



Corporate Governance Charter

NOVONIX Limited ACN 157 690 830

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1 Definitions and interpretation

1.1 Definitions

In this document:

Term	Definition
AGM	means NOVONIX's annual general meeting.
ARM Committee	means the Audit & Risk Management Committee, which is responsible for advising on the establishment and maintenance of a framework of internal controls for the Group's management, assisting the Board with policy on the quality and reliability of financial information prepared for use by the Board, and reviewing NOVONIX's risk management framework and policies and monitoring their implementation, and for the other matters set out in such Committee's charter.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of Directors.
Board Charter	means the charter of corporate governance in relation to the Board, set out in paragraph 2.
Chairman	means the chairman of the Board.
CEO	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Group.
Code of Conduct	means the code of conduct set out in paragraph 3.
Committee	means a committee of the Board.
Constitution	means NOVONIX's constitution.
Continuous Disclosure Policy	means the Company's policy regarding continuous disclosure which is set out in a separate document, referred to in paragraph 4.
CFO	means NOVONIX's chief financial officer or equivalent officer (by whatever title known).
Company or NOVONIX	means NOVONIX Limited ACN 157 690 830.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).

Term	Definition
Deputy Chairman	means the deputy chairman appointed by the Board in circumstances where the Chairman is not an Independent Director.
Director	means a director of NOVONIX.
Diversity	means but is not limited to diversity of gender, age, disability, ethnicity, marital or family status, religious or cultural background, sexual orientation and gender identity.
Diversity Policy	means the Company's policy regarding Diversity which is set out in a separate document, referred to in paragraph 5.
Group	means NOVONIX and its controlled entities.
Group Operating Policies and Procedures	means the policy and procedures applicable to the Group from time to time, adopted by the Board.
Independent Director	means a Director who has a sufficient level of independence to the Company, determined in accordance with 2.6.
NCG Committee	means the Nominating and Corporate Governance Committee, which is responsible for reviewing and considering the structure and balance of the Board, making recommendations regarding the Company's director nominations process, developing and maintaining the Company's corporate governance policies, having regard to the applicable law and good corporate governance standards, and for the other matters set out in such Committee's charter.
Price Sensitive Information	<p>means information that:</p> <p>(a) relates to the financial affairs of NOVONIX or the Group;</p> <p>(b) may give the person proposing to deal in the Company's securities an advantage over other persons holding or dealing in the Company's securities; and</p> <p>(c) if it were generally available, would be likely to materially affect the price of the Company's securities in question.</p> <p>For the avoidance of doubt, the following will be typically regarded as Price Sensitive Information:</p> <p>(a) a transaction that will lead to a significant change in the nature or scale of the Group's activities;</p> <p>(b) a material acquisition or disposal;</p> <p>(c) the granting or withdrawal of a material licence;</p> <p>(d) the entry into, variation or termination of a material agreement;</p> <p>(e) NOVONIX or another member of the Group becoming a plaintiff or defendant in a material lawsuit;</p>

Term	Definition
	(f) the fact the Group's earnings will be materially different from market expectations;
	(g) the appointment of a liquidator, administrator or receiver;
	(h) the commission of an event of default under, or other event entitling a financier to terminate, a material financing facility;
	(i) under-subscriptions or over-subscriptions to an issue of NOVONIX securities;
	(j) NOVONIX giving or receiving a notice of intention to make a takeover; and
	(k) any rating being applied by a rating agency to NOVONIX or its securities and any change to such a rating.
Remuneration Committee	means the Remuneration Committee, which is responsible to advise on remuneration and issues relevant to remuneration policies and practices, including for Senior Executives and non-executive Directors, and for the other matters set out in such Committee's charter.
Secretary	means the secretary of NOVONIX.
Senior Executives	means the senior management team (excluding Board members), being those who have the opportunity to materially influence the integrity, strategy and operation of NOVONIX, and its financial performance.
Securities Trading Policy	means NOVONIX's securities trading policy which is set out in a separate document, referred to in paragraph 3.11.
Shareholder	means a holder of shares in NOVONIX.
Whistleblower Policy	means the Company's policy regarding the Company's procedures in relation to employees reporting any misconduct or unlawful conduct by the Company, which is set out in a separate document, referred to in paragraph 6.

