

Board Charter

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose

The Board of Directors of FDC Consolidated Holdings Limited (the *Company*) has adopted this charter to outline the manner in which its powers and responsibilities will be exercised and discharged and the processes the Board will follow, having regard to principles of good corporate governance and applicable law.

This Board Charter has been prepared and adopted on the basis that strong corporate governance can add to the performance of the Company and the corporate group of which it is the holding company (*FDC*), create shareholder value and engender the confidence of the investment market and broader stakeholders.

2 Role and responsibilities

In addition to the matters required by the Company's constitution, the law and Board-approved policies, the Board is responsible for the matters outlined below.

The Board:

Purpose and culture

- (a) defines FDC's purposes and values, and approves the Code of Conduct and Ethics;
- (b) protects and oversees the enhancement of the reputation of FDC;
- (c) promotes a culture of strong corporate governance, sound business practices and ethical conduct;

Strategy, performance and financial plans

- (d) considers and approves the strategy of FDC;
- (e) adopts an annual budget and oversees and monitors management in implementation of FDC's strategic objectives and financial performance;
- (f) approves major investments and monitors the return on those investments;

Reporting

- (g) approves FDC's annual and half-year financial statements, financial reports and sustainability reports;
- (h) oversees the integrity of FDC's financial and non-financial reporting systems;

Governance, risk management and compliance

- (i) appoints, and, if necessary, approves the replacement of and reviews the performance of the Chief Executive Officer (*CEO*) including overseeing the remuneration, development and succession planning for the CEO and senior management, while overseeing the operation of appropriate human resource management systems including remuneration;
- (j) considers, approves and endorses major policies of FDC;
- (k) monitors the adequacy, appropriateness and operation of internal controls including reviewing and approving FDC's compliance systems and corporate governance principles;
- (l) oversees the implementation of appropriate workplace health and safety systems;
- (m) determines delegations to Board committees, subsidiary boards and management, and approves transactions in excess of delegated levels;

- (n) sets FDC's risk appetite;
- (o) reviews and monitors significant business risks and oversees how they are managed;

Stakeholders

- (p) monitors the conduct of the relationship with key regulators to meet FDC's obligations;
- (q) oversees FDC's process for making timely and balanced disclosure of all material information concerning FDC and in particular, information that a reasonable person would expect to have a material effect on the price or value of FDC's securities;

Board composition and performance

- (r) with guidance from the People, Remuneration & Nomination Committee:
 - (i) selects and appoints new Directors; and
 - (ii) assesses its own performance and that of its Committees and individual Directors.

The functions listed are matters which the Board specifically reserves for itself and does not limit the Board's overall duties and responsibilities.

3 Board Structure

3.1 Composition

The Board is appointed by the shareholders. Non-executive Directors are engaged through a letter of appointment.

The Board, on the recommendation of the People, Remuneration & Nomination Committee, will review the size and composition of the Board with a view to having an appropriate mix of skills.

It is intended that:

- (a) the majority of the Board should be comprised of independent directors;
- (b) the Directors have a broad range of skills, expertise and experience from a diverse range of backgrounds; and
- (c) the Chair of the Board should be a non-executive Director, and:
 - (i) the position of Chair of the Board will not be held by someone who is performing the role of CEO; and
 - (ii) in due course, following the transition of FDC from a private group to an ASX-listed entity and having regard to the ownership of the Company, the position of Chair of the Board should be an independent non-executive Director.

3.2 Independence of Directors

To be judged independent, a Director must, in the opinion of the Board, be free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or any other person.

While the Board does not believe it is possible to list criteria which are capable of objectively characterising whether a non-executive Director is, in all circumstances, independent, the Schedule sets out the guidelines adopted by the Board to assist them in assessing the independence of Directors. The

independence of the Directors will be regularly reviewed and the status of independent Directors will be disclosed in the Company's Annual Report.

Each non-executive Director will inform the Board or the People, Remuneration & Nomination Committee of any change to their interests, positions or relationships that could affect their independence.

3.3 Chair of the Board

The Chair of the Board will be elected by the Board in accordance with the Company's Constitution. The role of the Chair of the Board includes:

- (a) leading the Board and overseeing the Board in the effective discharge of its supervisory role;
- (b) facilitating effective contribution of all Directors and promoting constructive and respectful relations among the Directors and between the Board and management;
- (c) maintaining an open and regular dialogue with the CEO and, as appropriate, providing support and counsel to the CEO to facilitate the effective discharge of his/her duties and responsibilities;
- (d) managing the conduct and frequency of Board meetings, approving Board agendas and ensuring adequate time is available for discussion of all agenda items, including strategic issues;
- (e) representing the views of the Board to the public; and
- (f) presiding over meetings of the Board and general meetings of shareholders.

3.4 Chief Executive Officer

While the Board retains responsibility for the overall strategic direction of FDC and the supervision of management's performance, the Board has delegated the responsibility for the day-to-day management and operation of FDC to the CEO.

Accordingly, the CEO is responsible, and accountable to the Board, for the day-to-day operations of FDC. The CEO is authorised by the Board to delegate tasks and functions to suitably qualified employees or consultants.

