



**Group Mergers & Acquisitions
Committee Charter**



Group Merger & Acquisitions Committee Charter

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1. Scope

The Mergers and Acquisitions Committee shall have the authority to review and recommend for approval merger, acquisition and investment transactions proposed by the Company's Management. The Mergers and Acquisitions Committee is not authorised to approve merger, acquisition or investment transactions.

2. Objectives

The objectives of the Committee are to support the Board with the identification and analysis of merger, acquisition and investment opportunities for the MYS Group in accordance with the MYS Strategic Plan and MYS Risk Appetite Statement when approved.

3. Responsibilities

In carrying out the objectives and authorities, the Mergers and Acquisitions Committee shall (with reference to the MYS Risk Appetite Statement when approved):

1. Review acquisition strategies with the Group's management and investigate merger, acquisition and investment candidates on behalf of the Group.
2. Review merger, acquisition and investment strategies that are proposed to the Committee and then recommend candidates to the Board, as appropriate.
3. Authorise and approve merger, acquisitions and investment investigations by the Group.
4. Consider appropriate consulting support and review relevant contracts for appointment (e.g. due diligence, legal support etc).
5. Have full access to the Group's Executive Team and other managers as necessary to carry out its responsibilities.
6. Have other rights and powers as may be lawfully delegated to it by the Board, not in conflict with specific powers conferred by the Board upon any other Committee appointed.
7. Perform any other activities consistent with this Charter or the Company's Constitutions as the Mergers and Acquisitions Committee or the Board deems necessary or appropriate.

8. Report all of its actions to the Board and keep the Board apprised of its proposed merger, acquisitions and investment investigations and activities.

4. Declarations

- 4.1 Committee members have a duty to disclose and declare any conflict of interest to each meeting of the Committee.
- 4.2 Committee Members must respect the need to preserve the confidentiality of any material or information received by the Committee.

5. Board Committee Standing Procedures

Refer attached.