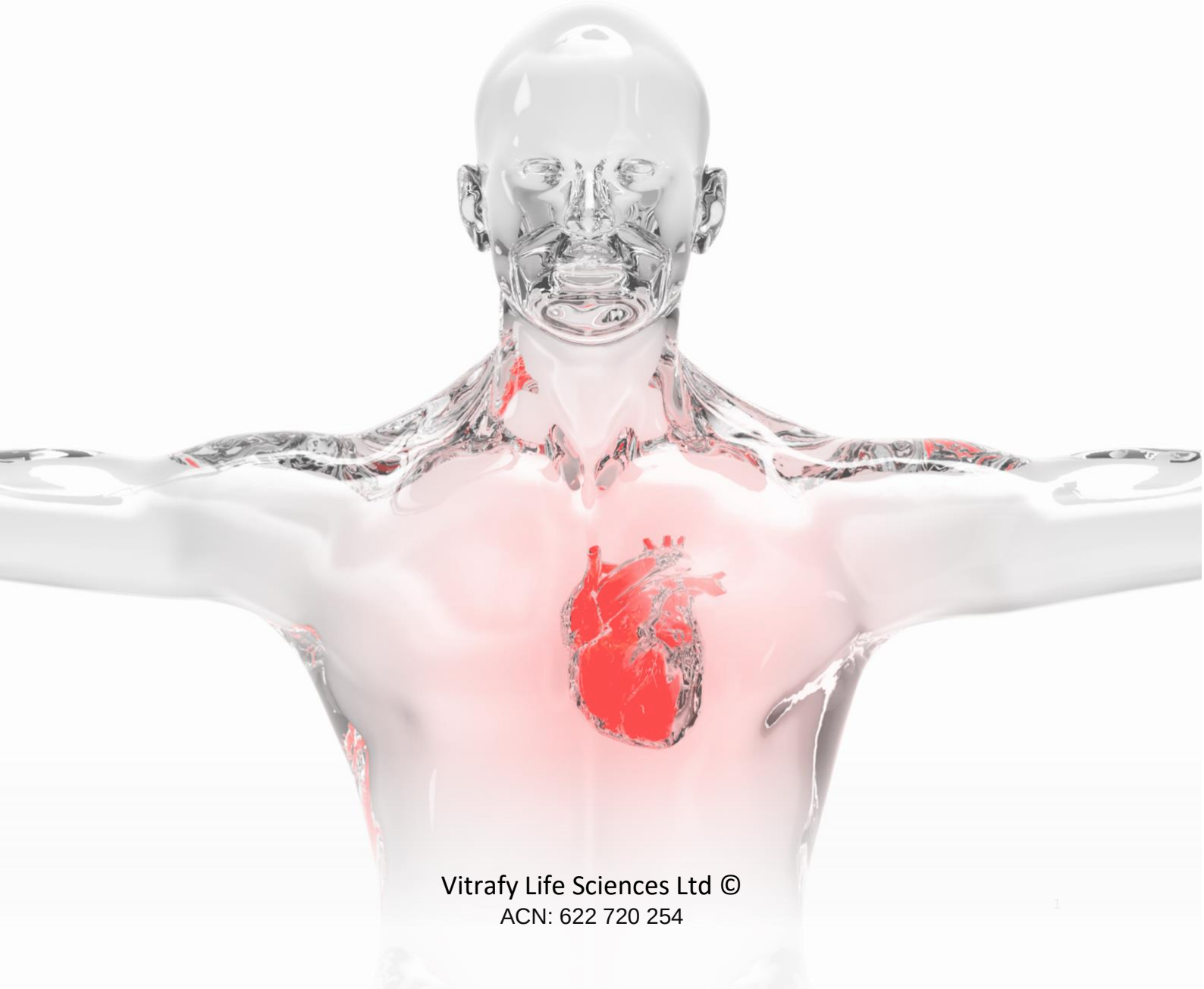
vitrafy
LIFE SCIENCES

Board Charter

Adopted on: 23 September 2021



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Board Charter

1. Introduction

1.1 Purpose

The Board is primarily responsible for ensuring that the Company has an appropriate corporate governance structure to ensure the creation and protection of shareholder value.

