

Board Charter

MYECO GROUP LTD

A.C.N. 064 755 237

(the Company)

Adopted by the Board on 26 August 2025

Board Charter

MYECO GROUP LTD (the Company)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Board of the Company (the **Charter**). The Charter governs the operations of the Board. It sets out the Board's role and responsibilities, composition, structure and membership requirements.

When describing the Board's role and responsibilities for the overall operation and stewardship of the Company, this refers to the Company and its controlled entities.

1.2 Role of Board

The Board is responsible for the overall operation and stewardship of the Company and, in particular, for the long-term growth and profitability of the Company, the strategies, policies and financial objectives of the Company, and for monitoring the implementation of those policies, strategies and financial objectives, including the responsibilities set out below.

In performing the responsibilities set out in this Charter, the Board should act at all times in a manner designed to create and continue to build sustainable value for shareholders and in accordance with the duties and obligations imposed on them by the Company's constitution and by law.

1.3 Review of Charter

The Board will review the Charter periodically and, if required, make any amendments to the Charter.

2. Roles and responsibilities of the Board

2.1 Strategy

The role of the Board in respect of strategy includes:

- (a) providing input to, and approval of, the Company's strategic direction and budgets as developed by management;
- (b) directing, monitoring and assessing the Company's performance against strategic and business plans, to determine if appropriate resources are available; and
- (c) approving and monitoring capital management and major capital expenditure, acquisitions and divestments.

2.2 Risk management & reporting and compliance with laws/regulations

The Board is responsible for oversight of risk management and internal control; external financial and other reporting; and compliance with laws and regulations .

The role of the Board in respect of these includes:

- (a) oversight of the establishment and implementation of the risk management framework;
- (b) ensuring an adequate and effective methodology is in place for identifying, monitoring

and managing financial and non-financial risks;

- (c) oversight of adequate and effective internal control systems to manage/mitigate financial and non-financial risks;
- (d) oversight of an effective system for compliance with laws and regulations; and
- (e) approving and monitoring material internal and external financial and other reporting, including:
 - (i) periodic reporting to shareholders, the ASX and other stakeholders; and
 - (ii) overseeing the Company's processes for making timely and appropriate disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

2.3 Relationship with management

The role of the Board in relation to management includes:

- (a) appointment and removal of the Managing Director (for the purposes of this document the term Managing Director means the Managing Director or the Chief Executive Officer or equivalent);
- (b) appointment and removal of the Company Secretary;
- (c) ratifying the appointment and removal of senior executives (which includes all executives who report directly to the Managing Director);
- (d) approving the Company's remuneration policies and determining whether the remuneration and conditions of service of senior executives are appropriate and consistent with the approved remuneration policies ;
- (e) establishing and monitoring executive succession planning;
- (f) delegating the day-to-day decision making and implementation of Board approved strategy to the Managing Director;
- (g) setting specific limits of authority for management; and
- (h) whenever required challenging management and holding it to account.

2.4 Monitoring of performance

The role of the Board in respect of performance monitoring includes:

- (a) approving criteria for assessing performance of senior executives and monitoring and evaluating their performance; and
- (b) undertaking a periodic evaluation of the performance of the Board, each Board

Committee and individual Directors, comparing their performance with the reasonable expectations of individual Directors;

- (c) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values and strategic objectives.

2.5 Corporate governance

The role of the Board in respect of corporate governance includes:

- (a) selecting and appointing the Board chairperson, and if the Company has one, the deputy chairperson or senior independent director;
- (b) ensuring ethical behaviour and compliance with the Company's own governing documents, including the Company's Code of Conduct;
- (c) monitoring the effectiveness of the Company's governance practices; and
- (d) monitoring and evaluating the Company's compliance with its corporate governance standards.

