



Board Charter and Corporate Governance Guidelines

Aura Consolidated Group, Inc.

Adopted by the Board on 22 May 2026

1 Introduction

The board of directors (**Board**) of Aura Consolidated Group, Inc (**Company**) has adopted this Board Charter and Corporate Governance Guidelines to outline how its constitutional powers and responsibilities will be exercised and discharged, having regard to principles of good corporate governance and applicable laws.

This Charter includes an overview of:

- Board composition and process; and
- the relationship between the Board, Board Committees and management.

The Board has adopted this Charter and those of its standing Committees to establish strong corporate governance practices, recognizing the role that governance plays in the performance of the Company, creating stockholder value and investor confidence in the Company and market.

This Charter will generally be reviewed by the Board annually or as required.

2 Board composition

2.1 Board composition and size

- (a) The Board, with the assistance of the Remuneration and Nomination Committee, determines the size and composition of the Board, subject to the terms of the Company's By-laws and Certificate of Incorporation.
- (b) The Remuneration and Nomination Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment 2 to this Charter. In addition, the Remuneration and Nomination Committee and the Board may also consider the additional selection criteria listed in Attachment 2.
- (c) The Board shall comprise a majority of Non-executive Directors, and comprise Directors with a broad range of skills, expertise, competencies and experience from a diverse range of backgrounds.
- (d) The Board, with the assistance of the Remuneration and Nomination Committee, will review the composition of the Board (including skills, experience, expertise, and competencies represented by Directors) and determine if it remains appropriate for the Company's strategy and objectives, and its existing and emerging risks and opportunities. The Board and Remuneration and Nomination Committee will have regard to this review when considering Board succession planning and director education.

2.2 Director independence and tenure

- (a) The Board only considers a Director to be independent where he or she is free of any interest, position, or relationship that might influence, or might reasonably be perceived to influence, in a material respect his or her capacity to bring independent judgment to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual

stockholder or other party. The Board considers the definition of independence as set out in Box 2.3 of the ASX Corporate Governance Council's Principles and Recommendations (4th edition).

- (b) The Board does not believe that it should establish an arbitrary limit on tenure. While tenure limits can help to ensure that there are fresh viewpoints available to the Board, they may limit the Board's ability to retain the significant benefit of Directors who have developed insight into the Company and its operation. Accordingly, tenure is just one of the factors that the Board takes into account when assessing the independence and ongoing contribution of a Director.
- (c) The Board regularly reviews the independence of each Non-executive Director in light of information disclosed by each Non-executive Director to the Board.

3 Board role and responsibilities

3.1 Board role

The Board's role is to:

- (a) represent and serve the best interests of stockholders by overseeing and appraising the Company's strategies, policies and performance. This includes overseeing the financial and human resources the Company has in place to meet its objectives and reviewing management performance;
- (b) protect and optimize Company performance and build sustainable value for stockholders in accordance with duties and obligations imposed on the Board by applicable law and the Company's By-laws and Certificate of Incorporation and within its risk management framework;
- (c) set, review and monitor compliance with the Company's values and governance framework (including establishing and observing high ethical standards and demonstrating leadership);
- (d) oversee the implementation of the Company's risk management framework and internal controls, and satisfy itself that the Company has appropriate frameworks to identify, assess, prioritize and monitor risks and opportunities; and
- (e) oversee that stockholders are kept informed of the Company's performance and major developments affecting its state of affairs.

3.2 Board responsibilities

The responsibilities of the Board include:

- (a) having regard to the recommendation of the Remuneration and Nomination Committee, selecting, appointing and evaluating from time to time the performance of, determining the remuneration of, and planning succession of, the Chief Executive Officer (**CEO**);
- (b) approving, reviewing and overseeing the implementation of the Company's corporate strategy, including defining the Company's purpose, setting strategic objectives, identifying opportunities, considering resource allocation and approving operating budgets;
- (c) monitoring corporate performance and management's implementation of the Company's strategy and promotion of the Company's values;