This Charter sets out the principles for the operation of the Board and the functions and responsibilities of the Board and management of the Company.

1.2 Objectives

The Board is responsible governance of the Company. Its objectives are to advance the Company's strategic direction in all its day-to-day activities in a way that:

(a) provides clear accountability.

(b) protects the rights and interests of shareholders and other stakeholders.

(c) provides for proper management of the Company's assets.

(d) supports the achievement of the Company's fiduciary, environmental, health, safety, social and other obligations.

(e) preserves and enhances the Company's reputation and standing in the community; and

(f) supports the achievement of shareholder value within a framework of appropriate risk assessment and management.

1.3 ASX Corporate Governance Principles

To the extent practicable, the Company endorses and seeks to follow the ASX Corporate Governance Principles. This Charter and the Company's corporate governance policies have been prepared having regard to the ASX Corporate Governance Principles.

2. Definitions

General terms and abbreviations used in this Charter have the meaning set out in Schedule 1 of this document.

3. Compliance and Governance Materials

3.1 Constitution

The Constitution is the Company's key governance document. The Board must ensure that it and the Company always comply with the provisions of the Constitution.

3.2 Compliance with Laws

As a public company listed on the ASX, the Company must comply with the Corporations Act, the ASX Listing Rules as well as all other applicable laws, codes, and statutes. Examples of applicable areas of regulation include:

(a) occupational health & safety legislation.

(b) environmental protection legislation.

(c) employment related laws; and

(d) anti-discrimination legislation.

3.3 **Governance materials**

The operations and conduct of the Company are administered in accordance with all governance materials approved by the Board, including but not limited to:

(a) this Charter.

(b) the Company's Audit & Risk Committee Charter.

(c) the Company's Remuneration & Nomination Charter.

(d) the Company's Code of Conduct.

(e) the Company's Diversity Policy.

(f) the Company's Securities Trading Policy.

(g) the Company's Continuous Disclosure; and

(h) the Shareholder Communication Policy.

The Board will review each of these policies at least annually.

4. Responsibilities

4.1 **General**

In general, the Board is ultimately responsible for, and has the authority to determine, all matters relating to the running of the Company, including the planning, policies, and practices of the Company. The Board has delegated the day-to-day operations of the Company's business to the CEO and his/her management team. The Board establishes goals for management and ensures that the business is managed in a manner consistent with the agreed objectives.

4.2 **Corporate governance**

The Board is responsible for the overall corporate governance and successful operation of the Company. The Board conducts itself honestly, fairly, and diligently, in the best interests of the Company as a whole. The Board also ensures that the Company adopts the highest standards of behaviour and accountability, and complies with all its contractual, statutory and any other legal or regulatory obligations.

Where not available from amongst the Directors themselves, the Board may seek and review external expertise or information prior to making a final decision.

4.3 **Principal functions**

Without intending to limit the general role of the Board, the specific principal functions and responsibilities of the Board include:

(a) appointing the Chair.

(b) delegating appropriate powers to executive directors and senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers.

(c) establishing and monitoring executive succession planning.

(d) providing leadership and setting the Company's strategic direction, objectives, and goals.

(e) exercising the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its budgets and major capital expenditure.

(f) evaluating the implementation of strategy and business performance of the Company.

(g) resourcing, reviewing, and evaluating executive management.

(h) ensuring the existence of, and compliance with, adequate internal control systems.

(i) identifying and managing significant business risks in accordance with the Company's risk management and internal compliance and control system.

(j) receiving reports from management and the Audit and Risk Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities. The Board and its committees consider these reports, discuss matters with management and identify and evaluate any potential strategic or operational risks including appropriate activity to address those risks.

(k) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit.

(l) ensuring timely, accurate and effective communication with, and reporting to, shareholders, the market, and relevant regulatory bodies.

(m) ensuring timely and balanced disclosure of all material information relating to the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

(n) overseeing the management of occupational health and safety and environmental compliance and performance.

(o) establishing and maintaining appropriate ethical standards and codes of conduct.

(p) conducting an annual self-assessment of the Board's performance to be provided to the Remuneration and Nomination Committee.

(q) approving the Company's remuneration policies.

