

# Policy

(Board Approved)

# **Board Delegations of Authority**

# Document Number – GOV-POL-21

# 1.0 Policy Statement

In undertaking its role, the responsibilities exclusively reserved for the Stanwell Board of Directors (the 'Board') are documented in the Stanwell Board Charter.

Subject to these, this Policy serves as the mechanism by which the Board delegates specific standing powers and limits of authority to specified positions.

The general approach adopted by the Board to the delegation of its powers and authorities is that:

- decisions related to specific matters are reserved for the Board;
- certain powers and limits of authority are delegated to specified positions; and
- subject to the above, the Board delegates its power and authority to manage and supervise the management of the day-to-day operation of Stanwell to the Chief Executive Officer (CEO).

# 2.0 Scope

This Policy details the Board's delegations of certain powers and limits of authority to:

- a committee of directors;
- the Chair;
- individual directors; and
- the CEO.

# 3.0 Purpose

This Policy establishes a common understanding of:

- the specific matters that are reserved for Board decision; and
- the Board's delegation of certain powers and limits of authority to a committee of directors, to the Chair, individual directors and the CEO.

## 4.0 Content

# **Principles of Board delegation**

- 1. The Board retains exclusive accountability for its role and responsibilities as documented in the Board Charter and the matters reserved for Board decision as detailed in **Appendix 1**.
- 2. The Board and CEO are bound by the financial authority thresholds as detailed in Appendix 2.
- 3. Any action taken exercising a delegated authority allowed by this Policy must be undertaken within the limits of the delegation.
- 4. Unless otherwise specified, powers and authorities are delegated to a position and not to a person.
- 5. Unless otherwise specified, power and authorities delegated to a position extends to any person acting in that position.

WRITTEN BY: C. Olson EN	OORSED/CHECKED BY: C. Cook	APPROVED BY: Board	DATE: 3.12.2025
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- 6. Unless an appropriate Board delegation of power or authority exists, no person has any individual authority to commit Stanwell to obligations including making any representations or agreements with suppliers, customers, employees or other parties or organisations.
- 7. The delegations of the Board's power and authority are made pursuant to the *Corporations Act (Cth)*, the *Government Owned Corporations Act (Qld)* and the Stanwell Constitution. These provide that the business of a corporation is to be managed by or under the direction of directors and that the directors may, by resolution, delegate any of their powers to the CEO, a committee of directors or an individual director.
- 8. The law requires the Board to remain accountable for matters for which it has delegated authority. Therefore, the Board has implemented a framework of internal control over all delegates who exercise authorities on behalf of the Board.

### Delegation by the Board to committees of directors (Board Committees)

The Board may establish committees of directors ('Board Committees') and delegate some of the Board's 'reserve' power and authority to these committees either on a standing or ad-hoc basis.

The establishment of a Board Committee and the delegation of the Board's 'reserve' power and authority to a Board Committee must be implemented by a Board resolution.

The Board has established two standing Committees: the Audit and Risk Management Committee and the People and Safety Committee. As detailed in the respective charters, the Board has delegated some of its 'reserve' power and authority to these committees and the charters should be referred to where appropriate.

Board Committees are required to report to the next Board meeting on their use of any delegated authority.

In the event that a Board Committee is disestablished, the delegation of the 'reserve' power and authority automatically reverts to the Board.

## Delegation by the Board to the Stanwell Chair

The Board delegates the following power and authority to the Chair:

- approval of personal expenses (including travel and professional development) incurred by individual directors and the CEO in accordance with applicable Board and Stanwell policies;
- act as spokesperson for, and representative of, the Board;
- together with the CEO, act as joint spokesperson for Stanwell;
- in the absence of the CEO (or acting CEO), act as spokesperson for Stanwell; and
- review and respond to correspondence addressed to the Board or to the Chair (in consultation with directors as the Chair deems appropriate).

#### Delegation by the Board to the Chair of the Audit and Risk Management Committee

The Board delegates the power and authority to the Chair of the Audit and Risk Management Committee to approve the personal expenses (including travel and professional development) incurred by the Chair of the Board in accordance with applicable Stanwell policies.

#### Delegation by the Board to individual directors

Individual directors have no individual authority to participate in the day-to-day management of Stanwell except where the Board explicitly delegates an authority to a director individually. All such delegations must be implemented by Board resolution.



