

Board Charter

1. Objectives

This Board Charter and the charters adopted by the board of directors ("**Board**") of Lifestyle Communities Limited ("**Lifestyle Communities**" or the "**Company**") for its standing Board Committees ("**Committees**") have been prepared and adopted on the basis that strong corporate governance:

- upholds and supports the culture and values of the Company and its subsidiaries ("**Group**");
- positively contributes to the performance of the Group, including creation of shareholder value; and
- increases the confidence of the investment market.

To the extent that there is any inconsistency between this Charter and the Company's Constitution, the Constitution will prevail.

2. Board Composition

The Board, with input from the People and Culture Committee, determines the size and composition of the Board, subject to the terms of the Company's Constitution and the *Corporations Act 2001* (Cth) ("**Corporations Act**").

The Board, with input from the People and Culture Committee, will review the skills, experience, expertise, and diversity represented by Directors on the Board and determine whether the composition and mix remain appropriate for the Group's strategy, subject to any limits imposed by the Constitution. The Board annually reviews its diversity objectives which apply to the Board and the Company as a whole and which are reported in the Company's Corporate Governance Statement.

It is intended that the Board include Directors with a broad range of skills, expertise, and experience from a diverse range of backgrounds to achieve efficient decision making and adequately discharge its responsibilities and duties.

3. Board Independence

The majority of Directors shall be Independent Non-Executive Directors and the Chair shall be an Independent Non-Executive Director.

In the event the Chair is not an independent director, the Board shall consider the appointment of an independent director as the senior independent director and who shall fulfil the role whenever the Chair is conflicted. The senior independent director shall assist the Board in reviewing the performance of the Chair and in providing a separate channel of communication for security holders, particularly where those communications concern the Chair.

An Independent Non-Executive Director is a non-executive who is not a member of management and whom the Board considers is independent having regard to the following non-exclusive criteria:

- the director is not, nor has been, employed in an executive capacity of any member of the Group during the last three years;
- the director does not receive performance-based remuneration (including options or performance rights) from or participate in an employee incentive scheme of the Group;
- the director is not, nor has within the last three years been a partner, director, or a senior employee of a provider of material professional services to any member of the Group;
- the director is not, nor has been within the last three years, in a material business relationship (e.g. as a supplier) with any member of the Group;
- the director is not a substantial shareholder of the Company or otherwise associated with a substantial shareholder of the Company;
- the director does not have a material contractual relationship with any member of the Group;
- the director does not have close family ties with any person who falls within any of the categories described above; and
- the director has not been a director of any member of the Group for such a period that their independence may have been compromised.

The Board shall periodically assess Directors' independence based on the criteria above and whether their tenure on the Board has the potential to impact their independence. The final determination as to whether a Director is independent rests with the Board.

If a Director is, or becomes, aware of any information, facts, or circumstances which will or may affect that Director's independence, the Director must immediately disclose all relevant details in writing to the Company Secretary and the Chair of the Board.

4. Board Tenure

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 ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Group and its operation and, therefore, an increasing contribution to the Board as a whole. Accordingly, tenure is just one of the many factors that the Board takes into account when assessing the independence and ongoing contribution of a Director in the context of the overall Board process.

5. Term of Appointment and Vacancies

Directors will be appointed and removed in accordance with the Corporations Act and the Company's constitution.

Subject to the number of directors allowed under the Company's constitution, the Directors have the power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing directors. That Director will hold office until the end of the next annual general meeting of the Company when the Director may be re-elected but will not be taken into account in determining the number of Directors who must retire by rotation.

The Board is appointed by the shareholders of the Company ("**Shareholders**"). The Board will undertake appropriate checks to determine whether or not to recommend a Director to shareholders for election or re-election or to appoint a Director to fill a casual vacancy.

The terms and conditions of the appointment and retirement of members of the Board will be set out in a letter of appointment which is issued to each Director appointed to the Board.

6. Minimum Director Shareholding

The Group has a Minimum Director Shareholding Policy in place which sets out the requirements of Lifestyle Communities Limited shares by Non-Executive Directors. This policy seeks to implement a mechanism that supports alignment of the long-term interests of Non-Executive Directors with the financial interests of Lifestyle Communities shareholders.

7. Role of the Board

The role of the Board is to oversee development of the long-term vision and strategy of the Group and provide effective oversight of management while safeguarding the Company's interest and fostering sustainable value creation.