(r) evaluating and adopting, with or where appropriate without modification, the ASX Corporate Governance Principles; and

(s) supervising compliance with the Company's corporate governance policies.

5. Composition

5.1 General

(a) The Board's Directors are business leaders and professionals from both industry and financial backgrounds. Management is therefore exposed to, and benefits from, a diverse range of views on the issues raised before the Board.

(b) Each Director must be able to add value to the Board's deliberations. In addition, the Board must:

(i) be comprised of Directors who are financially literate, at least one of whom has financial expertise; and

(ii) demonstrate an appropriate mix of skills, experience, diversity, and knowledge to discharge its responsibilities and objectives.

(c) The Board must review the range of expertise of its members regularly and ensure that it has operational and technical expertise adequate to support the operation of the Company. Accordingly, the number of Directors may be increased where additional expertise is required in specific areas or when an outstanding candidate is identified.

(d) The Board should consist of a majority of independent Directors.

5.2 Size

(a) In accordance with the Constitution and the Corporations Act, the Board will always have at least three Directors.

(b) The composition of the Board is, and will continue to be, determined on the basis that the Board requires that the Directors collectively have a broad range of technical and commercial expertise and experience in a field complementary to the Company's activities and/or have professional qualifications appropriate and relevant to the Company and its business.

(c) The Board should be comprised of Directors with a relevant blend of personal experience in accounting and finance, law, retail, sales, financial management and public company administration, and director-level business or corporate experience comparable with the scale and nature of the activities of the Company. As at the date of this Charter, Directors have been appointed based on the specific corporate and governance skills and experience required by the Company. New appointments are to be made on this same basis.

5.3 Alternate Directors

Directors may appoint alternate Directors in accordance with the Constitution.

5.4 Appointment and Removal of Directors

Directors will be appointed and removed in accordance with the Corporations Act and the Constitution.

5.5 Independent Directors

As a general principle, independent Directors are those who can exercise their duties unfettered by any business or other relationships and are willing to express an objective opinion.

The approach and attitude of a non-executive Director is a critical factor in determining his/her independence. Other relevant factors include whether the non-executive Director:

(a) is not a substantial shareholder of the Company or an Officer of, or otherwise associated directly with, a substantial shareholder of the Company (as defined in section 9 of the Corporations Act).

(b) has not, within the last three years, been employed in an executive capacity by the Company or another Group member or been a Director after ceasing to hold any such employment.

(c) has not, within the last three years, been a principal of a material professional adviser or a material consultant to the Company or another Group member, or an employee materially associated with the service provided.

(d) is not, or has not within the last three years been, a material supplier or customer of the Company or other Group member, or an Officer of or otherwise associated, directly or indirectly, with a material supplier or customer.

(e) has no material contractual relationship with the Company or another Group member other than as a Director.

(f) has not served on the Board for a period in the past which could, or could reasonably be perceived to, compromise the Director's independence, or materially interfere with the Director's ability to act in the current best interests of the Company; and

(g) is free from any interest and any business, familial or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

The Board will regularly assess, and at least annually, the independence of each of the non-executive Directors based on the interests and associations they disclose and all other available, relevant information.

The Board recognises that the tenure of a Director alone will not be sufficient to determine whether a Director's independence has been compromised. However, the Board should regularly assess whether a Director, who has served for more than 10 years, has become too close to management to be considered independent.

5.6 **Annual Report Disclosure**

The Board may classify a Director as independent, notwithstanding his/her failure to meet any of the abovementioned criteria. In this case, the Board will state its reasons for making such a decision in the Company's annual report.

The Board will make immediate disclosure to the market if a Director loses his/her independent status.

The Board must ensure that each annual report of the Company discloses:

(a) the names of the Directors who are considered by the Board to be independent.

(b) the reasons for considering a Director to be independent.

(c) the reasons for considering a Director to be independent despite failure to meet the abovementioned criteria; and

(d) the period of office of each Director.

6. Nominations

The Board will consider nominations for appointment or election of Directors that may arise from time to time having regard to:

(a) the corporate and governance skills required by the Company.

(b) the ASX Corporate Governance Principles; and

(c) the procedures outlined in the Constitution and the Corporations Act.

