Board Charter

Ansell Limited

ACN 004 085 330

Adopted by the Board on 20 June 2019

Last reviewed and updated by the Board on 19 August 2025

1 The Role and Authority of the Board

(a) The board of directors (**Board**) of Ansell Limited (**Company**) is ultimately responsible for the oversight and review of the management, administration and overall governance of the Company, including:

(i) the protection of shareholders' interests;

(ii) authorising policies and overseeing the strategic direction of the Company;

(iii) establishing goals for management and monitoring the achievement of these goals; and

(iv) engaging, reviewing and replacing the Chief Executive Officer.

(b) The Board has adopted this board charter (**Charter**) to outline the manner in which its constitutional powers and responsibilities will be exercised and discharged. The Charter adopts principles of good corporate governance and practice that accord with applicable laws in the jurisdictions within which the Company operates, including, as a result of the Company's listing on Australian Stock Exchange (**ASX**) and its status as an Australian public company, the requirements of the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

(c) In carrying out its responsibilities and powers as set out in this Charter, the Board will at all times recognise its overriding responsibility to:

(i) act in a manner consistent with the Company's stated values, including the Company Code of Conduct;

(ii) act in accordance with laws and regulations;

(iii) avoid or manage conflicts of interests;

(iv) support and act in a manner consistent with the Company's corporate sustainability objectives; and

(v) have regard to the Company's relationships with stakeholders and the communities and environments in which the Company operates.

2 Composition and Term of Office

The composition, structure and proceedings of the Board are primarily governed by the Company's constitution (a copy of which can be found on the Company's website) (**Constitution**) and the laws governing corporations in jurisdictions where the Company operates. The Board, with the assistance of the Governance Committee, will regularly review the composition, structure and performance of the Board.

2.1 Board Composition

(a) The Board, together with the Governance Committee, determines the size and composition of the Board subject to the terms of the Constitution.

(b) In consultation with the Board, the Governance Committee reviews the composition of the Board on an annual basis, to ensure that the Board has the appropriate mix of skills, expertise, experience and diversity necessary to fulfil its function effectively. The selection process for considering new candidates for the Board is set out in the Governance Committee Charter.

2.2 Independence of non-executive directors

(a) The Constitution requires that the Board comprise a majority of non-executive directors. It is intended that at least half of the Board from time to time be independent non-executive directors as determined in accordance with clause 2.2.

(b) To be judged independent, a director must, in the opinion of the Board (with the assistance of the Governance Committee), be free of any interest, position, affiliation or relationship that might influence, or reasonably be perceived to influence, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual security holder or other party.

(c) Individuals would, in the absence of evidence or convincing argument to the contrary, be judged to be not independent if they:

(i) are employed, or have been previously employed, in an executive capacity by the Company or any of its subsidiaries in the three years prior to becoming a director;

(ii) receive performance-based remuneration (including options or performance rights) or participate in an employee incentive scheme;

(iii) were directly involved in the audit of the Company or any of its subsidiaries;

(iv) are a substantial shareholder of the Company, or represent, or are otherwise affiliated with, a substantial shareholder of the Company;

(v) were a principal of a professional adviser or consultant to the Company or any of its subsidiaries where the amount paid to that adviser or consultant within the three years prior to becoming a director was material (to either the Company or the adviser or consultant) or the relationship with the adviser or consultant was otherwise material to the Company or the adviser or consultant;

(vi) were a supplier to, or an officer of or otherwise associated with a supplier to, the Company or any of its subsidiaries where the amount paid within the last three years by the Company or any of its subsidiaries to that supplier was material (to either the Company or the supplier) or the relationship with the supplier was otherwise material to the Company or the supplier;

(vii) were a customer of the Company or any of its subsidiaries, or an officer of or otherwise associated with such a customer, where the amount paid during the last three years by that customer to the Company or any of its subsidiaries was material (to either the Company or the customer) or the relationship between the Company and the customer was otherwise material to the Company or the customer;

(viii) are in a material contractual relationship with the Company or any of its subsidiaries other than as a director of the Company;

(ix) have close personal ties with any person who falls within any of the categories described above; or

(x) have been a director of the Company for such a period that their independence from management and substantial shareholders may have been compromised.

