provide a mix of director characteristics and diverse experiences, perspectives and skills appropriate for the Group.**
- 4.4 New directors are provided with a letter of appointment which sets out the key terms and conditions of their appointment. New directors participate in an induction program designed to enable them to gain an understanding of:**
- (a) the Group's financial, strategic, operational and risk management position**
 - (b) the Group's culture and values**
 - (c) their rights, duties and responsibilities**
 - (d) the role of Board, Board Committees and the senior executive**
 - (e) meeting arrangements**
 - (f) director interaction with each other, senior executives and other stakeholders.**

5 Role of the Board

- 5.1 The Board is responsible for the overall operation and stewardship of the Group and is responsible for its overall success and long-term growth in a way which ensures that the interests of shareholders and stakeholders are promoted and protected.**
- 5.2 The Board may delegate some powers and functions to the managing director\CEO for the day-to-day management of the Group. Powers and functions not delegated remain with the Board. The Board has not delegated any functions to a Committee of the Board. Attached in Appendix 1 are the types of roles and responsibilities that a Nominations and Remuneration Committee and an Audit, Risk and Compliance Committee would normally perform, which are undertaken by the Board.**
- 5.3 The following are regarded as the key responsibilities and functions of the Board:**
- (a) to develop, review and monitor the Company's long-term business strategies and provide strategic direction to management**
 - (b) to ensure policies and procedures are in place to safeguard the Group's assets and business and to enable the Group to act ethically and prudently**
 - (c) to develop and promote a system of corporate governance which ensures the Group is properly managed and controlled**
 - (d) to identify the Group's principal risks and ensure that it has in place appropriate systems of risk management, internal control, reporting and compliance and that management is taking appropriate action to minimise those risks**
 - (e) to review and approve the Company's budgets and consolidated financial statements. Before the Board approves the Company's financial statements, shall receive from the chief executive officer and the chief financial officer a declaration that the financial records of the Group comply with the appropriate accounting standards and give a fair view of the financial position and performance of the entity**
 - (f) to monitor management's performance and the Company's consolidated financial results on a regular basis**

- (g) to appoint, appraise and determine the remuneration and benefits of the managing director**
- (h) to delegate powers to the managing director/CEO as necessary to enable the day-to-day business of the Group to be carried on, and to regularly review those delegations**
- (i) to ensure that the Group has in place appropriate systems to comply with relevant legal and regulatory requirements that impact on its operations**
- (j) to determine the appropriate capital management for the Group including share and loan capital and dividend payments**
- (k) to determine and regularly review an appropriate remuneration policy for employees of the Group.**

6 Delegation to

- 6.1 The Board has developed and shall regularly review a formal instrument of delegation to the managing director/CEO. The instrument shall contain all necessary powers to enable the chief executive officer to conduct the business of the Group on a day-to-day basis.**
- 6.2 The Board shall require the managing director/CEO to report on the exercise of certain delegated powers, in particular sub-delegated authorities to senior management.**
- 6.3 The managing director/CEO shall conduct a formal review each year assessing the performance of senior management and report back to the Board.**

7 Committees of the Board

- 7.1 The Board from time to time may establish committees to streamline the discharge of its responsibilities. Where a committee is established, the Board shall adopt a formal charter setting out the matters relevant to the composition, role, responsibilities and administration of such committee. The Charter will be available on the Company's website. Currently there are no standing committees established by the Board.**

8 Directors' Shareholdings

- 8.1 All directors have agreed to disclose publicly their shareholdings and all changes thereof. The disclosed interests in shares held by directors, their associates and their associated entities are the same as their economic interest.**
- 8.2 Directors and employees are subject to a Securities Dealing Policy which provides that DTI securities may not be bought or sold during prohibited periods or during the specific periods set out in the Securities Dealing Policy.**

9 Policies and Standards

- 9.1 DTI has adopted the following operational policies and standards:**
 - (a) Guidelines for the Operation of the Board**
 - (b) a Code of Conduct**

- (c) **Delegated Authority Policy and Matters Reserved for the Board**
- (d) **Guidelines for the Appointment and Selection of Directors**
- (e) **a Communications Policy**
- (f) **a Market Disclosure Policy**
- (g) **a Securities Dealing Policy**
- (h) **a Risk Management Policy**
- (i) **an Equal Opportunity Policy**
- (j) **a Whistleblower Protection Policy**
- (k) **a Diversity Policy**
- (l) **a Privacy Policy**
- (m) **an Anti-bribery and Corruption Policy.**

10 Review of Board Performance

Every 12 months the Board shall:

- (a) **undertake a review of its performance, policies and practices**
- (b) **disclose the process for periodically evaluating the performance of the Board, its committees, individual directors and senior executives**
- (c) **Assess if existing directors need further professional development to deal with new and emerging business and governance issues.**
- (d) **disclose in relation to each reporting period, whether a performance evaluation has been undertaken in accordance with the process stated in 10.1(b).**

11 Operation

Proceedings of all meetings shall be in accordance with guidelines established for the operation of the Board.

12 Review of Charter

The Board shall review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

LAST REVIEWED: November 2022