#### Delegation by the Board of ad-hoc power and authority

In addition to the delegations of the Board's power and limits of authority as detailed in this Policy, the Board may delegate the exercise of its power and authority on an individual basis for a particular purpose.

These include via Board resolutions and Powers of Attorney of defined or general application. The limits and/or restrictions of the delegations referred to in this Policy may be superseded by more specific and/or individual delegations.

#### Delegation by the Board to the Chief Executive Officer (CEO)

#### Excluding:

- matters specifically reserved for Board approval (Appendix 1);
- delegations of certain powers and limits of authority to specified positions as detailed in this Policy;
   and
- delegations by the Board of ad-hoc power and authority which have been granted on an individual basis for a particular purpose;

the Board delegates to the CEO its power and authority to manage and supervise the management of the day-to-day operations and activities of Stanwell.

In recognition that the CEO cannot perform or closely supervise all of the activities and functions involved in the conduct of Stanwell, the Board authorises the CEO to approve the sub-delegation of his/her power and authority as documented in the CEO Manual of Authorities.

The CEO has ultimate accountability for the CEO Manual of Authorities and the exercise of any subdelegated power and authority.

#### Framework of Internal Control

In exercising a delegated authority, a delegate must observe the following:

- 1. a delegate must exercise their authority subject to and in accordance with the law, and Stanwell's policies and procedures;
- 2. a delegate must not exercise their delegated power and authority if in doing so they would create an actual, perceived or potential conflict of interest;
- 3. authority limits apply to the complete transaction and are exclusive of GST. The splitting of transactions to allow a lower financial limit to be used is prohibited. Approval must always be sought for the final value of the total expenditure. If final expenditure exceeds or may exceed a delegate's authority limits; approval at a higher authority level must be obtained; and
- 4. delegations (and limits of authority) in this Policy prevail in the event of any inconsistency with delegations (and limits of authority) in other Stanwell policies (**excluding** the Board approved Stanwell Trading Risk Management or Financial Risk Management policies) and/or employee position descriptions.

# 5.0 Responsibilities and Authorities

The **Stanwell Board** has ultimate accountability for the Board Delegations of Authority Policy.

The **Chief Executive Officer** must ensure that:

- the financial transactions of Stanwell are executed within the scope of delegated authorities;
- Stanwell's systems of internal control adequately manage and monitor the implementation and operation of delegated authorities;
- the delegations of authority achieve the objectives of authority delegation and proper financial control; and



• the limits of authority detailed in this Policy (and the CEO Manual of Authorities) remain appropriate as Stanwell's circumstances change.

#### The Chief Financial Officer must:

- review the policy regularly and stay abreast of legal developments and make recommendations regarding any necessary policy changes and implications;
- advise the Executive Leadership Team and the Board about policy changes and their implications;
   and
- give advice, guidance and assistance about the application of the Policy.

# 6.0 Review and Consultation (Prior to Approval)

The Executive Leadership Team and the Stanwell Board

This Document is required to be reviewed, at a minimum, every two (2) years.

# 7.0 Communication Plan (After Approval)

This Policy is available electronically in Content Manager and is available on GenNet and Stanwell's website via the Publication Scheme.

### 8.0 Definitions

Delegate The person(s) occupying the position that has been delegated power and

authority

Specified position A committee of directors, the Chair of the Board, the Chair of the Audit and