(d) The Company will disclose the names of the directors considered by the Board to be independent directors in the Company's annual report.

(e) If a director has an interest, position, affiliation or relationship of the type described in paragraph (c) above, but the Board is of the opinion that it does not compromise the independence of that director, the Company will disclose in the Company's annual report the nature of the interest, position, affiliation or relationship in question and an explanation of why the Board is of that opinion.

(f) In respect of independent directors who have served on the Board for more than 10 years, the Board will regularly assess such director's status as an independent director, including whether or not they have become too close to management to be considered independent.

(g) Any change in the nature of the independence status of a non-executive director must be promptly notified to the chair of the Board (**Board Chair**) and company secretary of the Company (**Company Secretary**) and the Board will review that director's independence status. If the Board determines that there has been a change to the independence status of a non-executive director, the Board will take steps to ensure that this change is disclosed and explained in a timely manner to the market.

2.3 Commitment

(a) A non-executive director should continually evaluate the number of boards of companies on which the non-executive director serves, to ensure that each company can be given the time and attention to detail required to properly exercise the director's powers and discharge the director's duties to that company.

(b) A non-executive director shall notify the Board Chair and the chair of the Governance Committee prior to accepting an invitation to become a director of any company. The non-executive director must provide the Board Chair with details of the other commitments, an indication of the time involved and an acknowledgement that they will have adequate time to meet what is expected of them in relation to the Company.

(c) Prior to accepting an invitation to become a director of any company, the director must have regard to:

(i) the views and recommendations of the Board Chair with respect to the director acting simultaneously as a director of the Company and as a director of an external entity (whether in competition with the Company or not);

(ii) any current policies of the Board on multiple directorships; and

(iii) best practice standards on multiple directorships.

(d) An executive director shall not accept an invitation to become a director of any company without the prior approval of the Board.

2.4 Term

(a) All directors (except the Chief Executive Officer) are required to submit themselves for re-election at least once every three years. The Board undertakes an annual review process which includes a review of the performance of individual directors. The Board will endorse a retiring director for re-election only where their performance over the preceding year meets or exceeds the Board's expectations.

(b) In order to ensure that composition of the Board will change over time, it is a general policy that:

(i) non-executive directors should not serve for a consecutive period exceeding 12 years;

(ii) the Board, at its initiative, may exercise discretion to extend the term of a director beyond 12 years where it considers that such an extension would benefit the Company. Such discretion will be exercised on an annual basis and the director concerned will be required to stand for re-election annually; and

(iii) the Board Chair should not serve in that role for more than 10 years.

2.5 Australian-resident directors

The *Corporations Act 2001* (Cth) requires a public company to have at least two directors ordinarily resident in Australia (**Australian resident directors**). To ensure compliance with the minimum Australian resident directors requirement, the Board has established a small pool of appropriate individuals who would be available, on short notice, to act as an Australian resident director of the Company on a temporary basis should either one of the existing Australian resident directors be no longer able, or not willing, to continue as a director. It is intended that the relevant individual called upon would act as a temporary Australian resident director and agree with the Company that once the Board has found a suitable, long term non-executive Australian resident director to fill the vacant position, the temporary director will resign from the Board to allow the new director to take their place.

3 Board Chair

(a) The Board will elect the Board Chair who must be an independent director. This does not, however, prevent another director from chairing all or part of a meeting in the absence of the Board Chair. The Board Chair must not hold, and must not have held within the previous three years, the office of Chief Executive Officer of the Company.

(b) The Board Chair's role includes:

(i) providing effective leadership to the Board in relation to all Board matters;

(ii) facilitating the effective contribution of all directors;

(iii) promoting constructive and respectful relations between directors and between the Board and management;

(iv) representing the views of the Board to the public (unless the Board determines otherwise); and

(v) presiding over meetings of the Board and general meetings of shareholders, including approving Board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

(c) The Board Chair is the only official spokesperson for the Board, unless the Board determines otherwise.

