



FARMGATE MSU BOARD CHARTER

1. The Board is primarily responsible for ensuring that FarmGate MSU has an appropriate corporate governance structure that protects the interests of FarmGate MSU and shareholder value.
2. The Board is also responsible for ensuring that FarmGate MSU Management recognises FarmGate MSU's legal and other obligations to stakeholders. They include shareholders, customers, suppliers, employees, government regulators and members of the communities where FarmGate MSU operates and are affected by FarmGate MSU's activities.
3. FarmGate MSU's obligations to its Stakeholders require that appropriate accountability and control systems are in place.
4. This Charter explains FarmGate MSU's commitment to corporate governance. It is not an "all inclusive" document and should be read as a broad expression of principles. The Board will review this Charter on an annual basis.
5. FarmGate MSU endorses the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition (ASX Principles).

Compliance with Laws

6. FarmGate MSU must comply with the *Corporations Act* and other applicable laws.
7. As FarmGate MSU is operating in numerous jurisdictions, FarmGate MSU must ensure that it is aware of and complies with all applicable laws in those jurisdictions.

Composition of the FarmGate MSU Board

8. The Board is to consist of:
 - a. up to 7 Directors;
 - b. the Chief Executive Officer; and
 - c. a minimum of 40% female representation across the board and associated sub committees and advisory boards.
 - d. the Chair:
 - i. is to be a Non-Executive Director; and
 - ii. is not to exercise the role of Chief Executive Officer of FarmGate MSU.

Responsibilities and Duties

9. The FarmGate MSU Board is responsible for setting the strategic direction of FarmGate MSU and monitoring the implementation of that strategy by FarmGate MSU Management, including:
 - a. oversight of the FarmGate MSU Group, including its control and accountability systems;
 - b. appointing and removing the Chief Executive Officer;
 - c. appointing and removing the FarmGate MSU Secretary;
 - d. Board and Executive Management development and succession planning;

- e. input into and final approval of corporate strategy;
- f. input into and final approval of the annual operating budget (including the capital management budget);
- g. approving and monitoring the progress of major capital expenditure, capital management and acquisitions/divestitures;
- h. monitoring compliance with all relevant legal, tax and regulatory obligations;
- i. reviewing and monitoring systems of risk management and internal compliance and controls, codes of conduct, continuous disclosure, legal compliance and other significant corporate policies;
- j. setting the risk appetite within which Management is expected to operate and, at least annually, reviewing the effectiveness of FarmGate MSU's implementation of its risk management system and internal control framework;
- k. monitoring Executive Management's performance and implementation of strategy and policies, including assessing whether appropriate resources are available;
- l. approving and monitoring financial and other reporting to the market, shareholders, employees and other Stakeholders;
- m. approving the remuneration framework; and
- n. oversight of the integrity of the accounting and corporate financial reporting.

Systems, including appointment, reappointment or replacement of the external auditor

- 10. In discharging their duties, each Director must:
 - a. exercise care and diligence;
 - b. act in good faith in the best interests of FarmGate MSU, and for a proper purpose;
 - c. not improperly use their position or misuse information of FarmGate MSU; and
 - d. commit the time necessary to discharge effectively their role as a Director.
- 11. All Directors (including Executive Directors) are entitled to be heard at all Meetings and should bring an independent judgement to bear in decision-making.
- 12. At least once each year, the Directors will:
 - a. review this Charter and approve any required amendments; and
 - b. review the Board's performance during the previous 12 months.

Committees

- 13. To assist the Board in fulfilling its duties and responsibilities, it will be supported by 3 Committees:
 - a. Audit and Risk Committee;
 - b. Investor Strategy Committee; and
 - c. Advisory Board.
- 14. Each Committee has a formal Charter and has been granted certain delegations.
- 15. All Directors may attend all Committee Meetings.
- 16. Each Committee has an obligation to provide to the board minutes and a report for each meeting.

Audit and Risk Committee

17. The Audit Committee assists the Board in regard to financial reporting, audit and risk management, including:
- a. the integrity of the FarmGate MSU Group's financial reporting;
 - b. compliance with legal and regulatory obligations;
 - c. the effectiveness of the FarmGate MSU Group's enterprise-wide risk management framework; and
 - d. oversight of the independence of the external and internal auditors.