Risk Management Committee, the Chair of the People and Safety

Committee, individual directors and the CEO

Stanwell or Company Stanwell Corporation Limited

# 9.0 References (Including Records Management)

**Board Charter** 

Board Handbook

Audit and Risk Management Committee Charter

People and Safety Committee Charter

**CEO Manual of Authorities** 

Code of Conduct and Code of Conduct Framework Policies

Financial Risk Management Policy

Trading Risk Management Policy

Investment Guidelines for Government Owned Corporations



# 10.0 Revision History

Rev. No.	Rev. Date	Revision Description	Author	Endorser	Approved By
1-9		Number used for Legacy TEC. Refer to Previous versions			
	1/7/2011	New Policy as a consequence of the Genco restructure	J McDonald		Board
10	12.02.2013	Substantial revision of Policy GOV-POL-21 allocated, and replaces policy created and saved into Genco 2 Record No 11/61	K Buckley		Board
11	26.03.2015	Non-material revisions made to reflect changes to legislation and internal governance processes	K Buckley		Board
12	30.06.2015	Amended to include the definition of a short to medium term energy contract and the conditions that Stanwell must meet in relation to this.	K Buckley		Board
13	18.05.2017	Amended to reflect:  the approval process for renewable Power Purchase Agreements; and revised sustainable capital expenditure approval requirements for statutory overhauls	K Buckley		Board
14	29.08.2019	<ul> <li>Amended to reflect:         <ul> <li>that Board approval is required for acting Chief Executive Officer and Senior Executive positions where the delegate acts for greater than 4 weeks;</li> <li>removal of the outdated practice of application of a Company Seal, Forecast Report and Half year report;</li> <li>the new Enterprise Risk Management Framework; and</li> <li>that Stanwell's shareholding Ministers have revoked the methodology which allowed projects in excess of \$15 million to receive their approval via the Statement of Corporate Intent approval process.</li> </ul> </li> </ul>	K Buckley		Board
15	24.03.2020	Amended to reflect the board's request that Board approval is required for all agreements for the sale of coal from the Tarong Power Station to third parties, greater than 12 months.	K Buckley		Board
16	10.02.2022	Amended to reflect board approval providing delegated authority to the Chief Executive Officer to approve acting Senior Executive appointments that do not exceed a period of 12 weeks	K. Buckley		Board
17	26.08.2022	Biennial review undertaken. Non-material amendments required.	K Buckley		Board
18	25.08.2023	Amended to reflect CEO authority to approve budget reclassifications and increase Level 3 authority limits.	K Buckley		Board
19	25.07.2024	Amendments made to CEO financial authority levels and to clarify CEO authority in relation to existing agreements and contracts.	K Buckley		Board



Rev. No.	Rev. Date	Revision Description	Author	Endorser	Approved By
20	26.10.2025	Amendments made to reflect the upfront approval mechanism within the Electricity Maintenance Guarantee as advised in the Stanwell - Shareholder Expectations Letter from shareholding Ministers. Minor other changes to improve clarity and consistency.	C Olson	Audit and Risk Management Committee	Board



### Appendix 1 - Reserved for approval by the Board (1)

#### **Chief and Senior Executives**

Appointment (upon the receipt of prior shareholding Minister approval) and removal of the Chief Executive Officer (2)

Appointment and removal of Senior Executives (2)

Appointment and removal of the Company Secretary (3)

Chief Executive Officer acting appointments greater than 4 weeks and Senior Executive acting appointments greater than 12 weeks<sup>(2)</sup>

Secondary employment activities of the Chief and Senior Executives (2)

Organisational structure (2)

Chief and Senior Executive position descriptions (2)

The appointment of remuneration consultants engaged to provide advice on matters relating to remuneration arrangements for the Chief and Senior Executives <sup>(7)</sup>

Performance reviews and policies governing the eligibility, assessment and approval of performance payments for chief and senior executives (2)

Succession plans for the Chief and Senior Executives and other business critical roles (7)

Policies in relation to appointment and remuneration arrangements for the Chief and Senior Executives (2)

#### **Culture and Employee Relations**

Enterprise Agreement bargaining frameworks (5)

Remuneration frameworks, policies and strategies for contract employees (6)

The setting and/or achievement of the corporate component of the Stanwell Incentive Scheme (2)

Values and Purpose statements (7)

The Way We Work - Code of Conduct and underlying policy framework (6)

Policies in relation to equity, inclusion and diversity, employee superannuation and human resource planning (7)

## Financial Management and Reporting

Annual budget and five-year financial plan (4)

Financial statements, Directors' Report, Directors' Declaration for the financial year ending 30 June (3)

Accounting policies, accounting standards and assumptions used in critical accounting estimates upon which the financial statements are based (3) (4) (5)

Ordinary and special dividends (3)(4)

Policies in relation to travel (5)

Policies in relation to corporate hospitality and discretionary expenditure (5)

Community Service Obligations (10)

Policies and frameworks in relation to Project Governance

#### Governance

Related party transactions (3)

Appointment of an attorney-in-fact pursuant to a Power of Attorney or otherwise (3)

