

Audit and Risk Committee Charter

CORP-RISK-CHRT-G-0001

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Contents

1	Objectives	3
2	Membership	3
3	Term	3
4	Quorum	3
5	Attendance	3
6	Authority	3
7	Responsibility	3
7.1	External Reporting	3
7.2	External Audit	4
7.3	Accounting Policies and Standards	4
7.4	Internal Audit	4
7.5	Risk Management and Internal Control	4
7.6	Assurance	4
7.7	Code of Conduct	4
7.8	Legal Compliance.	4
7.9	Related Party Transactions	4
7.10	Fraud	4
8	Procedures	5
8.1	Meetings.	5
8.2	Papers	5
8.3	Minutes	5
8.4	Reporting	5

1 Objectives

The objectives of the Audit & Risk Committee are to;

- a) To review and safeguard the integrity in financial reporting.
- b) To oversee the independence of the external auditor.
- c) To oversee the risk management, assurance and internal control processes operating within the business.

2 Membership

The committee will have three members all being non executive directors the majority being independent non executive directors.

The chair will be an independent non executive director who is not the chair of the board.

The committee members will have a balance of skills and experience including finance and accounting and relevant industry experience.

3 Term

Members will be appointed for a term of three years

4 Quorum

A Quorum will be a majority of members

5 Attendance

The CEO and CFO will be required to attend all meetings of the Audit & Risk Committee.

All directors have the right to attend ex officio and are encouraged to attend at least one meeting of the committee per annum.

6 Authority

The Audit & Risk Committee will have the power and resources to fulfil its responsibilities at outlined in this charter. This will include,

- Access to management
- Rights to seek explanations and additional information.
- Authority to retain external advisors.
- Access to internal and external auditors without management being present.

7 Responsibility

The committee will report to the board in relation to;

7.1 External Reporting

Whether external reporting is consistent with the committee member's information and knowledge of the business and is adequate for shareholders needs including an assessment of the management processes supporting external reporting.

7.2 External Audit

The procedure for the selection and appointment of the external auditor and the rotation of the external audit engagement partner.

Recommendations for the appointment and if necessary the removal of the external auditor.

Review and approve the annual external audit plan and audit fee.

An assessment of the performance and independence of the external auditor and where the external auditor provides non audit services that the provision of those services does not compromise the auditor's independence.

7.3 Accounting Policies and Standards

Ensure compliance with the appropriate accounting standards and ensure the consistency, quality and appropriateness of the accounting policies and practices adopted by the company.

7.4 Internal Audit

An assessment of the performance and objectivity of the internal audit function and recommendations for the appointment and if necessary the dismissal of the head of internal audit.

7.5 Risk Management and Internal Control

As assessment of the risk management and internal control system.

7.6 Assurance

Assess the performance and objectivity of the governance and assurance processes operating within the business.

7.7 Code of Conduct

The adequacy of and compliance with the Code of Conduct and Governance & Ethics Promotion Policy.

7.8 Legal Compliance.

Oversight of the processes to ensure compliance with legislation in the respective jurisdictions in which the company operates.

7.9 Related Party Transactions

Oversight of all related party transactions.

7.10 Fraud

Oversight of the fraud prevention and detection measures taken within the business.

8 Procedures

8.1 Meetings.

The committee will generally meet four times per annum but as often as is required to discharge its responsibilities.

8.2 Papers

Committee papers will be prepared and distributed to members seven days in advance of each meeting.

8.3 Minutes

The company secretary will attend all meetings and keep minutes.

8.4 Reporting

The minutes of all meetings will be provided to the board and the chair of the committee will report to the board at the next board meeting.