

P I L B A R A I S O C O A D V I S O R Y  
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PILBARA ISOCO LIMITED  
ACN 650 785 783

## DOCUMENT VERSION CONTROL

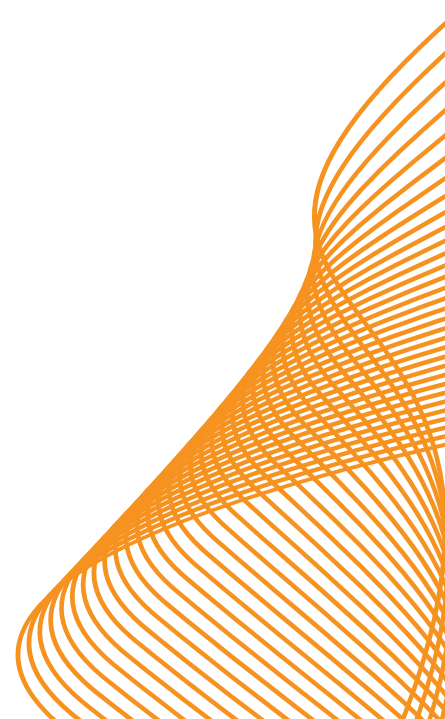
<b>Document Name</b>	Pilbara ISO Co Advisory Subcommittee Charter
<b>Related Documents</b>	
<b>Original date of authorisation</b>	14 August 2022
<b>Authorised by</b>	The Board

## CHANGE HISTORY

<b>Revision #</b>	<b>Date of authorisation of revision</b>	<b>Revision authorised by</b>
<b>1</b>	<b>14 March 2024</b>	<b>The Board</b>

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## 1. BACKGROUND

1. The Board acknowledges that:
  - i. the Chief Executive Officer has the delegated authority to perform the day to day management of the business and affairs of the Company, pursuant to clause 19(a) of the Constitution and any other delegations in place from the Board from time to time (including under the Delegations of Authority Policy);
  - ii. it is desirable that the Chief Executive Officer have available to them the option of consulting with the Directors in respect of the exercise of the functions of the Company described above;
  - iii. the exercise of many of the functions of the Company are likely to be in conflict with the interests of the Company's Members and the Company also needs to manage competition law compliance given some of the Company's Members are actual or potential competitors or may be actual or potential competitors with other third parties involved in the exercise of the functions of the Company, for example, connection applicants or network users. This may cause the NSP Member appointed nominee Directors to have potential, actual or perceived conflicts of interest in considering certain matters, or in receiving certain information, related to the exercise of some of the functions of the Company.
2. In order to manage the conflict of interest and competition law compliance described above, the Board resolved to establish an Advisory Subcommittee constituted of the Independent Director and the Government Appointed Director on the terms set out below.

## 2. FORMATION

1. This Subcommittee was formed pursuant to clause 14.6 of the Constitution by Board resolution dated 1 August 2022 and was known as the "Operational Subcommittee". The Subcommittee was renamed as the "Advisory Subcommittee" by Board resolution dated 14 March 2024.

## 3. INTERPRETATION

1. The definition and interpretation provisions in clause 1 of the Constitution apply to this Advisory Subcommittee Charter.
2. Clause 14.9 (Validity of acts), clause 14.10 (Meetings by Technology) clause 14.11 (Declarations of Interest) and clause 14.12 (Obligation of secrecy) of the Constitution apply to the Advisory Subcommittee as if the reference to a director was a reference to a member of the Advisory Subcommittee and reference to the Board is a reference to the Advisory Subcommittee.

## 4. ROLE AND RESPONSIBILITIES

1. The Advisory Subcommittee's role is to:
  - i. provide advice to the Chief Executive Officer when requested by the Chief Executive Officer in respect of the performance of the Company's functions; and
  - ii. perform any functions that are delegated to it by the Board.
2. The Advisory Subcommittee is not a policy-making body. Any recommendations as to the creation or amendment of Company policy will be referred to the Board.
3. The Advisory Subcommittee's delegated functions are as set out in any express delegations from the Board from time to time. Otherwise, the Advisory Subcommittee acts in an advisory capacity to the Chief Executive Officer.

4. The Chief Executive Officer must maintain the register of delegated functions and make it available to any Director upon request.
5. The Advisory Subcommittee must report to the Board on the exercise of any of its delegated functions, having regard to any conflict of interest and competition law obligations.
6. The Advisory Subcommittee may seek professional advice in respect of matters which it is asked to consider, as it considers necessary, at the cost of the Company.
7. The Advisory Subcommittee may seek the views of any or all of the Directors appointed by an NSP Member, as it considers necessary and having regard to the management of conflicts of interest and competition law obligations. The Advisory Subcommittee must not seek the views of the Directors appointed by NSP Members where this would not be in accordance with the Company's governance policies, including the Conflicts of Interest & Information Protocol.

## **5 COMPOSITION**

1. The Advisory Subcommittee will consist of the Independent Director and the Government Appointed Director.
2. Each member of the Advisory Subcommittee is a member for the duration of their appointment as a Director.

## **6. MEETINGS**

1. The Advisory Subcommittee will meet as required to perform its roles and responsibilities.
2. It is not a requirement for all members of the Advisory Subcommittee to be present for the meeting to proceed. However, a quorum for the purpose of the Advisory Subcommittee making a decision that is delegated to it requires all members of the Advisory Subcommittee to be present.
3. For any matter that the Advisory Subcommittee is required to make a decision, the decision must be by consensus.
4. In respect of any matter in which the advice of the Advisory Subcommittee is sought, the Chief Executive Officer is not required to act in accordance with the advice.

## **7. MINUTES**

1. The Chief Executive Officer will minute any decisions made by the Advisory Subcommittee and is responsible for circulating the minutes to the Advisory Subcommittee for confirmation and noting them to the Board at the next Board meeting (subject to conflict of interest and competition law considerations).

## **8. REVIEWS**

1. The Board may review the performance of the Advisory Subcommittee on an annual basis. The assessment may seek input from any person.
2. The Advisory Subcommittee should review this charter annually to ensure that it remains consistent with the Board's objectives and responsibilities. The Board should consider the Advisory Subcommittee's review and either recommend changes or further review the Advisory Subcommittee's charter.
3. This Advisory Subcommittee Charter may be amended by resolution of the Board but the Board must have regard to the need for the Company to be able to perform its functions independently, to manage conflicts of interest and competition law compliance.

