fisherfunds

Fisher Funds

Board Charter

November 2026



1. PURPOSE

This Board Charter **('Charter')** sets out the roles and responsibilities of the Board and Directors, including formal delegations to management, of Fisher Funds Management Limited (FFML) and its Related Companies.

Any reference to a 'Board' or 'Director' shall mean the Board and Directors of FFML and/or any of its Related Companies, as the context requires.

'Related Company' means any related company of Fisher Funds as defined in the Companies Act 1993, except that 'company' when used in that definition shall also mean any limited partnership as defined in the Limited Partnerships Act 2008.

The Charter highlights the values, principles and practices that underpin the function of the Board of Directors and identifies the principles of corporate governance that assist Directors in performing their duties.

This Charter does not attempt to provide a complete record of all formal and informal rules relevant to the Board.

2. ROLE OF THE BOARD

The Board is responsible for the governance and control of the activities of Fisher Funds. Corporate governance structures and practices must encourage the creation of value for Fisher Funds' shareholders while ensuring the highest standards of ethical conduct, supporting the achievement of good outcomes for clients, and providing control systems appropriate to the risks faced by Fisher Funds.

In practice, the Board operates through delegation, in part, to the Chief Executive Officer and other executives who are charged with the day-to-day leadership and management of Fisher Funds.

3. FISHER FUNDS CONDUCT MANAGEMENT PROGRAMME AND CONDUCT PRINCIPLES

The Board has adopted a Conduct Management Programme, including a set of Conduct Principles.

The Conduct Management Programme assists Fisher Funds to deliver good client outcomes by providing a framework, with a conduct lens, for considering the role of and effects on the client throughout the Fisher Funds' product lifecycle from product development to market offering (including the use of intermediaries), through to post-sales analysis, on-going servicing and complaints.

4. FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

The Board operates in accordance with all applicable laws and regulations and the constitutions of FFML and/or a Related Company, as the case may be.

The Board's responsibilities include:

- Approving the strategic direction of Fisher Funds and the corresponding business strategies and objectives that give effect to the strategic direction.
- Reviewing and approving the budgets for each financial year and financial forecasts during each financial year, as well as monitoring the financial performance and financial position of Fisher Funds against the relevant budget and forecast.
- Reviewing and approving (where required by the Delegation and Authorities policy) business plans and significant capital expenditure, as well as monitoring the progress and outcomes of the associated initiatives.
- Approving and regularly reviewing Fisher Funds' key policies and procedures, this Charter and all Board committee charters.
- Overseeing the operation of Fisher Funds' business to ensure that it is being managed appropriately and operates in an honest, ethical and responsible manner.
- Monitoring the operations of Fisher Funds' business to ensure it is managed appropriately to help deliver good client outcomes.
- Monitoring adherence with Fisher Funds' internal compliance programmes to oversee regulatory, policy and contractual compliance.
- Maintaining appropriate risk management practices, including those relating to workplace health and safety.
- Monitoring the integrity of the financial reporting process to ensure the timely and accurate reporting of financial results, consistent with all legal and regulatory requirements.
- Overseeing Fisher Funds' cyber security and operational resilience, including satisfying itself that appropriate governance, risk management, incident response and recovery arrangements are in place.
- Where applicable, managing the appointment, remuneration and performance of any Chief Executive Officer.
- Where required by legislation, monitoring Climate Reporting Entities' (CRE)[1] compliance with climate-related disclosure regulations, ensuring effective policies and procedures are implemented to address the evolving risks and opportunities arising from climate change.

- Where required by legislation, approving the annual climate statement[2] for each CRE.

5. GOVERNANCE ROLES AND DELEGATIONS

Board
The Board has overall responsibility for the strategy, culture, governance and performance of Fisher Funds.

The Board has appointed sub-committees of the Board (outlined in section 6 of this Charter) to assist it in carrying out its responsibilities.

Directors must use reasonable care and exercise independent professional judgment at all times.

The Board and the sub-committees are entitled to require management personnel to report directly to them at their respective meetings and each may directly engage external experts at the cost of FFML or a Related Company, as the case may be.