The Chair

18. The Chair is responsible for:
- a. leadership of the Board;
 - b. overseeing the Board in the effective discharge of its supervisory role;
 - c. the efficient organisation and conduct of the Board's function and Meetings;
 - d. facilitating the effective contribution of all Directors;
 - e. briefing of all Directors in relation to issues arising at Meetings;
 - f. the promotion of constructive and respectful relations between Board Members and between the Board and Management;
 - g. committing the time necessary to discharge effectively their role as Chair; and
 - h. scheduling regular and effective evaluations of the Board's performance.

Independence of Directors

19. Independent Directors are those who have the ability to exercise their duties unfettered by any business or other relationship and are willing to express their opinions at the board table free of concern about their position or the position of any third party. The FarmGate MSU Board does not believe it is possible to draft a list of criteria which are appropriate to characterise, in all circumstances, whether a Non-Executive Director is independent. It is the approach and attitude of each Non-Executive Director which is critical and this must be considered in relation to each Director while taking into account all other relevant factors, which may include whether the Non-Executive Director:
- a. is a substantial shareholder (within the definition of section 9 of the *Corporations Act*) of FarmGate MSU, or an officer of, or otherwise associated directly with, a substantial shareholder of FarmGate MSU;
 - b. has, within the last three years, been a principal of a material professional adviser or a material consultant to the FarmGate MSU Group or an employee materially associated with the service provided;
 - c. is a material supplier or customer of the FarmGate MSU Group, or an officer of or otherwise associated directly or indirectly with, a material supplier or customer;
 - d. has any material contractual relationship with the FarmGate MSU Group other than as a Director;
 - e. has served on the Board for a period which could materially interfere with the Director's ability to act in the best interests of the FarmGate MSU Group (and it is neither possible nor appropriate to assign a fixed term to this criteria); or
 - f. is free from any interest, position, association or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of FarmGate MSU.
20. Family ties and cross-directorships may also be relevant in considering interests and relationships which may compromise independence and should be disclosed by Directors to the Board.

21. The above guidelines must be applied with common sense. Directors are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each Director is expected to advise the Chair immediately if they believe they may no longer be independent. Should the Chair or any other Director have any concern about the independence of a Director, they must immediately raise the issue with that Director and, if the issue is not resolved, with the Board.
22. Should the Chair have any concern about their own independence, they must immediately raise the issue with the Board.
23. Each Director must immediately disclose to the Chair (with a copy to the FarmGate MSU Secretary) all information relevant for determining whether the Director is independent, including details of entities in which the Director has a material direct or indirect shareholding (or other interest), is an executive officer or is a director.
24. In the preparation of the Agenda for each Board Meeting, the Chair and FarmGate MSU Secretary need to be sensitive to disclosed interests and consider whether it is appropriate to withhold part or all of an agenda item (including any relevant Papers) from any Director because of a potential or actual conflict. If the Chair decides to withhold part or all of an agenda item from a Director, he/she must advise the Director at the time of dispatch of the relevant Board Paper.
25. Directors are to inform the Chair prior to accepting any new appointment to any entity's board or any other position with a significant time commitment attached. The Chair should inform all other Directors.

Access to Information, Independent Advice and Continuing Development

26. Management must provide the Board and Committees with accurate, timely and clear information to enable them to effectively discharge their responsibilities and duties. All Directors are to receive copies of Committee Papers.
27. Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Director has the authority to seek any information they require from any employee of the FarmGate MSU Group and all employees must comply with such requests. Any significant issues raised by a Director are to be communicated to the Chair, Chief Executive Officer or FarmGate MSU Secretary.
28. Any Director may take such independent legal, financial or other advice as they consider necessary, at FarmGate MSU's cost. Any Director seeking independent advice must first discuss the request with the Chair, who will facilitate obtaining such advice, once approved by the Board.
29. The Board should understand the FarmGate MSU Group structure, operations and industry, together with key developments affecting the FarmGate MSU Group and may receive periodic presentations to assist in achieving such an understanding.

Appointment and Removal of Directors

30. The Board should be of a size and composition, and possess appropriate skills and commitment, to enable it to discharge its duties effectively, and in the best interest of the FarmGate MSU Group as a whole rather than of individual shareholders or other stakeholders.
31. A new Director will receive a formal Letter of Appointment setting out the key terms and conditions relative to the appointment.

Director Protection Deeds

32. The Constitution indemnifies each Director to the fullest extent permitted by law.
33. Each Director is entitled to:
- a. access to Board Papers;
 - b. confidentiality;
 - c. indemnity by FarmGate MSU; and
 - d. the provision of Directors' and Officers' insurance.

