



# **AUDIT & RISK COMMITTEE CHARTER**

## **CORPORATE GOVERNANCE**

***DRA Global***

**ABN 75 622 581 935**

**DRA-00-CG-CH-002**

**Revision: 1**

**APPROVAL**

Name	Title	Signature	Date
Peter Mansell	Chairman of the Board DRA Global Limited		Approved by the Board on 24 August 2021

**REVISION RECORD**

Revision	Description	Date
0	Approved by the Board	2 April 2020
1	Approved by the Board	24 August 2021

**DEFINITIONS**

Terms	Definition
Auditor	The Group's external auditor for financial reporting.
Board	The board of directors of DRA Global Limited
CEO	The Chief Executive Officer and Managing Director of DRA Global, being a member of the Board
CFO	The Chief Financial Officer of DRA Global
Committee	The Audit and Risk Committee, a committee of the Board
Company	DRA Global Limited ACN 622 581 935
Company Secretary	The Company Secretary of DRA Global Limited
Director	A person appointed as a director of DRA Global
DRA Global	DRA Global Limited ACN 622 581 935
DRA Group	DRA Global and its subsidiaries, associates, and joint ventures
Periodic Corporate Report	DRA Global's annual Directors' report (including remuneration report), annual and half year financial statements, quarterly activities and cash flow reports (if applicable), integrated report, sustainability report and any similar periodic report prepared for the benefit of investors by DRA Global.

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## 1 PURPOSE AND ROLE

The Audit and Risk Committee is a committee of the Board. The Committee's role is to assist the Board to fulfil its responsibilities in relation to:

- integrity of the Group's consolidated financial statements;
- oversight of the Board's financial reporting policies and controls;
- oversight of external audit and its effectiveness;
- oversight of systems of risk management, internal audit, and internal controls; and
- oversight of compliance with laws and regulations within the Committee's area of responsibility.

This Charter details the functions and the manner in which the Committee will operate. In making decisions and recommendations, the Committee may take into account:

- these terms of reference;
- legal requirements, including the provisions and recommendations in applicable listing rules and standards of corporate governance applicable in each of the jurisdictions in which the Company is listed;
- key market trends and the broader external environment, in particular, the existing and developing corporate governance and regulatory environment;
- the activities of the Board's other committees and where appropriate, co-ordinate with and consider information arising out of those committees that affect the Group's risk management, financial and corporate reporting, and compliance obligations; and
- any other factors it deems relevant.

The Committee is one of review and advice and has no decision-making authority and holds no delegated authority from the Board except as resolved by the Board or stated in this Charter. It provides oversight and makes recommendations to the Board for its consideration regarding matters within the scope of the Committee's functions as set out in this Charter and, if the Board considers it appropriate, ultimate approval.

The deliberations and work of the Committee do not reduce the individual and collective responsibilities of the Board regarding the fiduciary duties and responsibilities of the Directors, and the Board must continue to exercise due care and judgment in the exercise of its functions, in accordance with their statutory obligations. The duties and responsibilities of the members of the Committee as set out in this Charter are in addition to those duties and responsibilities that they have as members of the Board.

## 2 KEY RESPONSIBILITIES OF THE COMMITTEE

Specifically, the responsibilities of the Committee are to review and report to, and where appropriate recommend for approval by, the Board on the following matters.

The Committee's responsibilities include:

### 2.1 Financial and Corporate Reporting

- reviewing the financial statements of the Group, together with the information, reports and opinions of management and the Auditor, to determine whether they comply with the appropriate accounting standards and provide a true and fair view of the financial position and performance of the Group.
- reviewing significant accounting policies and making recommendations to the Board on their appropriateness and any significant changes proposed to those accounting policies.
- assessing the appropriateness of significant accounting estimates and judgements or choices exercised by management in preparing the Group's financial statements.

- reviewing the representations by management to the Auditor in relation to financial statements, including that the declaration made by the CEO and the CFO pursuant to section 295A of the Corporations Act has been formed on the basis of sound system of risk management and internal control across the Group which is operating effectively.
- making recommendations to the Board as to whether the Group financial statements should be approved.
- reviewing and making recommendations to the Board on the propriety of related-party transactions.
- reviewing the adequacy of corporate and financial reporting and disclosure processes, including reviewing the process to verify the integrity of any Periodic Corporate Report the Company releases to the market that is not reviewed or audited by an external auditor
- reviewing Periodic Corporate Reports released to the market by the Company and making recommendations to the Board as to whether the reports should be approved.

