
RISK COMMITTEE CHARTER

1. ROLE

The role of the Risk Committee is to assist the Board in recognising and managing risk.

This Charter defines the Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- (a) The Committee must comprise at least three members.
- (b) A majority of the members of the Committee must be independent non-executive Directors.
- (c) The Chair of the Committee must be an independent non-executive Director.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) The Committee's members, between them, must have the necessary technical knowledge, risk management expertise and a sufficient understanding of the industry in which the Company operates.
- (f) The external auditors, external consultants or specialist, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and senior executives, may be invited to Committee meetings at the discretion of the Committee.

3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

3.1 Risk management framework

- (a) Monitor Management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board.

- (b) Make recommendations to the Board in relation to changes that should be made to the Company's risk management framework.
- (a) Monitor and make recommendations to the Board regarding the Company's environmental or social risk management.

3.2 Risk capacity & risk limits

- (a) Make recommendations to the Board in relation to changes to risk capacity, appetite and risk limits.
- (b) Approve how risk limits for risk categories are allocated.
- (b) Oversee the Company's insurance program, having regard to the Company's business and the insurable risks associated with its business.

3.3 Monitoring risks

- (a) Review any material incident involving fraud or a break-down of the Company's risk controls and the "lessons learned".
- (b) Receive reports from internal audit on its reviews of the adequacy of the Company's processes for managing risk.
- (c) Receive reports from Management on new and emerging sources of risk and the risk controls and mitigation measures that Management has put in place to deal with those risks.

3.4 Other

- (a) Oversee the Company's occupational health and safety processes.
- (b) Oversee the Company's business continuity plans.
- (c) Any other duties and activities that it or the Board considers appropriate.

4. MEETINGS

- (a) The Committee will meet at least twice in each financial year and additionally as circumstances may require for it to undertake its role effectively.
- (b) Meetings are called by the Secretary as directed by the Board or at the request of the Chair of the Committee.
- (c) Where deemed appropriate by the Chair of the Committee, meetings and subsequent approvals and recommendations can be implemented by a circular written resolution or conference call.

- (d) A quorum shall consist of two members of the Committee. In the absence of the Chair of the Committee or their nominees, the members shall elect one of their members as Chair of that meeting.
- (e) Decisions will be based on a majority of votes with the Chair having a casting vote.
- (f) The Committee Chair, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next Board meeting.
- (g) Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

5. SECRETARY

- (a) The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- (b) The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- (c) The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.

6. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:

- (a) an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
- (c) another Director or officer of the Group in relation to matters within the Director's or officer's authority.

7. ACCESS TO ADVICE

- (a) Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.

- (b) Members of the Committee may consult advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chair. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.
- (c) Members of the Committee may meet with the auditors (both internal and external) and consultants or specialist without management being present.

8. REVIEW OF CHARTER

- (a) The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- (b) The Charter shall be made available to members on request, to senior management, and to other parties as deemed appropriate and will be posted to the Company's website.

9. REPORT TO THE BOARD

- (a) The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- (b) The Committee must brief the Board promptly on all urgent and significant matters.