1.2 Interpretation

Concepts not defined in this document which are given a meaning in the Corporations Act have the same meaning as in the Corporations Act.

2 Board Charter

2.1 Introduction

This Board Charter outlines NOVONIX's corporate governance practices. If, however, the Constitution is inconsistent with this document, the Constitution prevails to the extent of the inconsistency.

2.2 Guiding principle

Each Director has an overriding responsibility to act in good faith and the best interests of NOVONIX. In assessing NOVONIX's best interests, the Board may, however, have regard to the interests of:

- (a) Shareholders (with a view to building sustainable value for them);
- (b) employees of the Group; and
- (c) other people or entities with whom the Group deals.

2.3 Functions of the Board

The Board's broad functions are:

- (a) to chart strategy and set financial targets for the Group;
- (b) to monitor the implementation and execution of strategy and performance against financial targets; and
- (c) to appoint and oversee the performance of executive management, and generally to take an effective leadership role in relation to the Group.

2.4 Responsibilities of Board

The Board's responsibilities include:

- (a) providing leadership and setting the strategic objectives of the Group;
- (b) on the recommendation of the NCG Committee, determining the Board's composition, including appointment and retirement or removal of the Chairman and Deputy Chairman (if applicable);
- (c) oversight of the Group (including its control and accountability systems);
- (d) appointing and removing the CEO or equivalent;
- (e) where appropriate, ratifying the appointment and the removal of Senior Executives;
- (f) reviewing, ratifying and monitoring the risk management framework and setting the risk appetite within which the Board expects management to operate;
- (g) approving and formulating company strategy and policy, and monitoring Senior Executives' implementation of strategy;
- (h) approving and monitoring operating budgets and major capital expenditure;
- (i) overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit;
- (j) monitoring industry developments relevant to the Group and its business;
- (k) developing suitable key indicators of financial performance for the Group and its business;

- (l) overseeing the Group's corporate strategy and performance objectives developed by management;
- (m) overseeing the Group's compliance with its continuous disclosure obligations;
- (n) approving the Group's remuneration framework;
- (o) monitoring the overall corporate governance of the Group (including its strategic direction and goals for management, and the achievement of these goals); and
- (p) oversight of Committees.

2.5 Board Composition

- (a) The Chairman:
 - (i) subject to paragraph 2.5(b), should be an Independent Director;
 - (ii) is responsible for the Board's leadership and for its efficient organisation and conduct; and
 - (iii) should facilitate the effective contribution by all Directors and promote constructive and respectful relations between Directors, and between the Board and the Senior Executives.
- (b) Where the Chairman is not an Independent Director, the Board should appoint a Deputy Chairman who can act when the Chairman is conflicted.
- (c) The Board should comprise:
 - (i) members with a broad range of experience, expertise, skills, diversity and contacts relevant to the Group and its business. With guidance from the NCG Committee, the Board will identify candidates with appropriate, experience, expertise, skills , diversity and contacts in order to discharge their obligations effectively and to maintain the necessary mix of expertise on the Board;
 - (ii) no less than three Directors, half of whom should be non-executive Directors;
 - (iii) more than four Directors where the Board considers that additional expertise is required in specific areas or when an outstanding candidate is identified; and
 - (iv) a majority of Independent Directors.
- (d) Each year, a skills matrix setting out the mix of skills and Diversity that the Board currently has or aims to achieve and details of the length of service of each Director will be included in the Company's annual report.

2.6 Independence of Directors

- (a) The Board must regularly assess whether each Director remains an Independent Director in the light of the interests disclosed by them and the guidelines set out below.
- (b) A Director should only be characterised as an Independent Director if they are free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect, their capacity to bring an independent judgment to bear on issues before the Board.
- (c) The guidelines adopted by the Board to assist them in assessing the independence of Directors are set out as follows:

In general, a Director will be considered to be an "Independent Director" if the Director is not a member of management (i.e., is a non-executive Director) and:

