

Energy Committee Charter

Energy Committee Charter

amaysim Australia Limited (the Company)

1. Introduction

1.1 Purpose of Charter

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

1.2 Purpose of Committee

The Committee has been established to assist the board of the Company (**Board**) in fulfilling its corporate governance and oversight responsibilities in relation to the Company's energy business and will include one, two and three year risk profiles of the energy hedging and proposed hedging inclusive of effects of competition, market liquidity and regulation. It will also consider the energy business's credit support obligations and receive an operational update inclusive of reporting against key projects. Finally, consideration will be given to emerging consumer technologies and platforms relevant to the energy business (**Energy Business**).

Accordingly the Committee will meet periodically to:

- (a) review all aspects of current and proposed energy hedging with information provided by the Energy Business's management team;
- (b) review the operational reporting provided by the Energy Business's management team;
- (c) review any identified risks or compliance issues relating to the retailing of energy by the Energy Business and the Company; and
- (d) review emerging technologies and platforms relevant to the Energy Business.

The Committee, together with the Board, will from time to time determine the appropriate number of Committee meetings to be held in each reporting period.

2. Membership

2.1 Composition of Committee

The Committee will:

- (a) comprise only of members of the Board (**Directors**) and members will be appointed and removed by the Board;
- (b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;
- (c) consist of three members who are current Directors of the Company;

- (d) an independent¹ chairperson, who will be nominated by the Board from time to time;
- (e) comprise members who are financially literate (as in, members who are able to read and understand financial statements); and
- (f) comprise of members that are willing to undertake retail electricity and wholesale supply industry education or alternatively, currently have that education.

2.2 Ceasing to be a member of the Committee

A person will cease to be a member of the Committee if:

- (a) the person gives reasonable notice in writing to the Committee Chairperson of the person's resignation as a member of the Committee;
- (b) the Committee Chairperson gives the person notice in writing that the person is to cease to be a member of the Committee; or
- (c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3 Initial members of Committee

Current members of the Committee are:

- (a) Andrew Reitzer – Committee Chairperson (Director);
- (b) Peter O'Donnell (Director); and
- (c) Julian Ogrin (Managing Director).

2.4 Secretary

- (a) The Committee will have a secretary appointed by the Committee from time to time (**Committee Secretary**).
- (b) The Committee Secretary will attend all Committee meetings.
- (c) The Committee Secretary, in conjunction with the Chairman of the Committee, must prepare an agenda to be circulated to each Committee member at least 2 full working days prior to each meeting of the Committee (unless otherwise agreed by the Committee Members).
- (d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year.

3. Meetings & authority of Committee

3.1 Meetings

- (a) The Committee will meet periodically to enable it to undertake its role effectively.
- (b) The Committee will meet in private session at least annually to assess management's effectiveness. Alternatively, the Chairperson can elect

¹ Independent, as defined by the ASX Corporate Governance Council. See schedule to this Charter.

to conduct this session with the Board.

- (c) The quorum for any meeting will be 2 members.
- (d) Special meetings may be convened as required. The Chairperson will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditors or by the chairperson of the Board.
- (e) The Committee may invite such other persons (for example, staff, CEO, CFO, external parties) to its meetings, as it deems necessary, whether on a permanent or ad hoc basis.
- (f) The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

3.2 Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- (a) investigate any matter brought to its attention with full access to all books, records and facilities;
- (b) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (c) obtain outside accounting, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties; and
- (d) ensure the attendance of Company officers and external advisors at meetings as it thinks appropriate.

4. Duties and responsibilities

4.1 Understanding the Company's Business

The Committee will ensure it understands the Energy Business including to ensure that it can adequately brief the Board.

4.2 Oversight of Risk management framework

- (a) The Committee's risk management responsibility is to review the Energy Business' risk register quarterly to assess whether it is sound and to ensure that the Energy Business is operating in accordance with the nature and extent of the acceptable levels of risk determined by the Board and report to the Board on the results of those assessments.
- (b) The Committee will review and make recommendations to the Board regarding the adequacy of the Energy Business' processes for managing risk.

4.3 Reporting to the Board

- (a) The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.
- (b) The Chairperson will report and as appropriate make recommendations to

the Board after each meeting of the Committee on matters dealt with by the Committee.

- (c) As and when appropriate, the Committee will seek direction and guidance from the Board on risk management and compliance matters.
- (d) The Committee will ensure that the Board is made aware of risk management and compliance matters which may significantly impact upon the Company in a timely manner.

4.4 Compliance with Laws and Regulations

The Committee will:

- (a) gain an understanding of the current areas of greatest compliance risk from management and review management's processes for assessing risk and compliance in these areas on a regular basis;
- (b) obtain regular updates from management and any external parties as it thinks fit regarding compliance matters;
- (c) review any legal matters which could significantly impact the Energy Business' ability to comply with any relevant licenses or regulatory approvals;
- (d) review the effectiveness of the compliance function at least annually, including the system for monitoring compliance with laws and regulations and the results of management's investigations and follow-ups (including disciplinary action) of any non-compliance;
- (e) be satisfied that all regulatory compliance matters have been considered in the preparation of the Company's official documents; and
- (f) review the findings of any examinations by regulatory agencies.

4.5 Committee performance

- (a) The Committee will perform an evaluation of its performance at least once a calendar year to determine whether it is functioning effectively by reference to current best practice.
- (b) The Board will evaluate the performance of the Committee as appropriate.

5. Other matters

5.1 Amendment of Charter

This Charter can only be amended with the approval of the Board.

5.2 Adoption of Charter and periodic review

This Charter was adopted by the Board as at 25 August 2017, and takes effect from that date.

The Committee must review and reassess this Charter and the Risk Management Policy at least once a calendar year and, on each occasion, obtain the approval of the Board to any amendments to the Charter or Risk Management Policy. The Board will

also review this Charter and the Risk Management Policy periodically.

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

Schedule

Independence as defined by the ASX Corporate Governance Council in their Corporate Governance Principles and Recommendations (3rd edition)

An independent director is a non executive director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

The corporate governance guidelines provide certain criteria for assessing the independence of directors and outline relationships which may affect independent status. They provide that when determining the independent status of a director the Board should consider whether the director:

1. 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;
2. is, or has within the last three years been, a partner, director, or senior employee of a provider of material professional services to the Company or another group member;
3. is, or has been within the last three years, in a material business relationship (e.g. as a supplier or customer) with the Company or other group member, or an officer of, or otherwise associated with, someone with such a relationship;
4. is a substantial shareholder of the Company, or an officer of or otherwise associated with a substantial shareholder of the Company;
5. has a material contractual relationship with the Company or another group member other than as a director;
6. has close family ties with a person who falls within any of the above categories; or
7. has been a director of the Company for such a period that his or her independence may have been compromised.

Family 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.