



Acumentis®

Audit & Risk Committee Charter



Approved by Acumentis Board 22 October 2024

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1. Purpose

- a. The Audit & Risk Committee (“the Committee”) is a committee of the Acumentis (“Acumentis”) Board (“the Board”). The Committee’s primary function is to advise the Board on matters relating to risk management, financial reporting and internal and external auditing.
- b. The Committee has no delegated authority and advises the Board.

2. Membership and Term

- a. The Committee shall consist of a minimum of 3 directors, the majority of whom are independent.
- b. Appointment to the Committee will be for 1 year or as determined by the Board.
- c. A quorum shall be two members, or any greater number determined by the Committee from time to time.
- d. The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.
- e. The external auditor will be invited to all meetings of the Committee.

3. Chair

- a. The Chair of the Committee will be the person appointed by the Chair of the Board. Should the Chair be absent from a meeting, the members of the Committee present at the meeting shall choose one of the other members of the Committee to Chair that meeting.

4. Frequency of Meetings

- a. The Chair will call a meeting of the Committee if so requested by any member of the Committee.
- b. As a minimum, the Committee shall meet once per half year.

5. Secretary

- a. The Company Secretary of Acumentis shall act as Secretary of the Committee.

6. Voting

- a. Matters arising for determination at Committee meetings shall be decided by a majority of votes of directors present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b. In the case of an equality of votes, the Chair of the meeting, in addition to their deliberative vote, has a casting vote.

7. Access to Acumentis Executives & Advisors

- a. The Committee shall have direct access to Acumentis executives, auditors and advisers, both external and internal, and shall have the authority to seek whatever independent, professional or other advice it requires from outside the company in order to assist it in meeting its responsibilities.

8. Duties

- a. The duties of the Committee include:
- i) reviewing financial statements and other financial information distributed externally;
 - ii) monitoring corporate risk assessment and the internal compliance and control system instituted, including assessment of the performance and objectivity of the internal audit function
 - iii) monitoring the establishment and operation of an appropriate internal control framework, including information systems, and considering enhancements;
 - iv) reviewing external audit reports to ensure that where major deficiencies or breakdowns in controls or procedures have been identified, appropriate and prompt remedial action is taken by management;
 - v) assessing the appropriateness of accounting policies;
 - vi) reviewing significant or unusual transactions and accounting estimates;
 - vii) reviewing management processes supporting external reporting.
 - viii) liaising with the external auditors and ensuring that the annual audit is conducted in an effective manner that is consistent with Committee members' information and knowledge and is adequate for shareholder needs;
 - ix) monitoring the procedures in place to ensure that the Group is complying with relevant legislative and reporting requirements;
 - x) monitoring processes in place to ensure all continuous disclosure obligations are met
 - xi) reviewing reports on any major defalcations, frauds and thefts from the Group;
 - xii) monitoring the implementation of, and periodically reviewing the Directors' Code of Ethics;
 - xiii) reviewing policies to avoid conflicts of interest and reviewing past or proposed transactions between Directors, executives and/or their related entities and the Group; and
 - xiv) reviewing the nomination, performance and independence of the external auditors, including recommendations to the Board for the appointment or removal of an external auditor.

9. Committee Meeting Agenda

The following agenda items are expected to be covered by the Committee on an annual basis:

- 9.1. Financial Results – Half Year
 - Review of ASX Appendix 4D & results
- 9.2. Financial results – Full Year
 - Review of ASX Appendix 4E & audit
 - Review of Financial Statements
- 9.3. Shareholder Communication
 - Review of ASX Appendix 4G and Corporate Governance Statement
 - Review of Annual report
- 9.4. Monitoring & Supervision
 - Whole of business risk review
 - Internal audit program
 - IT security / cyber risk review
 - External auditor performance and fees

9.5. Policy Review (Public facing)

- A&RC Charter
- Risk management
- Delegation of authority
- External auditor appointment
- Share trading
- Anti-fraud, bribery & corruption
- ASX continuous disclosure

10. Reporting

- a. Proceedings of all meetings are minuted and signed by the Chair of the Committee. Minutes of all Committee meetings will be provided to the subsequent Board and Committee Meeting.

11. Review of Charter

- a. The charter is to be reviewed by the Board to ensure it remains consistent with the Board’s objectives and responsibilities.

12. Charter Approval & Revisions

This charter was approved by the Acumentis Board on 22 October 2024.

The charter is reviewed annually by the Acumentis Audit & Risk Committee before submitting to the Acumentis Board for approval of any changes.

Version	Date	Action	Changes	Sign off
3.0	24 October 2022	Acumentis Board Approval	Reformat from v2.1	Acumentis Board
4.0	19 October 2024	A&RC review	Amend section 9 to align with Board & Committee calendar and remove specific meeting months	A&RC
4.1	22 October 2024	Acumentis Board Approval	Updates from A&RC annual review	Acumentis Board