

Scott Technology Ltd Board Charter

Approver:	Scott Board
Reviewer:	Scott Board
Owner/s:	Chairman
Review Cycle:	Annually, or as necessary
Next Update:	June 2026

1. Purpose of the Charter

This Charter sets out the role, responsibilities, structure, and operations of the Board of Directors of Scott Technology Limited (“Scott” or “the Company”) and serves as a framework for effective governance and oversight of the strategic direction and performance of the Company.

2. Role of the Board

The Board is accountable to shareholders and is responsible for guiding and overseeing Scott’s business to enhance long-term shareholder value. Its primary responsibilities include:

- Setting the strategic direction and objectives of the Company.
- Establishing performance expectations and monitoring progress.
- Appointing, supporting, and reviewing the performance of the Chief Executive Officer (CEO).
- Ensuring effective risk management and regulatory compliance.
- Safeguarding the financial integrity and solvency of the Company.
- Promoting high standards of ethical and corporate behaviour.
- Approving key financial and operational policies.
- Promote the Health and Safety strategy, systems and performance of the Company.
- Promote the Environmental and Social Governance strategy, systems and performance of the Company.

Day-to-day management of the business is delegated to the CEO and in turn the CEO will delegate to other members of the senior management.

3. Relationship with Shareholders

The Board is committed to open, honest, and regular communication with shareholders and will remain informed of their views and concerns. It ensures shareholder interests are protected and considered in decision-making.

4. Board Conduct and Procedures

Board members are expected to:

- Act in good faith, with integrity and in the best interests of the Company.
- Attend and actively participate in meetings, having thoroughly prepared.
- Bring relevant skills, experience, and insights to Board deliberations.
- Foster open, constructive debate and respect diverse perspectives.
- Uphold confidentiality of Board discussions and Company information.

The Board focuses on strategic and policy matters. The Chair, in consultation with the CEO and Company Secretary, sets the agenda. Directors may request additional agenda items through the Chair.

Regular meeting agenda items include:

- CEO and CFO reports
- Operational updates
- Health and safety matters
- Capital expenditure proposals
- Strategic initiatives and key risks

Directors may access management and information as required, subject to the Chair's approval.

5. Role of the Chair

Chair

Appointed annually by the Board from among the independent non-executive directors, the Chair leads the Board and is responsible for:

- Representing the Board to shareholders and stakeholders.

- Ensuring effective governance and Board performance.
- Facilitating inclusive, effective Board meetings.
- Maintaining an open and constructive relationship with the CEO.

6. Board Committees

The Board establishes committees to assist in discharging its duties. These committees operate under Board-approved terms of reference and report regularly to the Board.

Current standing committees are:

Audit and Financial Risk Committee operates under its own terms of reference and assists the Board with the discharge of its responsibilities relative to financial reporting and financial / secretarial compliance. – Overseas financial reporting, audit and compliance.

Governance, Remuneration and Nominations Committee operates under its own terms of reference and assists the Board in the establishment of remuneration policies and practices for the Company, and to also assist in discharging the Board’s responsibilities relative to remuneration setting and review of the CEO and Directors’ remuneration. – Advises on governance, director and executive remuneration, and succession planning.

Treasury Committee operates under its own terms of reference and assists the Board with the discharge of its responsibilities relative to treasury practices, including foreign exchange cover, short term cash investment and borrowings. – Reviews treasury operations, including foreign exchange and cash management.

Health and Safety Committee operates under its own terms of reference and assists the Board with the discharging of its responsibilities by oversight and review of health and safety matters arising out of activities of the Company and the impact of these activities on employees, contractors, suppliers and visitors. – Monitors health and safety performance and risk management.

Independent Directors Committee. The objective of this Committee is to assist the Board in addressing significant conflicts of interest and addressing any other matters referred to the Committee by the Board. – Convened when conflicts of interest arise, including takeover offers or merger proposals, per the Takeovers Code and applicable protocols.

Committees operate with delegated authority but do not supplant the CEO’s management authority.

7. Independent Professional Advice

Directors may, with prior approval from the Chair, obtain independent legal, accounting, or other professional advice at the Company's expense to discharge their responsibilities effectively. Costs must be reasonable and related to the director's duties.

8. Board and Director Performance Evaluations

The Board conducts an annual review of its performance, structure, and processes to ensure continued effectiveness and identify areas for improvement. Individual director contributions may also be reviewed periodically.

9. Director Indemnity and Insurance

The Company provides directors with indemnities and directors' and officers' liability insurance, to the extent permitted by law and as approved by the Board.

10. Role of the Chief Executive Officer

The CEO is appointed by the Board and is accountable for:

- Leading the day-to-day operations of the Company.
- Defining and Implementing strategy and policy approved by the Board.
- Ensuring operational performance, compliance, and reporting.
- Managing risks in line with Board expectations.

All management authority flows through the CEO unless otherwise delegated by the Board. Individual directors or committees cannot direct management unless specifically authorised by the Board.

11. Management Delegation and Limitation

The CEO must operate within Board-delegated authority and is not to:

- Undertake any action contrary to sound business or ethical practice.
- Engage in decisions that could materially risk the Company's financial position.

- Make payments or commitments that are not in pursuit of business objectives or lack appropriate justification.
- Ignore the implications of actions on health, safety, environment, or long-term shareholder value.

12. Related Documents

N/A

13. Document History

Version	Change	Who	Date
V3	Charter reviewed	SCT Board	June 2025
V2	Charter reviewed	SCT Board	July 2018
V1	Charter created	SCT Board	December 2016