Board Charter

This charter sets out the role, responsibilities, structure and processes of the Board of Laserbond Limited.

1. Role of the Board

The role of the Board is to provide leadership and strategic guidance the Laserbond Group in addition to overseeing management's implementation of strategic initiatives.

The Board is accountable to all shareholders for the performance of the Laserbond Group's businesses. In performing its role, the Board aspires to excellence in governance standards. This requires the Board to work as a team and meet on a regular basis.

2. Key Responsibilities

The key responsibilities of the Board are as follows:

a. Approving the Group's strategic direction.

b. Approving the Group's annual targets and monitoring financial performance against forecasts and prior periods.

c. Determining dividend policy and the amount, nature and timing of dividends.

d. Approving the Group's risk management strategy and monitoring the effectiveness of risk management, including ensuring appropriate internal control mechanisms exist and are implemented in accordance with any regulatory requirements.

e. Approval and continual review of a delegation authority ensuring appropriate expenditure controls exist for the management of the company.

f. Considering the social, ethical and environmental impact of the Laserbond Group's activities, setting standards and monitoring compliance with sustainability policies.

g. Selecting, appointing and terminating the external auditor, including associated recommendations to shareholders for approval.

h. Overseeing the Board Committee's performance to their Committee Charters (Audit, Risk and Remuneration Committees), including considering and approving changes to Charters.

i. Selecting, appointing and determining terms of appointment of the CEO and any senior management position.

j. Determining the corporate goals and objectives relevant to the remuneration of the CEO and any senior management position, including evaluating the performance to these objectives.

k. Reviewing succession plans for the Executive Directors, CEO and any senior management position.

l. Approving the individual remuneration levels for Executive Directors, the CEO, and other personnel reporting directly to the CEO.

3. Composition

The Board is responsible for:

a. Identifying and evaluating possible future Directors to the Board, and to significant subsidiaries.
b. Appointing Directors to fill casual vacancies on the Board.
c. Making recommendations to shareholders for the appointment or removal of Directors.
d. Approving policies for appointments to the Boards of entities controlled by Laserbond.

The Board will comprise a majority of Non-Executive Directors where possible, with a majority of whom are ordinarily resident in Australia.

Collectively the Board members should have a broad range of financial and other skills, experience and knowledge necessary to guide the business of the Group.

The Board will determine and regularly review the composition of the Board having regard to the number and skill mix of Directors, subject any limits imposed by the Constitution and terms served by existing Non-Executive Directors.

4. Chairman

The Board will appoint one of its members to be the Chairman in accordance with the Constitution. The chairman will represent the Board to the shareholders and communicates the Board's position.

The Chairman must be an independent Non-Executive Director and must not have held the CEO position at any time during the previous three years.

5. Company Secretary

The Board will appoint at least one Company Secretary. Appointment and removal of a Company Secretary will be subject to Board approval.

The Company Secretary is responsible for the co-ordination of all Board business, including agenda, board papers, minutes, communication with regulatory bodies, the Australian Securities Exchange and all statutory and other filings.

All Directors have access to the Company Secretary.

6. Board Committees

The Board has established Committees to assist in exercising its authority.

The current Board Committees are:

a. Audit Committee

b. Risk Committee

c. Remuneration Committee

The Board may establish ad hoc Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board. The Board will determine the charters of all committees, including ad-hoc committees, which will set out the roles and responsibilities of each committee.

The Board will also determine the membership and composition of each committee, having regards to workload, skills and experience of members, and any regulatory requirements.

7. Board Meetings

The Chairman is responsible, in consultation the Company Secretary, for the conduct of all Board Meetings. This includes being satisfied that all agendas are comprehensive, agenda items are appropriate and that recommendations with within the strategic direction set by the Board.

Members of senior management are invited to attend Board meetings where necessary, and all senior management are available to be contacted by the Board between meetings.

8. Director Independence

The Board has adopted a definition of independence setting out the interests and relationships to be considered by the Board in assessing the independence of each Director.

Director independence is assessed upon appointment and annually through a testimonial by each Director.

The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chairman, or in the Chairman's absence, the Board.

9. Board Performance

The Board will undertake ongoing assessment and review of performance of the Board, its Committees and individual Directors annually.

Board and Committee Charters will be reviewed based on the annual assessment and review of the Board and its Committees.

10. Ethical Standards

Board members are expected to observe the highest standards of ethical behaviour, personal integrity and honesty in all dealings.

11. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with an interest of the LaserBond Group, or gives the appearance of a conflict.

A Director that has a material personal interest in a matter that relates to the affairs of the Group must give the Board notice of such interest.

The company Secretary will maintain a register of dealings in securities and declaration of interests by Directors and provide the register with each Board meetings agenda.