## 2.2 External Audit

- reviewing and reporting to the Board on the findings and recommendations of the Group's Auditor's report, and management's response to the report.
- discussing with the Auditor matters relating to the conduct of the external audit, including the timeliness of its reporting, any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to required information, significant disagreements with management (if any) and adequacy of management's response;
- making recommendations to the Board on the appointment or dismissal of the external auditor, the rotation of external audit engagement partners, and their terms of engagement.
- reviewing the scope and adequacy of the Group's external auditor's terms of engagement, annual audit plan, any additional agreed procedures and audit fees.
- reviewing the independence of the external auditor and their performance on an annual basis.
- providing 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 to be included in the Company's annual report.
- approving the provision of non-audit services by the external auditor, in accordance with the Group's policy on the independence of the external auditor.

## 2.3 Risk Management

- assisting the Board in setting the risk appetite for the Group's business and monitoring the overall risk culture of the organisation and whether management is consistently operating within the Group's risk appetite.
- reviewing and making recommendations to the Board, at least annually, on the overall structure, adequacy and effectiveness of the Group's risk management policy and risk management framework. This will include consideration of whether the Group maintains an effective system to identify, assess and manage risks that are material to the achievement of the Group's purpose and its strategy.
- monitoring and reviewing financial and non-financial risks that may materially impact the Group from achieving its purpose, strategy, and financial performance, save those that are managed by another committee of the Board (for example health and safety).
- reviewing and making recommendations to the Board on the disclosures in periodic reporting (including the operating and financial review in the annual report) relating to material business risks.

## 2.4 Internal Audit

- if there is an internal audit function:
  - approving the annual plan and resourcing of the internal audit function;
  - receiving reports from the internal auditor on material issues arising from their audits and monitoring management's responses to the internal audit findings;
  - monitoring the timeline of closure of internal audit findings; and
  - reviewing the independence and performance of the Head of Internal Audit (or equivalent) and internal audit function and, if necessary, recommending the replacement of the Group's Head of Internal Audit (or equivalent) to the Board.
- if there is no internal audit function, reviewing the need for an internal audit function and monitoring the adequacy and effectiveness of existing internal controls.

## 2.5 Compliance

- reviewing the Group's Code of Conduct and ensuring that arrangements are in place for distribution to all employees, including communicating the importance of the Code of Conduct.
- reviewing, at least annually, the effectiveness of the Group's compliance management framework.
- reviewing reports from the Head of Compliance (or equivalent) on key areas of compliance that may have a material impact on the Group's objectives and reviewing management's response to material fraudulent acts and non-compliances with laws, regulations, internal policies, and industry standards.
- reviewing and making recommendations to the Board in respect of any material incident involving fraud or a break-down of internal controls and overseeing the investigation of allegations of conflicts of interest, fraud, or malfeasance.
- reviewing the Speak-Up Policy and Standard at least annually and making recommendations to the Board on its adequacy and any proposed amendments.
- reviewing whistle-blower reports and overseeing any related investigation.
- reviewing the Anti-Bribery and Corruption Policy and Standard every two (2) years and making recommendations to the Board on its adequacy and any proposed amendments.

## 2.6 Taxation

- reviewing reports from management and making recommendations to the Board on material taxation matters and the Group's compliance with applicable tax laws.
- reviewing the Group's tax risk management policy and strategies at least annually and making recommendations to the Board on its adequacy and any proposed amendments.

## 2.7 Treasury and Delegation of Authority

- reviewing reports from management on material treasury matters and making recommendations to the Board on the Group's treasury standard, funding plans, and the Group's delegation of authority framework and delegation to CEO.

## 2.8 Crisis Management, Disaster Recovery and Business Continuity Planning

- reviewing and evaluating the crisis management, disaster recovery and business continuity planning process of the Group at least annually and making recommendations to the Board on its structure and adequacy, and any proposed amendments.

## 2.9 Insurance Program

- reviewing the structure and adequacy of the Group's insurances at least annually and making recommendations to the Board on its adequacy and any proposed amendments.

