



BOARD CHARTER

1. Board responsibilities

The Board of Directors is to represent and protect the interests of Opthea Limited (the Company's) shareholders. The Board is responsible for the corporate governance of the Company and guides and monitors the business and affairs of the Company.

In furtherance of its responsibilities, the Board of Directors will:

- Define the Company's purpose.
- Approve the Company's statement of values and code of conduct to underpin the desired culture within the Company and oversee management in its instilling of these values.
- Review, evaluate, provide input into and approve, on a regular basis, Opthea's business plan.
- Monitor senior management's performance and implementation of strategy, and ensure appropriate resources are available.
- Review, evaluate and approve Opthea's budget and forecasts and ensure an appropriate framework exists for relevant information to be reported by management to the Board.
- Review, evaluate, approve and monitor major resource allocations and capital investments, and acquisitions and divestitures.
- Review and monitor the financial and operating results of Opthea.
- Review, evaluate and approve the overall corporate organisational structure, the assignment of senior management responsibilities and plans for senior management development and succession.
- Review, evaluate and approve compensation strategy as it relates to senior management of Opthea.
- Review and ratify systems of risk management and internal compliance and control, codes of conduct, and legal compliance.
- Challenge management and hold it to account whenever required.
- Appoint and remove the Managing Director (Chief Executive Officer).
- Ratify the appointment and, where appropriate, the removal of the Chief Financial Officer and the Company Secretary.
- Require appropriate background checks before engaging a senior executive.
- Where necessary, identify and nominate individuals qualified to become Board members.

The Board consists of seven directors, one of whom is an executive, Dr Megan Baldwin, Chief Executive Officer and Managing Director and six of whom are non-executives: Dr Jeremy Levin - Chairman, Mr Michael Sistenich, Mr Dan Spiegelman, Mr Lawrence Gozlan, Dr Julia Haller and Judy Robertson.

The Board has delegated the day-to-day management of the Company, and the implementation of approved business plans and strategies to the Managing Director, who in turn may further delegate to senior management.

2. Size and composition of the Board

Opthea's constitution prescribes that the number of Directors of the Company, which shall constitute the whole Board, shall not be less than 3 or more than 10 unless the Company in general meeting by resolution changes the maximum or minimum number. The exact number of Directors within such range shall be fixed from time to time by resolution of the Board.

The Board shall have a balanced representation of relevant areas of experience and types of expertise. More than 50% of the directors should be independent members. To be considered independent, a non-executive director may not have a direct or indirect material relationship with

the Company. The Board has determined that a material relationship is one which impairs or inhibits, or has the potential to impair or inhibit, a Director's exercise of judgement on behalf of the Company and its shareholders.

3. Qualifications and desirable characteristics of Directors

To be considered for membership on the Board, a candidate should meet the following criteria:

- Be of proven integrity with a history of achievements that reflect high standards.
- Demonstrate intelligence, wisdom and thoughtfulness in decision-making that usually will be based on broad experience.
- Be able and willing to commit the time and energy necessary to attend to the Company's affairs including attending Board and Board Committee meetings.
- Be committed to building sound, long-term growth in the value of the Company.
- Be able to objectively review and evaluate management's performance and implementation of strategy.

4. Board meetings

Regular Board meetings will be held a minimum of six times per year, and special meetings will be called, as necessary. A schedule of locations of the regular meetings will be provided to the Directors well in advance. Directors are expected to attend Board meetings and meetings of the committees on which they serve. Directors should spend the time necessary and meet as frequently as necessary to properly discharge their responsibilities.

The Chairman, Managing Director or Committee Chairs may from time to time invite corporate officers, other employees and advisors to attend Board or committee meetings whenever deemed appropriate.

5. Role of the Chairman

Chairs board meetings.

Sets the board meeting agendas with the CEO/Managing Director.

Liaises with management with regard to the information the Board needs to enable effective monitoring of Company performance, including:

- Ensures that the Board is kept properly informed about the Company's financial affairs, including its cashflows.
- Ensures a clear structure for and the effective running of the Board and its committees – including effective time management for the Board to consider complex or contentious issues.
- Manages the Board and creates an appropriate environment for robust board discussion and encourages active engagement by all Board members.
- Fosters an environment of constructive collegiality among the Directors, drawing out the best contributions from each.
- Ensures effective implementation of Board decisions.
- Creates a constructive relationship with management and is to act as a conduit between management and the Board.
- Acts as a sounding board for the CEO, while monitoring their performance.
- Leads the process by which the Board motivates and evaluates the CEO.
- Takes leadership in monitoring the corporate governance structure of the Company.
- Chairs general meetings of shareholders.
- Conduct shareholder meetings with sufficient skill to allow views to be heard and decisions to be made, all within reasonable time.
- Supports the external communications of the Company.

6. Board Committees

The Board has the following Committees:

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

Each of these committees has its own charter. The charters set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

It is the Board's policy that committees of the Board should:

- be entitled to obtain independent professional or other advice at the cost of Opthea, unless the Board determines otherwise;
- be entitled to obtain such resources and information from Opthea including direct access to employees and advisers to Opthea as they may require; and
- operate in accordance with committee charters as approved by the Board.

7. Director access to officers and employees

Directors have full and free access to officers and employees of Opthea. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Company Secretary or directly by the Director. The Directors will use their judgement to ensure that any such contact is not disruptive to the business operations of Opthea and will, to the extent not inappropriate, copy the CEO on any written communications between a Director and an officer or employee of Opthea.

