Corporate Governance Charter

Yumpla Nerkep Foundation Ltd ACN: **154 556 680**

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Table of contents

1 Definitions and interpretation ---------- 1

1.1 Definitions 1

1.2 Interpretation 4

2 Board Charter ---------- 4

2.1 Introduction 4

2.2 Guiding principle 4

2.3 Functions of the Board 4

2.4 Responsibilities of Board 4

2.5 Board Composition 5

2.6 Independence of Directors 6

2.7 Appointment and retirement of Directors 6

2.8 Background checks 6

2.9 Performance review and evaluation of Directors 6

2.10 Training and advice for Directors 7

2.11 Board meetings 7

2.12 Secretary 7

2.13 Committees 8

2.14 Business risks 8

2.15 Yumpla Nerkep Foundation budget 10

2.16 CEO and CFO responsibilities 10

3 Code of Conduct ---------- 11

3.1 Objective 11

3.2 Obligation to comply with code and law 11

3.3 General duties 11

3.4 Business judgment rule 12

3.5 Independent decision making and soundness of decisions 12

3.6 Confidentiality of Board matters and other information 13

3.7 Improper use of information 13

3.8 Cooperation 13

3.9 Personal interests and conflicts 14

3.10 Conduct by Directors 14

3.11 Complaints procedure 14

4 Continuous Disclosure Policy ---------- 15

5 Diversity Policy ---------- 15

6 Standing rules for Committees ---------- 15

6.1 Application 15

6.2 Composition 15

6.3 Role 16

6.4 Proceedings 16

6.5 Reporting 16

6.6 Secretary 16

6.7 Performance review and evaluation 16

Schedule 1 ---------- 17

Audit & Risk Management (ARM) Committee charter 17

Schedule 2 ---------- 20

Nominations Committee charter 20

Schedule 3 ---------- 22

Remuneration Committee charter 22

Corporate governance charter

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1 Definitions and interpretation

1.1 Definitions

In this document:

Term	Definition
AGM	means Yumpla Nerkep Foundation Ltd annual general meeting.
ARM Committee	means the Committee responsible for the matters set out in Schedule 1.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors.
Board Charter	means the charter of corporate governance in relation to the Board, set out in paragraph 2.
Chairman	means the chairman of the Board.
CEO	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Group.
Code of Conduct	means the code of conduct set out in paragraph 3.
Committee	means a committee of the Board.
Constitution	means Yumpla Nerkep Foundation Ltd constitution.
Continuous Disclosure Policy	means the Company's policy regarding continuous disclosure, which is set out in the document, referred to in paragraph 4.
CFO	means Yumpla Nerkep Foundation Ltd chief financial officer or equivalent officer (by whatever title known).
Company	means Yumpla Nerkep Foundation Ltd ACN 154 556 680
Corporations Act	means *Corporations Act 2001* (Cth).
Deputy Chairman	means the deputy chairman appointed by the Board in circumstances where the Chairman is not an Independent Director.
Director	means a director of Yumpla Nerkep Foundation Ltd.
Diversity	means but is not limited to diversity of gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity.

Term	Definition
Diversity Policy	means the Company's policy regarding Diversity which is set out in the document, referred to in paragraph 5.
Group	means Yumpla Nerkep Foundation Ltd and its controlled entities.
Group Operating Policies and Procedures	means the policy and procedures applicable to the Group from time to time, adopted by the Board.
	means a Director who is not a Senior Executive and who: (a) is not a substantial Shareholder, or an officer of a substantial Shareholder, and is not otherwise associated, directly or indirectly, with a substantial Shareholder; (b) has not, within the last three years: (i) been employed in an executive capacity by Yumpla Nerkep Foundation Ltd or another Group member; or (ii) been a Director after ceasing employment in an executive capacity for Yumpla Nerkep Foundation Ltd or another Group member; (c) has not, within the last three years, been a principal of a professional adviser to Yumpla Nerkep Foundation Ltd or another Group member or an employee materially associated with the service provided, except where the adviser might be considered to be independent due to the fact that fees payable by Yumpla Nerkep Foundation Ltd to the adviser's firm represent an insignificant component of the adviser's firm overall revenue; (d) has not, within the last three years, been: (i) a material supplier or customer of Yumpla Nerkep Foundation Ltd or another Group member; or (ii) an officer of or associated, directly or indirectly, with a material supplier or customer; (e) has no material contractual relationship with Yumpla Nerkep Foundation Ltd or another Group member other than as a Director; (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 Yumpla Nerkep Foundation Ltd best interests; (g) does not have close family ties with any person who falls within any of the categories described in paragraphs (a) to (f) above; and (h) 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 Yumpla Nerkep Foundation Ltd best interests.

