



# Redbubble Limited – Disclosure Committee Charter

## 1 Purpose

The purpose of this charter is to specify the authority delegated to the Disclosure Committee (**Committee**) by the Board of Redbubble Limited (**Redbubble**) and to set out the role, responsibilities, membership and operation of the Committee.

## 2 Authority

The Committee has been established in accordance with the Redbubble Constitution and has the role and responsibilities set out in this charter.

## 3 Responsibilities of the Committee

The Committee is responsible for:

- (a) reviewing and approving for release, any announcement which relates to a matter which is both material and strategically important for Redbubble (including major acquisitions or divestments) or which includes disclosure of a profit projection or forecast, in accordance with clause 5 of the Redbubble's Continuous Disclosure and Communications Policy (**Policy**); and
- (b) to review, and approve for release, Redbubble's quarterly cash flow reports required under ASX Listing Rule 4.7B (**Appendix 4Cs**) and associated press releases and investor/analyst information accompanying the Appendix 4Cs, for so long as Listing Rule 4.7B applies to Redbubble.

If the Committee considers appropriate and there is opportunity to do so, the announcements/reports referred to above shall be referred to the full Board for review and approval before release.

## 4 Membership

The Committee will consist of the Board Chair, Audit and Risk Committee Chair, Managing Director and an additional Redbubble Non-Executive Director nominated by the Board.

## 5 Chair & Secretary

The Chair of the Committee will be chosen at the start of each meeting. The Redbubble Company Secretary is the secretary of the Committee.



## **6 Committee meetings and process**

- (a) Meetings and proceedings of the Committee are governed by the provisions in Redbubble's Constitution regulating meetings and proceedings of the Board and committees of the Board.
- (b) Committee members may attend meetings in person or by electronic means.
- (c) Two members of the Committee would constitute a quorum for meetings of the Committee.
- (d) The Company Secretary will distribute the agenda and meeting papers to all Committee members and other attendees before each proposed meeting of the Committee.
- (e) The Company Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.
- (f) The Chair of the Committee will report to the Board after each Committee meeting. Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

## **7 Access to information and advisers**

The Committee will have access to the resources necessary to discharge its duties and responsibilities, including engaging counsel or other experts as it considers appropriate. The Committee may request management to provide information to the Committee.

## **8 Adoption / amendment of the Charter**

The Board adopted this charter on 25 July 2018.

This charter may be amended by resolution of the Board.