

Clarity Pharmaceuticals Ltd

Board Charter

1 PURPOSE OF THIS CHARTER

- 1.1 The purpose of this Charter is to describe how Clarity Pharmaceuticals Ltd ACN 143 005 341 (**Company**) is governed to promote the Company and protect the interests of shareholders.
- 1.2 The Board is responsible for the governance of the Company. This Charter sets out the role and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, and guidance relating to the membership and the operation of the Board.

2 ROLE AND RESPONSIBILITIES OF THE BOARD

Role

- 2.1 The role of the Board is to provide overall strategic guidance and financial management and controls for the Company through effective oversight of management. The Board ensures that the activities of the Company comply with its constitution (from which the Board derives its authority to act) and with legal and regulatory requirements.
- 2.2 To achieve this role, the Board has reserved to itself the following specific responsibilities.

Responsibilities

- 2.3 The Board is responsible for:
 - (a) providing leadership, defining the Company's purpose and setting the strategic objectives of the Company;
 - (b) approving and upholding the Company's code of conduct (and any statement of values and standards contained therein);
 - (c) appointing the Chairperson (and deputy Chairperson where considered appropriate);
 - (d) appointing and, when necessary, replacing the chief executive officer (**CEO**);
 - (e) approving the appointment and, when necessary, replacement of the Company Secretary;
 - (f) overseeing management's implementation of the Company's strategic objectives, instilling of the Company's values, and its performance generally;
 - (g) through the Chairperson, overseeing the role of the Company Secretary;
 - (h) approving operating budgets and major capital expenditure;
 - (i) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;
 - (j) overseeing the Company's process for making timely and balanced disclosure of all material information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities if they are publicly traded;
 - (k) ensuring that the Company has an appropriate risk management framework and setting the risk appetite within which the Board expects management to operate;
 - (l) whenever required, acting as a check and balance on management decision making;

- (m) approving the Company's remuneration framework as appropriate; and
- (n) monitoring the effectiveness of the Company's governance practices.

3 ROLE AND RESPONSIBILITIES OF CHAIRPERSON AND COMPANY SECRETARY

Chairperson

3.1 The Chairperson is a director appointed by the Board. The Chairperson is responsible for:

- (a) leading the Board in reviewing and discussing Board matters;
- (b) chairing Board meetings and shareholder meetings, including, setting the agenda for Board meetings and seeking to ensure that adequate time is available for discussion of all agenda items (in particular, strategic issues);
- (c) ensuring the efficient organisation and conduct of the Board's function;
- (d) briefing all directors in relation to issues arising at Board meetings and lead the Board in discussion and review of Board matters;
- (e) facilitating effective contribution by all directors and monitoring Board performance;
- (f) ensuring membership of the Board is skilled and appropriate for the Company's requirements;
- (g) promoting constructive and respectful relations between Board members and between the Board and management;
- (h) overseeing the role of the Company Secretary, including reviewing corporate governance matters with the Company Secretary and reporting on those matters to the Board; and
- (i) establishing and overseeing the implementation of policies and systems for Board performance review and renewal.

Company Secretary

3.2 The Company Secretary acts as secretary of the Board, attending meetings of the Board and its committees as required. The Company Secretary is accountable directly to the Board, through the Chairperson on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for:

- (a) advising the Board and its committees on governance matters;
- (b) monitoring that Board and committee policy and procedures are followed;
- (c) coordinating the timely completion and dispatch of Board and committee papers;
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- (e) helping to organise and facilitate the induction and professional development of directors.

4 DELEGATIONS OF AUTHORITY

Delegation to Committees

- 4.1 Under the Company's constitution, the Board may delegate responsibility to committees to consider certain issues in further detail and then report back to and advise the Board to assist the Board to carry out its functions effectively and efficiently.
- 4.2 Standing committees established by the Board will adopt charters setting out the authority, responsibilities, membership and operation of the committee.
- 4.3 It is anticipated that the Company will have two standing committees upon listing on the ASX:
- (a) Audit and Risk Committee; and
 - (b) Nomination and Remuneration Committee.
- 4.4 The Board may establish other committees from time to time to consider other matters of special importance on an 'as needs' basis.
- 4.5 Directors are entitled to attend committee meetings and receive committee papers. Committees will maintain minutes of their meetings and are entitled to obtain professional or other advice in order to effectively carry out their proper functions. The Chairperson of each committee will report back on committee meetings to the Board at the next full Board meeting.
- 4.6 The Company will also, as required, establish Scientific Advisory Boards with broad or focused mandates regarding the company's development programme. These boards report to management. They do not have delegated powers from the Board and there is no explicit requirement for them to report to the Board.

Delegation to CEO and management

- 4.7 The Board has delegated to the CEO the authority to manage the day to day affairs of the Company and the authority to control the affairs of the Company in relation to all matters other than those responsibilities reserved to the Board and its committees under their respective charters.
- 4.8 The Board may impose further specific limits on CEO delegations. These delegations of authority will be maintained by the Company Secretary and will be reviewed by the Board as appropriate from time to time.
- 4.9 The CEO has authority to sub-delegate to the senior management team.
- 4.10 Further information regarding delegated authorities is set out in the Company's *Delegation of Authority* (as amended from time to time).

5 MEMBERSHIP

Composition and size

- 5.1 To the extent appropriate to the Company, the Board will consist of a majority of non-executive directors.
- 5.2 The directors will determine the size of the Board, subject to the Company's constitution, which provides that there can be no less than three Directors. The number of directors and the composition of the Board must at all times be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.
- 5.3 The Company will seek to have directors with an appropriate range of skills, experience, diversity and expertise and an understanding of and competence to deal with current and emerging issues of the business.

