

1. DERIVATION

The powers, duties and responsibilities of the Board of directors of Redox Limited (“Redox”) (“the Board”) are prescribed by the *Corporations Act 2001* and the Constitution of Redox. The Board may reserve or delegate any of the prescribed powers, duties and responsibilities in accordance with Procedure: 'Delegated Authorities & Reserved Powers' (3308). The Board is committed to high standards of corporate governance in accordance with the ASX Corporate Governance Principles and Recommendation (4th edition).

2. ROLE

The Board will determine the objectives and Board policies of Redox and any of its subsidiary companies or any other entity in which it has a controlling shareholding or interest (“Redox Group”) which must aim to enhance long-term shareholder value. The Board will provide the overall strategic direction that is necessary to ensure that these policies are carried out, and will exercise stewardship of Redox Group’s resources in a manner that enables the objectives to be met.

3. COMPOSITION OF THE BOARD

- a. The Board, together with the People and Safety Committee, determines the size and composition of the Board, subject to the terms of Redox’s Constitution.
- b. Non-executive directors are appointed by the Board and engaged through a letter of appointment, after all character, experience, education, criminal and bankruptcy checks have been undertaken. Their appointment is confirmed by shareholder vote at the annual general meeting.
- c. The appointed chair of the Board is the only official spokesperson for the Board, unless the Board determines otherwise.
- d. It is intended that the Board should comprise a majority of independent non-executive Directors and comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.
- e. The Board, together with the People and Safety Committee, will review the skills represented by Directors on the Board and determine whether the composition and mix of those skills remain appropriate for Redox’s strategy, subject to limits imposed by the Constitution.
- f. The Board will regularly review the independence of each Non-executive Director in light of information relevant to this assessment as disclosed by each non-executive Director to the Board.
- g. The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh ideas and viewpoints available to the Board, they can lead to the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight in the Company and its operations and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.

4. FUNCTIONS

The Board has delegated day-to-day management of the business to the Chief Executive Office and Managing Director and senior management and has reserved certain powers for itself. The main functions of the Board in carrying out its role are as follows:

4.1. COMPOSITION

- a. considering, on recommendation of the People and Safety Committee, the necessary and desirable competencies of Board members;
- b. reviewing, on recommendation of the People and Safety Committee, the Board’s structure and performance from time to time and making decisions on new appointments to the Board;
- c. periodically evaluating the performance of the Board, its committees and individual Directors;

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- d. approving the appointment and replacement of the company secretary and senior management;
- e. appointing the chair of the Board; and
- f. approving the terms of appointment between Redox and each of its non-executive Directors.

4.2. STRATEGY

- a. setting and appraising the objectives, policies, strategies and performance of Redox;
- b. approving Redox's Statement of Values and Code of Conduct to underpin the desired culture within Redox;
- c. keeping under review the general progress and long-term development of Redox in light of the political, economic and social environments in which it operates;
- d. monitoring the financial state and performance of Redox (including investment and finance plans), determining the desired financial objectives and approving Redox's operating budgets;
- e. approving significant changes in the organisation and the structure of Redox, including entry into new fields of operation and departure from those which are no longer appropriate; and
- f. approving major capital expenditures (including acquisitions, disposals, joint ventures and significant supply arrangements) and monitoring management of and return on, capital expenditures in accordance with Redox's Delegated Authority and Delegated Powers framework.

4.3. RISK MANAGEMENT AND COMPLIANCE

- a. approving the risk appetite within which the Board expects management to operate;
- b. requiring that mechanisms are put in place to review and guide the risk management framework and internal control systems;
- c. monitoring and reviewing the effectiveness of Redox's internal control function and systems;
- d. monitoring and reviewing the effectiveness of Redox's accounting and corporate reporting systems, including the external audit and risk management systems;
- e. monitoring and reviewing Redox's key risks and mitigation strategies;
- f. requiring that mechanisms and processes are put in place to assess and determine that Redox's accounts are true and fair;
- g. determining that satisfactory arrangements are in place for auditing Redox's financial affairs, including selecting and recommending any changes to auditors as required at general meetings, and that the scope of the internal audit is adequate;
- h. considering the adequacy of Redox's insurance coverage;
- i. satisfying itself that Redox has in place an appropriate risk management framework (for financial and non-financial risk) within which the Board expects management to operate; and
- j. reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking shareholder approval.

4.4. CORPORATE GOVERNANCE AND LEGAL COMPLIANCE

- a. reviewing and monitoring Group processes to ensure that they adhere to appropriate standards and values and that proper policies are developed and followed in relation to:
 - i. compliance with laws;
 - ii. safety, health and environmental matters;
 - iii. corporate governance; and
 - iv. corporate culture;
- b. handling any matters escalated to the Board in relation to breaches of Redox's policies or process;

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- c. establishing and monitoring an organisational culture of compliance; and
- d. performing such other functions as are prescribed by law.

4.5. REPORTING

- a. approving and monitoring the internal and external reporting frameworks for relevant financial and other information to be reported to the Board (including shareholders and other stakeholders, as appropriate);
- b. overseeing Redox's mechanisms and process for the making of timely, adequate and accurate disclosure of all material information affecting Redox to shareholders; and
- c. approving Directors' reports, financial statements, dividends and corporate governance statements.

4.6. INVESTOR RELATIONS

Designing and monitoring an investor relations program to facilitate effective two-way communication with investors.