2.6 Board Committees

The role of the Board includes:

- (a) establishing such committees of the Board as may be appropriate given the size and scope of the Company's operations, including the following Board Committees:
 - (i) Audit and Risk Management Committee; and
 - (ii) Remuneration Committee; and
 - (iii) Nominations Committee
- (b) adopting Charters setting out the membership, responsibilities and reporting obligations of each Board Committee and evaluating the performance of the Board Committees; and
- (c) undertaking a periodic performance evaluation of each Board Committee.
- (d) reviewing committee meeting minutes, recommendations and other reports from the committees on matters which have been delegated to them by the Board.

If, given the current size and scope of the Company's operations, the Board considers that establishing a Nominations Committee is not appropriate, the Board will take on the role and responsibilities that would otherwise fall under a Nominations Committee as set out in Annexure A to this document.

2.7 Other

The role of the Board also includes performing such other functions as prescribed by law.

3. Board composition and related matters

3.1 Board size

The Constitution of the Company provides that the number of Directors must at any time be no more than 8 and no less than 3, unless the members of the Company, in a general meeting, resolve otherwise.

3.2 Board composition

The Board should comprise:

- (a) where practicable, a majority of people who are independent¹ Directors; and
- (b) people with a mix of skills and diversity of backgrounds to enable the Board to discharge its duties effectively.

A quorum is two Directors or any greater number determined by the Board.

3.3 Chairperson

Where practicable, the Chairperson of the Board should be independent and should not hold the role of Managing Director (or equivalent).

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 and promoting constructive and respectful relations between directors and between the Board and the Company's managers (**Management**);
- (e) communicating the Board's position to shareholders and the public;
- (f) facilitating the effective contribution and ongoing development of all directors;
- (g) overseeing membership of the Board to ensure it is skilled and appropriate to meet the Company's needs;
- (h) chairing shareholder meetings;
- (i) monitoring and facilitating reviews of the performance of the Board; and
- (j) ensuring the Board regularly meets to consider the Company performance and key issues facing it.

3.4 Company secretary

The Company Secretary will:

- (a) be appointed and removed by resolution of the Board;
- (b) report to and be accountable to the Board, through the Chairperson of the Board, on all matters to do with the proper functioning of the Board and Board Committees; and
- (c) be responsible for communication with the Australian Securities Exchange in relation to Listing Rules matters.

Each Director may communicate directly with the Company Secretary and vice versa.

¹ Independent, as defined by the ASX Corporate Governance Council. See section 3.5.

3.5 Independent directors

A Director will be considered independent from the Company if they have no business or other relationship which could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgment.

Examples of such relationships include:

- (a) is, or has been, employed in an executive capacity by the Company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the Board;
- (b) receives performance-based remuneration (including options or performance rights) from, or participates in the Company's employee incentive scheme;
- (c) is, or has within the last three years been, a principal, partner, director, or senior employee of a material professional adviser or a material consultant to the Company or another group member;
- (d) is, or has been within the last three years, in a material business relationship (such as a material supplier or customer) with the Company or other group member, or an officer of, or otherwise associated directly or indirectly with, someone with such a relationship;
- (e) is a substantial shareholder of the Company, or within the last three years has been an officer or employee of, or professional director of, or has been otherwise associated directly with, a substantial shareholder of the Company;
- (f) has a material contractual relationship with the Company or another group member other than as a director of the Company;
- (g) has close personal ties with a person who falls within any of the above categories;
- (h) has been a director of the Company for such a period that his or her independence from management and substantial shareholders may have been compromised.

If there is a change in a non-executive director's interests, positions or relationships that could bear upon their independence, the director should inform the Board at the earliest opportunity.

If the Board determines that a director's status as an independent director has changed, that determination should be disclosed and explained in a timely manner to the market.

Family ties, personal ties and cross-directorships may be relevant in considering interests and relationships which may compromise independence and should be disclosed by Directors to the Board.

The Board will:

- (i) regularly review the independence of each Director in light of interests disclosed and will disclose any change to ASX, as required by the ASX Listing Rules; and
- (j) annually review the independence of any director who has served in that position for more than 10 years to confirm that their independent status can be maintained.

