

METRO PERFORMANCE GLASS LIMITED
(Metroglass)

Board Charter

1. Purpose

This Board Charter sets out the role, responsibilities, composition and structure of the board of directors of Metroglass (the **Board**).

2. Role and responsibilities of the Board

The Board has ultimate responsibility for the strategic direction of the Metroglass and its subsidiaries (**Metroglass Group**) and for supervising Metroglass' management for the benefit of shareholders.

The Board's responsibilities include setting and overseeing the execution of Metroglass' strategy, and supervising management in the operation of Metroglass' business.

In performing its responsibilities, the Board should act at all times in a manner designed to create and continue to build sustainable value for shareholders and broader stakeholders and in accordance with the duties and obligations imposed on them by Metroglass' Constitution and applicable laws. In carrying out its primary responsibilities, the Board will:

- establish key corporate objectives and business strategies for achieving these objectives;
- monitor the performance of management of the Metroglass Group in implementing the key corporate objectives and business strategies;
- approve the Metroglass Group's budgets and business plans and monitor the management of the Metroglass Group's capital;
- ensure adequate risk management framework and strategies are in place;
- provide Safety & Wellbeing leadership of the Metroglass Group and ensuring Metroglass has in place and adheres to robust Safety & Wellbeing standards appropriate to the business and within an updated legislative and regulatory framework;
- appoint, set the terms of the employment contract, monitor the performance and, where appropriate, remove the Metroglass' Chief Executive Officer;
- ensure timely and effective reporting to shareholders in accordance with all applicable laws and regulations;
- review and approve the Metroglass Group's diversity and inclusion policy and setting measurable objectives against which to measure Metroglass' performance;
- review and approve the Metroglass Group's remuneration policies; and
- adopt and oversee appropriate procedures to ensure compliance with all laws, governmental regulations, accounting standards (including the external audit) and Metroglass' continuous disclosure obligations.

3. Board composition

The Board will ensure it is of an effective composition, size, and commitment to adequately discharge its responsibilities and duties in such a way that it:

- (a) has a proper understanding of, and competence to deal with, the current and emerging issues of Metroglass;
- (b) exercises independent judgement;
- (c) encourages enhanced performance of Metroglass; and
- (d) can effectively review and challenge the performance of management.

The Constitution provides that the Company must comply with the minimum Board composition requirements of the NZX Listing Rules. Subject to these limitations, the Board shall comprise of a

minimum of four directors (other than alternate directors), made up of a majority of independent, non-executive directors.

Rotation

No Director is entitled to hold office (without re-election) past the third annual meeting following the Director's appointment or 3 years, whichever is longer. Additionally, any Director appointed by the Board is required to be elected by the shareholders at the first annual meeting after their appointment.

There is no maximum term for which a person can remain a director.

Independence

The Board must identify which directors it has determined in its view, to be independent directors.

In order for a director to be considered independent, that director must not be an executive officer of Metroglass and has no 'disqualifying relationship'.

A **disqualifying relationship** means any direct or indirect interest, position, association or relationship that could reasonably influence, or could reasonably be perceived to influence, in a material way, the director's capacity to:

- (a) bring an independent view in relation to Metroglass;
- (b) act in the best interests of Metroglass; and
- (c) represent the interests of Metroglass' shareholders generally,

having regard to the non-exhaustive factors described in the NZX Corporate Governance Code that may impact director independence.

The Board must make such a determination no later than 10 business days after the director's initial appointment.

Metroglass must make the necessary arrangements requiring its directors to provide sufficient information to the Board in order for the Board to determine which of its directors are independent.

Chair's appointment and role

The chair of the Board shall be appointed by the Board and will not be the Chief Executive Officer or the chair of the Audit and Risk Committee.

The chair is responsible for:

- carrying out a leadership role in the conduct of the Board and its relations with shareholders and other stakeholders;
- maintaining a close professional relationship with the Chief Executive Officer and the Senior Management Team;
- chairing Board meetings, as well as annual meetings of shareholders, and concerning themselves with the good order and effectiveness of the Board and its processes; and
- ensuring that all Directors are encouraged to participate in the affairs of the Board and have an adequate opportunity to express their views.

Nominations to the Board

The Board will review from time to time the composition of the Board and the whole Board will have the opportunity to consider candidates for appointment to the Board. To be eligible for selection the candidates must demonstrate appropriate qualities and experience.

Directors will be selected based on a range of factors including the perceived needs of the Board at the time.

Induction and Training

The Board seeks to ensure that any new directors are appropriately introduced to management and the Metroglass business, that all directors are acquainted with relevant industry knowledge and receive copies of appropriate company documents to enable them to perform their role as a director.

The Board should ensure that there is appropriate training for all directors enabling them to remain current on how to best discharge their responsibilities as directors including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

4. Procedures

Board meetings

To enable appropriate review of Board materials it is intended that directors receive materials approximately five days in advance of meetings for items to be acted upon, except in the case of special meetings for which the time period may be shorter due to the urgency of the matter under consideration.