The Board will operate in a manner reflecting the values of the Group and in accordance with its agreed corporate governance guidelines, the Constitution, the Corporations Act and all other applicable laws and regulations.

Under the Corporations Act and the general law, the Directors have a range of duties by which they must abide.

Key matters reserved for the Board include:

a. Strategy

- Reviewing and approving the strategic direction of the Group and ensuring that it is aligned with the purpose and long-term vision of the Group.
- Monitoring the implementation of the strategic direction.
- Ensuring that the Group is sufficiently resourced to implement the strategic direction.

b. Culture and Ethics

- Overseeing the behavioural and cultural framework and practices of the Group.
- Overseeing the Group's diversity initiatives and measurable objectives, and progress towards their achievements.
- Endorsing the Group's statement of values and code of conduct to underpin the desired culture within the Group of acting lawfully, ethically and responsibly.
- Monitoring the Group's reputation.

c. Governance and management oversight

- Monitoring corporate performance and the implementation of the Group's strategic direction and policies.
- Appointing and removing the Managing Director, monitoring and appraising their performance, setting an appropriate remuneration package and ensuring adequate succession planning.
- Approving the appointment and removal of the Chief Financial Officer and Company Secretary, and providing guidance in relation to other senior management appointments proposed by the Managing Director.
- Reviewing and approving delegations of authority to and authority limits of the Managing Director and other executives.
- Reviewing and approving relevant core policies and frameworks and monitoring their implementation.
- Ensuring the Group's remuneration policies are aligned with the Group's purpose, values, strategic objectives and risk appetite.
- Ensuring that the Group has in place a policy that enables it to communicate effectively with its Shareholders and stakeholders and that it fully discloses all relevant information to them and meets its continuous disclosure obligations.
- Overseeing the effectiveness of the Group's systems of risk management, internal controls and compliance implemented by management to manage the Group's material business risks (including cyber risks).
- Reviewing and approving the Group risk appetite within which the Board expects management to operate.
- Overseeing the sustainability aspects, including environmental, social and governance aspects, of the Group and ensuring that sound and adequate processes, procedures, and practices are implemented by management.
- Overseeing the Group's compliance with laws and regulations.
- Overseeing the organisational design and human capability of the Group to ensure it is consistent with the Group's strategic direction.

d. Financial

- Reviewing and approving the annual budget recommended by the Managing Director and monitoring financial performance on a regular basis.
- Approving the annual and half-year financial reports, and liaising with external auditors.
- Confirming that the Group's financial position is sound and that it is able to meet its debts and other obligations as and when they fall due.
- Approving and monitoring the progress of land acquisitions and development.
- Overseeing the management of the Group's capital and debt facilities.
- Assessing the performance and independence of auditors and making recommendations to shareholders for their appointment or removal.
- Approving dividend policy and determining payments.

e. Board membership

- Overseeing the composition of the Board to ensure it is of an appropriate size, composition, diversity and mix of skills, knowledge and expertise.
- Overseeing the overall performance of the Board and individual Directors.
- Selecting candidates for directorship and recommending them for consideration by Shareholders at general meetings.
- Ensuring that Directors are properly inducted.
- Establishing and maintaining an appropriate structure, scope and performance for Committees to enhance the Board's capacity to fulfil its responsibilities.
- Determining the remuneration payable to Non-Executive Directors.

8. Director responsibilities

Directors will act at all times with honesty and integrity and will observe the highest standards of ethical behaviour.

Directors will be expected to participate in all induction and orientation programs and any continuing education or training arranged for them.

A Non-Executive Director should continually evaluate the number of boards of companies (and any committees of those boards) on which the Non-Executive Director serves to ensure that they are able to properly exercise their director's powers and discharge the director's duties. A Non-Executive Director shall notify the Chair of the Board prior to accepting an invitation to become a director of any company. Prior to accepting such an invitation, the concerned Non-Executive Director shall have regard to the views and recommendations of the Chair of the Board.

An Executive Director shall not accept an invitation to become a director of any company without the prior approval of the Board.

Directors will ensure that no decision or action is taken that has the effect of prioritising their personal interests over Lifestyle Communities' interests.

A Director must disclose to the Chair and the Company Secretary any direct or indirect involvement in a competitor to the Company, as a shareholder or otherwise, including any personal interest in any transaction to be entered into by the Company which may conflict between the interests of the Company and the Director.

The Director must not participate in any Board discussion on the transaction, refrain from voting on the transaction, and cannot in any way influence the Company's decision in relation to the transaction. Any potential conflict of interest shall be captured in the minutes of the meeting.