3.6 Appointing new directors

When considering the appointment of a person as a Director, the Board will:

- (a) undertake appropriate checks before appointing the person, or putting the person

forward to shareholders as a candidate for election as a Director; and

- (b) provide shareholders with all material information in the possession of the Company relevant to a decision on whether or not to elect or re-elect a person as a Director, including whether the person will qualify as an independent Director.

4. Management and delegation

4.1 Managing Director and management

The Managing Director (or equivalent) is responsible for running the day-to-day affairs of the Company under delegated authority from the Board and implementing the policies and strategy set by the Board. In carrying out the managing director's responsibilities, the Managing Director (or equivalent) must report to the Board in a timely and clear manner and ensure all reports to the Board present a true and fair view of the Company's financial condition and operational results.

4.2 Delegation to management

The role of management is to support the Managing Director (or equivalent) and implement the running of the general operations and financial business of the Company, in accordance with the delegated authority of the Board. The delegated authority includes responsibility for:

- (a) developing business plans, budgets and strategies for the Company for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets and strategies;
- (b) operating the Company's business within the parameters set by the Board from time to time and keeping the Board informed of material developments in the Company's business;
- (c) in respect of proposed transactions, commitments or arrangements that exceed the parameters set by the Board, referring such matters to the Board for its consideration and approval;
- (d) identifying and managing operational and other risks and, where those risks could have a material impact on the Company's businesses, formulating strategies for managing these risks for consideration by the Board;
- (e) implementing the policies, processes and codes of conduct approved by the Board; and
- (f) managing the Company's current financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems function effectively and capture all relevant material information on a timely basis.

4.3 Senior executives

The Company will have:

- (a) a written agreement with each person appointed as a senior executive of the Company setting out the terms of their appointment; and
- (b) a process for ensuring that the performance of senior executives of the Company is reviewed at least annually.

5. Other matters

5.1 Meetings

The Board is to hold regular meetings and hold additional meetings whenever necessary to deal with specific significant matters requiring attention.

The Chief Financial Officer attends the Board meetings by invitation. Other Company executives may be invited to attend meetings of the Board. Company executives (including the CEO) shall not be present when issues relating to them individually are discussed.

5.2 Confidentiality

Each member of the Board is to keep confidential all information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

The following is considered Confidential Information:

- (a) all business and financial information relating to either the Company or any Related Body Corporate²;
- (b) all intellectual property, processes, procedures, marketing strategies, information concerning customers, know-how, systems, computer programs, models, data bases, any modifications to such things and all other information which, by its nature places or potentially places the Company and any Related Body Corporate² at an advantage over its present or future business competitors;
- (c) any information which is marked "confidential"; and
- (d) any information that would at law be considered secret or confidential information of the Company or its business and any Related Body Corporate²;

but does not include information which:

- (e) at the time of first disclosure by the Company and/or any Related Body Corporate² to a Director is already in the public domain; or
- (f) after disclosure by the Company and/or any Related Body Corporate² to a Director becomes part of the public domain.

During the course of a Director's appointment, a Director may have access to and become familiar with various Confidential Information. The Director must not at any time whether before or after the termination of their appointment with the Company disclose to any person, firm, company or organisation whatsoever or use, print or publish any Confidential Information except in the proper performance of the Director's duties or with the prior written consent of the Board or as required by law.

5.3 Protocols where a director has a conflict of interest

From time to time a director may have a conflict of interest. To help Directors manage any such conflicts the Board has developed protocols setting out the structures and procedures to be followed with the aim of ensuring that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of

² As per Section 50 of the Corporations Act 2001 (Cth), a related body corporate is defined as

(a) a **holding company** of another body corporate; or
(b) a **subsidiary** of another body corporate; or
(c) a **subsidiary of a holding company** of another body corporate,
then the first-mentioned body and the other body are **related to each other**.

interest, and that the disclosure of the Company's confidential information is to be subject to appropriate corporate governance controls. Those protocols are set out in Annexure B.

