

Policies and Charters

BOARD CHARTER

IRONBARK CAPITAL LIMITED

30 JUNE 2019

ROLE

The Board's primary role is the protection and enhancement of long-term shareholder value. To fulfill this role the Board seeks to address (a) the prudential control of the company's operations, (b) the review and monitoring of outsourced service providers, (c) the timeliness and accuracy of reporting to shareholders and (d) the determination of the company's broad objectives.

FUNCTIONS

Specifically, the Board is responsible for:

- Ensuring that Ironbark Capital Limited operates in accordance with the Company's Constitution, Corporations Act and ASX listing rules;
- Validating and approving corporate strategy and policies;
- Monitoring and reviewing business results, outsourced service providers and the Board itself;
- Monitoring and assessing the investment manager's performance ensuring this is consistent with corporate strategy;
- Reviewing internal controls for effectiveness and external audit reports;
- Approving financial reports and other public documents for disclosure to shareholders and the market;
- Ensuring adequate risk management processes;
- Monitoring and influencing the culture, reputation and ethical standards of the company; and
- Appointing and overseeing the role of the Company Secretary.

COMPOSITION OF THE BOARD

The composition of the Board is determined using the following principles:

- A minimum of three directors;
- An independent, non-executive director as Chairman;
- A majority of non-executive directors; and
- A majority of independent directors.

BOARD COMMITTEES

The Board may establish committees to provide assistance in carrying out its responsibilities. Committees require written mandates and operating procedures which must be reviewed on a regular basis. The Board will also establish a range of policies which govern the Committees' operations.

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The Audit Committee, consists of Ian Hunter (Chairman), Ross Finley and Michael Cole, and is responsible for considering the effectiveness of the systems and standard of internal control, financial reporting, risk management and any other matters at the request of the board;

Due to the company's size, the remuneration and nomination committee activities are undertaken by the Board.

The Board will review nominations and recommendations for membership of the Board by evaluating and identifying the particular skills, experience, expertise and diversity that will best complement the board's effectiveness.

The Board when considering the remuneration policies may make specific recommendations and may obtain independent advice from external consultants and utilise benchmarks from comparable organisations as required.

OPERATION OF THE BOARD

The Board currently holds four scheduled meetings each year plus any other meetings as and when necessitated by the company's operations. The agenda for meetings is prepared through the input of the Chairman, the Investment Manager, Kaplan Funds Management and the Company Secretary. Standing items include matters of Compliance and Reporting, Financials, Shareholder Communications and Investment Strategy and Outcomes. Submissions are circulated in advance.

Each director has the right of access to all relevant company information and subject to prior consultation with the Chairman, may seek independent professional advice at the entity's expense. A copy of advice received by the director is made available to all other members of the board.

BOARD POLICIES

The Board has adopted the following policies:

- Code of Conduct and Ethics
- Securities Dealing Policy
- Disclosure Policy
- Communication Policy
- Risk Management Policy
- Diversity Policy
- Performance Evaluation Policy

The Board reviews each of these policies at least annually.

IRONBARK CAPITAL LIMITED

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MICHAEL COLE - Chairman

TEST	FINDINGS	RESULT
1. Substantial shareholder of the Company	No	Independent
2. Within the last 3 years employed in an executive capacity by the company or another group member	No	Independent
3. Within last 3 years has not been a principal of a material professional adviser or consultant to the company	No	Independent
4. Material supplier or customer of the company or other group member	No	Independent
5. Material contractual relationship with the company or another group member other than as director of the company	No	Independent
6. Director for more than 10 years	Yes	

Conclusion – Independent Director

The Board considers that although Michael Cole has been a director for more than 10 years, this does not affect his independence in his capacity to bring independent judgement to bear on issues and to act in the best interests of the Company and its shareholders. He satisfies all other suggested criteria for assessing independence set out in Recommendation 2.3.

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IAN HUNTER

TEST	FINDINGS	RESULT
1. Substantial shareholder of the Company	No	Independent
2. Within the last 3 years employed in an executive capacity by the company or another group member	No	Independent
3. Within last 3 years has not been a principal of a material professional adviser or consultant to the company	No	Independent
4. Material supplier or customer of the company or other group member	No	Independent
5. Material contractual relationship with the company or another group member other than as director of the company	No	Independent
6. Director for more than 10 years	Yes	

Conclusion – Independent Director

The Board considers that although Ian Hunter has been a director for more than 10 years, this does not affect his independence as he satisfies all other suggested criteria for assessing independence set out in Recommendation 2.3.