7. Appointment of Directors

The Board will undertake appropriate checks to determine whether to recommend a Director to shareholders for election or re-election or to appoint a Director to fill a casual vacancy.

The Board notes that ASX Listing Rule 14.4 precludes a Director (except a Managing Director) from holding office for more than three years, or beyond the third Annual General Meeting after appointment (whichever is the longer) without submitting himself/herself for re-election. The proportion of Directors that must retire or be re-elected at any general meeting is not prescribed under ASX Listing Rule 14.4. The Company's Constitution requires that at least one third of the Directors (excluding the Managing Director) must retire or be re-elected each year.

Subject to the number of Directors allowed under the Constitution, the Directors have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors. That Director will hold office until the end of the next annual general meeting of the Company when the Director may be re-elected but will not be considered in determining the number of Directors who must retire by rotation. The Directors must not make an appointment so that the total number of Directors at any time exceeds the maximum number fixed in accordance with the Constitution.

The terms and conditions of the appointment and retirement of members of the Board will be set out in a letter of appointment to be issued to each Director elected or appointed to the Board, which will include the following matters:

(a) term of the appointment, subject to member approval.

(b) time commitments envisaged.

(c) powers and duties of all Directors.

(d) any special duties or arrangements attaching to the Director’s position.

(e) circumstances in which an office of Director becomes vacant.

(f) expectations regarding involvement with committee work.

(g) remuneration, including superannuation and expenses.

(h) requirement to disclose Director's interests and any matters which affect the Director’s independence.

(i) details of fellow Directors.

(j) corporate governance policies generally, including the securities trading policy governing dealings in securities (including any share qualifications) and related financial instruments by Directors, including notification requirements.

(k) induction training and continuous education arrangements.

(l) Board policy on access to independent professional advice.

(m) indemnity and insurance arrangements.

(n) confidentiality obligations and rights of access to corporate information.

(o) a copy of the Constitution; and

(p) an organisational chart of management structure.

8. Education

8.1 New Directors

New Directors will undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations on the Company's history and scope of activity.

8.2 Continuing professional development

To ensure continuing improvement in Board performance, all Directors are encouraged to undergo professional development. Specifically, Directors are provided with the resources and training to address skills gaps where they are identified, and to receive continuing education concerning key developments in the Company and in the industry and environment within which the Company operates.

9. Performance review and evaluation

9.1 Policy of Board

It is the policy of the Board to ensure that the Directors and executives of the Company are equipped with the knowledge and information they need to discharge their responsibilities effectively, and that individual and collective performance is regularly and reviewed.

The Company should implement and disclose a process for regularly reviewing the performance of the Board, its committees, individual Directors, and senior executives. The Company should also disclose whether a performance evaluation was carried out in relation to each reporting period in accordance with the Company's performance review process.

9.2 Board performance evaluation

At least once per year, with the advice and assistance of the Remuneration & Nomination Committee, the Board will:

(a) review and evaluate the performance of the Board, each Board committee, and each individual Director against the relevant charters, corporate governance policies, and agreed goals and objectives.

(b) following each review and evaluation, consider how to improve performance.

(c) agree and set the goals and objectives for the Board and its committees, and if necessary, amend the relevant charters, committees, policies or goals and objectives.

(d) with the advice and assistance of the Remuneration & Nomination Committee, review and approve the remuneration of the Company's executive and non-executive Directors; and

(e) disclose the process for periodically evaluating performance and whether, for each reporting period, a performance evaluation occurred.

9.3 Remuneration & Nomination Committee

The Company has established a Remuneration & Nomination Committee to review and evaluate the performance of the Board, individual Directors, and executives on an annual basis.

10. Directors' remuneration

10.1 Determination of fees and salaries

The fees and salaries paid to both executive and non-executive Directors will be set by the Remuneration & Nomination Committee.

10.2 Fees to non-executive Directors

The aggregate amount of Directors' fees that the Company may pay to its non-executive Directors will be approved by the shareholders of the Company. Any increase in this aggregate amount of Directors' fees to be paid to non-executive Directors must be approved in advance by shareholders in accordance with ASX Listing Rules.

