

Centuria Capital Limited

1. PURPOSE

1.1 The Audit, Risk & Compliance Committee ("the Committee") is a committee of the Board of Centuria Capital Limited and its subsidiary companies (collectively referred to as "Centuria" or "the Group") established to assist it in fulfilling its duties, particularly those in relation to the Group's audit, compliance and risk management responsibilities. This charter defines the Committee's function, composition and mode of operation, authority and responsibilities.

1.2 The objectives of the Committee are to:

Ensure the integrity of external financial reporting;

- Review and assess the internal and external auditor's activities, scope and independence;
- Ensure that directors and senior management are provided with financial and nonfinancial information that is of high quality and relevant to the judgements to be made by them;
- To ensure that controls are established and maintained in order to safeguard the Group's financial and physical resources;
- Ensure that systems and procedures are in place so that Centuria complies with relevant statutory and regulatory requirements; and
- Assess risks arising from the Group's operations and consider the adequacy of measures taken to moderate those risks.

2. COMMITTEE COMPOSITION

2.1 The Committee shall comprise a minimum of three members.

2.2 The Committee shall comprise only non-executive directors.

2.3 The majority of the Committee must be independent directors as defined in the Centuria Board Charter.

2.4 The Chairman of the Committee must be an independent non-executive director and is to be appointed by the Board. The Chairman of the Board is not eligible to be Chairman of the Committee.

2.5 The Committee will comprise members with a working familiarity with basic finance and accounting practices. As a whole the Committee will have members with sufficient financial skills and experience relevant to the Committee's functions. At least one member of the Committee should have accounting or related financial management expertise and at least one member should have a detailed understanding of the industry in which Centuria operates.

2.6 Membership of the Committee is reviewed at least annually by the full Board.

3. RESPONSIBILITIES

3.1 The Committee's responsibilities are:

AUDIT

3.1.1 To oversee the Group's accounting policies and financial reporting, including reviewing the annual financial statements;

3.1.2 To review the effectiveness of the Group's administrative, operating and accounting controls;

3.1.3 To establish an internal and external audit function in respect of the activities of the Group and to oversee the adequacy of that function and consider audit findings and management's responses and related actions;

3.1.4 To monitor the relationship with the internal and external auditors of the Group and make recommendations to the Board on the appointment and removal of external auditors, their terms of engagement; their independence and the scope and quality of the audit;

3.1.5 To review the audit plan proposed by the internal and external auditors, and suggest potential improvements or changes in coverage;

3.1.6 To consider completeness and quality of financial and operational information being provided to the Board, and to suggest ways in which those reports might be improved;

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COMPLIANCE

- 3.1.7 To oversee the Company's compliance with regulatory requirements;
- 3.1.8 To establish a system for the reporting of compliance issues to the Group and subsidiary Boards;
- 3.1.9 To receive regular compliance sign-offs from Management, through the Compliance Manager;
- 3.1.10 To monitor emerging issues relevant to compliance matters;

RISK

- 3.1.11 To review and assess the effectiveness of the Group's Risk Management Policy and internal control practices and ensure there is a continuous process for the management of significant risks throughout the Group;
- 3.1.12 To monitor compliance with the Company's Risk Management Policy;
- 3.1.13 To monitor any related party transactions.

OTHER

- 3.1.14 To report to the Board on matters raised at its meetings;

4. AUTHORITY

- 4.1 The Committee has unlimited access to Centuria Capital's internal and external auditors and to senior management of Centuria Capital Limited and can require them to attend meetings and to provide any advice or information it requires to carry out its duties.
- 4.2 The Committee may consult with independent experts where they consider such consultation necessary to carry out its duties.
- 4.3 The Committee shall be provided with secretarial and other services to enable it to perform its functions.

5. MEETINGS

- 5.1 The Committee shall meet at least quarterly and at such other times as is considered appropriate.
- 5.2 The Chairman will call a meeting if requested by any member of the Committee, the external or internal auditor or by the Chairman of the Board.
- 5.2 All directors who are not members of the Committee shall have the right to attend meetings of the Committee.
- 5.3 The Chief Financial Officer and the General Counsel shall be invited to attend all meetings of the Committee.
- 5.4 The internal and external auditor shall be invited to attend all meetings (though not necessarily for all agenda items).
- 5.5 Other executives may attend meetings by invitation.
- 5.6 The Committee may meet with the internal and external auditors without management present. The Chairman shall provide notification of this to the Committee's secretary.
- 5.7 The Committee's secretary shall propose a schedule of audit committee meetings to ensure that all of the Committee's responsibilities are addressed during the financial year, and to ensure that communications with internal and external auditors are maintained on a regular basis.
- 5.8 The quorum for a meeting is two members who are non-executive independent directors.

6. REPORTING TO THE BOARD

- 6.1 The Board shall be provided with minutes of Committee meetings (and oral reports of any meetings held subsequent to the last Board meeting for which minutes have yet to be prepared) – such minutes or reports to describe major actions undertaken by the Committee or any recommendations to management or the Board.

7. PERFORMANCE EVALUATION

7.1 The Committee's performance will be reviewed as part of the Board's annual performance review process.

8. REVIEW OF CHARTER

8.1 The Committee's charter is reviewed annually by the Committee to ensure that it remains consistent with the Committee's authority, objectives and responsibilities.