



BOARD CHARTER

BOARD APPROVED 24 AUGUST 2020

PURPOSE AND SCOPE

The Board Charter and the charters adopted by the Board for its standing committees have been prepared and adopted on the basis that strong corporate governance is an important foundation for the company and its subsidiaries' (Group) desired culture, and will add to the performance of the Group, create shareholder value and engender the confidence of the investment market and the Group's stakeholders.

This charter sets out the role, responsibilities, structure and processes of the Board of Directors of Blackmores Group.

ROLES AND RESPONSIBILITIES

The Board's role is to demonstrate leadership and provide governance of the Group in the best interests of shareholders, having regard to the interests of all stakeholders of the company.

The Board has delegated day to day management of the business and affairs of the Group to executive management, to operate within a control and authority framework designed to enable risk to be prudently and effectively assessed and monitored. The Board regularly reviews the division of functions between the Board and management to ensure that it continues to be appropriate to the needs of the Group.

The Board has set the levels of authority for the Chief Executive Officer, Chief Financial Officer, and other members of executive management; these levels are periodically reviewed by the Board and are documented. The Board holds management to account and may challenge it, whenever required.

The Board has also delegated certain matters to Committees within defined terms of reference.

There are, however, certain matters which are reserved for the collective decision of the Board. The principle underlying this approach is the need to ensure that appropriate matters can be dealt with effectively under delegated authority, while ensuring good corporate governance by retaining Board control over significant decisions.

The Board is responsible for:

- approving the Group's purpose, strategy, business plans and policies, to uphold corporate reputation and maximise shareholder value;
- approving the Group's statement of values and code of conduct to underpin the desired culture;
- monitoring the Group's implementation and adherence to the Group's purpose, strategy, business plans and policies;
- monitoring and guiding the culture, reputation and standards of conduct of the Group to promote ethical and socially responsible behaviour, in accordance with the core values of the Group;
- appointing the Chairman or executive Chairman;
- appointing and removing the Chief Executive Officer ("CEO") (or equivalent);
- ratify the appointment and where appropriate removing the Chief Financial Officer ("CFO") (or equivalent) and the Company Secretary;
- approving operating budgets and major capital expenditure; monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures;

- overseeing the integrity of the Group's accounting and corporate reporting systems, including the external audit;
- overseeing the Group's process for making timely and balanced disclosure of all material information concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Group's securities;
- approving and monitoring the Group's risk management framework and setting the risk appetite within which the Board expects management to operate;
- monitoring the Group's financial and non-financial risks through internal control and compliance mechanisms in place, including exposures to environmental risks, tax risks, health, safety and wellbeing of employees;
- monitoring the effectiveness of the Group's governance practices.
- satisfying itself that an appropriate framework exists for relevant information to be reported by management to the Board to enable the Board to perform its responsibilities; and
- overseeing the management of the Group's interactions and communications with shareholders and other key stakeholders in the broader community.

THE ROLE OF MANAGEMENT

The day-to-day management of the Group and its businesses is the responsibility of the CEO, supported by the direct reports to CEO.

The Board delegates to the CEO all powers to manage the day-to-day business of the Group, subject to those powers reserved to the Board and any specific delegations of authority approved by the Board.

The executive team, led by the CEO, is responsible for implementing the Group's strategic objectives and instilling and reinforcing its values, operating within the values, code of conduct, budget and risk appetite set by the Board.

The executive team will also usually be responsible for providing the Board with accurate, timely and clear information on the Group's operations to enable the Board to perform its responsibilities. This includes information about the Group's financial performance, its compliance with material legal and regulatory requirements and any conduct that is materially inconsistent with the values or code of conduct of the Group.

SIZE, STRUCTURE AND PERFORMANCE REVIEW OF THE BOARD

Size

The number of Directors on the Board shall be determined in accordance with the Constitution and the requirements of the Corporations Act; and collectively have the skills, commitment and knowledge of the Group and the industry in which it operates, to enable it to discharge its duties effectively and to add value.

Structure

The Board shall consist of a majority of Non-Executive Directors who are considered by the Board to be independent.

Performance Review

The Board is responsible for undertaking a performance evaluation process to review its performance and that of its committees, individual Directors and the Chair periodically.

APPOINTMENT AND RESPONSIBILITIES OF CHAIR

The Board shall appoint a Chair in accordance with the Constitution.

The Chair will be responsible for leading the Board, facilitating the effective contribution of all directors and promoting constructive and respectful relations between Directors and between the Board and management. The Chair is responsible for approving board agendas and ensuring that adequate time is available for discussion of all agenda items, including strategic issues.

COMPANY SECRETARY

The Company Secretary is responsible for supporting the effectiveness of the Board and is directly accountable to the Board, through the Chairman, on all matters with the proper functioning of the Board. Each Director can communicate directly with the Company Secretary.

The Company Secretary attends all Board meetings and is responsible for ensuring proper Board procedures are observed. He / she also has responsibility to ensure that the Group complies with the requirements of the Corporations Act, Rules and other applicable regulations.

INDEPENDENT ADVICE

The Board collectively, and each director individually, may obtain independent professional advice at the Group's expense, as considered necessary to assist in fulfilling their relevant duties and responsibilities.

Individual Directors who wish to obtain independent professional advice as contemplated under clause (a) should seek the approval of the Chair (acting reasonably) and will be entitled to reimbursement of all reasonable costs in obtaining such advice. In the case of a request made by the Chair, approval is required by the Chair of the Audit Committee.

ACCESS TO EXTERNAL AUDITORS

Board members will have access to, and may meet with, the external auditors.



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