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ROSS FINLEY

TEST	FINDINGS	RESULT
1. Substantial shareholder of the Company	No	Independent
2. Within the last 3 years employed in an executive capacity by the company or another group member	No	Independent
3. Within last 3 years has not been a principal of a material professional adviser or consultant to the company	No	Independent
4. Material supplier or customer of the company or other group member	No	Independent
5. Material contractual relationship with the company or another group member other than as director of the company	No	Independent
6. Director for more than 10 years	Yes	

Conclusion – Independent Director

The Board considers that although Ross Finley has been a director for more than 10 years, this does not affect his independence as he satisfies all other suggested criteria for assessing independence set out in Recommendation 2.3.

SUMMARY

The Board of Ironbark Capital Limited is well structured to add value, comprising of three Independent Directors, the Chairperson being an independent director. Any conflicts of interest are dealt with in accordance with the Corporations Act 2001 and Company policies. There has been no loss of independence that requires disclosure to the ASX.

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POLICY

To ensure the Board consists of members with the range of skills and qualities to ensure that the interests of shareholders and stakeholders are promoted and protected.

At every annual general meeting a minimum of one-third of directors (or the nearest number to one third), shall retire from office. No director shall hold office for a period in excess of three years, or until the third annual general meeting following his appointment without submitting himself for re-election.

Due to the size of the Company the Board considers the selection and re-appointment of non-executive directors and makes their recommendation.

PROCEDURE FOR THE SELECTION AND APPOINTMENT OF NON-EXECUTIVE DIRECTORS TO FILL A VACANCY

- Assess the current Board's skills and qualities;
- Assess the needs of Ironbark Capital Limited's operations currently and going forward;
- Develop selection criteria for potential board candidate(s).
The composition of the Board is monitored (both in respect of size, diversity and membership) to ensure that the Board has a balance of skill and experience appropriate to the needs of the Company. When a vacancy arises, the Board will identify candidates with appropriate expertise and experience and appoint the most suitable person taking into account the need for diversity in gender, age, ethnicity and cultural background;
- The Board examines the final list of candidate(s) and agree an order of preference;
- Chairman approaches desired candidate(s);
- Candidate is appointed to the Board in accordance with the Constitution, Listing Rules and the Corporations Act.

PROCEDURE FOR RE-APPOINTING NON-EXECUTIVE DIRECTORS

- Assess the current Board's skills and qualities;
- Assess the needs of Ironbark Capital Limited's operations currently and going forward;
- Develop selection criteria for potential board candidate(s).
The composition of the Board is monitored (both in respect of size, diversity and membership) to ensure that the Board has a balance of skill and experience appropriate to the needs of the Company.
- Directors discuss and agree whether the retiring director should stand for re-election at the next annual general meeting;
- If recommended for re-appointment, the retiring director stands for re-election at the shareholder meeting in accordance with the Constitution, Listing Rules and the Corporations Act. Otherwise the new director selection process commences.

CODE OF CONDUCT AND ETHICS
IRONBARK CAPITAL LIMITED
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CODE OF CONDUCT

The Board expects all directors to act professionally and in the best interests of the Company in their conduct.

The Company is committed to increasing shareholder value in a manner consistent with its responsibilities to all stakeholders.

Ironbark Capital Limited is committed to conducting its business in a way that is open, ensuring that the Company acts with integrity and objectivity.

Adherence to this code of conduct will ensure that Ironbark Capital Limited's reputation is maintained, and help promote investor understanding and confidence in the Company's disclosure, reporting and compliance activities.

ETHICAL STANDARDS

The directors acting "professionally in their conduct" means that they will:

- Act with high standards of honesty, integrity, fairness and equity in all aspects, avoiding actual or potential conflicts of interest;
- Not do anything which would be likely to negatively affect Ironbark Capital Limited's reputation;
- Provide shareholders with timely and accurate information;
- Act lawfully and comply with the Constitution, Listing Rules, the Corporations Act 2001 and applicable Accounting Standards;
- Ensure confidential information is held, used and disclosed consistently with the Company's Privacy Policy;
- Protect and ensure efficient use of assets for legitimate business purposes;
- Promote ethical behaviour and fair dealing in all areas of the Company's operations.

Directors are encouraged to consult with their peers if in doubt as to an appropriate course of action. Any instance of unethical practice is required to be reported to the Chair without delay.

The Board expects all Directors to adhere to the Company's Code of Conduct and Ethics at all times. Any subsequent amendment to the Code will be advised to the Directors.

The Board monitors its outsourced service providers for compliance with the Company's Code of Conduct and Ethics.