- 5.4 The Company's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board and to reflect the Company's commitment to promoting diversity in the workplace.

Appointment and re-election of directors

- 5.5 When a vacancy arises, the Nomination and Remuneration Committee identifies candidates with appropriate skills, experience and expertise. Candidates with the skills, experience and expertise that best complement the Board's effectiveness will be recommended to the Board having regard to the law and the best standards of corporate governance. When the Board considers that a suitable candidate has been found, that person may be appointed by the Board to fill a casual vacancy in accordance with the Company's constitution, but must stand for election by shareholders at the next annual general meeting in accordance with the Company's constitution.
- 5.6 The Nomination and Remuneration Committee will undertake appropriate checks including character, experience, education, criminal record and bankruptcy history to determine whether or not to recommend a Director or senior executive to shareholders for election or re-election or to appoint a Director to fill a casual vacancy.
- 5.7 Non-executive directors will be engaged by a letter of appointment setting out the terms and conditions of their appointment. Directors will be expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.
- 5.8 Directors must retire from office in accordance with the constitution. Retiring Directors may be eligible for re-election. Before each annual general meeting, the Chairperson of the Board will assess the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the director involved). The Board (excluding the Chairperson), will conduct the review of the Chairperson.

Independence

- 5.9 All directors – whether independent or not – should bring an independent judgement to bear on all Board decisions.
- 5.10 A director is considered independent by the Company if the director is free of any interest, position, association or relationship that might influence, or be reasonably 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 the Company.
- 5.11 A director who:
- (a) is, or has been, employed in an executive capacity by the Company, or another group member and there has not been a period of at least three years between ceasing that employment and serving on the Board;
 - (b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
 - (c) is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the Company or other group member, or is an officer of or otherwise associated with, someone with such a relationship;
 - (d) is a substantial security holder of the Company or an officer or employee of, or professional adviser to, a substantial security holder of the Company;

- (e) has close personal ties with any person who falls within any of the categories described above; or
- (f) has been a Director of the Company for such a period that his or her independence may have been compromised,

will not be independent, unless the Board is satisfied on reasonable grounds that the Director is independent despite the existence of one or more of these circumstances. In each such case, the materiality of the interest, position or relationship will be assessed by the Board in order to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company.

- 5.12 The Board will regularly assess the independence (as may be applicable) of each non-executive director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent director (as may be applicable) must provide the Board with all relevant information for this. The outcome of this assessment will be reflected in the corporate governance section of the annual report.
- 5.13 If the Company is listed on a publicly traded market and the Board determines that a director's independent status (as may be applicable) has changed, that determination will be disclosed to the market in a timely fashion.

Conduct of individual directors

- 5.14 Directors must at all times act in accordance with legal and statutory requirements, and discharge all their duties as directors. Directors must:
 - (a) discharge their duties in good faith and in the best interests of the Company and for a proper purpose;
 - (b) 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 major company, including applying an independent and enquiring mind to their responsibilities;
 - (c) avoid conflicts of interest, except in those circumstances permitted by the *Corporations Act 2001 (Cth)* (**Corporations Act**);
 - (d) not make improper use of information gained through their position as a director;
 - (e) not take improper advantage of their position as a director;
 - (f) notify other directors of a material personal interest when a conflict arises;
 - (g) make reasonable enquiries if relying on information or advice provided by others;
 - (h) undertake any necessary inquiries in respect of delegates;
 - (i) give the Company (or ASX) all the information required by the Corporations Act; and
 - (j) not permit the Company to engage in insolvent trading.

6 PERFORMANCE REVIEW AND EVALUATION

Policy of the Board

- 6.1 It is the policy of the Board to ensure that the directors and executives of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and fairly reviewed. The Company should implement and disclose a process for regularly reviewing the performance of the Board, its committees, individual directors and senior executives. The Company should also disclose whether a performance evaluation was carried out in relation to each reporting period in accordance with the Company's performance review process. A suitable non-executive director will be responsible for evaluating the performance of the Chairperson.

Nomination and Remuneration Committee

- 6.2 The Company has established a Nomination and Remuneration Committee to review and evaluate the performance of the Board, individual directors and executives on an annual basis.

7 BOARD PROCESS

Meetings

- 7.1 All Board meetings will be conducted in accordance with the Company's constitution and the Corporations Act.
- 7.2 Directors are committed to collective decision making, but have a duty to question and raise any issues of concern to them. Matters are to be debated openly and constructively amongst the directors. Individual directors must utilise their particular skills, experience and knowledge when discussing matters at Board meetings.
- 7.3 Directors must keep the Board discussions and resolutions confidential, except where they are required to be disclosed.
- 7.4 All directors are generally expected to prepare adequately, attend and participate at each Board meeting. All directors should actively consider the sufficiency of the contents of the Board papers that they have been provided for consideration. The Board should assess the information that it receives and the timing of its distribution to ensure it has sufficient time to examine the material provided to it for approval.
- 7.5 Non-executive directors will periodically meet (as may be applicable) without executive directors or management present.
- 7.6 The Board may request or invite management or external consultants to attend Board meetings, where necessary or desirable.
- 7.7 The Board may conduct meetings by telephone, video conference or other electronic means.

Independent professional advice

- 7.8 Following consultation with the Chairperson, directors may seek independent professional advice at the Company's expense. Generally, this advice will be available to all directors.

Access to management

- 7.9 The directors have complete and open access to management following consultation with the Chairperson and CEO/Managing Director.

8 REVIEW AND PUBLICATION OF CHARTER

- 8.1 The Board is responsible for reviewing this Charter and the division of functions and responsibilities in the Company to determine its appropriateness to the needs of the Company from time to time.
- 8.2 This Charter may be amended by resolution of the Board.

Approved by the Board on 16 July 2021