

FORMAL BOARD CHARTER

The board of Engin Limited has adopted this Formal Board Charter, detailing the functions and responsibilities of the board and delegated authority to management.

1. Role Of The Board

Primary duties of the board are to operate within the boundaries set forth in the company Constitution and as required by the Corporations Act. It is also responsible for the corporate governance of the company including establishing performance and strategic goals and monitoring management's success in achieving such goals.

2. Composition Of Board Membership

- The board will determine the optimal number of board members ranging from a minimum of three to a maximum of twelve members as stipulated in the company Constitution (paragraph 6.1a).
- Ideally the board should comprise a majority of independent directors.
- The board will appoint a chairman who is a non-executive director and independent, as defined by the company's Criteria on Independence of Directors.

3. Responsibilities Of The Board

Overview of the Board's responsibilities:

- Oversight of the company, including internal control and accountability systems.
- Appointment and removal of the Chief Executive Officer.
- Annual review of the performance of the Chief Executive Officer and Senior Management.
- Ratification of appointment and, where appropriate, the removal of the Chief Financial Officer (or equivalent) and the Company Secretary.
- Provide input and final approval of management's development of corporate strategy and performance objectives
- Confirm processes are in place to ensure adherence to appropriate risk management, internal control, code of conduct and statutory compliance requirements.
- Evaluate management performance, implementation of business strategy and ensure appropriate resources are available.
- Approve and monitor major capital expenditure.
- Approve and monitor relevant reporting.
- Appoint members of the Audit Committee and the Nomination and Remuneration Committee.

- Establish limits of authority for the Chief Executive Officer and Senior Management to conduct day-to-day management of the Company's activities.

4. Performance Evaluation

The board will review the performance of individual directors annually with the assistance of the Nomination and Remuneration Committee. The evaluation will cover:

- Evaluate performance in adherence to the Formal Board Charter.
- Define professional development requirements of individual Board Members.
- Set Board objectives and KPI's for the upcoming year.

Modify the Formal Board Charter as required.