

Audit, Risk and Compliance Committee Charter

McMillan Shakespeare Group of Companies



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Table of Contents

1. Purpose	3
2. Role of the Committee	3
3. Membership of the Committee	3
4. Duties and Responsibilities	4
Financial Reporting	4
External Audit	5
Internal Audit	5
Risk	5
Compliance	6
5. Administrative Matters	7
Meetings	7
Quorum	7
Convening and notice of meeting	7
Agenda	7
Access to information and advice	7
Reporting	8
6. Conflicts of Interest	8
7. Definition of Senior Management and Senior Executives	8
8. Review	8

1. Purpose

The Audit, Risk and Compliance Committee (**the Committee**) is a committee of the Board of Directors (**Board**) of McMillan Shakespeare Limited (**MMS**) and is subject to the control and direction of the Board.

The Board of MMS is responsible for the overall governance of MMS and exercises its powers and discharges its duties in good faith and in the best interests of the MMS Group (**MMSG**).

This charter is to specify the authority delegated to the Committee by the Board and sets out the role, responsibilities, membership and operation of the Committee.

2. Role of the Committee

The role of the Committee is to assist the Board in carrying out its corporate governance responsibilities and safeguard the interests of MMSG. The Committee will review and have oversight of accounting, auditing, insurance, financial reporting, risk management and compliance responsibilities and make recommendations to the Board on:

- the integrity and reliability of financial reports and financial statements;
- the appointment, remuneration, independence, objectivity, competence and performance of external auditors and the review of audits;
- the appointment, remuneration, independence, objectivity, competence and performance of internal auditors and the review of audits;
- insurance requirements, including new policies and renewals for MMSG. The Committee shall oversee the insurance renewal process with relevant members involved in dialogue with insurance brokers as required;
- the risk management framework, the system of risk management and the internal control framework and that operations are conducted within the scope of those frameworks;
- overseeing verification and assurance related to sustainability reporting and recommending to the Board for approval external communications about MMS' sustainability strategy and performance including the Group's Sustainability Report and Annual Report;
- the policies on the management of business risk including both financial and non-financial risks;
- the systems and procedures for compliance with applicable legal and regulatory requirements; and
- the ethical conduct and culture of MMSG.

3. Membership of the Committee

The membership of the Committee should solely consist of at least three non-executive Directors with a majority being independent Directors. The Committee should consist of at least three members and will be chaired by an independent non-executive Director who is not the Chair of the MMS Board. Other Directors may be invited to attend the meeting of the Committee as observers.

The Committee shall be structured so that:

- a) all members can read and understand financial statements;

- b) at least one member has financial expertise (i.e. a qualified accountant or other financial professional with experience of financial and accounting matters); and
- c) all members shall understand MMSG's structure, controls and typical transactions and the industry in which MMSG operates generally in order to make an adequate assessment of the significant risks faced by MMSG.

The Committee may have in attendance such members of management or any other party it may deem necessary.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

4. Duties and Responsibilities

The key duties and responsibilities of the Committee are to review and make recommendations to the Board.

Financial Reporting

The Committee will review and make recommendations to the Board in relation to:

- the annual and half yearly financial statements of MMSG and its related bodies corporate (and any reports which accompany published financial statements);
- the appropriateness of the accounting principles adopted by management in the composition and presentation of financial statements and financial reports;
- all significant accounting and financial reporting issues raised by management, internal or external audit;
- the systems in place which are aimed at ensuring accounting records are properly maintained in accordance with statutory requirements;
- fees payable to the auditor for audit and non-audit work;
- management's processes for ensuring and monitoring compliance with the law, regulations and other requirements relating to the preparation of accounts and external reporting by the company of information (both financial and non-financial); and
- whether MMSG's financial statements should be signed.

The Committee will confirm to the Board that:

- MMS complies with relevant ASX Corporate Governance Principles and Recommendations on audit, risk and compliance;
- it has received from the CEO and CFO a declaration that, in their opinion, the financial records of MMSG have been properly maintained;
- the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity; and

- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Audit

The Committee will review and make recommendations to the Board in relation to:

- the external audit plan including nature, approach, scope and cost before each audit commences;
- the reports prepared by the external auditors relating to the audit, their review of internal controls and their identification and discussion of key audit matters;
- its assessment of the effectiveness of the annual audit and the external auditor's performance, competence, independence and the appropriateness of their remuneration;
- the selection, appointment, rotation or removal of the external auditor or an external audit partner;
- any proposal by the external auditor to provide non-assurance services and provide concurrence on the audit firm's conclusion that the provision of the non-assurance services will not create a threat to independence as the external auditor of the Group or that any identified threat is at an acceptable level, or will be eliminated or reduced to an acceptable level; and provide concurrence on the provision of the non-assurance services; ; and
- all representation letters from management and management's response to the external auditors findings and recommendations.