Term	Definition
Nominations Committee	means the Committee responsible for matters set out in Schedule 2.
Remuneration Committee	means the Committee responsible for matters set out in Schedule 3.
Secretary	means the secretary of Yumpla Nerkep Foundation Ltd
Senior Executives	means the senior management team (excluding Board members), being those who have the opportunity to materially influence the integrity, strategy and operation of Yumpla Nerkep Foundation Ltd, and its financial performance.

| Term | Definition |

1.2 Interpretation

Concepts not defined in this document which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act.

2 Board Charter

2.1 Introduction

This policy outlines Yumpla Nerkep Foundation Ltd corporate governance practices. If, however, the Constitution is inconsistent with this document, the Constitution prevails to the extent of the inconsistency.

2.2 Guiding principle

Each Director has an overriding responsibility to act in good faith and the best interests of Yumpla Nerkep Foundation Ltd. In assessing Yumpla Nerkep Foundation Ltd best interests, the Board may, however, have regard to the interests of:

(a) employees of the Group; and

(b) other people or entities with whom the Group deals.

2.3 Functions of the Board

The Board's broad functions are to:

(a) chart strategy and set financial targets for the Group;

(b) monitor the implementation and execution of strategy and performance against financial targets;

(c) appoint and oversee the performance of executive management; and

(d) generally, take an effective leadership role in relation to the Group.

2.4 Responsibilities of Board

The Board's responsibilities include:

(a) providing leadership and setting the strategic objectives of the Group;

(b) determining the Board's composition, including appointment and retirement or removal of the Chairman and Deputy Chairman (if applicable);

(c) oversight of the Group (including its control and accountability systems);

(d) appointing and removing the CEO or equivalent;

(e) if appropriate, ratifying the appointment and the removal of Senior Executives;

(f) reviewing, ratifying and monitoring the risk management framework and setting the risk appetite within which the Board expects management to operate;

(g) approving and formulating company strategy and policy and monitoring Senior Executive's implementation of strategy;

(h) approving and monitoring operating budgets and major capital expenditure;

(i) overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit;

(j) monitoring industry developments relevant to the Group and its business;

(k) developing suitable key indicators of financial performance for the Group and its business;

(l) overseeing the Group's corporate strategy and performance objectives developed by management;

(m) overseeing the Group's compliance with its continuous disclosure obligations;

(n) approving the Group's remuneration framework;

(o) monitoring the overall corporate governance of the Group (including its strategic direction and goals for management, and the achievement of these goals); and

(p) oversight of Committees.

2.5 Board Composition

(a) The Chairman:

(i) subject to paragraph 2.5(b), should be an Independent Director;

(ii) is responsible for the Board's leadership and for its efficient organisation and conduct; and

(iii) should facilitate the effective contribution by all Directors and promote constructive and respectful relations between Directors, and between the Board and the Senior Executives.

(b) If the Chairman is not an Independent Director, the Board should appoint a Deputy Chairman who can act when the Chairman is conflicted.

(c) The Board should comprise:

(i) members with a broad range of experience, expertise, skills and contacts relevant to the Group and its business;

(ii) no less than three Directors, half of whom should be non-executive Directors;

(iii) more than four Directors if the Board considers that additional expertise is required in specific areas or when an outstanding candidate is identified; and

(iv) a majority of Independent Directors.

(d) The Board should implement and maintain a skills matrix setting out the mix of skills and Diversity that the Board currently has or aims to achieve.

2.6 Independence of Directors

(a) The Board must regularly assess whether each Director remains an Independent Director in the light of the interests disclosed by them.

(b) A Director should only be characterised as an Independent Director if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgment to bear on issues before the Board.

(c) Each Director must give the Board all relevant information for this purpose.

(d) The independence of Directors will be disclosed in the annual report.

(e) If the Board decides a Director has ceased to be an Independent Director, this must be immediately disclosed to the market.