- (i) is not a substantial Shareholder, or an officer of a substantial Shareholder, and is not otherwise associated, directly or indirectly, with a substantial Shareholder;
 - (ii) has not, within the last three years:
 - been employed in an executive capacity by NOVONIX or another Group member; or
 - been a Director after ceasing employment in an executive capacity for NOVONIX or another Group member;
 - (iii) has not, within the last three years, been a principal of a professional advisor to NOVONIX or another Group member or an employee materially associated with the service provided, except where the advisor might be considered to be independent due to the fact that fees payable by NOVONIX to the advisor's firm represent an insignificant component of the advisor's firm overall revenue;
 - (iv) has not, within the last three years, been:
 - a material supplier or customer of NOVONIX or another Group member; or
 - an officer of or associated, directly or indirectly, with a material supplier or customer;
 - (v) has no material contractual relationship with NOVONIX or another Group member other than as a Director;
 - (vi) does not have close family ties with any person who falls within any of the categories described in paragraphs (i) to (v) above; and
 - (vii) has not served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in NOVONIX's best interests.
- (d) Each Director must provide the Board or the NCG Committee with all relevant information for this purpose and will inform the Board of the NCG Committee of any change to their interests, positions, associations or relationships that could affect their independence.
- (e) The independence of Directors will be disclosed in the annual report.
- (f) Where the Board determines a Director has ceased to be an Independent Director, this must be immediately disclosed and explained to the market.

2.7 Appointment and retirement of Directors

- (a) The terms and conditions of the appointment of all new Directors should be set out in a letter of appointment (for non-executive Directors) and service contract (for executive Directors).
- (b) The material terms of any employment, service or consultancy agreement with a Director or the CEO should be disclosed in accordance with the ASX Listing Rules.
- (c) All Directors, excluding the CEO (if a Director), must retire in accordance with the requirements of the Constitution and the ASX Listing Rules. Retiring Directors may, in these circumstances, be eligible to be re-elected.

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

(e) With guidance from the NCG Committee and, where necessary, external consultants, the Board will identify candidates with appropriate skills, experience, expertise and Diversity in order to discharge its obligations effectively and to maintain the necessary mix of expertise on the Board.

2.8 Background checks and provision of information to Shareholders

(a) The Board should undertake appropriate checks before appointing a person, or putting forward a candidate for election, as a Director.

(b) All material information in the Board's possession, relevant to whether or not to elect or re-elect a Director, should be provided to Shareholders including:

(i) in the case of a new Director, any materially adverse information revealed by checks undertaken; and

(ii) for all Directors, details on the independence of the Director.

2.9 Performance review and evaluation of Directors

(a) With the assistance of the NCG Committee, the performance of all other Directors and Senior Executives should be reviewed and assessed each year by the Chairman. In particular, all Directors seeking re-election at an AGM will be subject to a formal performance appraisal to determine whether the Board (in the absence of those Directors seeking re-election) should recommend their re-election to shareholders.

(b) The Chairman's performance should be reviewed and assessed each year by the Deputy Chairman (if applicable) and otherwise in consultation with the NCG Committee.

(c) The Board will disclose in the Company's Annual Report or on the Company's website whether a performance evaluation of the Board, its Committees and its Directors was undertaken in accordance with the above process during or in respect of the relevant year.

(d) Each Director must cooperate fully with any review or assessment of performance, whether collective or individual, and whether conducted by:

(i) the Chairman;

(ii) any other Director; or

(iii) any independent third party externally appointed for the purpose.

2.10 Training and advice for Directors

(a) Directors must be provided with information about the Group before accepting the appointment and complete an induction course after their appointment, in each case appropriate for them to discharge their responsibilities.

(b) Subject to approval of the Chairman, Directors may request and be given access to continuing education in relation to the Group, extending to its business, the industry in which it operates, and other information required by them to discharge their responsibilities.

(c) Each Director may seek independent legal or other professional advice at NOVONIX's expense in relation to matters directly concerning that Director acting in his or her capacity as a Director, provided that the prior approval from the Chairman has been obtained (such approval not to be unreasonably withheld or delayed).

2.11 Board meetings

(a) Board meetings should occur not less than six times in any year.

(b) Papers for Board meetings must be circulated, where practical, at least five days before the relevant meeting.

(c) Draft minutes of Board meetings (for consideration and approval at the next relevant meeting) should be circulated within ten business days following each meeting.

(d) The non-executive Directors should meet at least twice each financial year for a private discussion of management issues.

