



CORPORATE GOVERNANCE CHARTER

Corporate Travel Management Limited

ACN 131 207 611

Adopted by the Board on 27 October 2015



1. Board Charter

1.1 Introduction

This policy outlines Corporate Travel Management Limited's (**CTM**) and its controlled entities (the **Group**) corporate governance practices. If, however, the Constitution is inconsistent with this document, the Constitution prevails to the extent of any inconsistency.

1.2 Guiding Principle

Each Director has an overriding responsibility to act in good faith and in the best interests of CTM. In assessing CTM's best interests, the Board may, however, have regard to the interests of:

- (a) shareholders (with a view to building sustainable value for them);
- (b) employees of the Group; and
- (c) other people or entities with whom the Group deals.

1.3 Functions of the Board

The Board's broad functions are:

- (a) to chart strategy and set financial targets for the Group;
- (b) to monitor the implementation and execution of strategy and performance against financial targets; and
- (c) to appoint and oversee the performance of executive management,

and generally to take an effective leadership role in relation to the Group.

1.4 Responsibilities of the Board

The Board's responsibilities include:

- (a) providing leadership and setting the strategic objectives of the Group;
- (b) determining the Board's composition, including appointment and retirement or removal of the Chairman and Deputy Chairman (if applicable);
- (c) oversight of the Group (including its control and accountability systems);
- (d) appointing and removing the CEO or equivalent;
- (e) where appropriate, ratifying the appointment and removal of senior executives;
- (f) reviewing, ratifying and monitoring the risk management framework and setting the risk appetite within which the Board expects management to operate;
- (g) approving and formulating company strategy and policy, monitoring senior executive's implementation of strategy;
- (h) approving and monitoring operating budgets and major capital expenditure;
- (i) overseeing the integrity of the Group's accounting reporting systems, including the external audit;
- (j) monitoring industry developments relevant to the Group and its business;
- (k) developing suitable key indicators of financial performance for the Group and its business;

- (l) overseeing the Group's corporate strategy and performance objectives developed by management;
- (m) overseeing the Group's compliance with its continuous disclosure obligations;
- (n) approving the Group's remuneration framework;
- (o) monitoring the overall corporate governance of the Group (including its strategic direction and goals for management, and the achievement of these goals); and
- (p) oversight of Committees.

1.5 Board Composition

- (a) The Chairman:
 - (i) subject to paragraph 1.5(b), should be an independent Director;
 - (ii) is responsible for the Board's leadership and for its efficient organisation and conduct; and
 - (iii) should facilitate the effective contribution by all Directors and promote constructive and respectful relations between Directors, and between the Board and the senior executives.
- (b) Where the Chairman is not an independent Director, the Board should appoint a Deputy Chairman who can act when the Chairman is conflicted.
- (c) The Board should comprise:
 - (i) members with a broad range of experience, expertise, skills and contacts relevant to the Group and its business;
 - (ii) no less than four Directors, half of whom should be non-executive Directors;
 - (iii) more than four Directors where the Board considers that additional expertise is required in specific areas or when an outstanding candidate is identified; and
 - (iv) a majority of independent Directors.
- (d) The Board should implement and maintain a skills matrix setting out the mix of skills and diversity that the Board currently has or aims to achieve.

1.6 Independence of Directors

- (a) The Board must regularly assess whether each Director remains an independent Director in light of the interests disclosed by them.
- (b) A Director should only be characterized as an independent Director if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgment to bear on issues before the Board.
- (c) Each Director must provide the Board with all relevant information for this purpose.
- (d) The independence of Directors will be disclosed in the annual report.
- (e) Where the Board determines a Director has ceased to be an independent Director, this must be immediately disclosed to the market.

1.7 Appointment and retirement of Directors

- (a) The terms and conditions of the appointment of all new Directors should be set out in a letter of appointment (for non-executive Directors) and service contract (for executive Directors).
- (b) The material terms of any employment, service or consultancy agreement with a Director or the CEO should be disclosed in accordance with the ASX Listing Rules.
- (c) All Directors, excluding the CEO (if a Director), must retire in accordance with the requirements of the Constitution and the ASX Listing Rules. Retiring Directors may, in these circumstances, be eligible to be re-elected.