Chair
The Chair is appointed in accordance with the terms of the FFML TopCo Limited Shareholders' Agreement **("Shareholders' Agreement")** and otherwise in accordance with the constitution of FFML or a Related Company, as the case may be.

The Chair's role is to foster a constructive governance culture, manage the Board effectively and provide leadership to the Board and management.

The Chair is separate from the Fisher Funds' Chief Executive Officer. The relationship between the Chair and Chief Executive Officer is important as it facilitates effective working relationships between the Board and management.

Chief Executive Officer
The Board has delegated authority, in part, to Fisher Funds' Chief Executive Officer who is primarily responsible for the effective day to day management and leadership of Fisher Funds.

Specific delegations have been provided to the Chief Executive Officer through the Delegations and Authorities policy. Other executives are also provided with delegated authorities. These delegations cover matters such as expenditure limits, key contracts, and dealing with the media.

The delegations allow management to conduct business operations through a clear and controlled authority framework, taking into account budgets, compliance requirements and the objectives of the business, while retaining certain authorities solely for the Board.

6. BOARD COMMITTEES

[1] [2] The Financial Markets Conduct Act 2013 defines 'client reporting entity' and 'climate statement' Following the Government's announcement of its intention to exclude managed investment schemes from the definition of 'client reporting entity', from November 2025, Fisher Funds is not required to comply with the climate reporting obligations of the FMC Act, due to no action relief being granted Financial Markets Authority.
https://www.fma.govt.nz/business/services/climate-reporting-entities/no-action-relief-for-cres/

The Board has established committees to assist it in carrying out its responsibilities and adopted committee charters that set out the delegated function, responsibility and purpose of each committee.

Committee members are appointed by the Board of Fisher Funds and the committee charter provides who is responsible for appointing the Chair of that committee.

The Board of Fisher Funds is responsible for the oversight of all committees. Committees may make recommendations to the relevant Board, but do not make decisions on behalf of any Board unless specifically mandated to do so.

Each committee's charter is reviewed annually or more frequently if required.

There are four permanent committees which provide assistance to the Board of Fisher Funds:

- **The Audit and Risk Committee** – provides assistance to the Board in fulfilling its responsibilities in relation to Fisher Fund's financial reporting, internal controls structure, risk management systems and the external audit function.
- **The People and Performance Committee** – provides assistance to the Board with matters relating to the remuneration, recruitment, retention and performance measurement of any Chief Executive Officer, other selected executives, employees who are financial advisers and employees who are listed as key personnel in any retail fund update. The Committee is also responsible for diversity, inclusion and people related policies.
- **The Nominations Committee** – provides assistance to the Board with matters relating to the recruitment, retention, performance measurement and evaluating the balance of skills, knowledge and experience on the Board.
- **The Investment Strategy Committee** – ensures that Fisher Funds' investment approach is appropriate to meet the investment outcomes promised to clients generally; to consider material changes to investment policy matters (including fair dealing); to monitor the performance of portfolios and assess strategic and tactical asset allocation decisions.

A copy of each committee's charter is available on the Fisher Funds website.

From time to time the Board may establish other standing or temporary committees to consider or monitor specific projects or issues.

7. BOARD COMPOSITION

Composition and Independence
Subject to the Shareholders' Agreement, the Board will be structured in such a way, that as a collective group, it has the skill, knowledge, experience, and diversity to meet and discharge its responsibilities.

The number of Directors on the Board at any one time is determined in accordance with the Shareholders' Agreement and otherwise in accordance with the constitutions of FFML or a Related Company, as the case may be.

FFML and any related Company are privately held companies, and shareholders have rights to appoint Directors as their representatives as defined in the Shareholders' Agreement.

All Directors must act in the best interests of the FFML or a Related Company, as the case may be, irrespective of their independence. See also section 10 (Conflicts of Interest) of this Charter for more information.

Details about the current Directors, including their experience and background, are available on the Fisher Funds' website.

Tenure and Rotation
The shareholders are responsible for the appointment and removal of Directors in accordance with the Shareholders' Agreement. There is no maximum term of Director appointments or requirement to retire by rotation.