2.12 Secretary

The Secretary is (or Secretaries are) accountable to the Board, through the Chairman, on all matters to do with the proper functioning of the Board and is (or are) responsible for:

(a) advising the Board and any Committee on governance matters;

(b) monitoring this policy and any Committee charter, to ensure they are followed; and

(c) coordinating the timely completion and despatch of:

(i) Board and Committee papers; and

(ii) draft minutes of Board and Committee meetings, that accurately capture the business of the meeting, for approval at the next meeting.

(d) assisting with the organisation and conduct of the induction and professional development of Directors.

2.13 Committees

(a) The Board may establish (and delegate powers to) Committees to assist the Board to carry out its functions effectively and efficiently.

(b) The Committees established at the date of this document are the Audit & Risk Management (**ARM**) Committee, the Remuneration (**REM**) Committee, the Nominating and Corporate Governance (NCG) Committee and the Disclosure Committee established in accordance with the Company's Continuous Disclosure Policy.

(c) The Board may also delegate specific functions to ad hoc Committees.

2.14 Business risks

(a) The risks of NOVONIX's and the Group's business should be a standing item on the agenda for each regular meeting of the Board. Once a risk is identified, an action plan should be proposed by management for submission to the Board. That plan may also be submitted to the ARM Committee for review.

- (b) Corrective action should be taken as soon as reasonably practicable after adoption of an action plan.
- (c) The Group Operating Policies and Procedures should contain risk management procedures that aim to address risk management issues including professional indemnity claims.
- (d) The Senior Executives should take steps to ensure staff are provided with, and comply with, the Group Operating Policies and Procedures.
- (e) The Board should regularly review (at least annually) and approve the Group Operating Policies and Procedures.
- (f) The Board should record in its minutes as and when Senior Executives have reported on the effectiveness of NOVONIX's management of its material business risks.

2.15 Communication with Shareholders

- (a) The Board should consider the appropriate location for the Group's corporate governance policies and practices, including disclosure in the annual report and on an appropriate landing page of the Group's website.
- (b) The annual report must be distributed to all Shareholders in accordance with the requirements of the Corporations Act and ASX Listing Rules.
- (c) The annual report should include relevant information about the operations of the Group during the year, changes in the state of affairs of the Group, and details of future developments, in addition to:
 - (i) if not included on the Group's website, the corporate governance statement required by the ASX Listing Rules (which must specify the date it is current and state that it has been approved by the Board); and
 - (ii) any other disclosures required by the Corporations Act.
- (d) An Appendix 4G should also be completed, lodged and released in accordance with the ASX Listing Rules.
- (e) The Shareholders at an AGM should be asked to vote on:
 - (i) proposed major changes in the Group which may impact on share ownership rights; and
 - (ii) the removal and appointment of Directors.
- (f) All substantive resolutions at a general meeting are to be decided by a poll.
- (g) The Board should encourage the full participation of Shareholders at the AGM and at other general meetings to ensure a high level of accountability and identification with the Group's strategy and goals (which includes considering the use of webcasting and direct voting mechanisms for appropriate meetings).
- (h) The Company has an investor relations program to facilitate two-way communication with Shareholders, potential investors, sell-side and buy-side analysts and the financial media.
- (i) The half-yearly report should contain summarised financial information and a review of the operations of the Group during the period. The report should be lodged with and available from the ASX and ASIC. It should also be sent to any Shareholder who requests it from NOVONIX's share registry.

(j) Information concerning NOVONIX and the Group, including copies of announcements made through the ASX and the annual report and half-yearly report, should be made available to Shareholders and prospective investors in NOVONIX on the Company's website.

(k) NOVONIX has a continuing commitment to electronic communication with Shareholders and stakeholders generally, including through its website.

2.16 Recognition of interests of stakeholders

(a) NOVONIX must function within, and operate with a sense of responsibility to, the wider community as well as to Shareholders. This sense of responsibility to stakeholders generally is an important part of NOVONIX's role within the broad community and represents not only sound ethics but also good business sense and commercial practice.

(b) Constructive feedback on NOVONIX's contribution to and role within the community will be sought (and welcomed) at AGMs and through NOVONIX's website.

