

Board Charter

Role

The primary role of the board is to provide effective governance over company affairs (including its strategic direction, establishing goals for management, and monitoring the achievement of those goals) to ensure the interests of shareholders are protected; and the confidence of the merchant acquiring market is maintained whilst having regard for the interests of all stakeholders including customers, employees, suppliers and local communities.

In carrying out its responsibilities and powers as set out in this Charter, the board will at all times recognise its overriding responsibility to act honestly, fairly, diligently and in accordance with the law.

Composition*

The board shall be constituted in line with all requirements of APRA Prudential Standard 510 (The Standard) and will comprise no more than 7 directors and no less than 5, of whom a majority will be independent, non-executive directors at all times. The directors shall appoint a Chairman of the Board. The Chairman will be one of the non-executive directors whom are deemed by the Board, to be independent, as defined by The Standard. Board renewal is addressed separately within the Framework.

*It is noted within the Framework that MoneySwitch Limited has been granted a temporary exemption (Variation) under Paragraphs 16 and 17 of the Standard. The variation expires on 1 October 2009. Separate to the Framework the Board of Directors have documented a plan (yet to be approved by the Board of Directors) including a strategy to progressively comply with The Standard in full, specifics of which will be progressively implemented on, or before the 1 October 2009.

Independence

In line with The Standard the Board has adopted the following policy in regard to director independence, which includes:

- Specific criteria for determining the independence of directors a register of which Will be recorded; and
- Specific criteria for determining the materiality of a director's association or business relationship with the company, a register of which will be recorded.

An independent director is a non-executive director (i.e. is not a member of management) and also satisfies the following criteria which is consistent with the ASX guidelines and the Standard.

1. is not a substantial shareholder* of the company or an officer of, or otherwise associated directly with, a substantial shareholder of the company;

TM

2. within the last three years has not been employed in an executive capacity by the company or another group member, or been a director after ceasing to hold any such employment;
3. within the last three years has not been a principal of a material professional adviser or a material consultant to the company or another group member, or an employee materially associated with the service provided;
4. is not a material supplier or customer of the company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
5. has no material contractual relationship with the company or another group member other than as a director of the company;
6. has not served on the board for a period which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the company; and
7. is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the company.

*For the purpose of this policy definition, "substantial shareholder" is a member with a shareholding of more than 5% of total issued shares (consistent with the "substantial holding" definition as defined in section 9 of the Corporations Act.

The Board will annually conduct an assessment of director independence with reference to the definition outlined above.

Meetings

The Board shall meet as often as deemed necessary by the directors in order to fulfil their duties and responsibilities as directors and as dictated by the needs of the business, but shall, in this regard be guided by the requirements of The Standard. It is expected that under normal circumstances the board will meet at least once bi-monthly. A meeting of the board can be convened by the Chairman, the Managing Director or a Director.

The non-executive directors of the board will meet together without the presence of executive directors at least two times per year to discuss matters pertaining to the company's executive management.

A quorum shall consist of a majority of board members unless the board comprises an even number of directors then the quorum shall be half that number.

Conflicts of Interest

Directors must keep the board advised, on an ongoing basis, of any interest that could potentially conflict with those of the company. If any matter is to be discussed at a

TM

meeting of the board which would involve one or more directors having a material conflict of interest, then those directors;

- will declare that conflict of interest;
- will not receive the relevant papers;
- will not be present at the meeting whilst the matter is considered; and
- will not participate in any decision on the matter or be informed the decision has been taken.
- A register of any such conflicts or potential conflicts will be kept.

Confidentiality

All proceedings of the board, including papers submitted and presentations made to the board, shall be kept confidential and will not be disclosed or released to any person other than board members, except as required by law or as agreed by the board.

Access

The board shall have access to executives and other employees of the group, subject to prior notification and agreement to timing by management or the Chairman (which can not be unreasonably withheld). The company has entered into an agreement with each director which gives them the right to access, for a period of 7 years after their retirement from the board, any board papers made available to the director during their tenure as a director of the company.

Professional Advice

The board collectively and each director individually may take, at the company's expense, such independent professional advice as is considered necessary to fulfil their relevant duties and responsibilities. Individual board members seeking such advice must obtain the approval of the chairman (which may not be unreasonably withheld) and the advice will be made available to all board members as appropriate.

Code of Conduct

Each member of the board shall abide by the terms of the Tyro Limited Employee Code of Conduct in all dealings with and on behalf of the group.

Duties and Responsibilities

Corporate Governance

- Conduct the meetings of directors and the board committees and the affairs of Tyro Limited having full regard for best corporate government practices including the ASX Principles of Good Corporate Governance and Best Practice Recommendations.
- Ensure that executive management implement and maintain a system of good corporate governance including the adoption of the Tyro Limited Employee Code of Conduct applicable to all employees of the group, including directors, temporary

TM

workers and other independent contractors and consultants when engaged by or otherwise representing the group and its interests.

Board of Directors

- Propose, for approval by the shareholders, appropriate persons for election to the board within the Tyro Limited Constitution provisions.
- Manage the succession of board members.
- Monitor the performance of the board and board committees collectively and directors individually.

Chief Executive Officer and Executives

- Select and remove the Chief Executive Officer (CEO), agree performance targets, monitor performance, set remuneration and manage succession plans for the CEO.
- Ratify the appointment and removal of those executives who report directly to the CEO, approve their remuneration and review their performance targets.
- Monitor executive succession plans.

Corporate Strategy and Performance

- Approve the strategic direction and related objectives for Tyro Limited
- Consider and approve the group's annual budget including revenue, profit, capital expenditure and cash flows, as proposed by management, ensuring appropriate resources are available to achieve the business objectives.
- Monitor executive management's performance in the implementation and achievement of the Group's business objectives and strategies.

Acquisitions and Divestitures

Review and as appropriate approve management proposals regarding acquisitions or divestitures of businesses and functions, when such acquisition or divestiture would have a material effect on the assets, profit or operations of Tyro Limited.

Capital Management

Review and approve capital management policies and plans having regard for the various liquidity and capital adequacy regulatory requirements applying to Tyro Limited.

Risk Management and Internal Control

- Ensure business risks are identified and approve systems of risk management, regulatory compliance and control and associated group policies to manage those risks.
- Monitor management's implementation of, and compliance with, these systems and controls.

Financial Reporting

- Approve the appointment of the external auditor.

TM

- Determine and approve dividends to be paid to shareholders.
- Review and approve the Group's half-yearly and annual financial statements and other published financial information.

Approval Authorities

- Determine and approve the level of authority to be granted to the CEO in respect of operating and capital expenditures and credit facilities and authorise the further delegation of those authorities to management by the CEO.
- Approve major operating and capital expenditure and credit facilities in excess of the limits delegated to management.

Board Committees

- The various powers, duties and responsibilities of the board set out herein may be delegated to one or more committees of the board.
- All board committees will have a Charter approved by the board setting out the composition, duties and responsibilities of that committee.
- Minutes of the proceedings of all meetings of board committees shall be maintained and copies of those minutes will be distributed to all directors at the next meeting of the board following the board committee meeting.

TM