- (d) approving the risk appetite within which the Board expects management to operate;
- (e) approving the Company's risk management framework (and material changes) and reviewing at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board;
- (f) having regard to the recommendation of the Audit and Risk Committee, reviewing systems of financial and non-financial risk management, financial internal control and legal compliance, including overseeing the management of the Company's material financial and non-financial risks;
- (g) approving major capital expenditure, acquisitions and divestitures, and overseeing capital management, including approving dividend payments;
- (h) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other corporate reporting;
- (i) approving financial and other reports required by applicable law or under the ASX Listing Rules to be approved by the Board;
- (j) overseeing the Company's process for satisfying its continuous disclosure obligations;
- (k) approving the Company's values and Code of Conduct, and monitoring corporate culture through relevant indicators;
- (l) reviewing the procedures the Company has in place to ensure compliance with applicable laws and regulations (particularly those which have a major or strategic potential impact on the Company).
- (m) considering with management (and, if required the internal and/or external auditor):
 - (1) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs; and
 - (2) the Company's main corporate governance policies and practices, and compliance with those policies;
- (n) approving and reviewing the Company's key governance policies (e.g., Anti-Bribery and Corruption Policy, Code of Conduct, Speak Up Policy, Securities Dealing Policy and Continuous Disclosure Policy) and ensuring that arrangements are in place for dissemination to all employees.
- (o) receiving information regarding material breaches of the Code of Conduct and Anti-Bribery and Corruption Policy and reports of material incidents under the Company's Speak Up Policy;
- (p) satisfying itself that the Company's remuneration framework is aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (q) on recommendation from the Remuneration and Nomination Committee, approving the establishment of, and major changes to, incentive plans (including equity plans), whether offers are to be made in respect of a financial year and the aggregate value of offers and award outcomes to all employees;
- (r) on recommendation from the Remuneration and Nomination Committee, approving the terms of any incentive offers (including equity incentives) to the CEO and other members of the executive team (including performance targets) and approving incentive award outcomes for the CEO and executive team;

- (s) evaluating, in conjunction with the Remuneration and Nomination Committee, at least annually, the performance of the Board, its Committees and individual Directors in accordance with the process set out in Attachment 1; and
- (t) performing such other functions as are prescribed by law or nominated by the Board from time to time.

3.3 Director responsibilities

- (a) Directors will act at all times with honesty and integrity and will demonstrate high standards of ethical behavior.
- (b) Directors will not make any decision or take any action that prioritizes their personal interests over the Company's interests.
- (c) Directors will exercise their business judgement in good faith.
- (d) Directors will become and remain well-informed about the Company's business and operations and general business and economic trends affecting the Company.
- (e) Directors will participate in induction and orientation programs and any continuing education or training arranged for them, including:
 - (1) an orientation process provided by management for new Directors, including background material on the Company and its business; and
 - (2) opportunities provided by management for additional educational sessions for Directors on matters relevant to the Company and its business.
- (f) The Board collectively, and each Director individually, has the right to seek independent professional advice, subject to the approval of the Chair, or the Board as a whole.

3.4 Director compensation

- (a) The Board believes that director compensation should fairly pay Directors for work required in a business of the Company's size and scope, and that compensation should align Directors' interests with the long-term interests of stockholders. The Remuneration and Nomination Committee will review and make recommendations to the Board regarding the cash and equity compensation of Directors. The Company's executive officers do not receive additional compensation for their service as Directors.
- (b) Except as otherwise permitted by applicable ASX Listing Rules, members of the Audit and Risk Committee and Remuneration and Nomination Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, (the director's compensation includes any compensation for service on committees of the Board and the receipt of equity incentive awards).

3.5 Board access to senior management

- (a) The Board will have complete access to Company management in order to ensure that Directors can ask any questions and receive all information necessary to perform their duties.
- (b) Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business

operations of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Chair of the Board, or if neither is available nor is appropriate, directly by the Director. To the extent appropriate, such contact, if in writing, should be copied to the CEO of the Company.

3.6 Board access to independent advisors

- (a) The Board committees may retain independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may retain any independent advisor it considers necessary to discharge its responsibilities.