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1. Scope of this Policy

- 1.1 This policy applies to private dealings in Ironbark's issued securities by Key Management Personnel (KMP).
- 1.2 Key Management Personnel (KMP) comprise the Directors of the Company and the Company Secretary, as there are no employees of the Company, or a closely related party of such member.

2. Prohibitions on Dealing in the Company's Securities

- 2.1 KMPs must not deal in the Company's securities when they possess information which if disclosed might have a material effect on the market price of the Company's securities.
- 2.2 KMPs must not deal in the Company's securities during prohibited periods (closed periods) unless exceptional circumstances apply and written approval is given to a transaction in advance.
- 2.3 KMPs must not engage in short term dealing in the Company's securities.

3. Prohibited (Closed) Periods

- 3.1 As a matter of practice, market disclosure will be made whenever the Company's gross portfolio value moves by more than 2.5% since the previous NTA announcement. Directors trading will be allowed, provided such an announcement has been made and a reasonable amount of time allowed for the dissemination of the information into the market. KMPs are not permitted to trade in the Company's Securities where disclosure of such movements has not been made.
- 3.2 The Company may from time to time designate a period of time as a prohibited period when privy to market sensitive information, yet to be made public.

4. Exclusions to the General Policy

- 4.1 The following circumstances are excluded from the application of Section 2 of this Policy.
 - (a) Transfers of securities where there is no change in relevant interest;
 - (b) An investment in an entity where the assets of the entity are invested at the discretion of a third party;
 - (c) Responding to a corporate action or offer which has been made to all the Company's security holders of the same class;
 - (d) Transactions conducted between a KMP and a close family member;
 - (e) Transactions which are outside the control of the KMP, including those which result from the application of law.

5. Exceptional Circumstances

- 5.1 A KMP may be given approval to transact on the Company's securities if application is made in writing in advance to the Chairman, and only if the Chairman considers there to be an exceptional circumstance outside of the individual's control such as financial hardship and an order of the court, and where the KMP is not in possession of any price sensitive information. All approvals will be provided to the Company Secretary and the Board. in writing, including via email, and will specify the scope and timing of the transaction approved.

6. Notification and Approval

- 6.1 The Chairman must be given prior notice of proposed transactions by Directors in the Company's securities. The Chairman must give notice of proposed transactions to the Company Secretary.
- 6.2 The Company Secretary must be advised immediately by all KMP following their transacting in the Company's securities, so that relevant announcements can be made in a timely manner to the ASX.

7. Other Considerations

- 7.1 Under the *Corporations Act 2001*, 'insider trading' i.e. being in possession of information leading to market manipulation, providing false or misleading information, and dishonest conduct is illegal.

AUDIT COMMITTEE

IRONBARK CAPITAL LIMITED

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ASX Recommendation 4.1 – The board should establish an audit committee.

Based on ASX recommendations, the audit committee should consist of:

- At least three members, all of whom are non-executive directors, and
- A majority of whom are independent directors, and
- An independent chairperson, who is not chairperson of the board

AUDIT COMMITTEE MEMBERS

Committee Position	Member	Independent
Chairman	Ian Hunter	Yes
Member	Michael Cole	Yes
Member	Ross Finley	Yes

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ROLE

The Audit Committee is responsible for considering the effectiveness of the systems and standards of internal control, financial reporting and any other matters at the request of the Board.

The committee will report to the Board on matters relevant to its role and responsibilities.

RESPONSIBILITIES

The responsibilities of the Audit Committee are to ensure:

- Relevant, reliable and timely information is available to the Board to monitor the performance of the Company;
- External reporting is consistent with committee members' information and knowledge and is adequate for shareholder needs;
- Management processes support external reporting in a format which facilitates ease of understanding by shareholders and institutions;
- The external audit arrangements are adequate to ensure the maintenance of an effective and efficient external audit. This involves:
 - Reviewing the terms of engagement, scope and auditor's independence;
 - Recommendations as to the appointment, removal and remuneration of an auditor;
 - Reviewing the provision of any non-audit services provided by the external auditor, ensuring it does not adversely impact on audit independence.
- Review the company's risk profile and assess the operation of the company's internal control system.

COMPOSITION OF THE COMMITTEE

The Audit Committee will comprise the three independent non-executive directors on the Board. The Chairman of the Audit Committee will be an independent director who is not Chairman of the Board. A majority of the audit committee members will have experience in financial and accounting matters.