1.8 Background checks

- (a) The Board should undertake appropriate checks before appointing a person, or putting forward a candidate for election, as a Director.
- (b) All material information in the Board's possession, relevant to whether or not to elect or re-elect a Director, should be provided to shareholders including:
 - (i) in the case of a new Director, any materially adverse information revealed by checks undertaken; and
 - (ii) for all Directors, details on the independence of the Director.

1.9 Performance review and evaluation of Directors

- (a) The performance of all other Directors and senior executives should be reviewed and assessed each year by the Chairman.
- (b) The Chairman's performance should be reviewed and assessed each year by the Deputy Chairman (if applicable) and otherwise in consultation with the other Directors.
- (c) The evaluation criteria and process to be followed is the same in each case.
- (d) The Chairman determines the evaluation criteria and process.
- (e) A Director, whose performance is unsatisfactory, may be asked to retire.
- (f) An external assessment of the Board's policies and procedures, and its effectiveness generally, should be conducted by independent professional consultants at intervals of no more than three years.
- (g) The Board should satisfy itself that its performance is efficient so that all Directors meet their obligations and are not exposed to any legal liability.
- (h) Each Director must cooperate fully with any review or assessment of performance, whether collective or individual, and whether conducted by:
 - (i) the Chairman;
 - (ii) any other Director; or
 - (iii) any independent third party externally appointed for that purpose.

1.10 Training and advice for Directors

- (a) Directors must be provided with information about the Group before accepting the appointment and complete an induction course after their appointment, in each case appropriate for them to discharge their responsibilities.

- (b) Directors must be given access to continuing education in relation to the Group, extending to its business, the industry in which it operates, and other information required by them to discharge their responsibilities.
- (c) Each Director may seek independent legal or other professional advice at CTM's expense. Prior approval from the Chairman is required but may not be unreasonably withheld or delayed.

1.11 Board meetings

- (a) Board meetings should occur not less than ten times in any year.
- (b) Papers for Board meetings must be circulated, where practical, at least five days before the relevant meeting.
- (c) Draft minutes of Board meetings (for consideration and approval at the next relevant meeting) should be circulated within ten business days following each meeting.
- (d) The non-executive Directors should meet at least twice each financial year for a private discussion of management issues.

1.12 Secretary

The Secretary is accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and is responsible for:

- (a) advising the Board and any Committee on governance matters;
- (b) monitoring this policy and any Committee charter, to ensure they are followed; and
- (c) coordinating the timely completion and dispatch of:
 - (i) Board and Committee papers; and
 - (ii) draft minutes of Board and Committee meetings, that accurately capture the business of the meeting, for approval at the next meeting;
- (d) assisting with the organization and conduct of the induction and professional development of Directors.

1.13 Committees

The Board may establish (and delegate powers to) Committees to assist the Board to carry out its functions effectively and efficiently. The Board will adopt a charter for each Committee setting out the scope of its responsibility and relevant administrative procedural arrangements.

1.14 Business risks

- (a) The risks of CTM and the Group's business should be a standing item on the agenda for each regular meeting of the Board. Once a risk is identified, an action plan should be proposed by management for submission to the Board. That plan may also be submitted to the Audit & Risk Committee for review.
- (b) Corrective action should be taken as soon as reasonably practicable after adoption of an action plan.
- (c) The Group's policies and procedures should contain risk management procedures that aim to address risk management issues including professional indemnity claims.

- (d) The senior executives should take steps to ensure staff are provided with, and comply with, the Group's policies and procedures.
- (e) The Board should regularly review (at least annually) and approve the Group's policies and procedures relevant to CTM's management of its material business risks.
- (f) The Board should record in its minutes as and when senior executives have reported on the effectiveness of CTM's management of its material business risks.

