

Audit & Risk Committee Charter

1. ROLE

The role of the Audit and Risk Committee is to assist the Board to focus on issues relevant to;

- (a) the integrity of the company's financial reporting and compliance; and
- (b) the oversight of material business risks, including the review and approval of the risk management and oversight policies of the company.

Ultimate responsibility for the integrity of the company's financial reporting and the management and oversight of risk rests with the full board. The Audit and Risk Management Committee is an effective mechanism to aid the board in focussing on these issues.

This Charter defines the Audit and Risk Committee's function, composition, mode of operation, authority and responsibilities.

2. COMPOSITION

- 2.1 A majority of the members of the Committee will be independent Directors.
- 2.2 The Committee will comprise at least two members.
- 2.3 All members of the Committee will be non-executive Directors.
- 2.4 The committee shall be of sufficient size, independence and technical expertise so as to effectively discharge its mandate; the ability of the Committee to exercise independent judgement is essential.
- 2.5 All members of the Committee must be able to read and understand financial statements.
- 2.6 The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- 2.7 The Chairman of the Committee must not be the Chair of the Board and will be an independent Director.
- 2.8 The Chair of the Committee shall have leadership experience and a strong finance, accounting or business background.

The external auditors, external risk management professionals, the other Directors, the Managing Director, Chief Financial Officer, Company Secretary and other senior Company executives, may be invited to Committee meetings at the discretion of the Committee.

3. PURPOSE

- 3.1 The primary purpose of the Committee is to assist the Board in fulfilling its statutory and fiduciary responsibilities relating to:
 - 3.1.1 the quality and integrity of the Company's financial statements, accounting policies and financial reporting and disclosure practices;
 - 3.1.2 compliance with all applicable laws, regulations and company policy;
 - 3.1.3 the effectiveness and adequacy of internal control processes;
 - 3.1.4 the performance of the Company's external auditors and their appointment and removal;
 - 3.1.5 the independence of the external auditor and the rotation of the lead engagement partner;
 - 3.1.6 the identification and management of business risks; and
 - 3.1.7 the review of the Company's risk management framework at least annually to satisfy itself that it continues to be sound and to determine

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whether there have been any changes in the material business risks the Company faces and to ensure that they remain within the risk appetite set by the Board.

3.2 A secondary function of the Committee is to perform such special reviews or investigations as the Board may consider necessary.

4. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The audit and risk management committee shall report to the full Board of Directors and the report shall address all matters relevant to the committee’s duties and responsibilities.

4.1 Review of Financial Reports

- 4.1.1 review the appropriateness of the accounting principles adopted by management in the quarterly, half yearly and annual financial statements and the integrity of the Company’s financial reporting.
- 4.1.2 an assessment of whether external financial reporting is consistent with committee members’ information and knowledge and is adequate for shareholder’s needs.
- 4.1.3 receipt of assurances from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that they have provided a declaration in accordance with section 295A of the Corporations Act and that it is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.
- 4.1.4 an assessment of the management processes supporting external reporting.
- 4.1.5 review and report to the board on the impact of any proposed changes in accounting policies on the financial statements.
- 4.1.6 establish procedures for verifying the integrity of the Company’s periodic reports which are not audited or reviewed by an external auditor, to satisfy the Board that each periodic report is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions.
- 4.1.7 establish procedures for treatment of accounting complaints.

4.2 Risk Management and Internal Control Systems

Risk management is the culture, processes and structures that are directed towards taking advantage of potential opportunities whilst managing potential adverse effects.

The committee is charged with the oversight of the Company’s risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.

4.1.1 Risk Management and Internal Control systems

The committee shall report to the board at least annually on the adequacy of policies in place for the oversight and management of material business risk, including:

- (a) an assessment as to the adequacy of management’s reports to the committee on its risk management oversight process, including management’s effective adherence to the company’s risk management policies;
- (b) a review of the risk management policies; and

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- (c) an assessment as to whether or not the committee is satisfied that the policies are adequate for the risk profile of the company and that they adequately describe all elements of risk management and internal control systems.

4.2 Appropriateness of Accounting Principles

- 4.2.1 Review the appropriateness of the accounting principles adopted by management in the financial reports and the integrity of the Company's financial reporting.
- 4.2.2 Oversee the financial reports and the results of the external audits of those reports.

4.3 External Auditors

- 4.3.1 Document procedures for the selection and appointment of the external auditor and for the rotation of external audit engagement partners.
- 4.3.2 Recommendations to the board for the appointment or removal of the external auditor.
- 4.3.3 An assessment of the performance and independence of the external auditor. Where the external auditor provided non-audit services, the report to the board must state whether the audit committee is satisfied that provisions of these services has not compromised the auditor's independence.
- 4.3.4 Meet with the external auditor as required without management being present, as the Committee considers appropriate.
- 4.3.5 Review the adequacy of accounting and financial controls together with the implementation of any recommendations of the external auditor in relation thereto.
- 4.3.6 Ensure that the external auditor prepares and delivers an annual statement as to their independence which includes details of all relationships with the Company.
- 4.3.7 Receive from the external auditor their report on, among other things, critical accounting policies and alternative accounting treatment, prior to the filing of their audit report in compliance with the Corporations Act and with ASX requirements.