2.7 Appointment and retirement of Directors

(a) The terms of the appointment of all new Directors should be set out in a letter of appointment for non-executive Directors and service contract for executive Directors.

(b) The material terms of any employment, service or consultancy agreement with a Director or the CEO should be disclosed in accordance with the Listing Rules.

(c) All Directors, excluding the CEO (if a Director), must retire in accordance with the Constitution and the Listing Rules. Retiring Directors may, in these circumstances, be eligible to be re-elected.

2.8 Background checks

(a) The Board should undertake appropriate checks before appointing a person, or putting forward a candidate for election, as a Director.

(b) All material information in the Board's possession, relevant to whether or not to elect or re-elect a Director, should be provided to Shareholders including:

(i) in the case of a new Director, any materially adverse information revealed by checks undertaken; and

(ii) for all Directors, details on the independence of the Director.

2.9 Performance review and evaluation of Directors

(a) The performance of all other Directors and Senior Executives should be reviewed and assessed each year by the Chairman.

(b) The Chairman's performance should be reviewed and assessed each year by the Deputy Chairman (if applicable) and otherwise in consultation with the other Directors.

(c) The evaluation criteria and process to be followed is the same in each case.

(d) The Chairman determines the evaluation criteria and process.

(e) A Director, whose performance is unsatisfactory, may be asked to retire.

(f) An external assessment of the Board's policies and procedures, and its effectiveness generally, should be conducted by independent professional consultants at intervals of no more than three years.

(g) The Board should satisfy itself that its performance is efficient so that all Directors meet their obligations and are not exposed to any legal liability.

(h) Each Director must cooperate fully with any review or assessment of performance, whether collective or individual, and whether conducted by:

(i) the Chairman;

(ii) any other Director; or

(iii) any independent third party externally appointed for the purpose.

2.10 Training and advice for Directors

(a) Directors must be provided with information about the Group before accepting the appointment and complete an induction course after their appointment, in each case appropriate for them to discharge their responsibilities.

(b) Directors must be given access to continuing education in relation to the Group, extending to its business, the industry in which it operates, and other information required by them to discharge their responsibilities.

(c) Each Director may seek independent legal or other professional advice at Yumpla Nerkep Foundation Ltd expense. Prior approval from the Chairman is required but may not be unreasonably withheld or delayed.

2.11 Board meetings

(a) Board meetings should occur not less than eight times in any year.

(b) Papers for Board meetings must be circulated, if practical, at least five days before the relevant meeting.

(c) Draft minutes of Board meetings (for consideration and approval at the next relevant meeting) should be circulated within ten business days following each meeting.

(d) The non-executive Directors should meet at least twice each financial year for a private discussion of management issues.

2.12 Secretary

The Secretary is accountable to the Board, through the Chairman, for all matters to do with the proper functioning of the Board and is responsible for:

(a) advising the Board and any Committee on governance matters;

(b) monitoring this policy and any Committee charter, to ensure they are followed; and

(c) coordinating the timely completion and dispatch of:

(i) Board and Committee papers; and

(ii) draft minutes of Board and Committee meetings, that accurately capture the business of the meeting, for approval at the next meeting.

(d) assisting with the organisation and conduct of the induction and professional development of Directors.

2.13 Committees

(a) The Board may establish (and delegate powers to) Committees to assist the Board to carry out its functions effectively and efficiently. The Board will adopt a charter for each Committee setting out the scope of its responsibility and relevant administrative and procedural arrangements.

(b) The Committees established at the date of this document are:

(i) Audit & Risk Management (**ARM**) Committee (charter set out in Schedule 1);

(ii) Nominations Committee (charter set out in Schedule 2); and

(iii) Remuneration Committee (charter set out in Schedule 3).

(iv) The Board may establish an Advisory Board with mandates of an overseeing role with committees and other required Board requested activities.

2.14 Business risks

(a) The risks of Yumpla Nerkep Foundation Ltd and the Group's business should be a standing item on the agenda for each regular meeting of the Board. Once a risk is identified, an action plan should be proposed by management for submission to the Board. That plan may also be submitted to the ARM Committee for review.

(b) Corrective action should be taken as soon as reasonably practicable after adoption of an action plan.

(c) The Group Operating Policies and Procedures should contain risk management procedures that aim to address risk management issues including professional indemnity claims.