Establishment and membership of Board Committees (4)(11)

Appointment of directors to subsidiary companies (3) (4)

Incorporation, acquisition, disposal or liquidation of any subsidiary company or controlled entity (4)(11)

Board and Board Committee Charters (6)

Board Handbook (6)

Delegations of the Board's power and authority (3)

Board Delegations of Authority Policy (3)

Changes to the Constitution of Stanwell and its wholly-owned subsidiaries (4) (11)

Any policies applied by the Government to Government Owned Corporations, requiring Board approval (4)

Policies in relation to the management of 'Public Official' complaints (12)

Appointment of an employee as Stanwell's representative to an external body

## Health, Safety and Environment



Health, Safety and Environment Policy (8 & 9)

#### **Internal Audit**

Internal Audit Charter, annual internal audit plan and five year strategy (6) (7)

#### Insurance

Insurance renewal strategy (7)

Annual review of insurance covers (including premiums and deductibles) (7)

#### **Risk Management**

Six-month Enterprise Risk Report (7)

Risk Appetite Statement

Policies in relation to Enterprise Risk Management and Business Resilience (7)

Risk Evaluation Matrix (7)

Trading Risk Management Policy (5)

Policies in relation to financial risk management (5)

#### Stakeholder engagement

Stakeholder Engagement Strategy (7)
Policies in relation to stakeholder engagement
Annual Report theme and concepts (3) (4)
Quarterly Report to shareholding Ministers (4)

#### Strategy

Stanwell's strategic goals and strategic measures of success (7) Statement of Corporate Intent and Corporate Plan (4)

#### Notes

- (1) As detailed in the Board and Board Committee Charters, the *Corporations Act 2001* (Cth), the *Government Owned Corporations Act 1993* (Qld) and various Government policies applicable to Government Owned Corporations
- (2) Policy for Government Owned Corporation Chief and Senior Executive Employment Arrangements V2
- (3) Corporations Act 2001 (Cth)
- (4) Government Owned Corporations Act 1993 (Qld)
- (5) Policies applied to GOC's by Government requiring Board approval and/or Guidelines applied by the Shareholder and Structural Policy division of Queensland Treasury.
- (6) Corporate Governance Guidelines for GOCs
- (7) Board or Board Committee Charter
- (8) Work Health and Safety Act 2011 (Qld)
- (9) Various State and Federal environmental legislation
- (10) Community Service Obligations A Policy Framework
- (11) Shareholding Minister approval is required for the establishment of standing Board committees; and the incorporation, acquisition, divestment or liquidation and Constitutions of subsidiaries or controlled entities.
- (12) Crime and Corruption Act 2001 (Qld)



## Appendix 2 – Financial Limits of Authority

- 1. These financial limits of authority are subject to the *Queensland Government GOC Investment Guidelines* and other notifications and correspondence received from Stanwell's shareholding Ministers from time to time.
- 2. The financial limits of authority listed below prevail in the event of any inconsistency with delegation (and limits of authority) in other Stanwell policies (excluding the Board approved *Trading Risk Management Policy* or *Financial Risk Management Policy*) and/or employee position profiles/descriptions.

	Category	Stanwell Shareholding Ministers – Level 1	Stanwell Board of Directors – Level 2	Stanwell Chief Executive Officer – Level 3
1.	Major Investments <sup>(1) (6) (10) (15)</sup>			
	1.1 Asset divestment or purchase	>\$15 million	\$10 million to \$15 million	\$10 million
	1.2 Leases	>\$15 million	\$10 million to \$15 million	\$10 million
	1.3 Major projects (individual capital projects)  – for example IT projects and investments to achieve strategic objectives (1) (2) (3) (6) (12) (15)	>\$15 million  Not applicable if investment is required by Stanwell to implement its 5-year asset management plan, as amended from time to time (15)		\$10 million (if expenditure is within the Board approved capital budget)  \$5 million (if expenditure is above the Board approved capital budget)
	1.4 Overhaul delegation – power station or	Not applicable	Not applicable	Unlimited