The Chief Executive Officer

34. The Chief Executive Officer is responsible for implementing the strategic objectives and operating within the risk appetite set by the Board, and for all other aspects of the day-to-day management of the FarmGate MSU Group with all powers, discretions and delegations authorised, from time to time, by the Board.
35. The Chief Executive Officer is to have a formal Employment Agreement describing their term of office, duties, rights and responsibilities and entitlements on termination.
36. At each Meeting where the Board approves the half-year and full-year Financial Statements, the Chief Executive Officer must provide the Board with a written declaration (together with an equivalent declaration from the FarmGate MSU Group's Chief Financial Officer) which includes a statement whether, in the Chief Executive Officer's opinion:
- a. the financial records of FarmGate MSU and the entities which are consolidated for financial reporting purposes (Reporting Entity) for the relevant reporting period have been properly maintained in accordance with section 286 of the *Corporations Act*;
 - b. the Reporting Entity's financial statements and the notes referred to in sections 295(3)(b) or 303(3) of the *Corporations Act* for the relevant reporting period comply with the accounting standards;
 - c. the financial statements and notes for the reporting period give a true and fair view of the financial position and performance of the Reporting Entity; and
 - d. declarations a. to c. are founded on a sound system of risk management and internal control which is operating effectively in all material respects in relation to financial reporting risks.

FarmGate MSU Secretary

37. The FarmGate MSU Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
38. The FarmGate MSU Secretary is to attend Board and Committee Meetings, or to otherwise receive an update from the Chair or Committee Chair (as relevant) to ensure that accurate Minutes are taken of each Meeting.

Written Resolutions

39. Written Resolutions:
- a. are not to be forwarded to Directors until they are approved by the Chair (and the Directors are to be informed that the Chair has approved the proposed Resolution);
 - b. are to be sent to all Directors;
 - c. are not to be implemented if any Director advises that they have any reservations about the proposed Resolution (in which case the matter is to be considered at the next Board Meeting); and
 - d. are not to be implemented until:
 - i. assented to by at least half of the Directors; or
 - ii. if the Chair considers it appropriate, assented to by all the Directors.

FarmGate MSU Group Policy Framework

40. The Board oversees the FarmGate MSU Group Policy Framework, including key FarmGate MSU Group Policies which align to the Group's Non-Negotiable Business Principles. The FarmGate MSU Group Policy Framework includes the FarmGate MSU Code of Conduct and Ethics and other significant policies recommended by the ASX Principles. The Board has endorsed a summary of the key values and business practices of the FarmGate MSU Group in the "Working Toward Our Vision" document, which can be accessed on the FarmGate MSU website.

FarmGate MSU Code of Conduct

41. The FarmGate MSU Code of Conduct is to be observed by all Directors, employees, consultants and any other person when they represent the FarmGate MSU Group.
42. The FarmGate MSU Code of Conduct deals with compliance in the following areas of conduct:
- a. Compliance with Laws, Regulations and Ethical Standards;
 - b. Gifts, Entertainment and Hospitality Policy;
 - c. Conflicts of Interest;
 - d. Accounting Records;
 - e. Dealing with Auditors;
 - f. Use of Confidential Information;
 - g. Continuous Disclosure Policy;
 - h. Privacy Policy;
 - i. Treating People with Respect; and
 - j. Equal Employment Opportunity.

Shareholder Communications Policy

43. As part of an effective shareholder communications strategy, FarmGate MSU will maintain and keep current its Corporate Governance information on its website.

Annual Reporting

Review of Operations

44. FarmGate MSU will include in the Review of Operations contained in its Annual Report:
- a. information that FarmGate MSU shareholders would reasonably require to make an informed assessment of the FarmGate MSU Group's financial position, business strategies and prospects; and
 - b. a discussion of the main internal and external risk sources (including material sustainability risks) that could adversely affect the FarmGate MSU Group's prospects for future financial years,
- to the extent that disclosures are not likely to result in unreasonable prejudice to the FarmGate MSU Group.

Corporate Governance Statement

45. FarmGate MSU will prepare annually a Corporate Governance Statement. The Corporate Governance Statement and other related documents will also be made available via the FarmGate MSU website.

Annual General Meetings

Notice of Meeting

46. FarmGate MSU will give 14 days' notice for General Meetings and 21 days' notice for Annual General Meeting.

External Auditor

47. The external auditor must attend the Annual General Meeting of FarmGate MSU and must be available to answer questions about:
- a. the conduct of the audit;
 - b. the preparation and content of the Independent Auditor's Report;
 - c. the accounting policies adopted by FarmGate MSU in relation to the preparation of the financial statements; and
 - d. the independence of the external auditor in relation to the conduct of the audit.