

Pact Group Holdings Ltd
ACN: 145 989 644

Audit, Business Risk and Compliance Committee Charter



Committee Charter

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a minimum of 3 members;
- a majority of independent directors; and
- an independent director as chair.

The Board may appoint such additional directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-committee member non-executive directors have a standing invitation to attend.

Non-committee members, including senior executives and senior managers, may attend all or part of a meeting of the Committee at the invitation of the Committee chair. Attendance is subject to an attendee not having a material personal interest in the matter being considered.

The Company Secretary or delegate must attend all Committee meetings as minute secretary.

2 Administrative Matters

2.1 Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee meet no less than three times a year.

2.2 Quorum

The quorum is at least 2 members.

2.3 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), but there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

2.4 Rights of access and authority

The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

Whilst the internal audit function reports to senior management, it is acknowledged that the internal auditors also report directly to the Committee.

The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

3. Role and Responsibilities

2.5 Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, will be circulated to all Committee members for comment as soon as practicable so that the minutes are recorded in the minute book within one month of the meeting. All minutes of the Committee will be available at all times for inspection by any director.

2.6 Reporting

Time permitting, the Committee Chair will prepare a report of the actions of the Committee to be included in the Board papers for the Board meeting next following a meeting of the Committee.

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

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3 Role & Responsibilities

3.1 Overview

The Committee's key responsibilities and functions are to:

- (a) Oversee and monitor the Company's risk management framework periodically and review at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board;
- (b) oversee the Company's relationship with the external auditor and the external audit function generally;
- (c) oversee the Company's relationship with the internal auditor and the internal audit function generally;
- (d) oversee the preparation of the financial statements and reports;
- (e) oversee the Company's financial controls and systems;
- (f) oversee the Company's overall risk management program including:
 - (i) operational and environmental risk generally;
 - (ii) Company's workplace health and safety management, controls and systems; and
- (g) the process of identification and management of financial risk; and
- (h) oversee the effectiveness of the compliance program to ensure that legal and regulatory requirements are met.

3.2 Audit

The Committee's primary roles are:

- to assist the Board in relation to the reporting of financial information;
- to assist the Board in relation to the appropriate application and amendment of accounting policies;

3. Role and Responsibilities

- overseeing the risk management framework, including effectiveness of controls and the Company is operating within the current risk appetite;
- to make recommendations to the Board in relation to the appointment, independence and remuneration of the external auditor; and
- to provide a link between the external auditors, the Board and management of the Company.

The following are intended to form part of the normal procedures for the Committee's audit responsibility:

- (a) Engage in the pro active oversight of the Company's financial reporting and disclosure processes and overseeing and reviewing the outputs of that process (including review of the Company's financial statements for accuracy and to ensure they reflect a true and fair view, as a basis for recommendation to and adoption by the Board).
- (b) Assist the Board in determining the reliability and integrity of accounting policies and financial reporting and disclosure practices.
- (c) Review financial statements for adherence to accounting standards and policies and other requirements relating to the preparation and presentation of financial results and oversee the financial reports and the results of external audit of those reports (including assessing whether external reporting is consistent with the Committee members' information and knowledge, and is adequate for shareholder needs).
- (d) Review the appropriateness of the accounting policies adopted by management in the composition and presentation of financial reports (or any changes made or contemplated in relation to the Company's accounting policies) and assess the management processes supporting external reporting.
- (e) 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.
- (f) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.
- (g) Review management processes supporting external reporting, and any complaints or concerns raised internally regarding financial or accounting processes and practices.
- (h) Ensure that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management.
- (i) Approve the scope of the audit for Board approval and receive reports from internal audit on its reviews of the adequacy of the Company's process for managing risk.
- (j) Review the effectiveness of the annual audit, placing emphasis on areas where the Committee or the external auditors believe special attention is necessary.
- (k) Review the results and effectiveness of the internal audit programs and the performance and objectivity of the internal audit function, including whether the internal auditors are adequately resourced and co-ordinated with the external auditor.
- (l) Monitor the independence of the internal audit programs from the external auditors and management.

3. Role and Responsibilities

- (m) Review the outcomes and approve the internal audit program.
- (n) Review and approve the appointment and dismissal of the senior internal audit executive.
- (o) Review the performance, independence and objectivity of the external auditors.
- (p) Review the procedures for selection and appointment of the external auditors and for the rotation of external audit engagement partners.
- (q) Assume responsibility for the appointment (including the termination of an engagement), compensation, the terms of engagement and other contractual terms of the external auditors.
- (r) Develop and oversee the implementation of the Company's policy on the engagement of the external auditor to supply non audit services and ensure compliance with that policy.
- (s) Provide advice to the Board as to whether the Committee is satisfied that the provision of non audit services is compatible with the general standard of independence, and an explanation of why those non audit services do not compromise audit independence, in order for the Board to be in a position to make the statements required by the Corporations Act 2001 (Cth) to be included in the Company's annual report.
- (t) Before the Board approves the Company's financial statements, review the declarations made by the Chief Executive Officer and Chief Financial Officer (or equivalents) in relation to the Company's financial statements, financial records and systems.
- (u) develop and assist the Board in the implementation of the Company's process for verifying the integrity of each periodic report it releases to the market that has not been audited or reviewed by an external auditor.

