

BOARD CHARTER

MOELIS AUSTRALIA LIMITED

JUNE 2020

1) Purpose of Charter

- a) This Board Charter sets out the role, composition, responsibilities and operations of the Board of Moelis Australia Limited (**Moelis Australia** or **Company**).
- b) The conduct of the Board is also governed by the Constitution of Moelis Australia.

2) Board Composition

- a) The Moelis Australia Constitution provides for a minimum of four and a maximum of eight directors.
- b) The Board should comprise of members:
 - i) with an appropriate range of skills, expertise, experience and backgrounds;
 - ii) who are capable of understanding and competently dealing with current and emerging business issues; and
 - iii) a majority of who can effectively review and challenge the performance of group senior executives and exercise independent judgement.
- c) The Board, with the assistance of the Nomination and Remuneration Committee, reviews its size and composition having regard to these objectives. The present Board size is seen as appropriate for the nature of the Company's business and strategy.
- d) The Board and each Board Committee is not currently comprised of a majority of independent directors. Due to the complex and specialised nature of the industry, the Board considers that having a majority of directors with experience working with the Company (or Moelis & Company) is appropriate in the circumstances. In addition, each of the existing non-independent directors has been involved with the Company since its inception and provides the Board with valuable corporate and industry knowledge. The Board considers that the composition of the Board and its Committees is appropriate given the equity interest held in the Company by Moelis & Company and the significant contribution made by each of the executive directors. The Board considers that each Board member continues to bring objective and independent judgement to make decisions in the best interests of all shareholders and in accordance with their duties as directors.
- e) The Board considers an independent director to be a non-executive director who is not a member of the Company's management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the exercise of their unfettered and independent judgement. The Board will consider the materiality of any given relationship on a case-by case basis. The Board reviews the independence of each director in light of interests disclosed to the Board from time to time. The assessment of independence will be conducted in accordance with the ASX Principles and Recommendations.

3) Term

- a) A director (who is not the managing director/CEO) must retire from office at the conclusion of the third AGM after the director was last elected, or three years, whichever is longer.
- b) Subject to the Constitution and the Corporations Act, a retiring director shall be eligible for re-election.

4) Board role and responsibilities

- a) The Board is responsible for overseeing the management of the Company. Its role is to:
 - i) represent and serve the interests of shareholders by overseeing and appraising the Company's strategies, policies, culture and performance;
 - ii) protect and optimise Company performance and build sustainable value for shareholders in accordance with any duties and obligations imposed on the Board by law and the Company's Constitution;
 - iii) set and monitor compliance with the Company's governance framework; and
 - iv) ensure shareholders and other stakeholders are kept informed of the Company's performance and major developments.
- b) The key responsibilities of the Board are:
 - i) the appointment and removal of the Chief Executive Officer(s);
 - ii) along with management, to set the goals, strategies and performance targets for the business and to monitor their achievement;
 - iii) to ensure there are processes and procedures in place to conform with legal requirements and corporate governance standards, and that risk exposures are adequately managed and that there is and remains a culture of mutual trust and confidence;
 - iv) to make available to management the resources to achieve the strategic plan of the business;
 - v) to oversee the financial position of Moelis Australia;
 - vi) determining dividend policy and the amount timing and nature of dividends to be paid;
 - vii) approve the annual and half-yearly financial reports;
 - viii) to report progress to the shareholders as their appointed representatives, and seek to align the collective interests of shareholders, boards and management.
- c) 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 Chief Executive Officers (**CEOs**), as directed by the Board.

5) Board committees

- a) The Board from time to time establishes Board Committees to streamline the discharge of its responsibilities. The permanent standing Committees of the Board are the Audit and Risk Committee and the Nomination and Remuneration Committee. Both standing Committees have a formal Charter which sets out matters relevant to their composition, responsibilities and administration.

- b) The current composition of the standing Committees do not reflect the ASX Principles and Recommendations. In light of this, the Board notes the following:
 - i) the Board recognises the important role of each Committee and is dedicated to ensuring that each Committee functions transparently and effectively;
 - ii) the Board considers that the Chair of the Board is the most appropriate person to chair both Committees, given his independence, considerable industry experience and expertise;
 - iii) all of the directors, individually and collectively, analyse the issues before them objectively in the best interests of all shareholders and in accordance with their duties as directors; and
 - iv) the Board considers that the current composition of each Committee is appropriate in light of the Company' operations and size, and allows each Committee to effectively discharge its roles and responsibilities as set out in the Committee Charters.
- c) Each Committee has its own charter which is reviewed annually.

6) Chair

- a) The Chair shall be an independent non-executive director.
- b) Should the Chair be absent from a meeting, the Vice-Chair shall chair the meeting unless otherwise determined by the Board.

7) Access to information and independent advice by directors

- a) The Board should have access to any information they consider necessary to fulfil their responsibilities and to exercise independent judgment when making decisions.
- b) The Board should have access to:
 - i) group senior executives to seek explanations and information from them; and
 - ii) external auditors to seek explanations and information from them without group senior executives being present.
- c) The Board has the authority to seek external professional advice as considered necessary in the performance of its duties, at Moelis Australia's expense.

8) Board meetings

- a) The Board shall ordinarily meet at least eight times per year but it may also meet additionally, as required.
- b) The minutes of any Board meetings will be reviewed by the Board at the following meeting. If the Board approves the form of the minutes, the Chair shall then sign them.
- c) The agenda for a Board meeting is set using a standard agenda approved by the Chairman. Senior management may put forward suggestions for inclusion on the agenda for a meeting. Any director may have an item added to the agenda.
- d) Board papers are circulated in advance of the Board meeting so as to give directors adequate time to review the papers prior to the meeting. Board papers may be circulated in either electronic or hard copy form. The Chair may consent to the tabling of papers at the Board meeting.

- e) Senior Management may be invited to attend Board meetings, as required. The Board will, however, meet regularly without management present to discuss management issues or matters of a particularly sensitive nature.
- f) Where a director has a conflict of interest in relation to an item of business to be discussed in a board meeting, that director must disclose that conflict to the Chair and absent themselves from the meeting prior to, and for the duration of any discussion on that subject.
- g) Directors should make best efforts to attend all meetings and should only be absent due to illness or other unavoidable circumstances.

9) Company Secretary

- a) The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.
- b) The role of the Company Secretary is to:
 - i) monitor that Board and Committee policy and procedures are followed;
 - ii) advise the Board and its Committees on corporate governance matters;
 - iii) coordinate the timely completion and dispatch of Board and Committee papers; and
 - iv) ensure that the business at Board and Committee meetings is accurately captured in the minutes.
- c) Directors are free to communicate directly with the Company Secretary and vice versa.

10) Performance evaluation

The Board will maintain a Board skills matrix and regularly evaluate its performance and the performance of its Committees and individual directors to ensure that the Board has the appropriate mix of skills and experience to effectively perform its roles and responsibilities.