1.15 Communication with shareholders

- (a) CTM's continuous disclosure obligations should be a standing item on the agenda for each regular Board meeting.
- (b) Directors must promptly provide details of any matter within their knowledge that might require disclosure to the market under the continuous disclosure obligations.
- (c) The Board should consider the appropriate location for the Group's corporate governance policies and practices, whether in the annual report or on an appropriate landing page of the Group's website.
- (d) The annual report must be distributed to all shareholders in accordance with the requirements of the Corporations Act and ASX Listing Rules.
- (e) The annual report should include relevant information about the operations of the Group during the year, changes in the state of affairs of the Group, and details of future developments, in addition to:
 - (i) if not included on the Group's website, the corporate governance statement required by the ASX Listing Rules (which must specify the date it is current and state that it has been approved by the Board); and
 - (ii) any other disclosures required by the Corporations Act.
- (f) An Appendix 4G should also be completed, lodged and released in accordance with the ASX Listing Rules.
- (g) The shareholders at an AGM should be asked to vote on:
 - (i) proposed major changes in the Group which may impact on share ownership rights; and
 - (ii) the removal and appointment of Directors.
- (h) If resolutions are required to be put to shareholders before the next AGM, a general meeting will be convened in accordance with the Constitution.
- (i) The Board should encourage the full participation of shareholders at the AGM and at other general meetings to ensure a high level of accountability and identification with the Group's strategy and goals (which includes considering the use of webcasting and direct voting mechanisms for appropriate meetings).
- (j) The Board should design and implement an investor relations program to facilitate two-way communication with shareholders and potential investors.

- (k) The half-yearly report should contain summarised financial information and a review of the operations of the Group during the period. The report should be lodged with and available from the ASX and ASIC. It should also be sent to any shareholder who requests it from CTM.
- (l) Company announcements must be made in a factual, timely, clear, and objective manner, and include any information material to decisions of shareholders and potential investors in the Company.
- (m) Information concerning CTM and the Group, including copies of announcements made through the ASX and the annual report and half-yearly report, should be made available to shareholders and prospective investors in CTM on the Company's website.
- (n) CTM has a continuing commitment to electronic communication with shareholders and stakeholders generally, including through its website.

1.16 Recognition of interests of stakeholders

- (a) CTM must function within, and operate with a sense of responsibility to, the wider community as well as to shareholders. This sense of responsibility to stakeholders generally is an important part of CTM's role within the broader community and represents not only sound ethics but also good business sense and commercial practice.
- (b) Constructive feedback on CTM's contribution to and role within the community will be sought (and welcomed) at AGMs and through CTM's website.

1.17 CTM's budget

- (a) An annual budget must be prepared by senior executives and approved by the Board prior to the commencement of each financial year.
- (b) Actual results, including both the profit and loss statement and cashflow statement, must be reported on a monthly basis against budget, and revised forecasts for the year are prepared regularly.

1.18 Disclosure to market

Price sensitive information and other information reasonably required by an investor to make an informed assessment of CTM and the Group's activities and results must be reported to the ASX in accordance with continuous disclosure requirements.

1.19 CEO and CFO Responsibilities

- (a) Each of the CEO and CFO must state in writing to the Board, when providing it with financial reports, that CTM's financial reports:
 - (i) have been properly maintained;
 - (ii) present a true and fair view, in all material respects, of CTM's financial conditions and operational results;
 - (iii) are in accordance with relevant accounting standards; and
 - (iv) are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.
- (b) The CEO is also primarily responsible for:

- (i) making decisions about whether a matter must be disclosed under CTM's continuous disclosure obligations;
- (ii) ensuring that CTM complies with those obligations;
- (iii) notifying the Board of such matters;
- (iv) monitoring and promoting an understanding within CTM of compliance;
- (v) acting as the contact for media and comment, including analyst briefings and responses to shareholder questions; and
- (vi) keeping the Board informed of other relevant matters.

2. Code of Conduct

2.1 Objective

This code seeks to give Directors guidance on how best to perform its duties, meet its obligations and understand CTM's corporate governance practices.