3.3 Risk and compliance

The Committee's specific function with respect to risk management is to review and report to the Board:

- (a) in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the Board, including where the Company acts outside of its current risk appetite;
- (b) the adequacy of the Company's processes for managing risk;
- (c) Adequacy of, and compliance with, policies and procedures that have been designed and implemented to manage identified risks;
- (d) Any incidents involving fraud or other break down of the Company's internal controls risk controls and the "lessons learned";
- (e) proper remedial action is undertaken to redress areas of weakness;
- (f) monitor management's performance against the Company's risk framework for identifying, evaluating, managing, mitigating and reporting risks including whether the Company is operating within the Company's risk appetite set by the Board;
- (g) receive reports from management concerning the extent and adequacy of the Company and the Subsidiaries' (**Group**) annual insurance program, as well as recommend insured and un-insured risk parameters.

3. Role and Responsibilities

The following are intended to form part of the normal procedures for the Committee's risk and compliance responsibilities:

- Evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks.
- Evaluating the adequacy and effectiveness of the Group's risk management control systems by reviewing the Risk Management Framework, risk registers and reports from management and external auditors.
- Evaluating the structure and adequacy of the Group's Business Continuity Plans.
- Evaluating the structure and adequacy of the Group's own insurances on an annual basis.
- Evaluating and making recommendations to the Board regarding the adequacy and effectiveness of the Group's identification and management of economic, environmental and social sustainability risks and its disclosure of any material exposures to those risks.
- Reviewing and making recommendations on the strategic direction, objectives and effectiveness of the Group's financial and operational risk management policies.
- Overseeing the establishment and maintenance of processes to ensure that there is:
 - An adequate system of internal control, sound risk management framework and safeguard of assets; and
 - a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control.
- Evaluating the Group's exposure to fraud and overseeing investigations of allegations of fraud or malfeasance.
- Reviewing and making recommendations on the development of Group sustainability reports.
- Reviewing and monitoring all related party transactions to ensure compliance with relevant legislation.
- Reviewing the procedures the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company in areas such as trade practices, occupational health and safety, and the environment).
- Reviewing the procedures in place to ensure compliance with insider trading laws, continuous disclosure requirements and other best practice corporate governance processes (including requirements under the ASX Listing Rules, Corporations Act and AASB requirements).
- Advising the Board on the appropriateness of significant policies and procedures relating to financial processes and disclosures and reviewing the effectiveness of the Company's internal control framework.
- Reviewing the Company's policies and culture with respect to the establishment and observance of appropriate ethical standards.
- Reviewing and discussing with management and the internal and external auditors the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs.

4. Relationship with the external auditors

4 Relationship With The External Auditor

The Committee provides a link between the external auditor and the Board and has the responsibility and authority for the appointment and removal of the external auditor and to review the terms of its engagement.

The Committee is responsible for overseeing the Company's external audit policy, a copy of which is attached as Attachment 1.

5 Relationship With The Internal Auditor

The Committee has the responsibility of:

- (a) reviewing the internal auditor's objectives, competence and resourcing (including determining whether the internal audit function is to be provided by an internal or external party provider) and ensuring the head of that function is suitably qualified having a direct reporting line to the Committee to bring the requisite degree of skill, independence and objectivity to the role;
- (b) ensuring an appropriate program of internal audit activity is conducted each financial year;
- (c) reviewing and monitoring the progress of an internal audit and work program (where appropriate, without the presence of management);
- (d) overseeing the coordination of the internal and external audit; and
- (e) evaluating and critiquing management's responsiveness to internal auditor's finding and recommendations.

6 Review

The Board will, at least once in each year, review the membership and, as required or at least every second year, the 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, responsibilities, functions or otherwise.

Attachment 1

External Audit Policy

Appointment

The Audit, Business Risk and Compliance Committee (**Committee**) has the responsibility and authority (subject to *Corporations Act 2001* (Cth) requirements) for the appointment, reappointment or replacement and remuneration of the external auditor as well as evaluating its effectiveness and independence. The Committee will review the appointment of the external auditor annually based on its assessment of the auditor's performance.

Assessment of External Auditor

The Committee will review the performance of the external auditor on an annual basis after completion of the year end audit. In evaluating the effectiveness of external audit, the Committee will assess the effectiveness of the external auditor based on a number of criteria including but not restricted to:

- the overall comprehensiveness of the external audit plan;
- the timeliness and quality of communications promised under the plan and delivered during the audit;
- the competency and industry knowledge of external audit staff; and
- the adequacy of resources to achieve the scope as outlined in the plan.

The Committee will seek feedback from management during the assessment process.

Independence

The Committee will review and assess the independence of the external auditor, including but not limited to any relationships with the Company or any other entity that may impair or appear to impair the external auditor's judgement or independence in respect of the Company. The review and assessment will be carried out annually at the time the external auditor presents its annual audit plan.

Prior to this review, the Committee will request a report from the external auditor which sets out all relationships that may affect its independence, including the provision of non audit services, financial relationships, employment and other relationships and any other matters that may reasonably be thought to have bearing on the external auditor's independence. The report should outline any safeguards that the external auditor has in place to reduce any threat to independence to an acceptable level.

Before the directors approve the half year and full year accounts, the external auditor will be asked to provide a declaration testifying to its independence in respect of the financial period in question. The external auditor will have a continuing obligation to notify the Committee, via the Company Secretary, of any new information it believes may be material to reviewing its independence. The Committee has responsibility to develop and oversee the implementation of the Company's policy on the engagement of the external auditor to supply non audit services and to ensure compliance with that policy.

Rotation of External Audit Engagement Partner

The external audit engagement partner is required to rotate at least once every 5 years.

Version Control Page

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