2.17 NOVONIX's budget

(a) An annual budget must be prepared by Senior Executives and approved by the Board prior to the commencement of each financial year.

(b) Actual results, including both the profit and loss statement and cashflow statement, must be reported to the Board on a monthly basis against budget, and revised forecasts for the year are prepared regularly.

2.18 CEO and CFO responsibilities

(a) Each of the CEO and CFO must state in writing to the Board, when providing it with financial reports, that NOVONIX's financial reports:

(i) have been properly maintained;

(ii) present a true and fair view, in all material respects, of NOVONIX's financial condition and operational results;

(iii) are in accordance with applicable accounting standards; and

(iv) are founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board.

(b) The CEO is also primarily responsible for:

(i) making decisions about whether a matter must be disclosed under NOVONIX's continuous disclosure obligations;

(ii) ensuring that NOVONIX complies with those obligations;

(iii) notifying the Board of such matters;

(iv) monitoring and promoting an understanding within NOVONIX of compliance;

(v) acting as the contact for media and comment, including analyst briefings and responses to shareholder questions; and

(vi) keeping the Board informed of other relevant matters.

3 Code of Conduct

3.1 Objective

This code seeks to give the Directors guidance on how best to perform its duties, meet its obligations and understand NOVONIX's corporate governance practices.

3.2 Obligation to comply with code and law

- (a) A Director must, at all times, comply with this code as well as the law.
- (b) All Directors must act with the utmost integrity and objectivity, striving at all times to enhance the reputation and performance of the Group.
- (c) A Board position involves important legal and ethical responsibilities and a commitment to upholding the values of good corporate citizenship, in both individual conduct and corporate actions. A person should not accept a Board position if they have any doubt about their ability to comply with this code.

3.3 General duties

- (a) Directors must:
 - (i) act in good faith in the best interests of NOVONIX and for a proper purpose;
 - (ii) avoid any potential conflict of interest or duty;
 - (iii) exercise a reasonable degree of care and diligence;
 - (iv) not make improper use of information; and
 - (v) not make improper use of their position.
- (b) Breaches of these duties may expose Directors to potential liability in damages, fines and disqualification.
- (c) A Director, in the exercise of his or her powers, and in the discharge of his or her duties, must exercise the degree of care and diligence that a reasonable person would exercise if he or she were a Director:
 - (i) in the circumstance prevailing;
 - (ii) occupying the same position; and
 - (iii) with the same responsibilities within NOVONIX as the Director.
- (d) A Director is a fiduciary and must act with fidelity and trust in company matters. The Board has been appointed to manage NOVONIX' affairs and should have regard not only to the interests of Shareholders but (in appropriate circumstances) the interests of other third parties including creditors, regulators and the community.
- (e) Directors must act with a reasonable degree of care and diligence in the exercise of their powers and duties and to carry out their duties.

(f) A Director who is appointed but fails to acquire and maintain a reasonable level of competence may be considered negligent.

(g) All Board members should attend at least one educational seminar a year to remain fully informed of matters relevant to their position as a Director.

(h) The Company maintains directors' and officers' liability insurance. Directors must be fully aware of the terms of this insurance to qualify for protection under it.

3.4 Business judgment rule

(a) A director's duty to act with care and diligence may be satisfied where the director:

(i) makes a decision in good faith and for a proper purpose;

(ii) has no material personal interest in the subject matter of the decision made;

(iii) is informed about the subject matter of the decision to the extent the director reasonably believes to be appropriate; and

(iv) rationally believes the decision to be in the best interest of the Company.

(b) The business judgment rule:

(i) relates only to decisions about the ordinary business operations of the Company; and

(ii) does not relieve a Director from other duties.¹

(c) A business judgment is any decision to take or not to take action relating to the business operations of the Company; it does not apply to any failure to make a decision.

3.5 Independent decision making and soundness of decisions

(a) A Director must be independent in his or her judgement and actions, and must take all reasonable steps to be satisfied as to the soundness of all Board decisions.

(b) To satisfy this requirement a Director must:

(i) make a reasonable effort to become and remain familiar with the affairs of the Group;

(ii) attend all Board meetings and Board functions unless there are valid reasons for non-attendance;

(iii) ensure they have a sufficient understanding of accounting matters to fulfil their responsibilities in relation to the Group's financial statements; and

(iv) commit the necessary time and energy to Board matters.