2.2 Obligations to comply with code and law

- (a) A Director must, at all times, comply with this code as well as the law.
- (b) All Directors must act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group.
- (c) A Board position involves important legal and ethical responsibilities and a commitment to upholding the values of good corporate citizenship, in both individual conduct and corporate actions. A person should not accept a Board position if they have any doubt about their ability to comply with this code.

2.3 General duties

- (a) Directors must:
 - (i) act in good faith in the best interests of CTM and for a proper purpose;
 - (ii) avoid any potential conflict of interest or duty;
 - (iii) exercise a reasonable degree of care and diligence;
 - (iv) not make improper use of information; and
 - (v) not make improper use of their position.
- (b) Breaches of these duties may expose Directors to potential liability in damages, fines and disqualification.
- (c) A Director, in the exercise of his or her powers, and in the discharge of his or her duties, must exercise the degree of care and diligence that a reasonable person would exercise if he or she were a Director:
 - (i) in the circumstances prevailing;
 - (ii) occupying the same position; and
 - (iii) with the same responsibilities within CTM as the Director.

- (d) A Director is a fiduciary and must act with fidelity and trust in company matters. The Board has been appointed to manage CTM's affairs and should have regard not only to the interests of shareholders but (in appropriate circumstances) the interests of other third parties including creditors, regulators and the community.
- (e) Directors must act with a reasonable degree of care and diligence in the exercise of their powers and duties and to carry out their duties.
- (f) A Director who is appointed but fails to acquire and maintain a reasonable level of competence may be considered negligent.
- (g) All Board members should attend at least one educational seminar a year to remain fully informed of matters relevant to their position as a Director.
- (h) The Company maintains directors' and officers' liability insurance. Directors must be fully aware of the terms of this insurance to qualify for protection under it.

2.4 Business judgment rule

- (a) A director's duty to act with care and diligence may be satisfied where the director:
 - (i) makes a decision in good faith and for a proper purpose;
 - (ii) has no material personal interest in the subject matter of the decision made;
 - (iii) is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate; and
 - (iv) rationally believes the decision to be in the best interest of the Company.
- (b) The business judgment rule:
 - (i) relates only to decisions about the ordinary business operations of the Company; and
 - (ii) does not relieve a Director from other duties (e.g. the duty to act in good faith, not to misuse the position of Director, and not to make improper use of information obtained because the person is, or has been, a Director or other officer or employee of the Company).
- (c) A business judgment is any decision to take or not to take action relating to the business operations of the Company; it does not apply to any failure to make a decision.

2.5 Independent decision making and soundness of decision

- (a) A Director must be independent in his or her judgement and actions, and must take all reasonable steps to be satisfied as to the soundness of all Board decisions.
- (b) To satisfy this requirement a Director must:
 - (i) make a reasonable effort to become and remain familiar with the affairs of the Group;
 - (ii) attend all Board meetings and Board functions unless there are valid reasons for non-attendance;
 - (iii) ensure they have a sufficient understanding of accounting matters to fulfil their responsibilities in relation to the Group's financial statements; and
 - (iv) commit the necessary time and energy to Board matters.

- (c) Directors may rely on advice relating to CTM or the Group or their affairs only where that advice is given or prepared by:
 - (i) an employee whom the Director believes on reasonable grounds to be reliable and competent in the relevant subject;
 - (ii) a professional adviser or expert in a subject the Director believes on reasonable grounds to be within the person's professional or expert competence;
 - (iii) another Director or officer on the subject within that Director's or officer's authority; or
 - (iv) a Committee (on which the Director did not serve) on a subject within the Committee's authority.
- (d) Directors should only rely on information or advice if the Director's reliance was made in good faith, after independently assessing the information and advice, considering the Director's knowledge of CTM and the Group and the complexity of their structure and operations.

