Board Charter

AEMS | Company Secretariat | Other

Purpose and Scope

Use this document to define the role and responsibilities of the **Board of Directors** of Amplitude Energy Limited (**Amplitude Energy**).

Table of Contents

1.0 Overview 3

1.1 Roles and Responsibilities 3

1.2 Related Content 3

2.0 Terms of Reference 4

2.1 Matters Reserved to the Board 4

2.2 Board Composition and Meetings 5

2.3 Board Committees 5

2.4 Chairman 5

2.5 Matters Delegated to Management 6

2.6 Company Secretary 6

2.7 Measurement of Performance 7

2.8 Review 7

1.0 Overview

The role of the Board of Directors of Amplitude Energy is to maintain and build Amplitude Energy's capacity to deliver sustainable total shareholder return, in a manner consistent with the Amplitude Energy Values including prioritising safety, health, the environment and community.

The Board's key responsibilities are to:

- Determine Amplitude Energy's strategic objectives. The Board may do this by reviewing, testing, challenging, and providing oversight and input into the Managing Director's recommended strategic plans for Amplitude Energy
- Demonstrate leadership and drive culture including by determining and instilling a culture of compliance by ensuring adherence to Amplitude Energy's Values and Code of Conduct
- Appoint and, when necessary, replace the Managing Director, and regularly evaluate their performance.

The Board must perform its role in accordance with the duties and obligations imposed on it by the Amplitude Energy Constitution and by law.

1.1 Roles and Responsibilities

Roles	Accountability
General Counsel & Company Secretary	Accountable for defining the requirements of the business process described by this Charter, ensuring appropriate performance metrics are defined and reviewed, tracking lessons learned, and driving continuous improvement. Responsible for: • Arranging all Board and Committee meetings • Taking and keeping minutes of those meetings • Circulating minutes to all Board members
Board Members	Accountable for ensuring this Charter is implemented.

1.2 Related Content

- **Audit & Risk Committee Charter (CMS-GV-CHT-0001)**
- **Governance & Nomination Committee Charter (CMS-GV-CHT-0003)**
- **People & Remuneration Committee Charter (CMS-HR-CHT-0001)**
- **Technical & Sustainability Committee Charter (CMS-RM-CHT-0001)**

2.0 Terms of Reference

2.1 Matters Reserved to the Board

In addition to the matters set out in Part 1 above and those for which the Board is responsible by law, the Board has the following responsibilities:

- Overseeing control and accountability systems designed to ensure appropriate standards are met in relation to Amplitude Energy's health, safety, environment, sustainability and community obligations
- Approving business plans and budgets
- Determining the terms and conditions of the appointment of the Managing Director
- Appointing and, when necessary, replacing senior executives and the Company Secretary (including via delegation to the Managing Director)
- Approving the remuneration framework and ensuring it is aligned with Amplitude Energy's Values, strategic objectives, and risk appetite
- Monitoring and assessing management's development and implementation of strategies, business plans, budgets and the Amplitude Energy Values, and ensuring sufficient resources are available to management for those purposes
- Ensuring that appropriate financial controls, and internal and external audit arrangements, are in place and operating effectively, including having regard to the integrity of accounting and financial reporting systems
- Setting and reviewing the risk appetite and reviewing and monitoring implementation of and compliance with the risk management framework (for financial and non-financial risk), internal controls and Code of Conduct
- Overseeing the continuous disclosure process to ensure timely and balanced disclosures
- Approving and monitoring financial, sustainability and other reporting and a framework for reporting of relevant information to the Board (including material breaches of the Code of Conduct)
- Approving and monitoring the progress of capital expenditure, capital management and acquisitions and divestments to the extent material
- Annually assessing the independence of directors (having regard to the ASX Corporate Governance Principles and Recommendations with respect to independence)
- Approving the issue of shares or other securities in Amplitude Energy
- Approving commitments in excess of discretionary limits from time to time delegated to the Managing Director and senior executives
- Ensuring that new directors are appropriately inducted to the Board including issuing them with a letter of appointment and informing them that they have the right to obtain independent professional advice, on approval from the Chairman of the Board, at Amplitude Energy's cost, as considered necessary or appropriate to fulfil their duties
- Monitoring the effectiveness of governance practices generally

2.2 Board Composition and Meetings

Appointments to the Board are based on merit against objective criteria that serves to maintain an appropriate balance of skills and experience on the Board. The Governance & Nomination Committee leads the process for Board appointments and makes recommendations to the Board.

In accordance with the Amplitude Energy's Constitution the minimum number of Directors is 3. A quorum for a Directors' meeting is 2 Directors entitled to vote or a greater number determined by the Directors.