4 Roles of the Board

The Board has ultimate responsibility to set policy regarding the business and affairs of the Company and its subsidiaries (the **Group**) for the benefit of the shareholders and other stakeholders of the Company. The Board is accountable to shareholders for the performance of the Group.

The following responsibilities and functions of the Board are matters which the Board specifically reserves for itself and do not limit the Board's overall duties and responsibilities:

(a) **Strategy, planning and monitoring**

(i) Reviewing and approving corporate strategies, budgets, plans and policies developed by management and evaluating performance of the Group against those strategies and business plans in order to:

(A) monitor the performance of functions delegated to the executive team, including the progress of major capital expenditure, capital management, acquisitions, divestitures and strategic commitments; and

(B) assess the suitability of the Company's overall strategies, business plans and resource allocation;

(ii) monitoring financial and business results (including the audit process) to understand the financial position of the Group;

(iii) oversee development, monitor execution and review effectiveness of strategies, policies, frameworks and initiatives relating to product stewardship;

(iv) regularly reviewing and approving an appropriate framework for management to report relevant information to the Board;

(v) appointing and, where appropriate, removing the Chief Executive Officer;

(vi) appointing and, where appropriate, removing the Company Secretary;

(vii) regularly evaluating the performance of the Chief Executive Officer;

(viii) overseeing the evaluation of the performance of senior management;

(ix) assessing the skills, gaps and development needs of the Senior Management team and regularly reviewing succession planning for the Senior Management team;

(x) whenever required, challenging management and holding them to account;

(xi) reviewing and approving the remuneration package for the Chief Executive Officer and reviewing the remuneration policy for other senior executives of the Company; and

(xii) ensuring appropriate resources are available to senior management to enable them to carry out their duties.

(b) **Shareholder communication and compliance**

(i) monitoring communications to shareholders and the ASX (including disclosures made under the ASX continuous disclosure requirements) to ensure that the Company's shareholders and the market in general are kept well informed of all major developments affecting the state of affairs of the Company;

(ii) approving and reviewing, from time to time, the Company's internal compliance procedures;

and

(iii) implementing appropriate procedures to ensure compliance with all applicable laws, regulations, accounting standards, ethical standards and business practices.

(c) **Risk management and internal controls**

(i) approving the Company's risk management framework and internal compliance and controls systems relevant to both financial and non-financial risk;

(ii) overseeing management's implementation of systems to monitor and address the financial, operational and business risk management policies;

(iii) reviewing material risk exposures and any material incident or breakdown of risk controls, internal audit review findings and the "lessons learnt" with regards to digital disruption, cyber-security, privacy and/or data breaches; and;

(iv) receiving and reviewing the Company's wider risk profile, including issues of corporate social responsibility that may impact upon the Company's reputation with its customers, suppliers, employees or the communities in which it operates, including progress against objectives and mitigation strategies.

5 Delegation of Authority

5.1 Delegation to Chief Executive Officer

(a) The Board will delegate to the Chief Executive Officer the authority and power to manage the Company and its businesses within levels of authority specified by the Board from time to time. The Chief Executive Officer may delegate aspects of their authority and power but remains accountable to the Board for the Company's performance and is required to report regularly to the Board on the progress being made by the Company's business units.

(b) The Chief Executive Officer's role includes responsibility for:

(i) the effective leadership of the management team;

(ii) the assessment, at least once each year, of the performance of senior management and reporting back to the Board;

(iii) implementing the Company's business model;

(iv) the achievement of the Company's strategic objectives for the business;

(v) instilling and reinforcing the Company's core values;

(vi) operating within the values, code of conduct, budget and risk appetite set by the Board;

(vii) providing the Board with accurate, timely and clear information on the Company's operations; and

(viii) the day-to-day management of the Company's operations.

(c) Further division of the responsibilities of the Board and the Chief Executive Officer have been agreed by the Board and set out in a Board-approved Delegations of Authority Policy.