2.6 Confidentiality of Board matters and other information

- (a) Directors must keep confidential any Board matters and all confidential information (which includes price sensitive information and information that is not price sensitive information but might reasonably be of use or of interest to retail investors) received by the Directors in the course of the exercise of their duties.
- (b) All information received by Directors to carry out their duties must be regarded as confidential and is the property of CTM.
- (c) A Director may not disclose information, or allow it to be disclosed, to any other person unless disclosure is authorised by CTM or the information is required by law to be disclosed.
- (d) All discussions and resolutions of the Board must also be kept confidential and their content must not be disclosed, or allowed to be disclosed to persons who are not Directors, except in cases where disclosure:
 - (i) has been authorised by CTM; or
 - (ii) is required by law.
- (e) Authorisation by CTM is presumed to the extent the Board (or Committee) minutes state or imply that it is intended that disclosure should be made to third parties.
- (f) Any Director in any doubt as to his or her obligations of confidentiality or in relation to any matter of disclosure should consult with the Chairman prior to making any disclosure.

2.7 Improper use of information

A Director must not make improper use of information acquired as a Director to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to CTM or the Group.

2.8 Cooperation

- (a) Directors must observe solidarity with Board resolutions and cooperate in their implementation.

- (b) Directors are part of a team and should work cooperatively with the Chairman and other Directors and with management.

2.9 Personal interests and conflicts

- (a) A Director must not take improper advantage of their position as a director or officer.
- (b) No Director may allow any personal interest, or the interest of any associated person, to influence or prejudice the Director's conduct or any Board (or Committee) decision.
- (c) A Director has a duty to avoid any conflict between:
 - (i) the interests of, or duty to, CTM; and
 - (ii) his or her own personal interests or the interests of, or duty to, any third party.
- (d) Every Director should be actively vigilant for both actual and potential conflicts of interest or duty.
- (e) A Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions.
- (f) A Director who has any material personal interest in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter. A personal interest may be either direct or indirect and either pecuniary or otherwise.
- (g) Papers relevant to any matter on which there is a known conflict of interest, or in relation to which there is a material personal interest, will either not be, or be appropriately redacted before being, provided to any Director concerned.

2.10 Conduct by Directors

- (a) A Director must not engage in conduct likely to discredit CTM or the Group.
- (b) Each Director should be aware of, and observe, any standing orders adopted by the Board from time to time for the conduct of Board and Committee meetings.
- (c) Directors must at all times comply with the spirit as well as the letter of the law and with the principles of this code.
- (d) Directors should conduct themselves at all times in a sober, polite, lawful and restrained manner in carrying out their duties, at both Board and Committee meetings, at Company functions and meetings, and where otherwise dealing with matters concerning or involving the Company.

2.11 Dealings in Securities

Each Director must comply with the Securities Trading Policy in respect of any dealings in securities.

2.12 Complaints procedure

- (a) Directors are bound by the complaints procedure the Board adopts in the Group policies and procedures.
- (b) Directors may be approached by shareholders, staff or other persons who have a complaint about a matter relating to CTM or the Group. Any such complaint must be handled under the relevant Group policies and procedures.

- (c) The CEO and CFO must each ensure CTM's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects, and provide a detailed statement to the Board about this with each financial report.

3. Continuous Disclosure Policy

- (a) The Company must comply with the continuous disclosure regime in section 674 of the Corporations Act and under Listing Rule 3.1.
- (b) The continuous disclosure regime requires the Company to immediately disclose information which may materially affect the price or value of the Company's securities. The continuous disclosure regime reflects the expectation of investors and the market to have ready access to that type of information. The continuous disclosure regime also requires the Company to correct a false market in its securities.
- (c) The Company is committed to complying with the continuous disclosure regime. The Board has adopted policies on continuous disclosure, including frameworks to identify, report and disclose price sensitive information, as set out in the Continuous Disclosure Policy.

4. Diversity Policy

- (a) The Company is committed to fostering a governance culture that embraces employee diversity, in particular in the composition of its Board and senior executive.
- (b) The Board will establish measurable objectives and procedures which the Company will implement and report against to achieve employee and Board diversity.
- (c) The terms of the Company's policy on diversity, including measurable objectives and means for assuring the effectiveness of the implemented diversity strategy, are set out in the Diversity Policy.