(d) The Senior Executives should take steps to ensure staff are provided with, and comply with, the Group Operating Policies and Procedures.

(e) The Board should regularly review (at least annually) and approve the Group Operating Policies and Procedures.

(f) The Board should record in its minutes as and when Senior Executives have reported on the effectiveness of Yumpla Nerkep Foundation Ltd management of its material business risks.

2.15 Yumpla Nerkep Foundation budget

(a) An annual budget must be prepared by Senior Executives and approved by the Board before the commencement of each financial year.

(b) Actual results, including both the profit and loss statement and cashflow statement, must be reported on a monthly basis against budget, and revised forecasts for the year are prepared regularly.

2.16 CEO and CFO responsibilities

(a) Each of the CEO and CFO must state in writing to the Board, when providing it with financial reports, that Yumpla Nerkep Foundation Ltd financial reports:

(i) have been properly maintained;

(ii) present a true and fair view, in all material respects, of Yumpla Nerkep Foundation Ltd financial conditions and operational results;

(iii) are in accordance with relevant accounting standards; and

(iv) are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

(v) keeping the Board informed of other relevant matters.

3 Code of Conduct

3.1 Objective

This code seeks to give the Directors guidance on how best to perform their duties, meet their obligations and understand Yumpla Nerkep Foundation Ltd corporate governance practices.

3.2 Obligation to comply with code and law

(a) A Director must, at all times, comply with this code as well as the law.

(b) All Directors must act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group.

(c) A Board position involves important legal and ethical responsibilities and a commitment to upholding the values of good corporate citizenship, in both individual conduct and corporate actions. A person should not accept a Board position if they have any doubt about their ability to comply with this code.

3.3 General duties

(a) Directors must:

(i) act in good faith in the best interests of Yumpla Nerkep Foundation Ltd and for a proper purpose;

(ii) avoid any potential conflict of interest or duty;

(iii) exercise a reasonable degree of care and diligence;

(iv) not make improper use of information; and

(v) not make improper use of their position.

(b) Breaches of these duties may expose Directors to potential liability in damages, fines and disqualification.

(c) A Director, in the exercise of his or her powers, and in the discharge of his or her duties, must exercise the degree of care and diligence that a reasonable person would exercise if he or she were a Director:

(i) in the circumstance prevailing;

(ii) occupying the same position; and

(iii) with the same responsibilities within Yumpla Nerkep Foundation Ltd as the Director.

(d) A Director is a fiduciary and must act with fidelity and trust in company matters. The Board has been appointed to manage Yumpla Nerkep Foundation Ltd affairs and should have regard not only to the interests of Shareholders but (in appropriate circumstances) the interests of other third parties including creditors, regulators and the community.

(e) Directors must act with a reasonable degree of care and diligence in the exercise of their powers and duties and to carry out their duties.

(f) A Director who does not acquire and maintain a reasonable level of competence may be considered negligent.

(g) All Board members should attend at least one educational seminar a year to remain fully informed of matters relevant to their position as a Director.

(h) The Company maintains directors' and officers' liability insurance. Directors must be fully aware of the terms of this insurance to qualify for protection under it.

3.4 Business judgment rule

(a) A director's duty to act with care and diligence may be satisfied if the director:

(i) makes a decision in good faith and for a proper purpose;

(ii) has no material personal interest in the subject matter of the decision made;

(iii) is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate; and

(iv) rationally believes the decision to be in the best interest of the Company.

(b) The business judgment rule:

(i) relates only to decisions about the ordinary business operations of the Company; and

(ii) does not relieve a Director from other duties.[2]

(c) A business judgment is any decision to take or not to take action relating to the business operations of the Company; it does not apply to any failure to make a decision.

3.5 Independent decision making and soundness of decisions

(a) A Director must be independent in his or her judgment and actions, and must take all reasonable steps to be satisfied about the soundness of all Board decisions.

(b) To satisfy this requirement a Director must:

(i) make a reasonable effort to become and remain familiar with the affairs of the Group;

(ii) attend all Board meetings and Board functions unless there are valid reasons for non-attendance;

(iii) have a sufficient understanding of accounting matters to fulfil their responsibilities for the Group's financial statements; and

(iv) commit the necessary time and energy to Board matters.

