

## 1. This Charter

1.1. This Charter sets out the functions and responsibilities of the Board of Euroz Limited (“Euroz”) within the governance structure that applies to Euroz and its subsidiaries Euroz Securities Limited (100%), Westoz Funds Management Pty Ltd (100%), Westoz Investment Management Limited (80%) and Entrust Private Wealth Management Pty Ltd (100%) (“The Euroz Group”).

1.2. The Board is governed by the Constitution of Euroz.

## 2. Functions Of The Board

2.1. The Board is accountable to shareholders for the performance of Euroz and the Euroz Group. Board members also have a responsibility to oversee the conduct of the affairs of the Euroz Group consistent with the particular regulatory obligations that apply to them pursuant to the Corporations Act, the ASIC Market Integrity Rules and the Operating Rules of the ASX and Chi-X markets (as applicable within the relevant subsidiaries).

2.2. The roles and responsibilities of the Board are to:

- Oversee control and accountability within the Euroz Group
- Set broad targets, objectives and strategies
- Monitor financial performance including approving the annual budgets and financial plans
- Assess and review risk exposure and management
- Oversee compliance with corporate governance and legal/regulatory obligations
- Approve and oversee all major purchases, disposals, acquisitions and issue of new shares and any other major corporate initiatives
- Approve the annual and half year financial statements
- Appoint, remove and liaise with the Company’s Auditor
- Appoint and assess the performance of the Key Management Personnel of the subsidiaries and members of the senior management team
- Report to and communicate with shareholders

2.3. The Board has established an Audit & Risk Committee and a Remuneration Committee to assist and advise the Board on specific matters.

2.4. Membership of the Board is disclosed in the Annual Report including whether a Director is independent or not independent.

2.5. The Board has not adopted a tenure policy.

## 3. Chairman Of The Board

3.1. The Chairman is a senior Executive Director.

3.2. The Chairman is responsible for:

- leading the Board in its duties with respect to the Euroz Group;
- oversight of the processes and procedures in place to evaluate the performance of the Board, its Committees and individual directors; and
- facilitating effective discussions at Board meetings.

- 3.3. Restrictions on the Chairman's dealings in Euroz (ASX: EZL) and other ASX traded financial products are set out in the Securities Trading Policy for Directors, Employees and Contractors.

## 4. Managing Director

- 4.1. The Board may appoint a Managing Director who has responsibility for the overall operational and business management and performance of the Euroz Group, whilst also managing the Euroz Group in accordance with the strategy, plans and policies approved by the Board to achieve agreed goals.
- 4.2. Each member of the Board works, daily, in an executive and operational capacity in the business conducted by the Euroz Group.

## 5. Review

- 5.1. The Board will review this Charter annually to keep it up to date and consistent with the Board's objectives and responsibilities.

## 6. Policy Currency

This Policy is current as at July 2015