

# Delegation of Authority Policy

## Purpose

RightShip strives to be open and transparent about its actions and decisions including disclosure and good governance practices. Providing a list of delegations allows all employees to understand who in RightShip has the authority to make which decisions. This Policy clarifies the decision-making powers and limits attached to each role.

The RightShip Board has approved Delegated Authorities that set out the matters specifically reserved for determination by the Board, and those matters delegated to management.

Further, the purpose of this Policy is to:

- define the Board's delegated authority and provide guidance on its application;
- facilitate compliance with relevant directions from the CEO and/or Board of Directors;
- establish the levels of authority delegated to duly appointed officers, contractors and employees of RightShip;
- detail authority to incur expenditure and administer funds; and
- clarify accountability and responsibility for the day-to-day operations of RightShip for the Board of Directors.

No amendments shall be made to specified delegations without the approval of the Board.

## Scope

This Policy applies to all RightShip directors, employees and contractors.

The terms of this Policy do not form part of an employee's contract of employment and the Policy may be varied, replaced or terminated at any time without notice at RightShip's discretion.

## Application of policy

The delegated authorities within RightShip are governed by RightShip's Constitution, Shareholders Agreement, this Policy and the accompanying Delegated Authorities Matrix (Appendix B).

The Delegated Authorities Matrix, incorporating the delegations specified in the constitution and Shareholders Agreement, details the authority of the Board and the

delegations that have been granted by the Board to the officers and employees of RightShip.

This Policy establishes internal controls regarding financial and non-financial decision making by officers who have been delegated authority. As such, this Policy forms part of RightShip's corporate governance framework.

## Definitions

The definitions relevant to this policy are set out in Appendix A: Definitions.

## Principles of delegation

An officer's delegation may include one, or both, of the following:

- a) Financial delegation refers to a financial limit for the expenditure of RightShip funds. Appendix B: Delegated Authorities Matrix lists the financial delegations that have been made to Delegated Officers.
- b) Functional delegation refers to delegations to undertake particular functions, tasks and decisions, other than the expenditure of RightShip funds. Appendix B: Delegated Authorities Matrix lists the functional delegations that have been made to Delegated Officers.

All financial delegations are subject to the approved annual budget allocation. Any items outside the approved budget must be referred to the Audit Committee irrespective of the quantum.

Consideration must be given to risks and internal controls when exercising a delegation.

A delegation of authority is unique to a specified position, or to a person acting in that position, and is not transferable.

In the event that an officer with a delegated authority is unable to carry out the duties associated with that delegation for any reason, including a conflict of interest or temporary incapacity or absence, the delegated authority reverts to that officer's immediate supervisor.

Monetary amounts (excluding GST/VAT or other applicable local taxes) as stated in this Policy are the maximum delegated amounts per transaction.

All expenditure is to be approved considering availability of funding within budget and expense area.

Approval must not be made for any self-related matters. These include expenditure or reimbursement to self, approving own invoices, any types of leave or amendments to salary packaging.

All amendments, changes and deletions to this Policy must be considered by the Audit Committee and endorsed by the RightShip Board of Directors.

## Reporting by management to the board

Management is required to report regularly to the Board concerning the authority exercised.

Reports by management shall cover such areas as financial performance, risk management, human resources issues and other items related to organisational operations.

## References

### RightShip documents

- Remuneration Policy
- Business Expense Management Policy
- Travel Policy
- Learning and Development Policy

## Policy ownership and review

This Policy is owned by the Chief Executive Officer.

This Policy requires the annual approval of the RightShip Board of Directors.

### Procedural Version Control

No.	Date Approved	Date Effective	Section Amended	Authorised by
1	August 2020	August 2020	Initial release	Board of Directors
2	February 2023	February 2023	Annual approval	CEO

## Appendix A: Definitions

Term	Definition
<b>Authority</b>	Refers to holders of those positions or committees which have been approved pursuant to this Policy to hold and exercise a function.
<b>Delegated Officer</b>	Refers to holders of those positions which have been approved pursuant to this Policy to hold and exercise a financial delegation in regard to expenditure.
<b>Expenditure delegation</b>	The dollar amount to which a Delegated Officer is authorised to commit and/or spend in respect of an individual transaction.