(c) Directors may rely on advice about Yumpla Nerkep Foundation Ltd or the Group or their affairs only if that advice is given or prepared by:

[2] Such as to act in good faith, not to misuse the position of director and not to make improper use of information obtained because they are, or have been, a director or other officer or employee of the Company.

(i) an employee whom the Director believes on reasonable grounds to be reliable and competent in the relevant subject;

(ii) a professional adviser or expert in a subject the Director believes on reasonable grounds to be within the person's professional or expert competence;

(iii) another Director or officer on the subject within that Director's or officer's authority; or

(iv) a Committee (on which the Director did not serve) on a subject within the Committee's authority.

(d) Directors should only rely on information or advice if the Director's reliance was made in good faith, after independently assessing the information and advice, considering the Director's knowledge of Yumpla Nerkep Foundation Ltd and the Group and the complexity of their structure and operations.

3.6 Confidentiality of Board matters and other information

(a) Directors must keep confidential any Board matters and all confidential information[3] received by the Directors in the course of the exercise of their duties.

(b) All information received by Directors to carry out their duties must be regarded as confidential and is the property of Yumpla Nerkep Foundation Ltd.

(c) A Director may not disclose information, or allow it to be disclosed, to any other person unless disclosure is authorised by Yumpla Nerkep Foundation Ltd or the information is required by law to be disclosed.

(d) All discussions and resolutions of the Board must also be kept confidential and their content must not be disclosed, or allowed to be disclosed to persons who are not Directors, except in cases where disclosure:

(i) has been authorised by Yumpla Nerkep Foundation Ltd; or

(ii) is required by law.

(e) Authorisation by Yumpla Nerkep Foundation Ltd is presumed to the extent the Board (or Committee) minutes state or imply that it is intended that disclosure should be made to third parties.

(f) A Director in any doubt about his or her obligations of confidentiality or about a matter of disclosure should consult with the Chairman before making any disclosure.

3.7 Improper use of information

A Director must not make improper use of information acquired as a Director to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to Yumpla Nerkep Foundation Ltd or the Group.

3.8 Cooperation

(a) Directors must observe solidarity with Board resolutions and cooperate in their implementation.

[3] Confidential information includes Price Sensitive Information and information that is not Price Sensitive Information but might reasonably be of use or of interest to retail investors.

(b) Directors are part of a team and should work cooperatively with the Chairman and other Directors and with management.

3.9 Personal interests and conflicts

(a) A Director must not take improper advantage of their position as a director or officer.

(b) No Director may allow any personal interest, or the interest of any associated person, to influence or prejudice the Director's conduct or any Board (or Committee) decision.

(c) A Director has a duty to avoid any conflict between:

(i) the interests of, or duty to, Yumpla Nerkep Foundation Ltd; and

(ii) his or her own personal interests or the interests of, or duty to, any third party.

(d) Every Director should be actively vigilant for both actual and potential conflicts of interest or duty.

(e) A Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions.

(f) A Director who has any material personal interest in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter.[4]

(g) Papers relevant to any matter on which there is a known conflict of interest or material personal interest, will either not be, or be appropriately redacted before being, given to any Director concerned.

3.10 Conduct by Directors

(a) A Director must not engage in conduct likely to discredit Yumpla Nerkep Foundation Ltd or the Group.

(b) Each Director should be aware of, and observe, any standing orders adopted by the Board from time to time for the conduct of Board and Committee meetings.

(c) Directors must at all times comply with the spirit as well as the letter of the law and with the principles of this code.

(d) Directors should conduct themselves at all times in a sober, polite, lawful and restrained manner in carrying out their duties, at both Board and Committee meetings, at Company functions and meetings, and where otherwise dealing with matters about or involving the Company.

3.11 Complaints procedure

(a) Directors are bound by the complaints procedure the Board adopts in the Group Operating Policies and Procedures.

[4] A personal interest may be either direct or indirect and either pecuniary or otherwise.

(b) The CEO and CFO must each ensure Yumpla Nerkep Foundation Ltd risk management and internal compliance and control systems are operating efficiently and effectively in all material respects, and give a detailed statement to the Board about this with each financial report.

4 Diversity Policy

(a) The Company is committed to fostering a governance culture that embraces employee Diversity, in particular in the composition of its Board and Senior Executive.