4 Delegation of duties and powers

4.1 Delegation to Committees

- (a) The Board from time to time establishes Committees to streamline the discharge of its responsibilities.
- (b) The Board adopts a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities and administration of the Committee.
- (c) The permanent standing Committees of the Board are the Audit and Risk Committee and the Remuneration and Nomination Committee. Each Committee will perform its duties as assigned by the Board in compliance with the Company's bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.
- (d) The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.

4.2 Delegation to management

- (a) While the Board retains ultimate responsibility for the strategy and performance of the Company, the day-to-day operation of the Company is conducted by, or under the supervision of, the CEO with oversight by the Board.
- (b) The Board approves strategic objectives for the CEO to work towards and, jointly with the CEO, develops the duties and responsibilities of the CEO.
- (c) The management team (being the CEO and other personnel to whom the management function is properly delegated by the CEO):
 - (1) is responsible for implementing strategic objectives, plans and budgets approved by the Board; and
 - (2) is accountable to the Board for matters within its delegated authority and for complying with any limits on that authority, including complying with the law and company policies.
- (d) Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.

- (e) The Board is responsible for satisfying itself that the Board reporting framework is appropriate. Directors are entitled to request additional information at any time when they consider it appropriate.
- (f) Directors may rely on the advice of management but must not substitute reliance on the advice of management for the Board's own due consideration of the issues presented to the Board for review or approval.
- (g) The Board will regularly monitor the performance of the CEO and senior executive team and where required, provide feedback to and challenge the CEO and senior executive team.

5 Board process

5.1 Meetings

- (a) Directors are expected to spend the time and effort necessary to properly discharge their responsibilities. Accordingly, Directors are expected to regularly prepare for and attend meetings of the Board and all Committees on which they sit, including executive sessions of independent Directors, with the understanding that, on occasion, a Director may be unable to attend a meeting.
- (b) Periodically, independent Directors will meet in private session without non-independent Directors or management present.
- (c) The Company's By-laws governs the regulation of Board meetings and proceedings.

5.2 Chair

- (a) The Board will appoint one of its members to be Chair.
- (b) It is intended that the Chair will be a Non-executive Director. If the Chair is not independent, the Company may appoint a lead independent Director.
- (c) The Chair represents the Board to the stockholders and communicates the Board's position.
- (d) The Chair is responsible for leading the Board, facilitating effective contribution of all Directors and promoting respectful and constructive communication between Directors and between the Board and management.

5.3 Company Secretary

- (a) The Board will appoint at least one Company Secretary who is responsible for coordination of all Board business, including agendas, board papers, minutes, communication with regulatory bodies, and all statutory and other filings.
- (b) The Company Secretary is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- (c) All Directors will have direct access to the Company Secretary.

Attachment 1

Performance evaluation process in relation to the Board and its Committees

- On an annual basis, Directors will provide written feedback in relation to the performance of the Board, its Committees and individual Directors against a set of agreed criteria.
- Each Committee of the Board will also be required to provide feedback in terms of a review of its own performance.
- Where appropriate to facilitate the review process, assistance may be obtained from third party advisors.
- Feedback will be collected by the Chair of the Board, or an external facilitator, and discussed by the Board, with consideration being given as to whether any steps should be taken to improve performance of the Board or its Committees.
- In the case of the Chair of the Board's performance, feedback will be collected by Chair of the Audit and Risk Committee or an external facilitator.
- The CEO will also provide feedback from the senior executive team in connection with any issues that may be relevant in the context of the Board performance review.

Attachment 2

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Remuneration and Nomination Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make mature business judgments.

Additional Selection Criteria:

In evaluating director candidates, the Remuneration and Nomination Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant, in compliance with applicable laws and regulations:

- (d) The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- (e) The candidate's experience as a Board member of another publicly held company;
- (f) The candidate's professional and academic experience relevant to the Company's industry;
- (g) The strength of the candidate's leadership skills;
- (h) The candidate's experience in finance and accounting and / or executive compensation practices; and
- (i) Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable; and
- (j) Whether the candidate contributes to the mix of experience, backgrounds, qualifications and skills of the Board.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, backgrounds, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.