4.4 Internal Audit Function

- 4.4.1 Monitor the need for a formal internal audit function and its scope.
- 4.4.2 An assessment of the performance and objectivity of the internal audit function (if any).
- 4.4.3 Recommendations for the appointment or, if necessary, the dismissal of the head internal auditor (if any).
- 4.4.4 Ensure any formal internal audit function is headed by a suitably qualified person who shall have a direct reporting line to the Board or the committee, and bring the requisite degree of skill, independence and objectivity to the role.
- 4.4.5 If the Company does any formal internal audit function, assess the performance and objectivity of the Company's processes for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.

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- 4.4.6 Review risk management and internal compliance procedures.
- 4.4.7 Monitor the quality of the accounting function.
- 4.4.8 Review the internal controls of the Company via consideration of any comments from the Company's internal and/or external auditors and/or commissioning an independent report on the Company's internal controls.

4.5 Other

- 4.5.1 The Committee will oversee the Company's risk management systems, practices and procedures to ensure effective risk identification and management and compliance with internal guidelines and external requirements.
- 4.5.2 Assess whether the Company has any potential or apparent exposure to environmental or social risks and if it does, put in place management systems, practices and procedures to manage those risks.
- 4.5.3 Where the Company does not have material exposure to environmental or social risks, report the basis for that determination to the Board and where appropriate, benchmark the Company's environmental or social risk profile against its peers.
- 4.5.4 Assess whether the Company is required to publish an integrated report or a sustainability report in accordance with a recognised international standard.
- 4.5.5 Consider whether the Company has a material exposure to climate change risk.
- 4.5.6 Review the Company's risk management framework at least annually to satisfy itself that the framework:
 - 4.5.6.1 continues to be sound;
 - 4.5.6.2 ensures that the Company is operating with due regard to the risk appetite set by the Board; and
 - 4.5.6.3 deals adequately with contemporary and emerging risks such as conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability and climate change.
- 4.5.7 Review reports by management on the efficiency and effectiveness of the Company's risk management framework and associated internal compliance and control procedures.
- 4.5.8 The Committee will oversee procedures for whistleblower protection.
- 4.5.9 As contemplated by the Corporate Governance Guidelines of ASX, and to the extent that such deviation or waiver does not result in any breach of the law, the Committee may approve any deviation or waiver from the Company's "Code of Conduct". Any such waiver or deviation will be promptly disclosed where required by applicable law.
- 4.5.10 Monitor related party transactions.

5. MEETINGS

- 5.1 The Committee will meet at least each half year and additionally as circumstances may require for it to undertake its role effectively.

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- 5.2 Meetings are called by the Secretary at the request of the Chairman of the Committee or as directed by the Board.
- 5.3 Where deemed appropriate by the Chairman of the Committee, meetings and subsequent approvals and recommendations can be implemented following the unanimous receipt of a circular written resolution or conference / video call.
- 5.4 A quorum shall consist of two members of the Committee. In the absence of the Chairman of the Committee or their nominee, the members shall elect one of their members as Chairman of that meeting.
- 5.5 Decisions will be based on a majority of votes with the Chairman having a casting vote.
- 5.6 The Committee Chairman, through the Secretary, will prepare a report of the actions of the Committee to be included in the Board papers for the next board meeting.
- 5.7 Minutes of each meeting are included in the papers for the next full Board meeting after each Committee meeting.

6. SECRETARY

- 6.1 The Company Secretary or their nominee shall be the Secretary of the Committee and shall attend meetings of the Committee as required.
- 6.2 The Secretary will be responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- 6.3 The Secretary shall distribute supporting papers for each meeting of the Committee as far in advance as possible.
- 6.4 The Secretary is entitled to attend any meeting of the committee and is entitled to be heard on any matter dealt with at any of the meetings of the Committee.

7. RELIANCE ON INFORMATION OR PROFESSIONAL OR EXPERT ADVICE

- 7.1 Each member of the Committee is entitled to rely on information, or professional or expert advice, to the extent permitted by law, given or prepared by:
 - 7.1.1 an employee of the Group whom the member believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - 7.1.2 a professional adviser or expert in relation to matters that the member believes on reasonable grounds to be within the person's professional or expert competence; or
 - 7.1.3 another Director or officer of the Group in relation to matters within the Director's or officer's authority.

8. ACCESS TO ADVICE

- 8.1 Members of the Committee have rights of access to management and to the books and records of the Company to enable them to discharge their duties as Committee members, except where the Board determines that such access would be adverse to the Company's interests.
- 8.2 Members of the Committee may meet with the auditors, both internal and external, without management being present.
- 8.3 Members of the Committee may consult independent legal counsel or other advisers they consider necessary to assist them in carrying out their duties and responsibilities, subject to prior consultation with the Chairman. Any costs incurred

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as a result of the Committee consulting an independent expert will be borne by the Company.

9. REVIEW OF CHARTER

- 9.1 The Board will conduct an annual review of the membership to ensure that the Committee has carried out its functions in an effective manner, and will update the Charter as required or as a result of new laws or regulations.
- 9.2 The Charter shall be made available to members on request, to senior management, to the external auditor and to other parties as deemed appropriate and will be posted to the Company's website.

10. REPORT TO THE BOARD

- 10.1 The Committee must report to the Board formally at the next Board meeting following from the last Committee meeting on matters relevant to the Committee's role and responsibilities.
- 10.2 The Committee must brief the Board promptly on all urgent and significant matters.

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