



MacarthurCook Limited

Audit, Risk & Compliance Committee Charter

Role of the Audit, Risk & Compliance Committee

The Audit, Risk & Compliance Committee shall provide assistance to the Board of Directors in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal controls structure, risk management systems, and the external audit functions. In doing so, it is the responsibility of the Audit, Risk & Compliance Committee to maintain free and open communication between the Committee, the external auditors and the management of the Company

In discharging its oversight role, the Audit, Risk & Compliance Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

Duties and responsibilities

The major duties and responsibilities of the Audit, Risk & Compliance Committee are:

- Ensuring it understands the Company's structure, controls and types of transactions to fully assess the risks faced;
- Oversee the Company's internal control, risk management, financial reporting and compliance monitoring processes;
- Assess the adequacy and effectiveness of the accounting and financial controls;
- Recommend the appointment and remuneration of the external auditors;
- Review and discuss with the external auditors the scope of the examination
- Review and assess the report of the external auditors on the Company's internal control procedures and any material matters raised therein;
- Assess the continued independence of the external auditor;
- Review and discuss ASX reports and press releases as well as financial information provided to third parties (eg analysts);
- Review any transaction between the Company and the Directors, or any interests associated with the Directors, to ensure the structure and terms of the transaction are in compliance with the Corporations Act and are appropriately disclosed;
- Review its own performance on an annual basis;
- Report the results of its activities to the Board of Directors.

Composition

The Board shall confirm the membership of the Audit, Risk & Compliance Committee which shall comprise no less than two (2) independent non-executive Directors as selected by the Board. The Board of Directors shall appoint one of the Audit, Risk & Compliance Committee members as Chairman. The Company Secretary will act as secretary to the Committee.

At least one member of the Committee must have accounting or related financial management expertise. All members of the Committee must have a working knowledge of basic financial and accounting practices.

Any Board member may attend any meeting if he or she wishes.

At the discretion of the Committee, the internal and external auditors, Managing Director, Head of Operations and any other members of management may be invited/requested to attend Audit, Risk & Compliance Committee meetings.

A quorum shall consist of no less than two (2) members of the Committee.

Term of Membership

Members are appointed for an initial term of three years. Membership is reviewed every three years and periodic rotation is encouraged, but no more than two members each year can resign as a result of periodic rotation. Any changes to the Committee must be approved and ratified by the Board of Directors.

Access

The Committee shall have access as required to external auditors and to senior management of the group. Such access will include the authority to see any information it requires from any employee or external party.

Meetings

The Committee will hold meetings as required in order to meet the above key objective with a minimum of four meetings a year timed to coincide with releases to the ASX. In addition, the Chairman is required to call a meeting of the Committee if requested to do so by any Committee member, external auditor, management, or if specifically requested by the Board.

The Chairman of the Audit, Risk & Compliance Committee must determine the Meeting Agenda in consultation with management, the external auditor and committee members. Any Director of the Board may put forward a matter to the Chairman, which must be included on the Meeting Agenda for consideration by the Committee.

Minutes of Audit, Risk & Compliance Committee meetings must be taken. The Board of Directors are to be copied on such information as it becomes available.

The Chairman of the Audit, Risk & Compliance Committee is to report to the Board on the activities of the Audit, Risk & Compliance Committee and to formally table the minutes of the intervening Audit, Risk & Compliance Committee meetings.

Auditors

The external auditors shall have a direct line of communication at any time to either the Chairman of the Audit, Risk & Compliance Committee or the Chairman of the Board.