### **3 MONITORING REDRESS OF INEFFECTIVE RESOURCES, PROCESSES AND PERFORMANCE**

Reporting provided by management, auditors or independent third-party verification may indicate that the Group's resources, processes, or performance with respect to financial reporting and risk management have been found to be ineffective or otherwise unsatisfactory in a material respect.

In that event, the Committee will, on the Board's behalf, monitor implementation of the steps recommended by management, auditors or the third party to seek to ensure in a timely manner that the resources, process, or performance become effective or otherwise satisfactory.

### **4 ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

The Committee shall have unrestricted access to management, internal or external auditors, and any information to enable it to fulfil its functions appropriately.

The Committee is authorised to obtain any independent legal advice or other professional advice that it considers necessary to perform its role.

### **5 MEMBERSHIP**

The Committee's members will be appointed by the Board.

The Committee will be comprised of at least three members, all of whom are Non-Executive Directors, and a majority of whom are considered to be independent.

The Committee will have a Chairperson appointed by the Board. The Committee Chairperson will be an independent Non-Executive Director who is not the Chairperson of the Board.

Committee members should possess the appropriate skills and experience and have an appropriate understanding of the industries in which the Group operates to enable the Committee to fulfil its functions appropriately. At least one member of the Committee should be a qualified accountant or finance professional with experience of financial and accounting matters. The skills and experience of the Committee members shall be appropriately documented.

The Company Secretary will be the secretary of the Committee.

### **6 MEETINGS**

The Committee will meet as often as required to undertake its role effectively, and at least four (4) times each year. Any Committee member may call a meeting of the Committee.

The Committee Chairperson may call a meeting, at any time, with the internal or external auditors and independent of management.

The quorum necessary for a meeting will be a majority of members. In the absence of the Chairperson, the Committee members will elect a member to act as Chairperson for that meeting.

At least twice a year, including prior to the release of the full and half yearly financial statements, the Committee shall meet with the external auditor without management present.

At least twice a year the Committee shall meet with the Head of Internal Auditor (or equivalent) without management present.

The Committee may invite various persons to attend its meetings, including the CEO, CFO, Group Legal Counsel, Head of Risk, Head of Compliance, Head of Internal Audit, and the Lead Partner of the External Auditor. These persons are required to attend the Committee meeting if invited. Invitees may participate in the business and discussions of the Committee but have no voting rights.

All Directors have a standing invitation to attend Committee meetings, receive copies of Committee meeting minutes, and have access to Committee papers, unless the Committee determines that a conflict of interest may exist or that a Director may have material personal interest in a matter to be discussed.

The notice and agenda of Committee meetings will include relevant supporting papers and must be made available to the Committee no later than five (5) days prior to the meeting date.



Minutes will be prepared of the proceedings of all Committee meetings, and the minutes (or a link to the minutes) are to be included in the Board papers of the next Board meeting following the Committee meeting.

Minutes must be prepared, approved by the Committee Chairperson, circulated to Committee members, and recorded in the Company's minutes books within 28 days of the meeting. The minutes must be endorsed by the Committee and signed by the chairman of the relevant meeting, or the chairman of the next meeting, no later than at the next Board or Committee meeting.

## **7 VOTING**

Matters will generally be decided by consensus or referred to the Board for approval if a consensus cannot be reached.

## **8 CONFLICTS OF INTEREST**

Committee members are required to declare conflicts of interest at the start of each meeting.

Ongoing conflicts of interest need to be declared at each meeting once originally acknowledged. Members or invitees who declare or are determined to have a real, potential, or perceived conflict of interest will be excused from Committee discussions about the issue where the conflict exists.

## **9 REPORTING**

The Committee Chairperson, or their nominee, will report to the Board at the next Board meeting following a Committee meeting on any material matters arising out of the Committee meeting and propose the Committee's recommendations to the Board for decision.

The minutes of a prior Committee meeting (or a link to the minutes) will be included in the Board papers for the next Board meeting.

All Directors are permitted during a Board meeting to request information of the Committee Chairperson.

An annual plan will be developed for the Committee's activities, and the Committee Chairperson will report to the Board on progress against the annual plan.

Each of the CFO, the Head of Risk (or equivalent), the Head of Internal Audit (or equivalent) and the Auditor will have a separate and direct reporting relationship with the Committee Chairperson. This will involve regular one-on-one meetings, as required.

## **10 REVIEWS**

This Charter will be reviewed at least every two years and any amendments are to be approved by the Board.