



## Fatfish Internet Group Limited (FATFISH:FFG)

### BOARD CHARTER

#### 1 PURPOSE OF THIS CHARTER

1.1 This Charter sets out the functions and responsibilities of the Board of Fatfish Internet Group Limited ('FATFISH') within the governance structure of FATFISH and its wholly owned entities (the 'FATFISH Group').

1.2 The Board is governed by the constitution of FATFISH, a copy of which is available on the FATFISH website at:

[www.Fatfish.co](http://www.Fatfish.co)

#### 2 FUNCTIONS OF THE BOARD

2.1 The Board is accountable to shareholders for the performance of FATFISH. The Board also has a responsibility to oversee the conduct of the affairs of the FATFISH Group consistent with licence obligations as well as public policy objectives directed at best business practices.

2.2 The responsibilities of the Board include:

- reviewing and approving corporate strategies, the annual budget and financial plans;
- overseeing and monitoring organisational performance and the achievement of the FATFISH Group's strategic goals and objectives;
- monitoring financial performance and liaising with the FATFISH Group's external auditor;
- appointing and assessing the performance of the CEO, and overseeing succession plans for the senior executive team;
- overseeing the effectiveness of management processes in place and approving major corporate initiatives;
- enhancing and protecting the reputation of the FATFISH Group;
- reviewing and overseeing systems of risk management and internal control, and legal compliance;



## **Fatfish Internet Group Limited (FATFISH:FFG)**

- overseeing the processes for identifying significant risks facing the FATFISH Group and that appropriate and adequate control, monitoring and reporting mechanisms are in place; and
- reporting to, and communicating with, shareholders.

**2.3 The Board has established an Audit and Risk Committee, a Nomination Committee and Remuneration Committee to assist and advise the Board on specific matters set out in the charters of those committees.**

**2.4 The FATFISH constitution provides for a quorum of two directors and sets out the manner in which the number of directors on the Board is determined.**

**2.5 It is Board policy that a majority of its directors must be independent.**

**2.6 FATFISH values the skills, experience and perspective brought to the Board by Board members who are involved with stakeholders of FATFISH.**

**2.7 A review of directors' independence is undertaken by:**

- tabling of individual director interests at each and every Board meeting; and
- an annual formal assessment using defined criteria of independence and materiality consistent with the FATFISH Corporate Governance Principles and Recommendations.

**2.8 Membership of the Board is disclosed in the annual report including whether a director is independent or not independent.**

**2.9 The Board has not adopted a tenure policy.**

### **3 FATFISH NON-EXECUTIVE DIRECTOR BOARD SELECTION PROCESS**

**3.1 The Board, in consultation with the Nomination Committee, determines the composition of the Board.**

The Board, together with the Nomination Committee, will review the skills represented by directors on the Board and determine whether the composition and mix of those skills remain appropriate for FATFISH's strategy, subject to limits imposed by FATFISH's constitution and the terms served by existing nonexecutive directors.

**3.2 The Board may engage an external professional consultant to identify suitable candidates in a director recruitment search process. Candidates are selected based on their level of skill, knowledge and experience that enables the Board to discharge its responsibilities effectively. The selection process also**



## **Fatfish Internet Group Limited (FATFISH:FFG)**

aims to achieve an appropriate mix of skills, expertise, experience and diversity (including gender).

**3.3 The Board will use succession planning to achieve the progressive and orderly renewal of its Board membership. The Board may engage the assistance of an independent professional consultant in that process.**

**3.4 Procedures for the nomination, selection and appointment of FATFISH non-executive directors are governed by this Charter, the Nomination Committee Charter, FATFISH constitution, the Listing Rules and the Corporations Act.**

### **4 CHAIRMAN OF THE BOARD**

**4.1 The Chairman is an independent non-executive director.**

**4.2 Board policy is that the CEO may not become Chairman.**

**4.3 The roles of Chairman and CEO are separate.**

**4.4 The Chairman is responsible for:**

- leading the Board in its duties to the FATFISH Group;**
- oversight of the processes and procedures in place to evaluate the performance of the Board, its committees and individual directors; and**
- facilitating effective discussions at Board meetings.**

**4.5 The Company Secretary will be accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.**

### **5 CEO**

**5.1 The Board has appointed a CEO who has responsibility for the overall operational and business management and profit performance of FATFISH, whilst also managing the FATFISH Group in accordance with the strategy, plans and policies approved by the Board to achieve agreed goals.**

**5.2 FATFISH and each FATFISH Group subsidiary that operates in different jurisdictions may be delegated certain operational powers and rule change powers to the CEO.**

**5.3 Restrictions on the CEO's dealings in securities are set out in the FATFISH Dealing**



## Fatfish Internet Group Limited (FATFISH:FFG)

### Rules for Employees and Directors.

**5.4 Senior executives who report to the CEO have their roles and responsibilities defined in position descriptions. The CEO appoints all senior executives reporting to him after consultation with the FATFISH Board.**

### 6 REVIEW

**6.1 The Board will review this Charter annually to keep it up to date and consistent with the Board's objectives and responsibilities.**

### 7 PUBLICATION

**7.1 A copy of this Charter, the charters of the Audit and Risk Committee, the Nomination Committee and the Remuneration Committee are available from the FATFISH website: [www.Fatfish.co](http://www.Fatfish.co)**

*Reviewed*

*April 2015*