It is intended that the Board meets at least six times per year.

The Board encourages the Chief Executive Officer to bring employees to Board meetings who can provide additional insight into the items being discussed because of their involvement in those matters. All directors have access to employees to discuss issues or obtain further information on specific matters as they think appropriate.

It is intended that the Board will meet on occasion, as it considers appropriate, in session without management present.

The Board will regularly review the independence of each director in light of interests disclosed and will disclose any change to NZX and ASX, as required by the listing rules of those exchanges.

Remuneration of Directors

The directors' remuneration is paid in the form of directors' fees. The Board may determine that additional allowances be paid to a director, as appropriate, to reflect additional services provided to Metroglass by that director. The total fees available to be paid to directors is subject to shareholder approval.

No retirement allowances are payable to directors.

Directors are entitled to reimbursement of reasonable expenses associated with undertaking their duties as a director. All directors' expenses must be approved by the chair. The chair's expenses must be approved by the chair of the Audit and Risk Management Committee.

Remuneration of Chief Executive Officer

The Chief Executive Officer's remuneration is paid in the form of a salary and may also be entitled to participate in any Metroglass incentive schemes, subject to any necessary shareholder approval requirements.

Conflicts of Interest

Where conflicts of interest arise, directors must ensure that the nature of the conflict is adequately disclosed and excuse themselves from discussions in respect of the relevant matter and, in accordance with the NZX Listing Rules, do not exercise their right to vote in respect of such matters. Refer to Metroglass' Code of Ethics for further detail on conflicts of interest.

Trading in Metroglass' securities

All non-executive directors are encouraged to hold Metroglass' securities.

Directors are subject to limitations on their ability to buy and sell Metroglass' securities by the NZX Listing Rules, Metroglass' Securities Trading Policy and the Financial Markets Conduct Act 2013.

These limitations include the requirement that directors cannot buy and sell Metroglass' securities during the black-out periods from:

- (a) the period from the close of the last trading day in August of each year until the first trading day following Metroglass' announcement to NZX or ASX of the half year results;
- (b) the period from the close of the last trading day of February of each year until the first trading day following Metroglass' announcement to NZX or ASX of the preliminary final statement or the full-year results; and
- (c) any other period Metroglass specifies from time to time.

All trading by directors is subject to prior written approval from two other non-executive directors. All changes in the shareholdings of directors are reported to the Board and to the NZX and the ASX.

Risk management and reporting

The Board is responsible for:

- (a) identifying the principal risks of Metroglass' business;
- (b) reviewing and ratifying Metroglass' systems of internal compliance and control, risk management and legal compliance, to determine the integrity and effectiveness of those systems; and
- (c) approving and monitoring internal and external financial and other reporting, including reporting to shareholders, the NZX, the ASX and other stakeholders.

Board Committees

The Board may, from time to time, establish committees to assist it in carrying out its responsibilities. For each committee the Board shall adopt a formal charter that sets out the delegated functions and responsibilities for, and the composition and any administrative matters relating to, that committee. The Board currently has the following permanent committees:

1. Audit and Risk Committee; and
2. People and Culture Committee.

The Board is responsible for the oversight of its committees. This oversight shall include, in relation to each committee, determining and reviewing its composition and structure and regularly reviewing its performance against its charter.

5. Power and Authority

Delegation of Authority to the Chief Executive Officer

The formulation and implementation of policies and reporting procedures for management has been delegated to the Chief Executive Officer. The Board's delegation of the conduct of the day to day affairs of Metroglass to the Chief Executive Officer is made within these terms. The Board monitors those delegations. The Chief Executive Officer in turn implements a Delegation of Authority Policy which sets limits on certain decision making and achieves individual accountability.

Independent Advice

A Committee or individual director may retain and consult with external advisers (including legal) at Metroglass' expense where the Committee or individual deems it necessary to carry out its, his or her functions, with the approval of the chair of the Board.

Non-executive directors are not employees of Metroglass. Non-executive directors are entitled to rely on Metroglass executives, in relation to matters within their responsibility and area of expertise and may assume the accuracy of information provided by such persons, so long as the director is not aware of any reasonable grounds upon which such reliance or assumption may be inappropriate.

The Board may rely upon information provided by Board Committees and their members in relation to matters within that Board Committee's delegated responsibility, provided that it has evaluated the information and is not aware of any reasonable basis upon which to question its accuracy.

6. Evaluation of Board performance

The chair meets with directors as required to discuss and assess individual performance of the directors. The Board reviews and assesses its performance as a whole bi-annually.

7. Information

Management should provide information of sufficient content, quality and timeliness to the Board to enable it to effectively discharge its duties.

Ownership and Review

- Approver: Metro Performance Glass Limited Board
- Ownership: Board Chair
- Last reviewed: 1 April 2021