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	mining plant and equipment – authority to			(if expenditure is
	approve expenditure or commitment <sup>(2)</sup>			within the Board
				approved capital
				budget)
	1.5 Major project (individual capital projects).	Not applicable	Unlimited	For investments
	Authority to approve expenditure or			required by Stanwell
	commitment (once approved by			to implement its 5-
	Board/shareholding Ministers as applicable)			year asset
				management plan, as
				amended from time,
				unlimited (if
				expenditure is within
				the Board approved
				'whole of
				organisation' capital
				expenditure budget).
				For all other projects,
				Unlimited (if
				expenditure is within
				the Board approved
				individual capital
				project budget)
	1.6 Contracts (4) (5) (6) (7) (8) (9)	>\$15 million	\$10 million to \$15	\$10 million
	Revenue (including SAMCo contracts)		million	
	• Supply			
2.	Operational commitments or approvals (9) (10) (11) (12) (13) (15)			
	2.1 Within annual budget	Not applicable	Unlimited	\$15 million
	2.2 Above annual budget	Not applicable	Unlimited	\$10 million (in
	2.2 Operational commitments directly velated	Netapplicable	Unlimited	aggregate) Unlimited
	2.3 Operational commitments directly related	Not applicable	Uniimited	
	to deriving electricity and coal export revenue – authority to approve expenditure (13)			(if expenditure is within the annual
	additionty to approve expenditure,			Board approved
				operational
				expenditure budget)
3.	Sponsorships and donations	Not applicable	>\$100 thousand	\$100 thousand
4.	Treasury			
	Financing and Debt Management	Not applicable	As per the limits	As per the limits
	4.1 Operating either Funding Facilities or		detailed in the	detailed in the Board
	Transactional Facilities within the terms of		Board approved	approved Financial
	the facility documentation		Financial Risk	Risk Management
	4.2 Operation of existing bank accounts		Management Policy	Policy
	including approval of signatures for			
	negotiable instruments			
	4.3 Approve draw-downs and repayments			



	against approved loan agreements			
	4.4 Issuance of Long-term Debt including any			
	roll-over of previously issued amounts			
	4.5 Approval of external bank loan	Not applicable	As per the limits	As per the limits
			detailed in the	detailed in the Board
			Board approved	approved Financial
			Financial Risk	Risk Management
			Management Policy	Policy
	4.6 Approval of guarantee, indemnity or letter	Not applicable	As per the limits	As per the limits
	of comfort	Two tappineasie	detailed in the	detailed in the Board
	of connoce		Board Approved	approved <i>Financial</i>
			Financial Risk	
				Risk Management
			Management Policy	Policy
	The following are <b>authorised</b> to <b>execute</b>			
	documents in relation to new Transaction			
	Facilities, extending or enlarging existing			
	Transactional Facilities:			
	- any two directors, or			
	- a director and company secretary			
5.	Assets (and Accounting - in accordance with			
	Stanwell policies and procedures)			
	5.1 Asset impairments and write-downs,	Not applicable	>\$10 million	\$10 million
	write- ups			
		Not applicable	Not applicable	Unlimited
	5.2 Accounting journal entries (approve journal			
	entries, prepayments, accruals, provisions			
	and other accounting adjustments)			
6.	Legal			
	6.1 <u>Insurance Claims</u> - settlement of insurance	Not applicable	>\$10 million	\$ 10 million
	claim(s), in aggregate or a series of related		,	
	claims (14)	Not applicable	>\$10 million	\$10 million
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	6.2 <u>Litigation</u> - commencement, defence or			
	settlement of any proceeding, in aggregate			
	or a series of related claims (14)			
	or a series or related Claims ***			
1				

### Notes.

- (1) 'Major Investment' means a project involving in aggregate (whether in one or a series of related transactions) commitments or expenditure that requires Level 1 or Level 1 and Level 2 approval.
- (2) If the major project is **within the Board approved capital budget**, only those major projects in excess of \$10 million require Board approval. This requirement does not apply to power station or mining equipment overhauls. Once the Board has approved the capital budget, overhaul projects may be approved by the Chief Executive Officer, if the expenditure is within the Board approved capital budget.
- (3) If the Board approved capital budget and financial limits of authority detailed above **are not exceeded**, capital expenditure in one area or expense element can be used for actual expenditure in another existing capital project.