(b) The Board will establish measurable objectives and procedures which the Company will implement and report against to achieve employee and Board Diversity.

(c) The terms of the Company's policy on Diversity, including measurable objectives and means for assuring the effectiveness of the implemented Diversity strategy, are set out in the Diversity Policy.

5 Standing rules for Committees

5.1 Application

These rules apply to and are deemed incorporated into the charter of each Committee, except to the extent of any conflict with any of its terms.

5.2 Composition

(a) Each Committee must consist of a majority of non-executive Directors, who are also Independent Directors.

(b) The chairman of each Committee (except for the Nominations Committee) must be an Independent Director, but not the Chairman.

(c) Each Committee must consist of no fewer than three members.

(d) Committees are appointed by the Board and serve as the Board determines. The Board will appoint one member of any Committee to act as its Chairman.

5.3 Role

Each Committee's role is to improve the efficiency of the Board through accepting the delegation of tasks and performing them in a forum where they can receive greater attention to detail than would be practical solely at Board level.

5.4 Proceedings

(a) Any meeting may be held by means of conference call or any other means of communication that may, under the Corporations Act or the Constitution, be used for Board meetings.

(b) The quorum for a Committee meeting is any two members.

(c) A Director may attend (but not vote at) a meeting of a Committee of which that Director is not a member, as the Committee decides, for discussion of any particular matter relevant to that Director or about which that Director may have a special contribution to make.

(d) A Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members.

(e) The procedural provisions of paragraph 6.4 apply to any sub-committee of a Committee.

5.5 Reporting

After a Committee meeting, each Committee must give a written report and a copy of the minutes to the Board.

5.6 Secretary

The Secretary has responsibility for coordinating the completion and dispatch of Committee agenda and briefing materials, as well as draft minutes of meetings of each Committee for approval at the next meeting.

5.7 Performance review and evaluation

(a) The Board procedures for performance review and evaluation apply to Committees[5] subject only to the role of the Chairman being taken by the chairman of the Committee and any other necessary changes.

(b) Review and evaluation are conducted against the Board Charter and any criteria the Chairman decides.

(c) The Committee must report to the Board on the conduct and results of its review and evaluation and make recommendations it considers appropriate.

[5] See paragraph 2.9.

Schedule 1

Audit & Risk Management (ARM) Committee charter

1 Standing rules

The standing rules for Committees[6] apply to the ARM Committee subject to this charter.

2 Purpose of ARM Committee

The ARM Committee's role is to:

(a) advise on the establishment and maintenance of a framework of internal controls for the Group's management; and

(b) assist the Board with policy on the quality and reliability of financial information prepared for use by the Board.

(c) The ARM Committee will review Yumpla Nerkep Foundation Ltd risk management framework and policies and monitor their implementation.

3 Scope of responsibility

The ARM Committee is responsible for:

(a) monitoring the establishment of an appropriate internal control framework, including information systems, and its operation and considering enhancements;

(b) assessing corporate risk (including economic, environmental and social sustainability risks) and compliance with internal controls;

(c) overseeing business continuity planning and risk mitigation arrangements;

(d) assessing the objectivity and performance of the internal audit function and considering enhancements;

(e) reviewing reports on any material misappropriation, frauds and thefts from the Group;

(f) reviewing reports on the adequacy of insurance coverage;

(g) monitoring compliance with relevant legislative and regulatory requirements and declarations by the Secretary about those requirements;

(h) reviewing material transactions which are not a normal part of the Group's business;

(i) reviewing the nomination, performance and independence of the external auditors, including recommendations to the Board for the appointment or removal of any external auditor and the rotation of the audit engagement partner;

[6] See section 6.

(j) liaising with the external auditors and monitoring the conduct, scope and adequacy of the annual external audit;

(k) reviewing management processes supporting external reporting, including the appropriateness of the accounting judgments or choices made by management in preparing the financial reports and statements;

(l) reviewing financial statements and other financial information distributed externally, including considering whether the financial statements reflect the understanding of the ARM Committee and otherwise provide a true and fair view of the financial position and performance of the Group;

(m) preparing and recommending for approval by the Board the corporate governance statement for inclusion in the annual report or any other public document;

(n) reviewing external audit reports and monitoring, if major deficiencies or breakdowns in controls or procedures have been identified, remedial action taken by management;

(o) reviewing any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor; and

(p) reviewing and monitoring compliance with the Code of Conduct.