The Company will ensure that fees and salaries conform with general standards for publicly listed companies of the size and type of the Company and that they not be excessive. All remuneration to be provided to Directors and statutory Officers will be disclosed in the annual report of the Company each year.

10.3 Dealing in securities

In line with the Company's desire to maintain the independence of the Directors, each Director is permitted to deal in securities of the Company in accordance with the Company's Securities Trading Policy.

11. Meetings and operation of the Board

11.1 Frequency of board meetings

The Chair and Secretary intend to schedule approximately 12 formal Board meetings per year unless otherwise determined by the Board and will also meet as frequently as may be required to deal with urgent matters. The Board may resolve matters by way of circulating resolutions where appropriate, which may either be in place of, or in addition to, formal Board meetings.

11.2 Directors may serve on other boards.

It is recognised and accepted that Board members may concurrently serve on other boards in an executive or non-executive capacity, subject to normal corporate governance considerations such as the duty to avoid conflicts of interest.

11.3 **Dedication of time**

Individual Directors are requested to consider the number and nature of their directorships, and the calls on their time made by other commitments. Each Director must commit sufficient time and skill to carry out his/her duties as a Director.

11.4 **Board papers**

The Board papers, which include comprehensive reports on the operational and financial performance of the Company, and an agenda for each Board meeting, will be circulated to Board members in advance of Board meetings.

11.5 **Committees**

The Board has established the following standing committees to facilitate and assist the Board in fulfilling its responsibilities:

(a) Audit & Risk Committee; and

(b) Remuneration & Nomination Committee.

The Board may also establish other committees from time-to-time to assist in the discharge of its responsibilities.

12. Independent professional advice

Issues of substance affecting the Company are considered by the Board, with advice from external independent advisers as required. Any Director may take such independent legal, financial or other advice as he/she considers necessary at the reasonable expense of the Company on any matter connected with the discharge of his or her responsibilities. Any Director seeking independent advice must first discuss the request with the Chair who will facilitate obtaining such advice. The Chair may determine that any advice received by a Director be circulated to the Board.

13. Access to the Company information and confidentiality

All Directors have the right of access to all relevant Company books and to the Company's executive management. In accordance with legal requirements and agreed ethical standards, Directors and executives of the Company have agreed to keep confidential all information received by them during the exercise of their duties. Directors and executives will not disclose non-public information of the Company except where disclosure is authorised or legally mandated.

All Directors are entitled to the benefit of the Company's standard Deed of Confidentiality, Indemnity, Access, and Insurance which provides ongoing access to Board papers and at the Company's expense, Directors' and Officers' Insurance for seven years after the Director leaves the Board.

14. Allocation of responsibilities

14.1 **Chair**

The Board elects the Chair in accordance with the Constitution.

The Chair should be an independent Director and should not be the same person as the CEO.

The Chair leads the Board and has responsibility for ensuring that the Board receives accurate, timely and clear information, to facilitate the performance of its duties.

The Chair authorises the expenses of all other Directors and the CEO.

The Chair's specific duties are to:

(a) chair Board meetings. If the Chair is not present within 15 minutes of the time appointed for the holding of that meeting, the deputy Chair (if one is elected) will assume this role; if the deputy Chair is not present or there is no deputy Chair, a Director chosen by a majority of Directors present will assume this role.

(b) establish the agenda for Board meetings in consultation with the CEO and the Secretary.

(c) ensure Board minutes properly reflect Board decisions.

(d) be the spokesperson for the Company at the annual general meeting and in the reporting of performance and profit figures. The CEO or the CEO's nominee will undertake all other public relations activities.

(e) be the major point of contact between the Board and the CEO.

(f) be kept fully informed of current events by the CEO on all matters which may be of interest to Directors.

(g) regularly review progress on important initiatives and significant issues facing the Company with the CEO and such other Officers as the CEO recommends.

(h) provide mentoring for the CEO.

(i) chair the CEO evaluation process conducted by the Board; and

(j) commence the annual process of Board and Director evaluation.

The Chair is not entitled to vote or participate in the deliberations on any matter in which he or she has a personal interest, unless there is compliance with the conflict of interest and related party transaction provisions under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

The Chair may be removed from office in accordance with the Constitution.

