

BETHUNES INVESTMENTS LIMITED
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BOARD CHARTER

This Charter sets out the authority, responsibilities, membership and operation of the Board of directors (**Board**) of the Company and should be read in addition to responsibilities at law and under the Company's constitution. The Charter also details the manner in which these responsibilities will be carried out to comply with best practice in corporate governance in accordance with applicable laws in the jurisdictions in which the Company operates.

1. BOARD GOVERNANCE PRINCIPLES AND PROCESS**1.1 Governance Principles**

All members and management are committed to the highest standards of corporate governance as established by recognised best practice. Specifically, the Board has adopted the following governance principles to act in accordance with agreed standards of ethical and moral behaviour, including observing the Director's Code of Ethics (**Appendix**).

1.2 Role of the Board

The Board will direct, and supervise the management of the business and affairs of the Company. In the normal course of events, day-to-day management of the Company will be in the hands of management. The Board will satisfy itself that the Company is achieving the Company goals. The Board will work to ensure that the Company has a culture of integrity, innovation and good performance.

1.3 Board Responsibilities

The Board may delegate authority for the operations and administration of the Company to a senior member of the management team or, in the absence of a management team to any of the directors or agents of the Company.

The Board is responsible for promoting the success of the Company in a manner designed to create and build sustainable value for shareholders and in accordance with the duties and obligations imposed upon them by the Company's constitution and at law, while taking due regard to other stakeholder interests.

Specifically, the Board is responsible for:

- setting strategic direction and appropriate operating frameworks of the Company;
- monitoring management's performance within those frameworks;
- ensuring there are adequate resources available to meet the Company objectives;
- appointing and removing the senior management team and overseeing succession plans for management;
- ensuring that appropriate financial reporting and internal control processes are in place (including assessing whether financial statements should be audited for each financial year) and monitoring those processes;
- approving and monitoring capital management;
- liaising with the external auditors (if applicable) and any accounting advisers;
- reviewing annual financial statements of the Company for compliance with appropriate laws and regulations;
- maintaining a transparent reporting relationship with shareholders, through the circulation of financial statements and regular shareholder communications on the activities of the Company;

- monitoring the financial solvency of the Company;
- ensuring that effective risk management procedures are in place and are being used;
- promoting and authorising ethical and responsible decision-making by the Company;
- ensuring the Company has appropriate corporate governance structures in place including standards of ethical behaviour; and
- ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company.

1.4 Chair

The Board will appoint a chair who will be a Director and will be responsible for:

- chairing meetings of the Board;
- representing the Board to Shareholders;
- ensuring the integrity and effectiveness of the governance process of the Board; and
- maintaining regular dialogue with the management team.

1.5 Board Committees

The Board may discharge any of its responsibilities through committees of the Board. The Board may establish a committee to consider certain issues and functions in more detail. Each committee may adopt its own charter to be approved by the Board, setting out matters relevant to its composition and responsibilities.

1.6 Audit and Risk

The Company has opted out of its auditing requirements in accordance with s 207I of the Companies Act 1993. The Board will determine on an annual basis whether the Company should appoint an auditor, taking into account the operations and investment activities of the Company for that financial year.

The Board does not consider it necessary to establish an Audit and Risk Committee at present, but will revisit this position on an annual basis. The Board will fulfil the responsibilities relating to the Company management systems, accounting and reporting, internal audit and risk management activities. In carrying out its responsibilities, the Board will:

- ensure that processes are in place to keep shareholders properly and regularly informed and updated on corporate financial matters;
- recommend the appointment and removal of an external/independent auditor if the Board considers it necessary;
- review the financial reports to ensure that the Board is complying with applicable laws and regulations; and
- evaluate procedures for monitoring Board and staff compliance with the Code of Ethics.

1.7 Remuneration

The Board will determine the level of remuneration paid to Board members in accordance with the Remuneration Policy and within any limitations imposed by shareholders. The Company will also meet any costs directly associated with the Directors performance of their role as a Director in carrying out authorised duties on behalf of the Company.

1.8 Conflict of Interest

Directors must –

- a. disclose to the Board any actual or potential conflicts of interest which may exist or be thought to exist as soon as they become aware of the existence of such an issue;
- b. take any necessary and reasonable measures to try to resolve the conflict; and
- c. comply with the Companies Act 1993.

If a conflict or potential conflict exists, it is expected that the conflicted director shall be absent from the meeting whilst the Board discusses the matter, and shall not vote on the matter, unless the other directors who do not have an interest in the matter approve such director being present at the meeting.

Directors are expected to advise the chair of any proposed Board or executive appointment to other companies as soon as practicable.

1.9 Trading in the Company's Shares

Directors are encouraged to own (directly or through associated interests) not less than \$5,000 of the Company's shares.

The Company will be setting up its own unlisted share trading platform through its website, which gives shareholders a platform to trade their shares in a transparent manner. The platform will list the price at which shares are traded at, and if any buyer and seller is a director.

A director can only buy or sell shares in the Company via the unlisted share trading platform. All changes in directors' shareholding must be reported to the Board.

1.10 Independent Advice

Any director is entitled to obtain independent professional advice (at the expense of the Company) where the director considers it necessary to carry out his/her responsibilities as a director, with the approval of the chair of the Board.

1.11 Indemnities and Insurance

Subject to the Company's constitution, the Company will provide Board members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as directors, to the fullest extent permitted by law.

2. REVIEW OF CHARTER

This Charter and committee charters will be reviewed annually by the Board.

3. AUTHORISATION

This Board Charter has been agreed by the Board of Bethunes Investments Limited.

22nd September 2018.
Board Meeting Date


Bethunes Investments
Limited Chair

22-9-18
Date

BOARD CHARTER – APPENDIX CODE OF ETHICS

PURPOSE

Bethunes Investments Limited's Code of Ethics sets the standards of ethical behaviour on which directors of the Company are required to conduct their professional lives.

Directors will:

- Always act with honesty and total integrity exercising diligence and fairness. They will conduct themselves in a manner that ensures the Company's reputation and image will not be compromised by their actions or statements.
- Fulfil their duties and exercise their powers as directors with due care and diligence having regard to the Company's values and acting in the best interests of the Company.
- To the best of their abilities, using reasonable endeavours, seek to ensure the Company's records and documents including financial reports are accurate and true.
- Avoid conflicts of interest. Each director will disclose any relationships they have with the Company, together with private or business interest that may constitute a conflict of interest to the Board so that the Board can assess the director's independence in each instance.
- Respect, maintain and protect the confidentiality of information about the Company's financial business affairs as well as information entrusted to them about customers, work colleagues and stakeholders except where disclosure is permitted or required by law.
- Respect, protect and uphold the rights of employees, customers, shareholders and other legitimate stakeholders in the Company.
- Not take advantage of opportunities arising through the use of any of the Company's assets, property or information for personal gain.
- Fully comply with all laws, rules and regulations relevant to the Company's business in all jurisdictions within which the Company operates.
- Use their best endeavours to ensure compliance by the Company with all statutory and internal disclosure requirements in a timely manner.
- Not accept unauthorised payments, gifts or other inducements arising from dealings conducted on behalf of the Company.
- Report any unethical illegal (or potentially illegal) behaviour of which they become aware to the chair of the Board.