



NPP AUSTRALIA LIMITED STRATEGY COMMITTEE CHARTER

1. PURPOSE OF CHARTER

This **Charter** sets out the role, functions, structures and processes of the Strategy Committee (**Committee**) of NPP Australia Limited (**Company**).

2. COMMITTEE OBJECTIVES

The primary objective of the Committee is to assist the Board in fulfilling its oversight responsibilities relating to the medium and long-term strategic direction and development of the Company. The Strategy Committee meets its objective by providing advice, challenge and expertise to the Chief Executive Officer, and the management team, so that strategic issues and options may be identified and explored fully before being tabled at Board meetings for deliberation and approval.

It is not the duty of the Committee to develop the Company's strategic plan or to implement such plan. Instead, such duties remain the primary responsibility of the Board and the Chief Executive Officer and the management team. Similarly, approval of the Company's strategic plan is a matter for the full Board.

3. RESPONSIBILITIES

Consistent with the objectives of this Charter, the Committee has the following responsibilities:

- (a) Work with the Chief Executive Officer and management to identify and explore strategic issues and options and to provide guidance for the strategic planning process.
- (b) Review risks and opportunities of the strategy as identified by the Company's strategic risk assessment and other processes, and the impact of emerging or evolving competitive activity, governmental or legislative developments and relevant market conditions and to provide this advice to the Board for its consideration.
- (c) Monitor the Company's progress, in concert with the Board, against strategic goals and provide feedback and advice on growth and development strategy, capabilities, and resource requirements.

4. GOVERNANCE

4.1 General

- (a) The Committee is comprised of four members appointed by the Board. The Chair of the Committee will be appointed by the Board from one of the appointed members. The Chairman of the Board is entitled to attend Committee meetings as an observer.
- (b) The Committee will meet as required.
- (c) The quorum for a meeting of the Committee is a simple majority of Committee members.
- (d) Video or conference call participation by Committee members, or other attendees, requires the Chair's approval.



- (e) Committee members are expected to disclose any conflicts of interests at the commencement of each meeting.
- (f) The Committee will seek to make unanimous recommendations and decisions in the first instance. If unanimity cannot be reached, the Committee may vote on the matter. Each member has one vote, with the exception of the Chairman of the Board attending as an observer. Support of a simple majority of members present is required for a decision to be made.
- (g) The Committee may invite non-members to its meetings to provide advice from time to time and may also call on independent expertise as required.
- (h) The Company Secretary or another designated person will undertake the duties of secretariat. Management will provide support to the Committee as required.
- (i) In addition to the matters set out in this Charter, the provisions of the Constitution that apply to meetings and resolutions of directors, apply to meetings and resolutions of the Committee.

4.2 Authority and Accountability

- (a) The Committee is established by the Board, under Article 9.6 of the Constitution.
- (b) The Committee is accountable to the Board.

4.3 Reporting

- (a) The Committee will report outcomes of its meetings to the Board within a reasonable period, as required, and will exercise its powers in accordance with any directions of the Board.
- (b) The Committee will inform the Board of matters arising from time to time that may significantly impact on the Company's strategic objectives.

5. REVIEW OF CHARTER

- a) The Committee will review this Charter annually so that it remains consistent with the Board's objectives and responsibilities.
- b) The Board may amend this Charter in its own right or on the recommendation of the Committee.

6. GLOSSARY

Words defined in the constitution have, unless the contrary intention appears, the same meaning in this Charter.



7. CHARTER AMENDMENT HISTORY

Version	Prepared by	Approved by	Date	Description of amendment
0.1	General Counsel	Board	22/03/18	Draft Charter for Board review and approval