14.2 **Individual Directors**

In accordance with statutory requirements, and in keeping with legal developments, Directors must:

(a) set a standard of honesty, fairness, integrity, diligence and competence in respect of their positions as Directors.

(b) exercise their powers and discharge their duties in good faith and in the best interests of the Company.

(c) use their powers of office for a proper purpose and not for personal advantage or for the benefit of another party.

(d) maintain the confidentiality of all information acquired while conducting the role and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board or is required by law or by the ASX Listing Rules.

(e) use due care and diligence in fulfilling his/her role.

(f) make all reasonable efforts to become and remain familiar with the affairs of the Company.

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

(h) commit the necessary time and energy to Board matters to ensure that they are contributing their best endeavours in the performance of their duties for the benefit of the Company, without placing undue reliance on other Directors to fulfil these duties.

14.3 **The CEO**

The CEO is appointed by the Board and is responsible for the ongoing management of the Company in accordance with the strategy, policies and programs approved by the Board. The Board may replace the CEO where necessary.

The CEO's responsibilities include:

(a) working with the Board to develop a consensus for the Company's vision and direction.

(b) working with the Company's management team to construct programs capable of implementing this vision.

(c) negotiating the terms and conditions of senior executive appointments and presenting them for Board approval.

(d) appointing the senior management team.

(e) endorsing the terms and conditions of appointment of all other staff members.

(f) providing strong leadership to, and effective management of, the Company to:

(i) encourage co-operation and teamwork.

(ii) build and maintain staff morale; and

(iii) build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company.

(g) ensuring a safe workplace for all personnel.

(h) ensuring a culture of compliance generally, specifically in relation to environmental matters.

(i) carrying out the day-to-day management of the Company.

(j) forming other committees and working parties from time to time as necessary to assist in the orderly conduct and operation of the Company.

(k) keeping the Board adequately informed in relation to the activities of the Company; and

(l) ensuring that all personnel act with the highest degree of ethics and probity.

The Board formally delegates to the CEO the power to authorise all expenditure provided for in the budget previously approved by the Board, except:

(a) CEO remuneration outside of normal monthly remuneration, which must be authorised by the Board.

(b) business related expenses paid to the CEO, which must be authorised or ratified by the Board; and

(c) the terms and conditions under which individuals are appointed to specific management roles by the CEO, which must be approved by the Board.

The CEO may be appointed by the Board as an executive Director.

15. Secretary

The Secretary is appointed in accordance with the Constitution.

The Secretary may be appointed or removed by the Board. The Secretary is directly accountable to the Board, through the Chair, on all matters relating to the proper function of the Board, including ensuring Board compliance with procedures and other governance requirements. The Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX.

Each Director should be able to communicate directly with the Secretary and vice versa.

The specific tasks of the Secretary include:

(a) advising the Board and its committees on corporate governance matters.

(b) ensuring that the agenda and briefing materials for Board meetings are prepared and forwarded to Directors in a timely and effective manner.

(c) recording, maintaining, and distributing the minutes of all Board and Board subcommittee meetings as required.

(d) preparing for and attending all general meetings of the Company and ensuring that the correct procedures for convening and conducting such meetings are followed.

(e) recording, maintaining, and distributing the minutes of all annual and extraordinary general meetings of the Company.

(f) assisting in organising and facilitating the induction and professional development of Directors.

(g) meeting statutory reporting requirements in accordance with relevant legislation; and

(h) any other services required by the CEO or Chair.

16. CEO and CFO assurances

It is the responsibility of both the CEO and the CFO to provide written assurances to the Board that in all material respects:

(a) the financial reports submitted to the Board present a true and fair view of the Company's financial condition and operational results; and

(b) the Company's risk management and internal compliance and control system is operating efficiently and effectively.

17. Declaration by CEO and CFO

17.1 Declaration

Section 295A of the Corporations Act requires that, before the Directors' declaration in the Company's financial statements for a financial period is made, each of the CEO and the CFO (or equivalent) must provide the Board with a declaration confirming that in that person's opinion:

(a) the Company's financial records have been properly maintained in accordance with section 286 of the Corporations Act.