3.5 Company Secretary

The Board appoints and removes the Company Secretary. All Directors are to have direct access to the Company Secretary (and vice versa).

The Company Secretary is responsible for the day to day operations of the Company Secretary's office, including the administration of Board and Committee meetings, overseeing the Company's relationship with its share registrar and lodgements with the ASX and other regulators.

The Company Secretary supports the effectiveness of the Board by monitoring that Board policy and procedures are followed and co-ordinating the completion and despatch of Board agendas and briefing papers.

The Company Secretary is accountable to the Board through the Chair of the Board, on all matters concerning proper functioning of the Board.

The Company Secretary, together with the guidance of the Board's People, Remuneration & Nomination Committee and the assistance of the Board, will organise the induction of new Directors and facilitate ongoing professional development training for Directors.

4 Meetings

The Board will meet regularly in accordance with an agreed schedule, with additional meetings as required. Each Director will allocate sufficient time to perform their duties effectively.

Any Director is able to convene a meeting of the Board by contacting the Chair of the Board or the Company Secretary, and otherwise in accordance with the Company's constitution.

The Chair of the Board and the Company Secretary will co-ordinate the Board agenda.

In addition to the above meetings, the non-executive Directors may meet in the absence of executive Directors and management at such times as they may determine.

Where deemed appropriate by the Chair of the Board, meetings, approvals and recommendations may occur by written resolution or conference call or other electronic means of audio or audio-visual communication or as otherwise permitted by the Company's Constitution.

5 Committees

The Directors may delegate any of their powers to a Committee or Committees. The Board has established two standing Committees – the Audit, Risk and Safety

Committee and the People, Remuneration & Nomination Committee. The Board has adopted charters for each of these Committees, which set out the objectives, duties and responsibilities of those Committees. The Chair of each Committee has the responsibility, based on the remit of the Committee, to advise and make recommendations to the Board on matters falling within the scope of the Committee's responsibilities.

The Board may also delegate specific functions to ad hoc Committees.

6 Education, Development and Performance Evaluation

Each new Director will, upon appointment, participate in an induction program. This will include meeting with members of the existing Board, the Company Secretary, senior management and other relevant executives to familiarise themselves with FDC, its procedures and Board practices and procedures.

On an ongoing basis, and subject to approval of the Chair of the Board, Directors may request and undertake training and professional development, as appropriate, at the Company's expense.

With the assistance of the People, Remuneration & Nomination Committee:

- (a) the performance of the Board as a group, its Committees and its individual Directors is to be assessed each year. In particular, all Directors seeking re-election at an annual general meeting will be subject to a formal performance appraisal to determine whether the Board (in the absence of those Directors seeking re-election) should recommend their re-election to shareholders; and
- (b) the performance of the Chair of the Board is to be assessed each year.

The Board will disclose in the Company's Annual Report or on FDC's website whether a performance evaluation of the Board, its committees and its Directors was undertaken in accordance with the above process during or in respect of the relevant year.

7 Disclosure of Interests

Directors must take all reasonable steps to avoid actual, potential or perceived conflicts of interest and declare them to the Board and the Company Secretary if they arise.

8 Access and advice

The Directors will have complete and open access to management following consultation with the Chair of the Board and the CEO.

The Company's external auditors will allow all issues to be raised directly with the Board.

Board members are not to be constrained or impeded from disclosing information to the external auditors in accordance with statutory and regulatory requirements and must be available to meet with the external auditors on request after notification to the Chair of the Board.

Each Director shall have the ability to consult independent experts where that Director considers it necessary to carry out their duties and responsibilities. Any costs incurred as a result of the Director consulting an independent expert will be borne by the Company, subject to the estimated costs being approved by the Chair of the Board, in advance, as being reasonable.

9 Review

The Board will review this Board Charter every two years or more often as required to ensure that it is operating effectively and to ensure it remains relevant to the current needs of FDC and the Board. This Board Charter may be amended by resolution of the Board.

Schedule 1

Guidelines of the Board of Directors – Independence of Directors

Without limiting the Board's discretion, the Board has adopted the following guidelines to assist in considering the independence of Directors.

In general, a Director will be considered to be 'independent' if the Director is not a member of management (ie, is a non-executive Director) unless the Director:

- is, or has been, employed in an executive capacity by the Company or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- is, or has been within the last three years, in a material business relationship (eg, as a supplier, professional adviser, consultant or customer) with FDC or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;
- is, represents, or has been in the last three years an officer or employee of, professional adviser to, a substantial security holder of the Company;
- has close family ties with any person who falls within any of the categories described above; or
- has been a Director for such a period that their independence may have been compromised.

The Board will consider thresholds of materiality for the purposes of determining 'independence' on a case by case basis, having regard to both quantitative and qualitative principles, to determine whether the interest, position or relationship might interfere, or reasonably be perceived to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or any other person.

Board Charter governance

Approver	Board
Review Cycle	Biennial
Next Review Date	28/06/2028

Material Revisions

Version	Approval Date	Effective Date	Details