MEETINGS

As a minimum, the Audit Committee meets two times per annum. An agenda will be prepared and issued prior to each meeting. Minutes of each meeting will be taken by the Company Secretary and copies of Minutes will be issued to each member of the Board.

The Audit Committee may have in attendance at their meeting such members of outsourced service providers as may be deemed necessary to provide information and explanations. The external auditors attend meetings by invitation to report to the Committee.

AUDIT

The Board monitors the performance of the annual & half-yearly audit performed by the External Auditor. If the Board considers that the external auditor of the Company should be changed, a special resolution will be put to shareholder vote at the following Annual General Meeting. External audit engagement partners are required by legislation to rotate their appointment every five years.

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OBJECTIVE

The objective of this policy is to ensure compliance with the ASX Listing Rules and the Corporations Act 2001 and to ensure accountability at a Board level for that compliance. This provides transparency to prospective investors and shareholders of the available information issued by the Company.

INFORMATION TO BE DISCLOSED

The ASX Listing Rule 3.1 requires Ironbark Capital Limited to inform the ASX immediately the Company becomes aware of any information that a reasonable person would expect to have a material effect on the Company's share price or value.

The exception to this rule is where disclosure of the information would be a breach of law, or where the negotiation or proposal is yet to be completed, is confidential or the information is generated solely for internal management use.

If the ASX considers there is a false market in the IBC shares they may direct the Company to make a statement providing information to clarify the situation.

Chapter 4 of the ASX Listing Rules details the periodic reporting requirements, which includes:

- Appendix 4D - Half yearly reporting;
- Appendix 4E - Annual reporting;
- Monthly net asset backing per share within 14 days of the end of the month; and
- Appendix 4G - Compliance with ASX Corporate Governance Principles and Recommendations

RESPONSIBILITY

The Company Secretary is responsible for ensuring Ironbark Capital Limited complies with its continuous disclosure obligations and has been appointed by the Board to be responsible for all communications with the ASX.

In addition to the Directors, any employee of Kaplan Funds Management Pty Ltd, the Administrator and Investment Manager of the Company, are required to report any price sensitive information to the Company Secretary immediately they become aware of it. The Company Secretary will decide whether the information should be disclosed to the ASX.

Where possible, all continuous disclosure releases to the ASX are approved by the Board before release. The monthly net asset backing per share is approved by accounting and administration and independently verified with the Investment Manager of Kaplan Funds Management Pty Limited. Where time does not permit approval by the Board, the Company Secretary will approve in conjunction with the Investment Manager.

All ASX releases are available on the Company's website via a direct link to the ASX website.

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OBJECTIVE

The communications policy is designed to promote effective communication with shareholders and encourage effective participation at general meetings.

The Company seeks to keep its shareholders fully informed on all matters that affect their investment.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

Ironbark Capital Limited's website can be accessed at www.ironbarkcapital.com. The objective of the website is to provide shareholders and potential investors with information that will assist them to assess the Company's performance and to provide them with access to the information released by the Company.

All announcements to the ASX are available from the website via a direct link to the ASX website. These include:

- Monthly Net Asset Backing per share;
- Half Year Report, Appendix 4D;
- Full Year Report, Appendix 4E;
- Annual Report;
- Notice of Annual General Meeting and Explanatory Memorandum;
- The Chairman's Address to the Annual General Meeting and
- Investment Manager Presentation.

The Board encourages shareholders to take advantage of receiving the monthly ASX NTA announcements, Annual Report and other shareholder communications through electronic notification by the Share Registry. Alternatively, this information can be obtained via the Company's website. Should Shareholders be unable to obtain this information by electronic means, a hard-copy of the documents requested can be obtained by contacting the Company Secretary on (02) 8917 0399 or the Share Registry on 1300 737 760.

SHAREHOLDER ENQUIRIES

Shareholders should contact the Share Registry with any enquiries relating to their shareholding:

Boardroom Pty Limited
Level 12,
225 George Street,
Sydney NSW 2000
Phone: 1300 737 760 or +61 2 9290 9600

Any enquiries regarding the Company and its investments should be directed to:

Ironbark Capital Pty Limited
Suite 607,
180 Ocean Street
Edgecliff NSW 2027
Phone: 02 8917 0399

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BOARD PERSPECTIVE ON RISK

The Board considers risk to include anything that hinders the sustainable achievement of objectives and results.

In developing a risk management policy, it aims to identify Ironbark Capital Limited's material risks and analyses the risk management, internal compliance and control systems in place, and of the effectiveness of their implementation.

The Board's risk appetite is considered conservative on the basis that any risk exposure is at a reasonable level.

