TERRA FIRMA

TERRA FIRMA EQUITY LIMITED
ACN 675 999 747

AUDIT & RISK COMMITTEE CHARTER

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Version	1.0
Approved by	Board of Terra Firma Equity Limited
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1. Purpose

The Audit & Risk Committee assists the Board in overseeing financial reporting, audit, internal controls, risk management and compliance. The Committee is advisory to the Board unless the Board expressly delegates decision-making authority.

2. Responsibilities

Financial reporting

Review significant accounting judgements, the integrity of material financial reports and the adequacy of related disclosures before recommendation to the Board.

Consider whether management has maintained appropriate financial reporting systems, records and controls.

External audit

Oversee the appointment, independence, scope and performance of the external auditor and review significant audit findings and management responses.

Consider the appropriateness of non-audit services provided by the external auditor.

Risk management

Review the Company's material risk profile and the adequacy of the systems used to identify, assess, manage and report material risks.

Monitor material exposures including financial, liquidity, operational, safety, cyber, legal, regulatory, environmental, transaction and reputation risk.

Internal controls and compliance

Review the adequacy of internal controls and material compliance systems and monitor significant control failures, breaches and remediation.

3. Composition

The Committee will comprise directors appointed by the Board. The Board will seek to appoint members with appropriate financial, commercial, risk or governance experience having regard to the Company's circumstances.

The Board appoints the Committee Chair.

4. Meetings

The Committee will meet as often as required. The external auditor and senior finance, legal or risk personnel may be invited to attend.

The Committee may meet with the external auditor without management present.

5. Access and authority

The Committee may obtain information from management, require attendance by relevant personnel and, with appropriate approval, obtain independent professional advice.

6. Reporting

The Committee Chair will report material matters and recommendations to the Board. Minutes of Committee meetings will be made available to the Board.

7. Review

The Board will review this Charter periodically and may amend it by resolution.