4 Powers

4.1 The ARM Committee has an advisory role, to assist the Board with matters set out in paragraph 3 and does not have any power to commit the Board to any recommendation or decision made by it except:

(a) for matters relating to the appointment, oversight, remuneration and replacement of the external auditors; and

(b) if and to the extent that (in other respects) it has express delegated authority from the Board.

4.2 The ARM Committee has unrestricted access to management and to internal audit personnel as well as to the external auditors (with or without management present) to carry out its function.

5 Risk reporting

If the ARM Committee identifies a significant business risk, it should report that risk to the Board immediately following the relevant ARM Committee meeting.

6 Selection of auditors

6.1 External auditors are selected according to criteria set by the ARM Committee which include:

(a) the lack of any current or past relationship with Yumpla Nerkep Foundation Ltd or with any Senior Executive that could impair, or risk impairing, the independent external view they are required to take in relation to Yumpla Nerkep Foundation Ltd and the Group;

(b) their general reputation for independence, probity and professional standing within the business community; and

(c) their knowledge of the industry in which Yumpla Nerkep Foundation Ltd and the Group operate.

6.2 Employees of the external audit partner (including the partner or other principal with overall responsibility for the engagement), should be rotated periodically (at least every five years) to avoid any risk of impairing the independent external view that the external auditors are required to take in relation to Yumpla Nerkep Foundation Ltd and the Group.

7 Audit planning

7.1 The ARM Committee reviews the performance of the external auditors throughout the year.

7.2 During each year, the ARM Committee should meet with the external auditor to:

(a) discuss the external audit plan;

(b) discuss any potential significant problems;

(c) discuss the impact of proposed changes in accounting policies on the financial statements;

(d) review the nature and impact of any changes in accounting policies adopted by the Group during the year; and

(e) review the proposed audit fees.

7.3 Before the announcement of Yumpla Nerkep Foundation Ltd results, the ARM Committee should meet with the external auditor to:

(a) review the pro-forma half-yearly and pro-forma preliminary final report before lodgement of those documents with ASX, and any significant adjustments required as a result of the audit;

(b) make the necessary recommendation to the Board for the approval of these documents;

(c) review the results and findings of the audit, the adequacy of accounting, financial and operating controls, and monitor the implementation of any recommendations made; and

(d) review the draft financial report and the audit report and make the necessary recommendation to the Board for the approval of the financial report.

8 Proceedings

8.1 Meetings are held at least three times during each year and more often as required.

8.2 The external auditor, the CEO and the CFO should be invited to attend meetings, or specific parts of meetings, at the discretion of the ARM Committee.

Schedule 2

Nominations Committee charter

1 Standing rules

The standing rules for Committees[7] apply to the Nominations Committee subject to this charter.

2 Purpose of Nominations Committee

The Nominations Committee's role is to assist the Board and make recommendations to it about the appointment of new Directors (both executive and non-executive) and of the CEO and CFO and, to the extent delegated to it by the Board, other Senior Executives.

3 Members of Nominations Committee

3.1 The Committee comprises of all Directors.

3.2 The chairman will act as the Chairman of the Nominations Committee.

3.3 A separate chairman should be appointed if and when the Nominations Committee is dealing with the appointment of a successor to the Chairman.

4 Scope of responsibility

The Nominations Committee is responsible for:

(a) developing suitable criteria (about experience, expertise, skills, qualifications, contacts or other qualities) for Board candidates;

(b) identifying individuals who, because of their experience, expertise, skills, qualifications, contacts or other qualities, are suitable candidates for appointment to the Board or to any relevant management position;

(c) reviewing processes for succession planning for the Board, CEO and other Senior Executives;

(d) recommending individuals for consideration as Board candidates by the Board;

(e) recommending to the Chairman procedures for the proper supervision of the Board and management;

(f) ensuring appropriate induction and continuing professional development programs are implemented for Directors;

(g) ensuring that the performance of each Director, and of all members of senior management, is reviewed and assessed each year in accordance with procedures adopted by the Board;

[7] See section 6.

