



ROLE OF THE CHAIR

1. Introduction

This policy outlines Hawsons Iron Limited guiding principle and procedures in relation to the Role of the Chair of the Company. The policy should also be read in conjunction with the role and responsibilities of Directors under the Board Charter and the constitution.

2. Status and Appointment

The Chair should be a non-executive director, appointed by the Board.

3. Separation of function from Chief Executive Officer

The Board recognises that it is important that the Chair and Managing Director/CEO have defined roles in the organisation and function in accordance with clear functional lines.

The Chair is responsible for facilitating the development by the Board of:

- the strategic direction of the company; and
- the tone, style and corporate ethics of the company.

4. Board Operations

The role of the Chair in respect to Board operations includes:

- 4.1 Adopt a leadership role in the conduct of the Board's responsibilities and lead and manage the Board in the discharge of its duties.
- 4.2 Set the agenda for the performance of the Board's responsibilities
- 4.3 Take a leadership role in the formulation of the policy of the company and ensure that the agenda is forward-looking and concentrates on strategic matters.
- 4.4 Chair Board meetings.
- 4.5 Ensure Board meetings occur with appropriate frequency.
- 4.6 Ensure there is sufficient time allowed for the discussion of complex or contentious issues.
- 4.7 Encourage the active engagement of all Board members through a full and frank exchange of views at Board meetings and ensure that the views of all directors are heard.
- 4.8 Establish agendas for Board meetings in consultation with management.
- 4.9 Chair meetings of members including the AGM.
- 4.10 Lead the Board in the monitoring of management, the assessment of the company's performance and financial position and the detection of any material adverse developments and to receive reports from the Managing Director/CEO as necessary.
- 4.11 Be the primary spokesperson at the AGM.

5. Responsibility to Stakeholders

The role of the Chair in respect to Board members includes:

- 5.1 Ensure appropriate membership (and balance of composition) of the Board and lead and suggest revisions to Board membership as required.
- 5.2 Take the lead in providing an induction program for new directors
- 5.3 Assist with the development of individual Board members and the Board as a whole in terms of its effectiveness.
- 5.4 Ensure the annual process of Board evaluation is conducted and that appropriate action is taken to address any shortcomings identified in that review.

6. Executive Management

The role of the Chair in respect to executive management includes:

- 6.1 Be the primary channel of communication between the Managing Director/CEO and the Board.
- 6.2 Be kept fully informed by the Managing Director/CEO of all material matters of relevance to the Board.
- 6.3 Provide guidance and mentoring to the Managing Director/CEO - be available as a sounding board for the Managing Director/CEO.
- 6.4 Chair the Managing Director/CEO evaluation process.

7. AGM and Disclosure

The role of the Chairman in respect of the AGM and disclosure includes:

- 7.1 Chair the AGM and be the primary spokesperson.
- 7.2 In conjunction with Managing Director/CEO and Company Secretary, ensure all ASX releases have been appropriately reviewed and approved for release by all Directors.

Review of Policy

The Policy is reviewed on a biennial basis by the Nomination Committee to keep it up to date and consistent with legislative and other Corporate Governance Requirements.

This Policy was reviewed and approved by the Board of Directors on 29 October 2024.