Internal Audit

The Committee will review and make recommendations to the Board in relation to:

- the appointment, removal and remuneration of the internal auditors and the senior internal audit manager (if applicable);
- the scope of the internal audit framework and function and whether it is effectively resourced (including determining whether the internal audit function is to be provided by an internal or external provider);
- approving the internal audit work plan including nature, approach, scope and cost (where applicable) before each audit commences;
- the independence, performance and effectiveness of the internal audit function;
- reports from internal audit on its reviews of the adequacy of MMSG's processes for managing risk;
- the reports prepared by the internal auditors relating to the audits and their review of internal controls; and
- management's response to the internal auditor findings and recommendations.

Risk

The Committee will review and make recommendations to the Board in relation to:

- the appropriateness of MMSG's Risk Management Framework and system of risk management which includes a Risk Appetite Statement, a Risk Management Strategy and appropriate Risk Limit Reports;
- changes that should be made to the risk appetite set by the board;
- management's performance against the MMSG' risk management framework, including whether it is operating within the Board's risk appetite;
- improvements to prevent material incidents involving fraud or a failure in MMSG' risk controls and the "lessons learned";
- improvements to reports received from management on new and emerging risks and mitigation measures to manage those risks;
- the effectiveness of policies and procedures for the management of risk (financial and non-financial) assessed using a program of audits by the internal and external auditors;
- whether proper remedial action is undertaken to address identified areas of weakness;
- the risks identified in Risk Registers and Risk Limit Reports to ensure that the Top 20 MMSG risks and issues are reported to the Board;
- ensuring that a whistleblower facility is maintained and communicated across MMSG;
- all incidents involving actual or alleged bribery, fraud, corruption or other breakdown of internal controls; and
- policies and culture with respect to prescribed MMSG ethical standards and practices (including the Code of Conduct).

Compliance

The Committee will review and make recommendations to the Board in relation to:

- the systems and procedures in place to ensure compliance with laws and regulations including those that have a potential major impact such as consumer law, work health and safety, the environment, privacy, credit and financial services laws;
- the systems and procedures to ensure compliance with corporate governance processes including insider trading laws, continuous disclosure requirements and requirements under the ASX Listing Rules, Corporations Act and AASB requirements;
- all material documents and correspondence with regulators will be provided to the Committee;
- compliance breaches identified in Compliance Breach Reports ensuring all compliance breaches are reported to the Board; and
- assessing the adequacy and effectiveness of MMSG's legal, regulatory and ethical compliance programs in conjunction with the external and internal auditors.

The Committee is responsible for the review and approval of the annual Tax Transparency Code Report.

5. Administrative Matters

Meetings

The Committee shall determine the frequency of meetings and will meet as required.

At least once per annum the members of the Committee will meet with the external auditors in the absence of employees and executive management.

The Committee will also ensure that the external auditor is informed of all the AGM arrangements to allow them to attend the AGM and be available to answer questions from security holders relevant to the conduct of the audit and audit report.

Quorum

Two Directors shall constitute a quorum for a meeting of the Committee, all of whom will be independent, non-executive Directors.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee, at the member's advised address for service of notice (or such other pre-notified interim address where relevant). A notice period of 5 business days should be provided, unless there is a waiver by a majority of the Directors. An acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Agenda

The Committee Chair will determine the meeting agenda after appropriate consultation.

Access to information and advice

The Committee has the authority to:

- access management, seek information from any employee or relevant external party and to conduct investigations to fulfil its objectives and responsibilities;
- require management or others to attend meetings and to provide any information or advice that the Committee requires;
- access MMSG's documents and records;
- obtain the advice of independent counsel, accountants or other experts, at MMSG' cost without seeking the approval of the Board; and
- directly contact internal and external auditors and oversee and coordinate their activities.

The Committee will receive:

- concurrently all final reports between management and the internal and/or external auditor; and

- all reports made pursuant to the Whistleblower Policy.

Reporting

The minutes of the Committee will be included in the Board papers for the Board meeting next month.

The Committee Chair will also, if requested, provide a brief oral report as to any material matters arising from the Committee meeting. All Directors will be permitted, within the Board meeting, to request information of the Committee Chair or members of the Committee.

The Board will disclose in the Company's Annual Report the number of times the Committee met throughout the relevant reporting period and the individual attendances of the members of the Committee at the meetings held throughout the period.

6. Conflicts of Interest

Members of the Committee will not participate in discussions and will not vote on any issue in respect of which there is an actual or perceived conflict of interest. Any member of the Committee with a material personal interest in a matter being considered at the meeting must not be present for consideration of that matter.

7. Definition of Senior Management and Senior Executives

Senior Management or Senior Executives refers to the direct reports of the CEO and members of the MMS Group Executive.

8. Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, functions or otherwise.