5.4 Access to information

All Directors have access to company records and information and receive regular financial and operational reports from senior management. The Board has unrestricted access to all records and staff of the Company and has the right to seek explanations and additional information from management and auditors.

5.5 Independent professional advice for Directors

- (a) Directors may obtain independent professional advice, at the Company's cost, in carrying out their responsibilities.
- (b) It will be appropriate to obtain independent professional advice where:
 - (i) the issue or recommendation in question is one which the Director reasonably considers, after consulting with the Board or the Chairperson of the Board, is of a character that makes obtaining independent advice appropriate; and
 - (ii) the Board or Chairperson, following such consultation, consents to the obtaining of such advice.
- (c) Independent professional advice can be obtained without the involvement of the Company's management where the Board or the Chairperson considers it appropriate to do so.
- (d) A suitable qualified expert in the appropriate field should be instructed. Prior to instructing the expert, the Director should advise the Board or Chairperson of the fee payable which must be reasonable having regard to the nature of the advice sought and the fees charged by comparable experts.
- (e) All instructions to the expert must be in writing specifying the party and the capacity in which that party is acting and the party to whom the advice is to be addressed.
- (f) Except in circumstances of competing interests between the Directors or the Director and the Company, a copy of the advice, the letter of instruction, and all materials which accompanied the letter must be provided to the Board.

5.6 Terms of appointment of Directors

- (a) All Directors are expected to continue as Directors only for so long as they have the confidence of their fellow Board members and the confidence of the Company's shareholders.
- (b) In accordance with the Constitution of the Company, no Director except a Managing Director, will hold office for a continuous period in excess of three years or past the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.
- (c) The Company will have a written agreement with each person appointed as a Director setting out the terms of their appointment.

5.7 Inconsistency with the Company's constitution

To the extent that there is any inconsistency between this Charter and the Company's constitution, the constitution will prevail.

5.8 Adoption of Charter and Board review

This Charter (including its annexures) was adopted by the Board on 26 August 2025 and takes effect from that date and replaces any previous charter in this regard.

The Board will review this Charter periodically.

The Company Secretary will communicate any amendments to employees as appropriate.

Annexure A - Nominations Role and Responsibilities

1. Role

1.1 The Board will consider:

- (a) Board succession planning;
- (b) The process for recruiting a new Director;
- (c) Director selection and appointment practices;
- (d) Board composition, size and tenure;
- (e) Director induction and development and performance evaluation processes and criteria; and
- (f) Diversity policy and diversity objective development and monitoring,

to ensure that the Board is of a size and composition conducive to making decisions expediently, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

1.2 The Board will consider recommendations from the Remuneration Committee relating to succession planning for the Managing Director (or equivalent) and his / her direct reports. The direct reports are referred to in this Annexure as the Senior Executives.

2. Responsibilities

2.1 Selection and Appointment of Directors, including the identification of potential candidates to fill vacancies on the Board.

2.2 In selecting and recommending the appointment of new Directors, the Board:

- (a) will adopt a Board skills matrix to identify any deficient competencies in the skills and experience of the Board;
- (b) will assess candidates with regard to the Company's diversity objectives;
- (c) may engage external consultants where necessary to assist in the selection process of suitable candidates;
- (d) will recommend candidates who have the appropriate range of skills, experience and expertise that will best complement Board effectiveness; and
- (e) will undertake appropriate checks before putting forward these recommendations. These may include checks as to the person's character, experience, education, criminal record and bankruptcy history.

2.3 Identifying Board members qualified to fill vacancies on any Committee of the Board and making recommendations that the Board appoint the identified member or members to the respective Committees, having regard to the factors set forth in the charter of the Committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the Committee and the interplay of the candidate's experience with the experience of other Committee members.