FUNCTIONS

The Board is responsible for ensuring the existence of an efficient and effective system of internal controls. In this regard, the Board has adopted a risk management framework to assess the effectiveness of the risk management process and controls.

The Board has delegated the role of reviewing the risk profile and reporting on the operation of the internal control system to the Audit Committee. The external auditor is required to report on control issues as part of their audit and attends the Annual General Meeting where they are available to respond to shareholder questions in relation to the audit.

The Audit Committee (a) requires outsourced service providers fulfilling the role of executive management to report half yearly on the operation of internal controls, (b) reviews the external audit of internal controls and liaises with the external auditor and (c) conducts any other investigations and obtains any other information it requires in order to report to the Board on the effectiveness of the internal control system.

Due to the structure and size of the Company, it does not have an internal audit function.

MATERIAL BUSINESS RISKS

The following risks have been identified by the Board as having the potential to significantly or materially impact the company's performance:

- a. Administrative risks including operational, compliance and financial reporting; and
- b. Market related risks

(a) Administrative risks

The Board is primarily responsible for recognising and managing administrative risks including (a) operational, (b) compliance and (c) financial reporting. The Company has outsourced its administrative functions to service providers, National Nominees (custody), Kaplan Funds Management Pty Limited (accounting and Company Secretarial) and Kaplan Funds Management Pty Limited (investment management). Accordingly risk issues associated with these activities are handled in accordance with the service providers' policies and procedures. Certificates of insurance currency are obtained annually from all key service providers.

In accordance with section 295A of the Corporation Act 2001, the CFO (accounting and administration) will confirm half-yearly in writing to the Board that in all material respects:

- The financial records of the company have been properly maintained in accordance with section 286 of the Corporations Act 2001;
- The financial statements and notes comply with the Accounting Standards; and
- The financial statements and notes give a true and fair view.

In addition, they will confirm half-yearly in writing to the Board that the declaration provided above:

- is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks; and
- all material business risks have been effectively managed.

(b) Market related risks

The Board is also primarily responsible for recognising and managing market related risks. By its nature as a Listed Investment Company, the Company will always carry investment risk because it must invest its capital in securities which are not risk free. However, the Company seeks to reduce this investment risk by a policy of diversification of investments across industries and companies operating in various sectors of the market.

The investment manager, Kaplan Funds Management Pty Limited, is also required to act in accordance with the Board approved investment mandate and to report to the Board half-yearly that they have invested the Company's assets in accordance with the approved mandate. The investment mandate allows the use of derivatives provided they are not used to produce financial exposures that would result in short selling or the leveraging of the portfolio. The Investment Manager provides portfolio and performance results to the Board on a monthly basis. Kaplan Funds Management Pty Limited has its own compliance and risk management obligations as the holder of an AFS licence.

In assessing the Company's risk tolerance level the Board considers any instance which materially affects the Company's Net Tangible Asset backing, which is announced monthly in a release to the ASX.

The Company does not consider it has any material exposure to economic, environmental or social sustainability risks.

PERFORMANCE EVALUATION POLICY
IRONBARK CAPITAL LIMITED
30 JUNE 2019

OBJECTIVE

To formally assess the performance of the Board and its committees, whereby feedback is given to individuals to assist in the enhancement of their performance.

FUNCTIONS

The Chairman will be responsible for the review of the Board's performance as a whole. The Board will review the performance of the Chairman. Individual directors are subject to continuous review by the Chairman.

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The Board considers diversity to include factors such as gender, race, age, experience, religion, disability and cultural background.

The Diversity Policy of Ironbark Capital Limited (“the Company”) is limited to Board diversity as the Company has no employees. As such, the Company’s Diversity Policy is appropriate for a company of its nature and size.

The financial, administration and company secretary roles are provided to the Company by Kaplan Funds Management Pty Limited. The Company’s Board oversees the performance of the services provided by Kaplan Funds Management Pty Limited as part of its governance role.

The Board reviews the requirements and composition having regard to diversity, which will be appropriate to the Company’s circumstances. When the Board is looking for a new Director, the appointment will ultimately be based on merit which will take into consideration the person’s experience and ability to deliver the corporate goals of the Company.

Currently, the Board has three Directors, all male, and a female Company Secretary.

BOARD & COMMITTEE MEMBERS
IRONBARK CAPITAL LIMITED
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BOARD OF DIRECTORS

Michael Cole (Chairman)
Ian Hunter
Ross Finley

AUDIT COMMITTEE

Ian Hunter (Chairman)
Michael Cole
Ross Finley