4.7. MANAGEMENT

- a. appointing, remunerating and removing (if appropriate) the Chief Executive Officer and Managing Director and review of his or her performance;
- b. monitoring and periodically evaluating the performance of senior management, their implementation of the entity's strategic objective and instilling Redox's values;
- c. delegating clear responsibility and authority to the committees of the Board, the Chief Executive Officer and Managing Director and Directors or groups of Directors;
- d. monitoring and reviewing regularly the performance of those who hold delegated powers and holding them to account;
- e. defining the powers to be reserved to the Board;
- f. reviewing and monitoring HR policies and talent development;
- g. supporting the Chief Executive Officer and Managing Director in the discharge of his/her responsibilities; and
- h. ratifying the appointment (and, if appropriate, the removal from office) of the Chief Financial Officer.

4.8. REMUNERATION AND PERFORMANCE

- a. giving approval or support as appropriate to the most senior appointments in Redox and ensuring that adequate career development, succession and remuneration arrangements exist for them;
- b. periodically assessing the performance of the Chief Executive Officer and Managing Director against established objectives and key performance indicators; and
- c. approving Redox's overall remuneration framework and ensuring the remuneration framework and policies are aligned with Redox's purpose, values, strategic objectives and risk appetite.

4.9. INDUCTION AND CONTINUING EDUCATION

- a. ensuring that all new Directors appointed to the Board undertake an induction program co-ordinated by the Company Secretary to assist them in fulfilling their duties and responsibilities; and
- b. ensuring Directors and key executives undertake continuing professional development opportunities to update and enhance their skills and knowledge to enable them to discharge their duties effectively.

4.10. BOARD COMMITTEES

- a. Establishing and delegating specific functions to Board Committees as considered appropriate by the Board (including ad hoc Committees on an 'as needs' bases). As at the date of adoption of this Charter, the Board has established the following Standing Committees:

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- i. Audit and Risk Committee;
 - ii. People and Safety Committee;
- b. adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee; and
- c. considering and adopting, where appropriate, recommendations of the Board Committees.

5. ROLE OF CHAIR OF THE BOARD

- a. The Board is responsible for appointing (and, if appropriate, removing from office) the Chair of the Board, subject to limits imposed by the Constitution.
- b. It is intended that the Chair should be an independent non-executive Director.
- c. The Chair will be responsible for:
 - i. leading the Board;
 - ii. facilitating the effective contribution of all directors and promoting constructive and respectful relations between directors, the senior management team and the Board;
 - iii. approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues; and
 - iv. overseeing the day-to-day operations of Redox and management of the business.

6. ROLE OF COMPANY SECRETARY

- a. The Board is responsible for appointing (and, if appropriate, removing from office) the Company Secretary.
- b. The Company Secretary's responsibilities include:
 - i. organising Board and Board Committee meetings, including coordinating the preparation of agendas and papers;
 - ii. preparing minutes of Board and Board Committee meetings;
 - iii. providing governance, administrative and other support to the Directors;
 - iv. engaging independent professional advisers at the request of the Board or a Board Committee;
 - v. providing a point of reference for dealings between Board and management;
 - vi. keeping statutory records up to date; and
 - vii. attending to the statutory requirements relating to Redox's registered office, annual returns and lodgement of other documents with ASIC.
- c. The Company Secretary will attend all Board meetings and will report directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

7. ROLE OF SENIOR MANAGEMENT

- a. The Board is responsible for approving the appointment and replacement of senior management.
- b. The Senior Management team will be responsible for:
 - i. implementing Redox's strategic objectives;
 - ii. operating within and instilling Redox's Values, Code of Conduct, budget and risk management framework set by the Board; and

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- iii. providing the Board with accurate, timely and clear material information on Redox's operations, financial performance, compliance with material legal and regulatory requirements, and any conduct inconsistent with Redox's Values and Code of Conduct.

8. INDEPENDENCE

- a. All Directors will bring an independent judgement to bear on Board decisions.
- b. The Board has adopted guidelines for assessing the independence of each Director based on that set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (4th edition) or as otherwise amended by the ASX from time to time.
- c. The Board will regularly review the independence of each Director in light of those guidelines and their interests disclosed to the Board.
- d. The Board only considers Directors to be independent where they are free of any interest, position, or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of Redox as a whole rather than in the interests of an individual shareholder or other party.

9. ACCESS TO INDEPENDENT PROFESSIONAL ADVICE

Each Director may seek independent professional advice at Redox's expense, subject to the Director's terms of appointment.

10. BOARD PROCESS

- a. The Board will meet regularly and Directors will use all reasonable endeavours to attend Board meetings in person where they are intended to be primarily physical meetings.
- b. Periodically, non-executive Directors will meet without management present.
- c. Redox's Constitution governs the regulation of Board meetings and proceedings.

11. REVIEW AND PUBLICATION OF CHARTERS

- a. The Board will review this Charter and the Charters of the Board Committees annually and make any appropriate amendments, having regard to the Board's objectives, current law and good practice.
- b. Copies of this Charter and the Charters for the Board Committees will be made available on Redox's website.

12. APPROVED AND ADOPTED

This charter was approved by the Redox Board on 13 June 2023.

13. SUMMARY OF CHANGES

1. 06-Jul-11 Initial issue.
2. 10-Oct-14 Periodic Review.
3. 17-Jan-20 Board Review.
4. 14-Apr-21 Governance Review.
5. 26-Jun-23 Governance Review in relation to IPO.