2.4 Recommending protocols in relation to the induction of new Directors and the evaluation of the effectiveness of the processes followed.

2.5 Confirmation of the appointment of Senior Executives (after reviewing the Managing Director's recommendation in relation to those appointments).

Annexure B - Board Protocols - Conflicted Directors

1. Background

1.1 Purpose

The purpose of these protocols is to set out the structures and procedures which have been put in place by the Board of the Company to ensure that the consideration of matters by the Board and any Board committees is undertaken free from any actual influence or appearance of influence from persons with conflicts of interest, and that the disclosure of the Company's confidential information is to be subject to appropriate corporate governance controls.

1.2 Directors' duties

Annexed to these protocols is an outline of duties of directors in relation to the disclosure of interests and avoiding conflicts.

Nothing in these protocols is intended to limit in any way the duties owed to the Company by the Directors of the Company.

2. Disclosure of information to Directors

2.1 Directors' disclosure of interests

Directors must at all times comply with their duties and obligations as directors of the Company under statute, common law and the Company's constitution to disclose certain interests to the Board and avoid conflicts of interest. The duties of the Directors also include a duty of confidentiality owed to the Company. An outline of certain duties and obligations of Directors is set out in Annexure C to the Board Charter.

2.1 Review of information before disclosure to directors

Before any information which could give rise to a conflict is circulated by the Company's management to the Board or any Board committee, it must first be provided to the Company Secretary who will determine whether the disclosure of that information to any of the Directors may give rise to a conflict of interest or potential conflict of interest (a **conflict**) in relation to one or more of the Directors. Information which must first be provided to the Company Secretary includes any agendas or papers for Board meetings or Board committee meetings and any documents generated internally or by the Company's advisors. The Chairperson may, as appropriate, make certain senior executives and management of the Company aware of this requirement.

In making that determination in respect of a particular Director, the Company Secretary may consult with the Chairperson of the Board or, in the event that disclosure of the information to the Chairperson may give rise to a conflict, the Deputy Chairperson of the Board. If the Chairperson or the Deputy Chairperson (as applicable) considers it appropriate, he or she may establish a committee comprising of those Directors who do not have a conflict for the purposes of making the determination (**Independent Directors**).

The Chairperson or Deputy Chairperson (as applicable), or any committee of Independent Directors established by the Chairperson or Deputy Chairperson, may also for the purposes of making the determination:

- (a) request further information from the relevant Director; and/or
- (b) seek advice from the Company's legal or other advisors.

3. Procedures

3.1 Procedures to be followed before board meeting

Before notice of any matter to be considered by the Board or a Board committee (**Relevant Matter**) is circulated to Directors, the procedure set out in paragraph 2.2 of these protocols must be adopted for the purpose of determining whether the involvement of any of the Directors in the Board's or Board committee's consideration of that Relevant Matter would give rise to a conflict.

3.2 Exclusion of conflicted director

If the Board or a Board committee is required to consider a Relevant Matter and it has been determined in accordance with paragraph 2.2 of these protocols that the involvement of a Director (**Conflicted Director**) in the Board's consideration of the Relevant Matter, or a Board committee's consideration of the Relevant Matter, would give rise to a conflict, then the Conflicted Director:

- (a) must not receive any information about the Relevant Matter; and
- (b) is not entitled to participate in any discussions regarding, nor take part in any decision-making process in relation to, the Relevant Matter,

unless the Independent Directors make a determination under paragraph 3.3 of these protocols.

3.3 Inclusion of conflicted director on limited basis

After following the procedures set out in paragraph 2.2 of these protocols, depending on the nature of the conflict or potential conflict and the application of the particular facts, the Independent Directors may decide that the Conflicted Director can:

- (a) receive part of the information in respect of the Relevant Matter;
- (b) receive redacted versions of information distributed to the Board in respect of the Relevant Matter; or
- (c) participate in the discussions regarding the Relevant Matter but not to vote on resolutions covering the Relevant Matter.

