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**MCPHERSON'S LIMITED**  
**RETAINED AND DELEGATED AUTHORITIES OF THE BOARD**

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**June 2022**

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## **1. Policy Summary**

This policy sets out those matters where related powers are specifically reserved for the Board and which require approval by the Board, and certain matters which are specifically delegated to management. The policy should be read in conjunction with more detailed descriptions of the Board powers which are set out in the Board Charter.

## **2. Powers Reserved for the Board**

The following powers are specifically reserved for the Board:

### **2.1 Managing Director and Senior Management**

- Appointment and removal of the Managing Director;
- Terms and conditions of employment of the Managing Director;
- Reviewing the performance of the Managing Director to pre-determined criteria on at least an annual basis;
- Executive remuneration strategy and policy;
- Ratification of the appointment and removal of the Chief Financial Officer and Company Secretary;
- Changes to the Company's or the corporate group's management structure;
- Changes in superannuation arrangements; and
- Changes in employee share schemes and the allocation of executive share options and performance rights.

### **2.2 Board Committees**

- Approval of the Charters of Board Committees;
- Appointments to and removal from Board Committees; and
- Considering and approving recommendations from the Audit Committee for the appointment and removal of the external auditors.

### **2.3 Financial**

Approval of:

- Financial statements and any significant changes to accounting policies;
- The strategic plan and annual operating and capital budgets;
- Dividend payments;
- The issue or buying back of shares;
- The issue of options, performance rights, equity instruments or other securities;
- Investments including the acquisition or disposal of significant interests in the voting shares of a company or joint venture interest, or the making of a takeover bid;

- Material contracts of the company not in the ordinary course of business (for example acquisitions, foreign currency transactions, acquisition and disposal of fixed assets, new, increased or restructured bank and other debt borrowing and the provision of guarantees.)
- The establishment, acquisition, cessation or disposal of any significant business.
- Changes in the capital structure of the Company;
- Substantial changes in the capital structure of subsidiary companies;
- Risk appetite and risk management plans; and
- The internal control framework and significant changes to it.

## **2.4 Major Documents and Policies**

Approval of all Board endorsed documents and policies including:

- The Company's Statement of Values;
- The Board Charter;
- Retained and Delegated Authorities of the Board
- The Code of Conduct Policy;
- The Ethical and Responsible Business Conduct Policy;
- The Securities Trading Policy;
- The ASX Announcements and Communications Policy;
- The approval of treasury policies (including those covering the incurring and hedging of foreign exchange and interest rate exposures);
- The Diversity and Inclusion Policy;
- The Conflicts of Interest Policy;
- The Workplace Health and Safety Policy; and
- The Whistleblower Policy.

## **2.5 Other**

Approval of:

- ASX disclosures;
- Any changes to delegations which have been previously approved by the Board;
- Any policy regarding charitable and political donations; and
- Directors' and Officers' Liability Insurance arrangements.

### **3. Delegations to Management**

#### **3.1 Financial Delegations**

The Board has reserved certain authorities and approved certain financial delegations to the Managing Director. The Managing Director will have the authority to sub-delegate authority within the specified limits where considered appropriate.

- Operational expenditure within budget does not generally require Board approval.
- Commitments for operational expenditure resulting in the budget for that expense item being exceeded by \$500,000 or more require Board approval.
- Capital expenditure with a value of over \$50,000 requires the Managing Director's approval.
- Capital expenditure with a value of over \$250,000 requires Board approval.
- Lease agreements with a total commitment of over \$250,000 or a term of more than two years require Board approval.
- The write off, write down or disposal of fixed assets with a value (either book or market) over \$250,000 requires Board approval; and
- The impairment or write off of intangible assets (including goodwill and brands) of an amount over \$500,000 requires Board approval.
- The impairment or write off of tangible assets (including inventory) of an amount over \$500,000 require Board approval.

In determining the value of an item or transaction for these purposes the value of the entire commitment or contract over time must be accounted for. For example a property lease would include the capitalised value of the lease payments over the term of the lease.

#### **3.2 Specific Non-Financial Delegations to Managing Director**

- Powers of a non-financial nature are expressly given to the Managing Director in the following McPherson's policies:
  - The Ethical and Responsible Business Conduct policy; and
  - The ASX Announcements and Communications Policy

The Managing Director must keep the Board informed of the developments relating to any significant litigation.

### **4. Document Control**

<b>Status</b>	Approved and Issued
<b>Approved By</b>	Board
<b>Effective Date</b>	27 May 2020
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<b>Policy Owner</b>		Company Secretary
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<b>Version</b>	<b>Date</b>	<b>Author</b>
2020.1	May 2020	Company Secretary
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