## Appendix B: Delegated Authorities Matrix

References to amounts expressed in USD below should be taken as a reference to the equivalent amount in the applicable local currency depending on the location.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
<b>Board and committee members</b>						
1.	Changes to the structure of the Board, including an increase or decrease in the total number of directors on the Board or the number of directors which a shareholder is entitled to nominate to the Board.	No authority. Unanimous approval of shareholders required.	No authority.	No authority.	No authority.	No authority.
2.	Establishment of committees of the Board.	Full authority.	No authority.	No authority.	No authority.	No authority.
3.	Appointment of members of Board committees.	Full authority.	No authority.	No authority.	No authority.	No authority.
4.	Approval of terms of reference of Board committees.	Full authority.	No authority.	No authority.	No authority.	No authority.
5.	Assessment of the performance of the Company, the Board and the Board committees.	Full authority.	No authority.	No authority.	No authority.	No authority.
6.	Appointment of professional advisors to the Board.	Full authority.	No authority.	No authority.	No authority.	No authority.
<b>Strategy and governance</b>						
7.	Approval of the Company's strategy and objectives.	Full authority.	No authority.	No authority.	No authority.	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
8.	Approval of the annual business plan and budget and any material departure from or variation to the business plan and budget.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
9.	Approval of the merger of all or a substantial part of the business with any other entity, the acquisition by the Company of any interest in any corporation or business, or the disposal of all or a substantial part of the business.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
10.	Establishment by the Company of any new or substitute business or any material alternation in the nature, scale or direction of the business.	No authority.	Unanimous approval of shareholders required.	No authority.	No authority.	No authority.
11.	Approval of a proposal to cease to carry on the business or a substantial part of the business of the Company, or to wind-up or dissolve the Company, or appoint an administrator to the Company, or take advantage of any law providing for the relief of debtors in adverse financial circumstances.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
12.	Making of any new investment by the Company.	Full authority. Unanimous approval of the Board required for amounts in excess of USD \$500,000 and which were not previously approved in the business plan.	Amounts less than USD \$500,000 and which were not previously approved in the business plan.	No authority.	No authority.	No authority.
13.	Substantive change to the risk or rating methodology approach of the Company.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
14.	Approval of the Company's corporate governance principles and practices, including its codes of ethics and conduct.	Full authority.	No authority.	No authority.	No authority.	No authority.
15.	Approval the Company's policies that address:	Full authority.	No authority.	No authority.	No authority.	No authority.
	(a) codes of conduct for directors or staff; (b) the way in which the Board conducts its business; (c) financial and non-financial delegations; (d) strategic, compliance and organisational risk issues; (e) financial controls; (f) strategic human resources issues; and (g) other issues that pose a high degree of governance, strategic or operational risk to the Company.					
16.	Approval of the Company's policies, other than those referred to in item 15.	Full authority.	Full authority.	No authority.	No authority.	No authority.
17.	Adoption of a constitution of the Company, or any variation to the constitution.	No authority. Unanimous approval of shareholders required.	No authority.	No authority.	No authority.	No authority.
<b>Capital transactions</b>						
18.	Issue any shares in the Company or approve the entry into any agreement or arrangement to issue shares, or which results in a similar economic effect to the issue of shares.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
19.	Allot shares or rights or options in respect of shares in the Company or the variation of any rights attaching to issued shares.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
20.	Vary the share capital of the Company, including by way of buy back, capital reduction or conversion.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
<b>Finance</b>						
21.	Approval of the Company's financial statements.	Full authority.	No authority.	No authority.	No authority.	No authority.
22.	Approval of expenses incurred by: (a) directors, other than the Chairman; and (b) the Chairman.	(a) Chairman (b) Another director (but not a director nominated by the same shareholder as has nominated the Chairman)	No authority.	No authority.	No authority.	No authority.
23.	Approval of any borrowings or financial accommodation of the Company.	Full authority. Unanimous approval of the Board required for amounts in excess of USD \$500,000 (when aggregated with all other such borrowings and financial accommodation in a financial year and which are not provided for in the business plan and budget).	Amounts less than USD \$500,000 and which were not previously approved in the business plan.	No authority.	No authority.	No authority.
24.	Adoption of any dividend policy of the Company.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.



Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
		Recommendation by Audit Committee.				
25.	Granting of any encumbrance over any assets of the Company, or the giving of a guarantee by the Company.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
26.	Repayment to any shareholder of the Company any loan or amount outstanding without making an equivalent pro rata repayment to another shareholder which has advanced money to the Company.	No authority. Unanimous approval of shareholders required.	No authority.	No authority.	No authority.	No authority.
27.	Purchasing level authority	Full authority	USD \$800,000 for any specific item and as per the approved budget.  USD \$200,000 for any specific item (in aggregate USD \$800,000 in any FY) not included in the approved budget.	USD \$400,000 for any specific item and as per the approved budget.  USD \$100,000 for any specific item (in aggregate USD \$400,000 in any FY) not included in the approved budget.	USD \$40,000 for any specific item and as per the approved budget.	No authority
28.	Credit card limit	Full authority delegated to Chairperson of Audit Committee.	USD \$50,000  Cash advance limit: USD \$1,000 (ATM or over counter)	USD \$50,000  Cash advance limit: USD \$1,000 (ATM or over counter)	USD \$25,000  Cash advance limit: USD \$1,000 (ATM or over counter)	Max USD \$20,000  Cash advance limit: USD \$1,000 (ATM or over counter)
29.	Approval of capital expenditure	Full authority.	USD \$500,000 for any specific item	USD \$250,000 for any specific item	USD \$25,000 for any specific item and as	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
			and as per the approved budget.  USD \$200,000 for any specific item (in aggregate USD \$500,000 in any FY) not included in the approved budget.	and as per the approved budget.  USD \$100,000 for any specific item (in aggregate USD \$250,000 in any FY) not included in the approved budget.	per the approved budget.	
30.	Asset impairments or write-downs	Full authority.  Delegated to Audit Committee.	USD \$100,000 for any specific item	USD \$50,000 for any specific item.	Financial Controller USD \$25,000 for any specific item.	No authority.
31.	Payment of tax	Full authority.	Full authority.	Full authority.	Full authority for the Financial Controller only.	No authority.
32.	Execution of Bank Documents	Full Authority.  Chairperson of Audit Committee and Company  Secretary delegated ordinary execution.				
33.	Other financial matters:  (a) operating and finance leases;  (b) opening new bank accounts;  (c) accounting policies and controls; and	Full authority.	Full authority up to USD \$1,000,000	Full authority up to USD \$1,000,000	No authority.	No authority.