3.4 Procedures where conflicted director excluded

If the Relevant Matter is to be considered at a Board meeting or Board committee meeting and a determination is made under paragraph 3.2 of these protocols (and not under paragraph 3.3 of these protocols):

- (a) the Conflicted Director may only receive modified versions of the agenda and other papers circulated to Directors in respect of that meeting which exclude all information relating to the Relevant Matter;

- (b) the Conflicted Director may attend the meeting provided that the Conflicted Director excuses himself or herself from the meeting during any discussion of the Relevant Matter and takes no part in any decision-making process in relation to the Relevant Matter;
- (c) the Independent Directors must not disclose to the Conflicted Director any information relating to the Relevant Matter including the content of any relevant discussions at Board meetings and any other relevant discussions, negotiations or agreements;
- (d) the Company Secretary will prepare minutes of all meetings of the Board and circulate those minutes to the members of the Board. However, if the Relevant Matter was considered at a meeting, the Conflicted Director will only be provided with a modified version of the minutes of that meeting which excludes those minutes relating to the Board's consideration of the Relevant Matter;
- (e) the Company Secretary will be responsible for establishing and implementing appropriate measures to ensure that the Conflicted Director does not have access to email or any other folders where any documents or other information relating to the Relevant Matter are stored or to any relevant hard copy documents (and if requested by an Independent Director, the Company Secretary will report to the Board on the methodology employed to achieve this result);
- (f) if the Conflicted Director acquires any information about the Relevant Matter in his or her capacity as a Director which is not publicly available, the Conflicted Director must keep that information confidential in accordance with the duties owed by the Conflicted Director to the Company.

3.5 Compliance with protocols

Each Director:

- (a) must use all reasonable efforts to ensure that each person to whom these protocols apply complies with the protocols;
- (b) must notify the Chairperson promptly if the Director becomes aware of any circumstances which, or which are likely to, result in a breach of these protocols, giving sufficient details of those circumstances to the Chairperson so that remedial action may be taken;
- (c) acknowledges that if these protocols are breached, the Company reserves the right to at any time terminate the involvement of the relevant Director, or any associate or involved person, in the Relevant Matter.

These protocols do not limit any other rights that the Company may have against a Director in respect of any breach of any legal or contractual obligations of a Director.

Annexure C (Disclosures of interests and conflicts of interest)

1. Statutory duty to disclose material personal interest

Subject to certain exceptions, a director of a company who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest (refer to section 191 of the Corporations Act).

2. Restrictions on attendance and voting

Unless the other directors approve (those directors without a material personal interest), a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting must not be present while the matter is being considered at the meeting or vote on the matter (refer to section 195 of the Corporations Act).

The directors without a material personal interest may pass a resolution to state that the interest does not disqualify the director with a material personal interest from voting or being present.

3. Standing notice

A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter (refer to section 192 of the Corporations Act). The standing notice may be given at any time and whether or not the matter relates to the affairs of the company at the time the notice is given. The standing notice may be given before the interest becomes a material personal interest. Each director is responsible for promptly updating the information contained in a standing notice it provides to the company.

4. General law – Conflicts of interest

- (a) At general law, directors have a fiduciary duty to avoid conflicts of interest. It is an established principle that directors of a company must not, in any matter falling within the scope of their service, have a personal interest or inconsistent engagement with a third party, except with the company's fully informed consent (often referred to as the **Conflict Rule**).
- (b) Amongst many of the general principles that have been developed by the Courts in respect of the Conflict Rule, in certain circumstances, mere disclosure of a conflict between interest and duty and abstaining from voting on the matter is insufficient to satisfy a director's fiduciary obligations. Disclosure is generally the minimum requirement, however, in certain circumstances, a positive duty to protect the interests of the company by, for instance, taking steps to prevent a transaction from going ahead, may lie with the directors.