5.2 Delegation to committees

(a) The Board from time to time establishes Committees to streamline the discharge of its responsibilities and, for each standing Committee, adopts a formal charter setting out the matters relevant to the composition, responsibilities and administration of such Committees. The Board has, at the date of this Charter, established the:

(i) the Audit and Compliance Committee;

(ii) the Sustainability & Risk Committee;

(iii) the Human Resources Committee; and

(iv) the Governance Committee.

(b) When appointing members of each committee, the Board will take account of the skills and experience appropriate for that committee as well as any statutory or regulatory requirements.

(c) The chairs of the Audit and Compliance Committee, Human Resources Committee and the Sustainability & Risk Committee cannot be the Board Chair and are to be independent of management and the Company.

(d) The committees operated by the Board are to consider and determine the matters for which they are responsible in accordance with their respective charters. Copies of the charter of each committee are published on the Company's website.

(e) With respect to any Board committees, the Board will ensure that the following disclosures are made in the Company's annual report:

(i) the current members of each committee and their professional qualifications and experience;

(ii) the number of times each committee met throughout a period; and

(iii) the individual attendances of the members of those meetings.

(f) The Board also delegates specific functions to ad hoc Committees on an "as needs" basis. The powers delegated to these Committees are set out in Board resolutions. The composition, role and performance of each Committee will be reviewed on an annual basis as part of the Board's performance assessment process.

6 Appointment of Board and Review of Board, committee and director performance

6.1 Appointment of Board

(a) With guidance from the Governance Committee and, where necessary or appropriate, external consultants, the Board will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.

(b) The Governance Committee assesses nominations of new directors against a range of criteria adopted by the Governance Committee, including the candidate's background, experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board.

(c) The criteria to assess nominations of new directors is regularly reviewed and the Governance Committee compares the skill base of existing directors with that required for the future strategy of the Company to enable identification of attributes required in new directors.

(d) Before appointment to the Board, candidates must confirm that they will have sufficient time to meet their obligations to the Company, in light of other commitments.

(e) New directors are to be provided with a formal letter of appointment to the Board setting out the key terms and conditions of their appointment, together with any other documents that the Company considers relevant to their appointment.

(f) For shareholder meetings where directors are standing for election or re-election, the notice of meeting must include information to enable shareholders to make an informed decision on their election. This requirement is set out in detail in the Company's Governance Committee Charter.

6.2 Review of Board, committee and director performance

(a) With guidance from the Governance Committee, the Board will carry out a formal review of the performance of the Board, its committees and each non-executive director for each reporting period against appropriate measures, using an external consultant where necessary. The review will assess:

(i) the effectiveness of the Board and each committee in meeting the requirements of their respective charters;

(ii) whether the Board and each committee has members with the appropriate mix of skills and experience to properly perform their functions;

(iii) the contribution made by each director at meetings and in carrying out their responsibilities as directors generally, including preparing for meetings;

(iv) whether adequate time is being allocated to the Company's matters, taking into account each director's other commitments; and

(v) the independence of each non-executive director, taking into account the director's other interests, relationships and directorships.

(b) The Board will disclose, for each reporting period, whether a performance evaluation of the kind referred to in clause 6.2(a) was undertaken.

(c) Each year, the following should be included in the Company's annual report:

(i) a statement detailing the mix of skills and diversity which the Board is looking to achieve in membership to the Board;

(ii) the names of the directors considered by the Board to be independent directors;

(iii) if a director has an interest, position, affiliation or relationship of the type contemplated by clause 6.2(a)(v) but the Board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, affiliation or relationship in question and an explanation of why the Board is of that opinion; and

(iv) details of the length of service of each director.

7 Governance

7.1 Code of Conduct

The Company has a Code of Conduct which sets out the way the Company and its indirectly and directly wholly-owned subsidiaries conduct their business and guides the behaviour of all personnel (including employees, contractors and directors). All directors are expected to comply with the Company's Code of Conduct and maintain the highest standards of ethical behaviour in discharging their duties with respect to the business of the Company. A copy of the Company's Code of Conduct is published on the Company's website.

