

DIVERSA LIMITED

BOARD CHARTER

THE CONSTITUTION

The Constitution of the Company is a primary corporate governance document. Compliance with the provisions of the Constitution must be adhered to by the Board.

COMPOSITION OF THE BOARD

The Constitution provides for a minimum of three Directors and a maximum of ten Directors. The Board strives to achieve the following composition where possible noting its current stage of development and activities:-

- A majority of the Board will be independent non-executive Directors; and
- The Chairman is to be an independent non-executive Director; and will include
- The Managing Director/Chief Executive Officer ("MD/CEO").

ROLE

The key objectives of the Board are to:

- Represent the interests of shareholders; and
- Oversee the efficient management of the Company.

RESPONSIBILITIES

The Board is responsible for:-

- Consideration and approval of corporate strategy proposed by MD/CEO and monitoring its implementation;
- Approving and overseeing/monitoring financial and other reporting to shareholders, employees and other stakeholders of the Company;
- Ensuring that the Company has appropriate human, financial and physical resources to execute Company strategies;
- Appointing, removing and monitoring the performance of the MD/CEO and ratifying the appointment and, where appropriate, the removal of the Chief Financial Officer ("CFO") and the Company Secretary;
- Reviewing the effectiveness of Company policies and procedures regarding risk management, internal control and accounting systems;
- Ensuring appropriate corporate governance structures are in place including standards of ethical behaviour and a culture of corporate and social responsibility.

COMMITTEES

To assist the Board in fulfilling its duties and responsibilities, the following committees may be formed and their charters will be approved by the Board in the future:-

- Audit and Risk Management Committee;
- Remuneration and Nomination Committee.

As the Board has not had more than four members at any time in recent years, it was considered unnecessary to form a separate Audit and Risk Management Committee and Remuneration and Nomination Committee, and the Board as a whole performs these functions.

THE CHAIRMAN

The Chairman is responsible for:-

- Leadership of the Board;
- The efficient organisation and conduct of the Board's functions;
- The promotion of constructive and respectful relations between the Board members and between the Board and management;
- Contributing to the briefing of Directors in relation to issues arising at Board meetings;
- Facilitating the effective contribution of all Directors; and
- Committing the time necessary to discharge effectively the role of Chairman.

POLICIES AND PROCEDURES

The Company has in place the following policies and procedures which apply personally to Directors as well as executive management and employees (where appropriate):-

- Appointment of Directors – Policy & Procedure;
- Share Trading Policy;
- Code of Conduct;
- Continuous Disclosure Policy;
- Shareholders Communication Policy;
- Risk Management Policy;
- Performance Evaluation Policy & Procedure.

ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- The Board and appointed Committees, if any, are to be provided with the information they need to efficiently discharge their responsibilities;
- Management should supply the Board and appointed Committees, if any, with information in a form, timeframe and quality that will enable them to effectively discharge their duties;
- Directors are entitled to request additional information where they consider that the information supplied by management is insufficient to support informed decision-making.

Any Director may seek independent professional advice as considered necessary at the Company's expense with the prior approval of the Chairman.

WRITTEN RESOLUTIONS & REGISTERS

The Directors must cause resolutions and minutes to be entered in minute books of the Company within one month of the relevant meeting. Minutes must contain the names of those Directors present, any conflict details and proceedings of meetings. The required registers are to be maintained.

REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board's objectives, duties and responsibilities.