



## **Corporate Express Australia Limited**

### **Disclosure Committee Charter**

#### **Constitution**

**On 30 July 2009 the Board of Directors resolved to establish a Committee of the Board to be known as the Disclosure Committee. The Charter of this Committee is set out in this document.**

#### **Membership**

**The Committee shall be appointed by the Board shall consist of not less than three members, and shall be chaired by an independent director. The initial Committee members shall be:**

**The Board Chairman**

**The Chief Executive Officer**

**The Chief Financial Officer**

#### **Meetings**

**The Committee shall meet as and when required to approve material company announcements. The Committee may otherwise meet at any time upon the request of its Chairman, anyone of its members or the Board of Directors. Meetings may be held via email exchange.**

#### **Attendance at Meetings**

**Directors of the company, other than the members of the committee, shall not normally attend meetings, but may attend as observers or by invitation.**

**The Company Secretary shall be the Secretary of the Committee. The Secretary should ensure that the agenda provided to the Secretary by the Chairman of the Committee is circulated with sufficient notice prior to each meeting. The agenda should be accompanied by appropriate supporting documents.**

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#### **Reporting Procedures**

**The Secretary shall circulate to all Board members any relevant minutes or updates from committee meetings. Matters arising from the Committee's activities should periodically be included in the agenda for the main Board meetings.**

**The Company's annual report to shareholders should include, as part of its Statement on Corporate Governance, a statement describing the responsibilities and activities of the Committee.**

#### **Authority**

**The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any Board member, other executive or employee and all employees are directed to cooperate with any request made by the Committee.**

**The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at any of its meetings if it considers this necessary.**

**The Committee has the authority to review, on behalf of the Company, matters arising in all group companies.**

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#### **Responsibilities**

**The responsibilities of the Committee are:**

- 1. Settling and approving of the form of all material disclosures to be made by the Company to the ASX once the substance of the same has been approved by the board.**