



TERRA FIRMA

# BOARD CHARTER



TERRA FIRMA EQUITY LIMITED

ACN 675 999 747



## TERRA FIRMA

---

### Board Charter

#### Terra Firma Equity Limited (ACN 675 999 747)

---

#### 1. Purpose

This Board Charter sets out the role, responsibilities, structure, authority, and operation of the Board of Directors (“Board”) of Terra Firma Equity Limited (“Terra Firma”, “the Company”).

The Board is responsible for the overall governance, strategic direction, performance oversight and stewardship of the Company. The Board acts in the best interests of the Company and its shareholders, while having regard to other stakeholders including employees, customers, suppliers, regulators and the communities in which Terra Firma operates.

---

#### 2. Role of the Board

The Board’s primary role is to provide leadership, oversight, and accountability. In fulfilling this role, the Board is responsible for:

- Approving the Company’s strategic objectives and business plans
- Monitoring corporate performance against approved strategy
- Ensuring sound corporate governance practices
- Overseeing risk management frameworks
- Protecting shareholder value
- Maintaining ethical and legal integrity

The Board retains full authority over matters not expressly delegated to management.

---

#### 3. Responsibilities of the Board

##### 3.1 Strategy & Corporate Direction

The Board shall:

- Approve and periodically review corporate strategy
  - Approve major growth initiatives and acquisitions
  - Oversee long-term capital allocation strategy
  - Review business plans and performance metrics
  - Monitor industry trends, regulatory developments and market risks
- 

##### 3.2 Financial Oversight & Capital Management

The Board is responsible for:

- Approving annual budgets and financial forecasts
- Monitoring financial performance
- Approving material capital expenditure
- Approving major financing arrangements (debt and equity)
- Overseeing liquidity and funding strategy
- Ensuring financial reporting integrity

The Board may delegate detailed oversight to the Audit & Risk Committee but retains ultimate responsibility.

---

### **3.3 Risk Management & Compliance**

The Board shall:

- Approve the Company's risk management framework
- Oversee identification and mitigation of material risks
- Monitor compliance with legal and regulatory obligations
- Review environmental, operational and governance risks
- Oversee business continuity planning

The Board ensures that management maintains appropriate internal controls.

---

### **3.4 Executive Oversight**

The Board is responsible for:

- Appointing and removing the Managing Director / CEO
- Approving executive remuneration frameworks
- Monitoring executive performance
- Succession planning for senior management
- Ensuring appropriate leadership capability

Day-to-day management of the Company is delegated to the Managing Director and executive team.

---

### **3.5 Governance & Ethical Conduct**

The Board shall:

- Approve governance policies and charters
  - Oversee implementation of the Code of Conduct
  - Monitor conflicts of interest
  - Oversee whistleblower protection mechanisms
  - Promote a culture of integrity and accountability
- 

### **3.6 Stakeholder & Shareholder Engagement**

The Board oversees:

- Transparent communication with shareholders
  - Approval of significant public disclosures
  - Investor engagement frameworks
  - Annual General Meeting processes
  - Shareholder communications policy
- 

### **3.7 Sustainability & Environmental Stewardship**

Given Terra Firma's position within Australia's protein supply chain, the Board shall:

- Oversee environmental compliance
  - Monitor sustainability initiatives
  - Ensure responsible land and resource management
  - Consider environmental and social impact in strategic decisions
-

#### **4. Delegation to Management**

The Board delegates authority for day-to-day management to the Managing Director and executive leadership team.

Management is responsible for:

- Executing Board-approved strategy
- Operating within approved budgets
- Managing employees and operations
- Implementing risk controls
- Reporting performance and material issues to the Board

The Board retains authority to approve matters above delegated thresholds.

---

#### **5. Board Composition**

The Board will seek to maintain an appropriate mix of:

- Industry expertise
- Financial and capital markets experience
- Risk management capability
- Governance expertise
- Strategic growth and infrastructure experience

The Board may determine the appropriate number of directors from time to time.

---

#### **6. Chair of the Board**

The Chair is responsible for:

- Leading the Board
  - Setting Board agendas
  - Ensuring effective participation of directors
  - Facilitating constructive debate
  - Ensuring clear communication between the Board and management
- 

#### **7. Director Duties**

Each Director must:

- Act in good faith and in the best interests of the Company
- Exercise independent judgment
- Avoid conflicts of interest
- Maintain confidentiality
- Comply with applicable laws and governance policies

Directors are expected to commit sufficient time and attention to their responsibilities.

---

#### **8. Board Committees**

The Board may establish committees to assist in carrying out its responsibilities, including:

- Audit & Risk Committee
- Remuneration Committee
- Nomination Committee (if established)

Each committee operates under a Board-approved charter.

---

## **9. Board Meetings**

The Board shall meet as often as required to discharge its responsibilities effectively.

Directors will receive:

- Timely and adequate information
- Management reports
- Financial updates
- Risk summaries
- Strategic briefings

Minutes of meetings will be maintained.

---

## **10. Performance Evaluation**

The Board may periodically evaluate:

- Its own performance
- Committee performance
- Individual director contributions
- Executive performance

This ensures continuous improvement in governance standards.

---

## **11. Access to Independent Advice**

Directors may obtain independent professional advice at the Company's expense where necessary to fulfil their duties, subject to reasonable approval procedures.

---

## **12. Review of Charter**

This Charter shall be reviewed periodically by the Board to ensure it remains appropriate to the Company's size, complexity, and strategic direction.

---

**Approved by the Board of Terra Firma Equity Limited**

**ACN 675 999 747**

**Approved by the Board of Terra Firma Equity Limited ACN 675 999 747**

**25-February 2026**

**Terra Firma Equity Limited**

Level 10, 443 Toorak Road

Toorak VIC 3142

Australia

Email: [amin@terrafirmaequity.com](mailto:amin@terrafirmaequity.com)