(h) assisting the Remuneration Committee with its recommendations to the Board on remuneration by gender (and other Diversity benchmarks);

(i) at the direction of the Board, implementing the recommendations of the Remuneration Committee on remuneration by gender (and other Diversity benchmarks), as part of the Nominations Committee's administration of the Diversity Policy;

(j) ensuring that any Diversity profile identified by the Board is a factor that is taken into account in the selection and appointment of qualified employees, senior management and Board candidates;

(k) reporting to the Board as necessary to facilitate compliance with the Diversity Policy; and

(l) reporting to the Board annually on the Diversity profile of employees of the Company, including the relative proportion of men and women in the workforce at all levels of the Company and the extent to which the Company is progressing towards achieving its measurable objectives set out in the Company's Diversity Policy.

5 Vacancies and new appointments

5.1 When a Board vacancy arises for any reason or if the Board decides a new Director is required with particular skills, the Nominations Committee must prepare a list of candidates considering:

(a) what may be appropriate for Yumpla Nerkep Foundation Ltd and the Group;

(b) the skills, expertise and experience required;

(c) the mix of those skills, expertise and experience with those of the existing Directors; and

(d) the perceived compatibility of the candidates with the Group and with the existing Directors.

5.2 Potential candidates to be appointed as Directors should then be considered by the Board, with advice from an external consultant if the Board considers this to be appropriate. Persons appointed in this manner continue in office only until the next AGM and are then eligible for election.

6 Powers

The Nominations Committee has an advisory role to assist the Board with the matters set out in paragraphs 4 and 5. The Nominations Committee cannot commit the Board to any recommendation or decision made by it but may consult independent external experts to perform its function and charge the costs to Yumpla Nerkep Foundation Ltd or another Group company.

7 Proceedings

7.1 Meetings are held at least once a year and more often as required.

7.2 Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Nominations Committee.

Schedule 3

Remuneration Committee charter

1 Standing rules

The standing rules for Committees[8] apply to the Nominations Committee subject to this charter.

2 Purpose of Remuneration Committee

The Remuneration Committee's role is to advise on remuneration and issues relevant to remuneration policies and practices, including for Senior Executives and non-executive Directors.

3 Scope of responsibility

3.1 The Remuneration Committee is responsible for:

(a) reviewing and evaluating market practices and trends for remuneration relevant to the Group;

(b) reviewing and making recommendations to the Board for the Group's remuneration policies and framework, including the allocation of the directors' fee pool to non-executive Directors;

(c) reviewing and making recommendations to the Board for the Group's remuneration practices, including for equity-based remuneration plans and superannuation arrangements;

(d) overseeing the performance of the CEO and CFO and other Senior Executives and non-executive Directors;

(e) reviewing and making recommendations to the Board for the remuneration packages of the CEO and CFO and other Senior Executives and of non-executive Directors and ensuring that the packages appropriately reflect the different roles and responsibilities of non-executive Directors compared with Senior Executives;

(f) preparing any report for the Board that may be required under applicable legal or regulatory requirements about remuneration matters;

(g) reviewing the Group's reporting and disclosure practices for the remuneration of Directors and Senior Executives;

(h) reviewing, making recommendations to the Board on remuneration by gender (and other Diversity benchmarks) and reporting to the Board as necessary to facilitate compliance with the Diversity Policy; and

(i) reviewing and reporting to the Board, at least annually, on the proportion of women and men in the workforce at all levels of the Group, and their relative levels of remuneration.

[8] See section 6.

3.2 Remuneration includes not only monetary payments (salary and wages) but all other monetary and non-monetary compensation for services and benefits including:

(a) fringe benefits;

(b) directors' and officers' and other insurance arrangements;

(c) retirement benefits;

(d) superannuation; and

(e) equity participation, and other incentive programs.

4 Powers

The Remuneration Committee has an advisory role to assist the Board with the matters set out in paragraph 3. The Remuneration Committee cannot commit the Board to any recommendation or decision made by it but may consult independent external experts to perform its function, and charge the costs to Yumpla Nerkep Foundation Ltd or another Group company.

5 Proceedings

5.1 Meetings are held at least once a year and more often as required.

5.2 Representatives of management and other employed personnel may be invited to attend meetings, or specific parts of meetings, at the discretion of the Remuneration Committee.

5.3 If an executive Director is involved in deliberations of the Remuneration Committee, they must not be involved in deciding their own remuneration and must have regard to any indirect conflict in setting the remuneration of other Senior Executives.