The Board meets sufficiently regularly to discharge its duties effectively. The non-executive Directors meet at least twice each year without management present to discuss the position of Amplitude Energy and the performance of management.

2.3 Board Committees

The Board may from time to time establish committees to assist it with carrying out its responsibilities. The Board approves charters setting out the composition and responsibilities of such committees and such other matters as the Board may consider appropriate.

The Board has currently established the following committees:

- Audit & Risk Committee
- Technical & Sustainability Committee
- People & Remuneration Committee
- Governance & Nomination Committee.

The committees are composed of Directors with the necessary skills and experience to perform their roles on the committees. Other Directors may be invited to attend committee meetings and senior executives and other employees may also attend by invitation. Following each committee meeting the Board is provided with a verbal report on meeting proceedings as well as the minutes of that meeting. Copies of committee papers are made available to the Board.

The Board may also delegate specific responsibilities to ad hoc committees from time to time.

2.4 Chairman

The Directors from time to time elect one of their number, who will be independent (and not the current or previous Managing Director), to the office of Chairman and may determine the period for which that Director is to be Chairman. The Chairman is responsible for leadership of the Board and ensuring the Board functions effectively. In performing this role, the Chairman's responsibilities include:

- Approving the agenda of matters to be considered by the Board and convening Board meetings as necessary or appropriate
- Liaising with the Managing Director to ensure that the Board is provided with sufficient information on a timely basis to enable the Board to discharge its role
- Managing the conduct, frequency, and length of Board meetings so as to ensure that the Board maintains an in-depth understanding of Amplitude Energy's performance and the opportunities and strategic issues it faces
- Facilitating constructive and respectful communications between Directors and between the Board and management
- Acting as a mentor and independent sounding board to the Managing Director
- Annually implementing a review of the performance of the Board as a whole.

2.5 Matters Delegated to Management

The Board has delegated to the Managing Director and the senior executive group authority over the day-to-day management of Amplitude Energy and its operations. This delegation of authority includes responsibility, and accountability to the Board, for:

- Developing business plans, budgets, and strategies for consideration by the Board and, to the extent approved by the Board, implementing these plans, budgets, and strategies in a manner consistent with the Amplitude Energy Values, Code of Conduct and risk appetite determined by the Board from time to time
- Operating the business within the parameters set by the Board from time to time, and keeping the Board informed of relevant information
- Where proposed transactions, commitments or arrangements exceed the delegations set by the Board, referring the matter to the Board for its consideration and approval
- Identifying and managing operational and other risks and, where those risks could have a material impact on the business, formulating strategies for managing these risks for consideration by the Board
- Managing financial and other reporting mechanisms and control and monitoring systems to ensure that these mechanisms and systems capture all relevant material information on a timely basis and are functioning effectively
- Ensuring that the Board is provided with sufficient information on a timely basis, in particular with respect to:
  - Performance
  - Financial condition
  - Operating results and prospects
  - Compliance with health, safety, environment, sustainability and community obligations
  - Compliance with risk appetite and the Amplitude Energy risk management framework
  - Compliance with material legal and regulatory requirements
  - Material breaches of the Amplitude Energy Values and Code of Conduct

to enable the Board to fulfil its governance responsibilities.

- Instilling and reinforcing the Amplitude Energy Values, policies, processes, procedures, and Code of Conduct approved by the Board.

2.6 Company Secretary

The Company Secretary has a direct line of reporting to the Chairman and is responsible for:

- Advising and supporting the Chairman and the Board and its committees to manage the day-to-day governance framework of Amplitude Energy
- Assisting with Board effectiveness by monitoring whether applicable Board and committee policies, procedures and charters are followed and coordinating timely completion and dispatch of Board agendas, papers, and minutes
- Assisting with all matters to do with the proper functioning of the Board including advising on governance matters and assisting with induction and professional development of Directors.

2.7 Measurement of Performance

The Board and each of its committees will annually evaluate its performance including:

- Evaluating the performance of each Director against appropriate measures (including periodically considering the use of external advisers to conduct this performance review)
- The non-executive Directors, taking into account the views of the executive Directors, evaluating the performance of the Chairman
- Comparing its performance with the requirements of this Charter
- Setting out its future goals and objectives
- Reviewing and recommending any changes to this Charter deemed necessary or desirable.

The performance evaluation shall be conducted in such manner as the Board deems appropriate.

2.8 Review

The Board will review this Charter annually to ensure it is consistent with the Board's roles and responsibilities. Any proposed amendments to this Charter arising from a review will be put to the Board for consideration.