7.2 Conflicts of interest

(a) Directors are required to take all reasonable steps to avoid any actual, potential or perceived conflicts of interest within the Company.

(b) Directors must keep the Board advised, on an ongoing basis, of any interests (including, without limitation, contracts, offices held, interests in transactions and other directorships) that could potentially conflict with those of the Company and will advise the Company Secretary of all directorships or executive positions held with other companies.

(c) If a potential material conflict of interest or conflict of duty arises, the director concerned will advise the Board Chair prior to any Board meeting at which the issue is to be discussed. The Board Chair will determine whether the director will receive the Board papers relevant to the conflict. The director will not participate in the Board meeting while the relevant matter is considered unless the other directors approve that director's participation in the deliberation and voting on the relevant issue in accordance with the *Corporations Act 2001* (Cth). Any potential conflict must be recorded in the Board minutes.

7.3 Confidentiality

(a) Each director has a duty to maintain the confidentiality of information they learn by virtue of their position as director.

(b) All proceedings of the Board, including Board papers, presentations and other information provided to the Board, must be kept confidential except as required by law or as agreed by the Board.

7.4 Trading in Company's securities

(a) In accordance with the Company's Securities Trading Policy (as varied from time to time), directors, senior management and other employees may only buy or sell (or otherwise deal in) securities of the Company in accordance with the terms of that policy.

(b) All dealings in the Company's securities by directors must be promptly notified to the ASX.

(c) A copy of the Company's Securities Trading Policy is published on the Company's website.

8 Education

(a) The Company will assist the Board in maintaining the appropriate level of skills and knowledge amongst the directors by providing directors with appropriate educational opportunities and resources, as reasonably requested by the Board.

(b) In respect to climate-related skills, the Board has access to external consultants to provide briefings and latest updates on global developments including climate related matters through formal trainings and external global conferences and seminars annually, to ensure continuous professional skills and knowledge development at the Board level.

9 Access to independent advice

(a) The Board may seek any information or advice it considers necessary to fulfil its responsibilities.

(b) The Board has access to the Company's management for the purpose of seeking explanations and information from them.

(c) Each director may obtain independent professional advice at the Company's expense on matters arising in the course of their Board and committee duties, provided such advice is necessary for the director to discharge its responsibilities as a director, and after obtaining the Board Chair's approval (or where the director seeking such advice is the Board Chair, after obtaining the approval of the chair of the Company's Audit and Compliance Committee). The Chair of the Board will consider the request for independent professional advice in consultation with the CEO / Managing Director. Whenever practicable, the advice must be commissioned in the joint names of the director and the Company, and a copy of any such advice must be provided to the entire Board (unless the Board Chair agrees otherwise). The other directors must be advised if the Board Chair's approval is withheld, or where the director seeking such advice is the Board Chair, after obtaining the approval of the chair of the Company's Audit and Compliance Committee.

(d) The Board has authority to reasonably require management or others to attend Board meetings and to provide any information or advice that the Board requires.

10 Board Meetings

(a) The Board determines a schedule of meetings at the beginning of each year. It is the Company's practice that one or more of these meetings coincide with site visits, in order to continue the education and information provided to directors regarding the Company's various businesses.

(b) Additional meetings are held as required to address specific issues.

(c) Board meeting papers should be distributed to directors prior to each meeting in sufficient time to enable directors to read the papers and properly prepare for the meeting.

(d) The Company Secretary attends meetings of the Board or a Committee as minute secretary. Senior executives will be invited to attend Board or Committee meetings (or parts of meetings) from time to time where the Board or Committee considers their involvement of assistance to the consideration of items of business before the meeting.

(e) All minutes of the Board or a Committee are required to be signed by the Board Chair as a true and correct record.

11 Reviews, changes to and publication of the Charter

(a) The Board will review this Charter as often as it considers necessary (but at least every year) to ensure it remains effective, relevant to the current needs of the Company and complies with changes in the corporate governance environment.

(b) The Board may change this Charter from time to time by resolution.

(c) The Charter will be made available on the Company's website.