(b) the financial statements and notes comply with accounting standards.

(c) the financial statements and notes give a true and fair view of the Company's financial position in accordance with section 297 of the Corporations Act; and

(d) any other matters that are prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of section 295A in relation to the financial statements and the notes are satisfied.

In accordance with Recommendation 4.2 of the ASX Corporate Governance Principles, the Board must also receive assurances from each of the CEO and CFO (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial reporting.

17.2 Disclosure in annual report

The Board will disclose in the Company's annual report whether it has received assurance from each of the CEO and CFO (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

18. Codes of Conduct

18.1 Conflicts of interest

To ensure that Directors are always acting in the interests of the Company, Directors must:

(a) disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist; and

(b) take such necessary and reasonable steps to remove any conflict of interest if requested by the Board, within seven days or such further period as may be permitted.

If a Director cannot or is unwilling to remove a conflict of interest then the Director may not participate in discussions or resolutions pertaining to any matter in which the Director has a material personal interest, except with the approval of the remaining Directors and subject to the Corporations Act.

18.2 **Related party transactions**

Related party transactions between a Director and the Company are regulated by the Corporations Act and the ASX Listing Rules, and are monitored, reviewed and, where appropriate, approved by the Company's Audit & Risk Committee in accordance with the Audit & Risk Committee Charter.

In relation to the Corporations Act and the ASX Listing Rules, it must be determined that:

(a) an exemption under the Corporations Act applies; and

(b) Chapter 10 of the Listing Rules does not apply,

before the Board approves the relevant related party transaction without prior shareholder approval having been obtained.

The Company must also disclose related party transactions in its financial report as required under relevant Accounting Standards.

18.3 **Share dealings and disclosures**

The Company's Securities Trading Policy regarding Directors, executives and employees dealing in its securities, is set by the Board. The Securities Trading Policy restricts Directors, Officers and employees from:

(a) trading in the Company's securities in certain closed periods; and

(b) acting on material information until that information has been released to the market and adequate time has been given for the market to factor that information into the determination of the Company's share price. Officers, employees, and Directors are required to consult the Chair, the Board and Secretary respectively, prior to dealing in securities in the Company or other companies with which the Company has an interest in and/or relationship with.

Dealings are not permitted at any time whilst the person proposing to deal is in possession of price sensitive information not yet available to the market. In addition, the Corporations Act prohibits the purchase or sale of securities whilst a person is in possession of inside information.

19. Review

This Charter will be reviewed regularly by the Board, having regard to any changes to legislation, best practice, or the circumstances of the Company.

Updates and amendments to this Charter will be the responsibility of the Secretary. All new management or other relevant staff will be provided with a copy of this Charter as part of their induction into the Company. Any updates or amendments as approved by the Board will be notified to appropriate Officers and staff by the Secretary.

20. Variation

The Board may change this Charter by resolution.

Schedule 1 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below:

Accounting Standards	has the meaning given to that term in section 9 of the Corporations Act.
Annual General Meeting	means the annual general meeting of the Company.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market operated by ASX Limited, as the case may be.
ASX Corporate Governance Principles	means ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations (4th edition, 2019)* as amended from time to time.
ASX Listing Rules	means the listing rules of the ASX, as amended from time to time.
Board	means the board of Directors of the Company.
CEO	means the chief executive officer of the Company.
CFO	means the chief financial officer of the Company.
Chair	means chair of the Board.
Charter	means this 'Board Charter'.
Company	means Vitrafy Life Sciences Pty Ltd.
Constitution	means the Company's constitution.
Corporations Act	means *Corporations Act 2001* (Cth).
Deed of Confidentiality, Indemnity, Insurance and Access	means a deed of confidentiality, indemnity, insurance and access entered into by the Company and a Director or Officer.
Director	means a director of the Company.
Directors' and Officers' Insurance	means a directors' and officers' liability insurance policy obtained by the Company from an insurance provider in favour of the Directors and Officers of the Company.
Group	means the Company and its subsidiaries.
Managing Director	means the managing director, or equivalent CEO, of the Company.
Officer	means an officer as defined in section 9 of the Corporations Act.
Secretary	means the company secretary of the Company.