Matter		Limit of authority and conditions on exercise of authority				
		Board	CEO	CFO	Managers	Employees
	(d) foreign exchange or hedging transactions entered into by the Company, if applicable.					
<b>Audit</b>						
34.	Appointment of the external auditor.	Full authority. Unanimous approval of the Board required.  (On recommendation from the Audit Committee)	No authority.	No authority.	No authority.	No authority.
35.	Approval of the remuneration of the external auditor.	Full authority. (Delegated to the Audit Sub- committee)	No authority.	No authority.	No authority.	No authority.
36.	Approval of the annual work plan of the external auditor.	Full authority. (Delegated to the Audit Sub- committee)	No authority.	No authority.	No authority.	No authority.
<b>Operations and procurement</b>						
37.	Approval of tenders and authorising payments in accordance with the instrument of delegation	Full authority.	Full authority.	Full authority.	No authority.	No authority.
38.	Approval of supplier contracts.	Full authority.	Full authority.	Full authority.	No authority.	No authority.
39.	Approval of customer contracts	Full authority	Full authority,	Full authority	No authority.	No authority.
40.	Approval of access controls to Company Systems.	Full authority delegated to Management.	Full authority.	Full authority.	IT Manager only.	No authority.
41.	Approval of new documents, or amend existing documents, in the Management System Manual.	Full authority delegated to Management.	Full authority.	No authority.	No authority.	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
42.	Approval of donations by the Company	Full authority delegated to Management.	Full authority.	Full authority.	Marketing Manager only.	No authority.
		Recipient must be registered with ACNC and have DGR status (Australia), be registered with the Charity Commission (UK) or the Inland Revenue Service and have tax-exempt status (US).				
43.	<i>Other matters for RightShip's consideration: (a) real property leases.</i>	Full authority.	Full authority up to USD \$1,000,000	Full authority up to USD \$1,000,000	No authority.	No authority.
<b>HR</b>						
44.	Appointment or removal of the CEO or the Company secretary.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
45.	Setting the terms of employment of the CEO	Full authority.  Delegated to Remuneration Committee.	No authority.	No authority.	No authority.	No authority.
46.	Assessing the performance of the CEO.	Full authority.  Delegated to Remuneration Committee.	No authority.	No authority.	No authority.	No authority.
47.	Approval of the remuneration policy for members of the senior management team.	Full authority.  Delegated to Remuneration Committee.	No authority.	No authority.	No authority.	No authority.
48.	Appointment or removal of any employee (other than the CEO).	Full authority delegated to CEO.	Full authority.	On delegation from CEO.	No authority.	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
49.	<i>Other matters for RightShip's consideration:</i> <i>(a) Recruitment of new employees and offers above agreed signed off labour budget at beginning of financial year</i> <i>(b) setting the terms of employment for any employee (other than the CEO);</i> <i>(c) appointment or removal / setting the terms of engagement for any contractor to the Company; and</i> <i>(d) approving payment of employee incentive plans approved by Remuneration Committee.</i>	Full authority delegated to CEO.	Full authority.	On delegation from CEO.	CHRO on delegation from CEO.	No authority.
<b>Communications</b>						
50.	Approval of the Company's media policy submitted by management.	Full authority. Unanimous approval of the Board required.	No authority.	No authority.	No authority.	No authority.
51.	Approval of any media release by the Company.	Full authority. Unanimous approval of the Board required where a reasonable person would consider the media release to have a material adverse impact on the value of the Company.	Full authority.	No authority.	Marketing Manager only.	No authority.
52.	Responding to media enquiries.	Full authority, subject to item 52.	Full authority, subject to item 52.	No authority.	Marketing Manager only.	No authority.
53.	<i>Other matters for RightShip's consideration:</i> <i>(a) internal communications.</i>	Full authority, subject to item 52.	Full authority, subject to item 52.	No authority.	Marketing Manager only	No authority.

Matter			Limit of authority and conditions on exercise of authority			
		Board	CEO	CFO	Managers	Employees
<b>Legal</b>						
54.	Commencement of legal proceedings, defending and settling such proceedings	Full authority. Unanimous approval of the Board required for claims exceeding USD \$500,000.	Amounts less than USD \$500,000	No authority.	No authority.	No authority.
55.	<i>Other matters for RightShip's consideration: (a) engagement of external legal counsel.</i>	Full authority.	Full authority up to USD \$500,000	Full authority up to USD \$200,000	No authority.	No authority.
<b>Insurance</b>						
56.	<i>Other matters for RightShip's consideration: (b) arrangement of insurance policies.</i>	Full authority.	Full authority up to USD \$500,000	Full authority up to USD \$200,000	Financial Controller only up to USD \$25,000.	No authority.