(c) Directors may rely on advice relating to NOVONIX or the Group or their affairs only where that advice is given or prepared by:

(i) an employee whom the Director believes on reasonable grounds to be reliable and competent in the relevant subject;

¹ Such as to act in good faith, not to misuse the position of director and not to make improper use of information obtained because they are, or have been, a director or other officer or employee of the Company.

- (ii) a professional adviser or expert in a subject the Director believes on reasonable grounds to be within the person's professional or expert competence;
 - (iii) another Director or officer on the subject within that Director's or officer's authority; or
 - (iv) a Committee (on which the Director did not serve) on a subject within the Committee's authority.
- (d) Directors should only rely on information or advice if the Director's reliance was made in good faith, after independently assessing the information and advice, considering the Director's knowledge of NOVONIX and the Group and the complexity of their structure and operations.

3.6 Confidentiality of Board matters and other information

- (a) Directors must keep confidential any Board matters and all confidential information² received by the Directors in the course of the exercise of their duties.
- (b) All information received by Directors to carry out their duties must be regarded as confidential and is the property of NOVONIX.
- (c) A Director may not disclose information, or allow it to be disclosed, to any other person unless disclosure is authorised by NOVONIX or the information is required by law to be disclosed.
- (d) All discussions and resolutions of the Board must also be kept confidential and their content must not be disclosed, or allowed to be disclosed to persons who are not Directors, except in cases where disclosure:
- (i) has been authorised by NOVONIX; or
 - (ii) is required by law.
- (e) Authorisation by NOVONIX is presumed to the extent the Board (or Committee) minutes state or imply that it is intended that disclosure should be made to third parties.
- (f) Any Director in any doubt as to his or her obligations of confidentiality or in relation to any matter of disclosure should consult with the Chairman prior to making any disclosure.

3.7 Improper use of information

A Director must not make improper use of information acquired as a Director to gain, directly or indirectly, any personal advantage or any advantage for any other person detrimental to NOVONIX or the Group.

3.8 Cooperation

- (a) Directors must observe solidarity with Board resolutions and cooperate in their implementation.
- (b) Directors are part of a team and should work cooperatively with the Chairman and other Directors and with management.

3.9 Personal interests and conflicts

- (a) A Director must not take improper advantage of their position as a director or officer.

² Confidential information includes without limitation Price Sensitive Information and information that is not Price Sensitive but might reasonably be of use or of interest to retail investors.

- (b) No Director may allow any personal interest, or the interest of any associated person, to influence or prejudice the Director's conduct or any Board (or Committee) decision.
- (c) A Director has a duty to avoid any conflict between:
 - (i) the interests of, or duty to, NOVONIX; and
 - (ii) his or her own personal interests or the interests of, or duty to, any third party.
- (d) Every Director should be actively vigilant for both actual and potential conflicts of interest or duty.
- (e) A Director with a conflict of interest or duty should refrain from voting, or entering into any discussion, at, or even being present during, relevant Board discussions.
- (f) A Director who has any material personal interest in a matter must not be present at a meeting while the matter is being considered and must not vote on the matter.³
- (g) Papers relevant to any matter on which there is a known conflict of interest, or in relation to which there is a material personal interest, will be provided to the Chair or Deputy Chair before being provided to any Director concerned.

3.10 Conduct by Directors

- (a) A Director must not engage in conduct likely to discredit NOVONIX or the Group.
- (b) Each Director should be aware of, and observe, any standing orders adopted by the Board from time to time for the conduct of Board and Committee meetings.
- (c) Directors must at all times comply with the spirit as well as the letter of the law and with the principles of this Board Charter.
- (d) Directors should conduct themselves at all times in a sober, polite, lawful and restrained manner in carrying out their duties, at both Board and Committee meetings, at Company functions and meetings, and where otherwise dealing with matters concerning or involving the Company.

3.11 Dealings in Securities

Each Director must comply with the Securities Trading Policy in respect of any dealings in NOVONIX securities.