The Board collectively, and each Director individually, has the right to seek independent professional advice, and/or specialist advice, subject to the approval of the Chair of the Board and to the extent that it is necessary for the Board to discharge its duties and responsibilities.

The Directors acknowledge that all proceedings of the Board and its Committees are strictly confidential and shall not be disclosed to any person other than Board members, except as a greed by the Board or as required by law.

9. Delegation of duties and powers

9.1. Relationship with Management

The Board has delegated the day-to-day management of the business of the Group to Management through the Managing Director and the Chief Financial Officer subject to agreed authority limits.

The Board has reserved for itself matters of a strategic, sensitive or extraordinary nature or which exceed the authority limits of Management.

The Board approves corporate objectives for the Managing Director and Chief Financial Officer and, jointly with the Managing Director and Chief Financial Officer, develops their duties and responsibilities.

Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively.

Directors are entitled to request additional information at any time when they consider it appropriate to effectively challenge Management and hold them to account. Directors therefore have unfettered access to Management, the Company Secretary, and any external advisors appointed by the Group.

9.2. Responsibilities of the Managing Director

The key responsibilities of the Managing Director include:

- Manage and administer the day-to day operations of the Group in accordance with the core values, strategy and policies approved by the Board.
- Develop strategies for the Group, its business and management, and make recommendations to the Board on the strategic direction.
- Set and support a culture within the Group that promotes ethical and socially responsible behaviour.
- Develop the Group's annual budget and conduct the Group's activities within the approved annual budget.
- Develop and maintain the Group's risk management framework and systems, including internal compliance and control mechanisms.

9.3. Delegation to Board Committees

The Board may from time to time establish Committees to streamline the discharge of its responsibilities.

The Board will adopt a formal charter for each standing Committee setting out the matters relevant to the composition, responsibilities, and administration of the Committee.

The permanent standing Committees of the Board are:

- the Audit and Risk Committee and
- the People and Culture Committee.

The Board may also delegate specific functions to ad hoc Committees on an 'as needs' basis.

Each of the above Committees shall:

- be comprised of a majority of Non-Executive Directors; and
- be chaired by a Non-Executive Director.

The Board shall periodically review the effectiveness of each of the above Committees against its charter in conjunction with the chair of the relevant Committee.

The Board will deal with matters referred to it by any Committee.

All Non-Executive Directors have a standing invitation to attend meetings of Board Committees where there is no conflict of interest.

10. Board process

10.1. Meetings

The Board will meet regularly and as often as the Directors determine necessary to enable the Directors and the Board to fulfil their duties and responsibilities to the Group. Directors will use all reasonable endeavours to attend Board meetings in person.

Non-Executive Directors may meet periodically without Executive Directors and/or Management present.

The Company's Constitution governs the regulation of Board meetings, quorum requirements, and proceedings.

10.2. The Chair

The Board will appoint one of its members to be Chair in accordance with the Company Constitution.

The Chair does not have a casting vote, as set out in the Company Constitution.

The responsibilities of the Chair include:

- Maintain effective communication and promote constructive and respectful relationships between the Board and management.
- Lead the Board.
- Ensure the efficient organisation and conduct of the Board's function.
- Brief all directors in relation to issues arising at Board meetings.
- Chair general meetings of the Company.
- Exercise such specific and express powers as are delegated to the Chair by the Board from time to time.
- Represent the Board in communications with shareholders and other stakeholders.

10.3. The Company Secretary

The Board will appoint at least one Company Secretary who is accountable to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The appointment and removal of a Company Secretary is subject to Board approval.

The responsibilities of the Company Secretary include:

- Assisting the Board and Committees on governance matters.
- Managing communication with regulatory bodies and the ASX including statutory filings, subject to responsibilities delegated under the Communication and Continuous Disclosure Policy.
- Monitoring Board and Committees policy and procedures.
- Co-ordinating the timely dispatch of Board and Committees papers.
- Ensuring that the business at Board and Committees meetings is accurately captured in minutes.
- Helping to organise and facilitate the induction of Directors.

All Directors will have direct access to the Company Secretary.

11. Review of this Charter

This charter will be reviewed by the Board at least every 2 years to ensure it reflects current regulatory, community and investor requirements.

Policy Authorised by: The Board	Version No: 4
Policy Maintained by: Company Secretary	Last revised and approved: 9 December 2024