



PALADIN ENERGY LTD

ACN 061 681 098

BOARD CHARTER

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1. APPLICABILITY

This Charter applies to all Directors of Paladin Energy Ltd (Paladin or the Company).

2. ROLE

The central roles of the Board are to set the strategic direction for Paladin, to select and appoint the Managing Director/CEO and to oversee Paladin's management and its business activities.

The Board should be mindful that:

- (a) while the primary objective of Paladin is to create, and to continue to build, sustainable value for shareholders, the legitimate interests of other parties who may have an interest in or be affected by the activities of Paladin, should be taken into account; and
- (b) shareholders and other parties who may have an interest in or be affected by the activities of Paladin expect that the Directors will undertake their responsibilities with honesty, integrity, care and diligence, in accordance with law and in a manner which reflects the highest standards of governance.

3. POWERS OF THE BOARD

3.1 In addition to matters required by law to be approved by the Board, the following powers are reserved for the Board:

- (a) appointing and, where appropriate, removing the Managing Director/CEO;
- (b) authorising the issue of any shares, options, equity instruments or other securities;
- (c) authorising expenditure in excess of discretionary limits delegated at any time to the Managing Director/CEO;
- (d) to:
 - (i) approve the strategic plan and performance objectives;
 - (ii) approve the annual budget;
 - (iii) approve and monitor the progress of major capital expenditure, capital management, and acquisitions and divestitures;
 - (iv) ratify the appointment and, where appropriate, the removal of the Chief Financial Officer and the Company Secretary;
 - (v) approve the annual, half yearly and quarterly financial statements; and
 - (vi) approve policies of Company-wide or general application,
- (e) supervise Paladin's framework of control and accountability systems to enable risk to be assessed and managed; and
- (f) ensure Paladin is properly managed, for example by:
 - (i) appointing the external auditor (where applicable, based on recommendations of the Audit and Risk Committee) and the appointment of a new external auditor when any vacancy arises, provided that any appointment made by the Board must be ratified by shareholders at the next Annual General Meeting of Paladin; and
 - (ii) liaising with Paladin's external auditors and Audit and Risk Committee.

3.2 Other than as detailed in Section 3.1, the Board has delegated responsibility for the management of Paladin's business and affairs to the Managing Director/CEO.

4. RESPONSIBILITIES

4.1 The Chairperson

The responsibilities of the Chairperson include:

- (a) ensuring the effective performance of, and providing leadership to the Board;
- (b) ensuring the efficient organisation and conduct of the Board's function;
- (c) setting the agenda for Board meetings, with the Company Secretary and Managing Director/CEO;

- (d) providing counsel to the Managing Director/CEO; and
- (e) arranging regular evaluation of the performance of the Board and its Committees and of individual Directors.

A position description for the non-executive Chairperson is available on Paladin's website.

4.2 Board Responsibilities

The Board's responsibilities include:

- (a) contributing to the development of corporate strategy and corporate objectives and monitoring performance;
- (b) evaluating the performance and succession planning for the Managing Director/CEO;
- (c) encouraging a culture of ethical and responsible decision making and behaviour;
- (d) reviewing and reporting on diversity within the Company to include the relative proportion of women and men in the workforce at all levels of the Paladin Group;
- (e) reviewing and ratifying systems of risk management, compliance and control;
- (f) adopting a Continuous Disclosure Policy and monitoring its operation;
- (g) reviewing group-wide policies;
- (h) monitoring the financial performance of Paladin;
- (i) satisfying itself that appropriate mechanisms are in place for the governance of subsidiary companies; and
- (j) convening and attending general meetings of Paladin's shareholders.

4.3 Delegation to Committees

The Board may delegate responsibility for discharge of its responsibilities to Committees of the Board.

4.4 Company Secretary

The Company Secretary is responsible for ensuring that Board procedures are complied with and that governance matters are addressed.

A position description for the Company Secretary is available on Paladin's website.

5. COMPOSITION

The Board shall comprise Directors with a range of backgrounds and experience with the majority being Non-executive Directors determined by the Board to be capable of bringing independent judgement to bear on decision making.

Board composition should be reviewed annually by the Board to ensure that the Non-executive Directors between them bring the range of skills, knowledge and experience necessary to direct Paladin.

6. INDEPENDENCE OF DIRECTORS

In considering whether a Director is independent, the Board will have regard to:

- (a) the definition of an independent Director published by the Australian Securities Exchange;
- (b) such materiality thresholds, standards or guidelines as the Board may adopt from time to time; and
- (c) any information, facts or circumstance that the Board considers relevant.

If a Director is, or becomes aware of, any information, facts or circumstance which will, or may, affect that Director's independence, the Director must immediately disclose all relevant details in writing to the Company Secretary and Chairperson.

7. MEETINGS

The Board must convene regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities.

Board and Committee papers should be provided to Directors sufficiently far in advance of the scheduled meetings to permit adequate preparation.

Board agendas should be settled by the Chairperson with the Managing Director/CEO and Company Secretary.

8. COMMITTEES

The Board may establish standing and ad hoc committees to assist it in carrying out its responsibilities. For each Committee the Board should adopt a charter setting out its role, composition, powers, responsibilities, structure, resourcing and administration.

In particular, the Board will establish and maintain as standing Committees:

- (a) Audit and Risk Committee;
- (b) Remuneration, Nomination and Governance Committee; and
- (c) Operations and Sustainability Committee.

The Board may also establish standing and ad hoc committees comprising management personnel, as appropriate, to address particular matters and those committees will have responsibility to report directly to the Board. In particular, the Board will establish and maintain a Compliance Committee with the specific role of overseeing Paladin's anti-bribery and corruption compliance regime.

9. BOARD PERFORMANCE

The Board will undertake an annual performance evaluation that:

- (a) reviews the performance of the Board against the requirements of this Charter;

- (b) reviews the performance of the Board Committees against the requirements of their respective charters; and
- (c) reviews the individual performances of the Chairperson, Managing Director/CEO and the Directors.

The Board, through the Remuneration, Nomination and Governance Committee, will determine the scope of the performance evaluation and how it is carried out, in order to achieve its objectives.

10. OUTSIDE DIRECTORSHIPS

A Non-executive Director should continually evaluate the number of Boards on which they serve to ensure that each company can be given the time and attention to detail required to properly exercise their powers and discharge their duties.

A Non-executive Director must notify the Chairperson prior to accepting an invitation to become a Director of any company and in the case of the Chairperson, the Chair of the Audit and Risk Committee.

11. INDEPENDENT ADVICE

The Board and its committees may seek advice from independent experts whenever it is considered appropriate. With the consent of the Chairman, individual Directors may seek independent professional advice, at the expense of Paladin, on any matter connected with the discharge of their responsibilities.

12. CODES OF CONDUCT

The Code of Conduct for Directors sets out the procedure to be followed if there is, or if there may be, a conflict between the personal or other interests of a Director and the business of Paladin.

13. REVIEW

The Charter will be reviewed regularly to ensure it meets best practice standards, complies with all governance principles of those stock exchanges on which it is listed and meets the requirements of Paladin and the Board.

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