3.12 Complaints procedure

- (a) Directors are bound by the complaints procedure the Board adopts in the Group Operating Policies and Procedures.
- (b) Directors may be approached by Shareholders, staff or other persons who have a complaint about a matter relating to NOVONIX or the Group. Any such complaint must be handled under the relevant procedure in the Group Operating Policies and Procedures.
- (c) The CEO and CFO must each ensure NOVONIX's risk management and internal compliance and control systems are operating efficiently and effectively in all material respects, and provide a detailed statement to the Board about this with each financial report.

³ A personal interest may be either direct or indirect and either pecuniary or otherwise.

4 Continuous Disclosure Policy

- (a) The Company must comply with the continuous disclosure regime in Section 674 of the Corporations Act and under Listing Rule 3.1.
- (b) The continuous disclosure regime requires the Company to immediately disclose information which may materially affect the price or value of the Company's securities. The continuous disclosure regime reflects the expectation of investors and the market to have ready access to that type of information. The continuous disclosure regime also requires the Company to correct a false market in its securities.
- (c) The Company is committed to complying with the continuous disclosure regime. The Board has adopted policies on continuous disclosure, including frameworks to identify, report and disclose Price Sensitive Information, as set out in the Continuous Disclosure Policy.

5 Diversity Policy

- (a) The Company is committed to fostering a governance culture that embraces Diversity, including in particular in the composition of its Board and Senior Executives.
- (b) The terms of the Company's policy on Diversity, including measurable objectives and means for assuring the effectiveness of the implemented Diversity strategy, are set out in the Diversity Policy.

6 Whistleblower Policy

- (a) The Company has adopted a separate Whistleblower Policy, which sets out the Company's procedures in relation to employees reporting any misconduct or unlawful conduct by the Company. A copy of the Whistleblower Policy is available to shareholders of the Company via the Company website.
- (b) The Board must be informed of any material incidents reported under the Whistleblower Policy.

7 Anti-bribery and Corruption Policy

- (a) The Company has adopted a separate Anti-bribery and Corruption Policy, which sets out the Company's procedures in relation to bribes or other improper payments. A copy of the Anti-bribery and Corruption Policy is available to shareholders of the Company via the Company website.
- (b) The Board must be informed of any material incidents of bribery or corruption in breach of the Anti-bribery and Corruption Policy.

8 Standing rules of Committees

8.1 Application

These rules apply to, and are deemed incorporated into the charter of, each Committee, except to the extent of any conflict with any of its terms.

8.2 Composition

- (a) Each Committee should consist of a majority of non-executive Directors, who should also be Independent Directors.

- (b) The chairman of each Committee should be an Independent Director, but not the Chairman, and the Board will appoint one member of any Committee to act as its chairman.
- (c) Each Committee must consist of no fewer than three members.
- (d) Committees are appointed by the Board and serve as the Board determines.

8.3 Role

Each Committee's role is to improve the efficiency of the Board through accepting the delegation of tasks and performing them in a forum where they can receive greater attention to detail than would be practical solely at Board level.

8.4 Proceedings

- (a) Any meeting may be held by means of conference call or any other means of communication that may, under the Corporations Act or the Constitution, be used for Board meetings.
- (b) The quorum for a Committee meeting is any two members.
- (c) A Director may attend (but not vote at) a meeting of a Committee of which that Director is not a member, as the Committee determines, for discussion of any particular matter relevant to that Director or in relation to which that Director may have a special contribution to make.
- (d) A Committee may delegate any specific task to one of its members or to a sub-committee consisting of two or more of its members.
- (e) The procedural provisions of this paragraph 8.4 apply in relation to any sub-committee of a Committee.

8.5 Reporting

Each Committee must report in writing to the Board after each Committee meeting, and provide a copy of the minutes.

8.6 Secretary

The Secretary has responsibility for coordinating the completion and despatch of Committee agenda and briefing materials, as well as draft minutes of meetings of each Committee for approval at the next meeting.

8.7 Performance review and evaluation

- (a) The same procedures apply as for the Board⁴ subject only to the role of the Chairman being taken by the chairman of the Committee and any other necessary changes.
- (b) Review and evaluation are conducted against the Board Charter and any criteria the Chairman decides.

The Committee must report to the Board on the conduct and results of its review and evaluation and make recommendations it considers appropriate.