8. Director's access to independent professional advice

For the purposes of proper performance of their duties, Directors are entitled to seek independent professional advice on corporate matters at Opthea's expense, unless the Board determines otherwise. In addition, each Director will be a party to a deed with Opthea whereby Opthea has agreed to indemnify its Director's against certain liabilities, to maintain Directors and Officers Insurance coverage for its Director's and to provide access to its Directors to Opthea's documents and information. The deeds are on terms similar to those adopted by other public listed companies.

9. Appointment and retirement of Non-Executive Directors

It is the Nomination Committee and Board's policy to determine the terms and conditions relating to the appointment and retirement of Non-Executive Directors on a case-by-case basis and in conformity with requirements of the Nasdaq/SEC, ASX Listing Rules and the Corporations Act.

Appointment and retirement of Directors will be in accordance with the following:

- The Board will consider from time-to-time changes that the Board believes to be desirable to the size of the Board or any committee thereof.
- Where a board vacancy exists (including a vacancy created by an increase in size of the Board), the Board will identify individuals believed to be qualified to become Board members to stand for election as Directors at the Annual General Meeting of shareholders. In nominating candidates, the Board shall take into consideration the qualifications of the candidate and the characteristics of the candidate as described in section 3. These factors may include judgement, skill, diversity, experience with businesses and other organisations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Board may consider candidates proposed by management but is not required to do so.

Where a vacancy exists on any Board Committee, the Board will appoint a Director to that committee taking into consideration the factors set forth in the charter of the committee, if any, as

well as any other factors it deems appropriate, including, without limitation, applicable legislative requirements, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

The Board is responsible for ensuring that an effective induction process is in place for new Directors appointed to the Board.

The Board is also responsible for developing a succession plan for Board members, including the succession of the Chairman, to maintain an appropriate mix of skills, experience, expertise and diversity on the Board.

10. Board skills

The Company believes that the capabilities required of its directors must reflect its purpose and the strategies necessary to achieve that purpose.

Opthea is in business to develop treatments that improve the clinical outcomes and quality of life for patients, bringing new treatments and innovations to market that will treat eye diseases and improve the standard of care available.

For the Company to be successful, the board (and senior executives) will require broad-ranging capabilities summarised as:

- Board/Director experience;
- Senior executive experience;
- Accounting skills
- Financial skills;
- Legal skills;
- Biotechnology/pharmaceutical industry knowledge;
- Therapeutic drug development experience
- Human resources experience;
- Leadership knowledge and abilities;
- Strategic business acumen;
- Governance appreciation.

The Board periodically review the professional development needs of the existing Directors. The table below sets out the key skills and experience of the directors and the extent to which they are represented on the Board and its committees. The Board recognises that it may not be possible to obtain people with all these skills at any one time on the Board as a whole. The Board believes its capabilities are appropriate and meet the current needs of the Company. It has the legal and finance skills required to use effectively external, area-focused experts and sufficient experience to inform discussions and relevant decisions. It also recognises that the Company's Chief Executive Officer and Managing Director and her team, together with experts accessible to the Board, add further detailed industry understanding.

Skills and experience	Board
Number of current directors	7
Board/Director experience Has been an effective company director over several years.	7
Senior executive experience Has been successful in senior executive roles in a range of companies over several years and demonstrated effectiveness in decision making.	6
Accounting skills Has the ability to read and comprehend the company's accounts, financial documents presented to the board and financial reporting requirements.	6
Financial skills Has executive-level experience in corporate funding, investor relations, M&A activity, licensing and/or company exit strategies. Has demonstrated ability to build long-term growth in the value of an organisation.	6
Legal skills Has a working knowledge of company law, including tax obligations and entity requirements.	4
Biotechnology industry knowledge Has executive and/or professional experience in the healthcare sector and biotechnology/ pharmaceutical organisations.	7
Therapeutic drug development experience Has a deep appreciation of therapeutic drug development, including scientific rationale, regulatory processes and clinical strategy.	7
Human resources experience Has experience in monitoring and evaluating staff performance and implementing processes for recruitment, remuneration review and professional development.	7
Leadership knowledge and abilities Has a proven understanding of effective leadership principles necessary to develop effective systems and build empowerment and trust. Has proven integrity and credible reputation.	7
Strategic business acumen Has proven, practical knowledge of the fundamentals of strategy formulation and its subsequent implementation.	6
Governance appreciation Demonstrates a detailed knowledge of and commitment to the governance required of organisations, particularly those expected of public companies. Appreciates need to assess board composition and identify and appoint directors with appropriate capabilities and experience.	7

11. Resignation from the Board

Any Director may resign at any time by giving notice in writing to the Chairman of the Board. Such resignation shall take effect upon receipt thereof or at any later time specified therein.

12. Director compensation

Non-executive Directors shall receive reasonable compensation for their services. Directors who are employees of Opthea shall receive no additional compensation for serving as Directors.

The form and amount of Director compensation will be determined by the Remuneration Committee in accordance with the policies and principles set forth in its charter, and the Remuneration Committee will conduct an annual review of Director compensation.

13. Performance evaluation of the Board

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. Comments will be provided by all Directors annually and the Board will discuss and assess the performance of the Board and its committees close to or following the end of each fiscal year. The assessment will focus on the Board's contribution to Opthea and specifically focus on areas in which the Board or management believes that the Board could improve.