Induction
The Board seeks to ensure that new Directors are appropriately introduced to other Directors and management and are well acquainted with the business. New Directors receive an induction pack which includes key governance documents and policies.

Continuous Education
It is expected that all Directors continuously educate themselves to ensure that they have appropriate expertise and can effectively perform their duties.

In addition, briefings from key management and industry experts will be arranged for the Board where appropriate.

8. BOARD MEETINGS AND PROCEEDINGS

The Board meets as often as it deems appropriate. Typically, this is at least six times per year where the relevant entity is an authorised body or licence holder and less frequently otherwise. Additional meetings may be scheduled at the discretion of Directors, as deemed necessary to discharge their obligations.

A quorum will be formed when the requirements in the Shareholders' Agreement are met.

To enable appropriate review by Directors, Board papers are sent to Directors approximately one week in advance of Board meetings, (except in the case of a special meeting, for which the time period may be shorter due to the urgency of the matter to be considered).

Proceedings of all Board meetings are minuted and signed by the Chair, subject to prior circulation to Directors and approval by the Board. All discussions at Board meetings and the meeting minutes remain confidential unless there is a specific direction from the Board or disclosure is required by law. Board minutes are typically shared with external auditors.

Directors (with the prior consent of the Chair) may invite members of management and/or advisors to attend Board meetings as deemed appropriate to discuss or obtain further information on any matter.

When exercising judgement, the Board is entitled to rely on the honesty, integrity and advice of management and Fisher Funds' external advisors and auditors, but must not substitute reliance on the advice of management and third parties for the Board's own due consideration of the issues presented to it for review and approval.

In discharging their respective duties, individual Directors may (with the prior approval of the Chair) engage and consult with professional advisors from time to time, with any costs being met by FFML or a Related Company, as the case may be.

9. BOARD AND COMMITTEE EVALUATION

The Board conducts regular assessments of each Director to provide insights regarding the balance and mix of knowledge, skills and experience within its membership. The Board may request additional training or professional development for a Director following such an assessment.

Any gaps identified are highlighted to the shareholders to support selection of new Directors.

An annual self-evaluation of Board performance and the performance of each sub-committee are also conducted, with Directors' views sought on issues relating to Board process and support, efficiency and effectiveness, as well as openness and participation in Board discussions. The Board may also arrange for an independent evaluation of Board performance to be conducted at any time.

10. CONFLICTS OF INTEREST

Disclosure of Interests
Any transaction by Fisher Funds in which a Director has an interest must be entered in Fisher Funds' Interests Register and is reported to the Board at each meeting.

The constitution of FFML and each Related Company provides that where a conflict of interest exists in respect of any transaction entered into or to be entered into by Fisher Funds', the conflicted Director is nevertheless entitled to participate in any discussion in relation to the transaction and is entitled to vote on any issues relating to the transaction in which they are interested as if they were not interested in the transaction, but subject always to prior disclosure by the conflicted Director.

In addition, each Director must disclose to the Board at each meeting, all directorships they hold with other organisations to ensure the Board is aware of any potential conflicts of interest that might exist when Fisher Funds is contracting with other organisations.

It is expected that Directors will be sensitive to actual and perceived conflicts of interest that may arise and they are expected to give ongoing consideration to conflicts.

Gifts and Personal Gains
Directors must place the interests of clients first and before their own personal interests. Directors will not use for personal gain, opportunities that are discovered through the use of the Fisher Funds' property or information disclosed to Directors by virtue of their position as a Director.

Directors must not solicit gifts, hospitality or benefits from a client, supplier, business partner or other external party and must not accept or give any gift, hospitality or benefit that is likely to influence the commercial decision making of the receiver of the gift.

Insurance
Fisher Funds has Director and Officer Liability insurance. The costs of this insurance are met by FFML or the Related Company, as the case may be.

The existence of the insurance is disclosed in Fisher Funds' Interest Register.

REVIEW OF THE CHARTER

This Charter will be reviewed annually or more frequently if required.

If there is any inconsistency between the Board Charter and the constitution of FFML or a Related Company, as the case may be, the constitution will prevail.