- This does not mean that the capital budget can be used to fund any operational expenditure or vice versa. If the expenditure cannot be accommodated within the capital budget, it is considered to be **out of budget** and will require Board approval if in excess of \$5 million.
- (4) Level 1 approval **is required** for all new (or renewed) contracts such as revenue contracts and coal and gas supply contracts greater than \$15 million. It **is not required** for new (or renewed) operating expense contracts (such as a test burn of a particular type of coal), short to medium term energy contracts (defined as a contract of up to ten years in duration see Note 7 below) or purely financial investments (e.g. derivatives) and regulated network support agreements greater than \$15 million.
- (5) Level 2 approval **is required** for **all** new (or renewed) contracts, commitments or liabilities greater than \$10 million. This includes but is not limited to major contracts, operating expense contracts and regulated network support agreements greater than \$10 million (in aggregate, whether in one or a series of related transactions). This excludes all actions (including transactions) authorised by the *Trading Risk Management Policy* and the *Financial Risk Management Policy*. It also excludes any standing offer or panel provider arrangements which confirm pricing and do not represent a commitment by Stanwell to quantities or minimum purchasing requirements and coal contracts used to test burn a particular type of coal.
- (6) Shareholding Ministers must be notified of all investments exceeding \$10 million.
- (7) Level 1 approval is required for energy contracts:
  - with a duration of in excess of ten years;
  - that are comprised of a single contract, or are with a single counterparty, for in excess of 5% of Stanwell's installed capacity; and
  - Stanwell must notify shareholding Ministers of any new contracts with a duration of in excess of five years in its quarterly report. The information provided should include details regarding the duration of the contract, the maximum/minimum MW contracted and the risk mitigation features of the contract/negotiation process.
- (8) Level 1 approval is required for the purchase of all renewable Power Purchase Agreements (PPAs):
  - with a duration in excess of five (5) years; and
  - that are in excess of 50MW.
- (9) Level 2 approval is required for all coal supply contracts from the Tarong Power Station (to third parties) with a duration in excess of one year.
- (10) For existing Board/shareholding Minister approved agreements or contracts, the Board **delegates authority** to the CEO to:
  - a. approve and execute a Novation or Consent to Change of Control, Variation(s) with no financial impact
  - exercise options to extend (if these options were contemplated within the original approval and are within the CEO's financial limit of authority)
     provided that:
  - commercial due diligence has been undertaken in accordance with an approved Stanwell framework/protocol; and
  - the Novation, Change of Control, or Variation does not materially change the scope or risk exposure to Stanwell (in the opinion of the CEO).

Exercise of this delegation will be reported to the next Board meeting via the monthly CEO Report.

- (11) .As long as the **total** Board approved annual operating budget is **not exceeded**, operational expenditure budgeted in one operational area or expense element can be used for actual operational expenditure in other operational areas. This does not mean that the annual operating budget can be used to fund capital projects or vice versa. If the expenditure cannot be accommodated within the annual operational expenditure budget it is considered to be **out of budget** and will require Board approval if in excess of \$10 million.
- (12) **Authority to approve** the reclassification of **individual capital projects** in the Board approved annual budget (that are under \$10 million) as **operational expenditure** or **operating project expenditure** as **capital project expenditure** (as required under Australian Accounting Standards), is delegated to the **CEO**. Movements between the annual capital and operating budget must be reported to the next Board meeting via the monthly CEO Report.
- (13) Authority to approve the following operational commitments is delegated to the CEO:
  - a. Expenditure directly related to deriving electricity and coal export revenue (operating expenses). This includes but is not limited to, monthly invoices from the mining services contractor, mine explosives contract, contracted fuel purchases, long term pooling/tolling arrangements, transport costs associated with fuel purchases, water costs, network connection and access costs, employee wage and salary costs.



- b. Expenditure that complies with Stanwell policy and statutory legislation payments (such as the payment of taxes).
- (14) The commencement, defence or settlement of significant litigation or settlement of an insurance claim(s) not requiring Board approval must be reported to the next Board meeting ('Significant' means >\$1 million and includes in respect of litigation, significant impact on Stanwell's reputation).
- (15) As per the Electricity Maintenance Guarantee, upfront shareholding Minister approval is provided for all investment required by Stanwell to implement its 5-year asset management plan, as amended from time to time, including all overhaul and sustaining capital expenditure to ensure safety, statutory compliance, asset integrity, and asset performance.