

# GROUP AUDIT, RISK & COMPLIANCE COMMITTEE CHARTER

Version 10.0

11 October 2024

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Version	Effective Date	Charter Owner
1.0	29 August 2013	Company Secretary
2.0	27 June 2014	Company Secretary
3.0	27 August 2015	Company Secretary
4.0	29 August 2016	Company Secretary
5.0	23 August 2017	Company Secretary
6.0	14 June 2018	Company Secretary
7.0	3 December 2018	Company Secretary
8.0	20 February 2020	Company Secretary
9.0	23 June 2021	Company Secretary
9.1	27 October 2021	Company Secretary
10.0	11 October 2024	Company Secretary

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## 1. PURPOSE

This Charter outlines the roles, responsibilities and composition of the Group Audit, Risk & Compliance Committee (Committee) of the Board of Centrepoint Alliance Limited (Centrepoint) and how it will discharge these responsibilities for Centrepoint and its subsidiaries (Group).

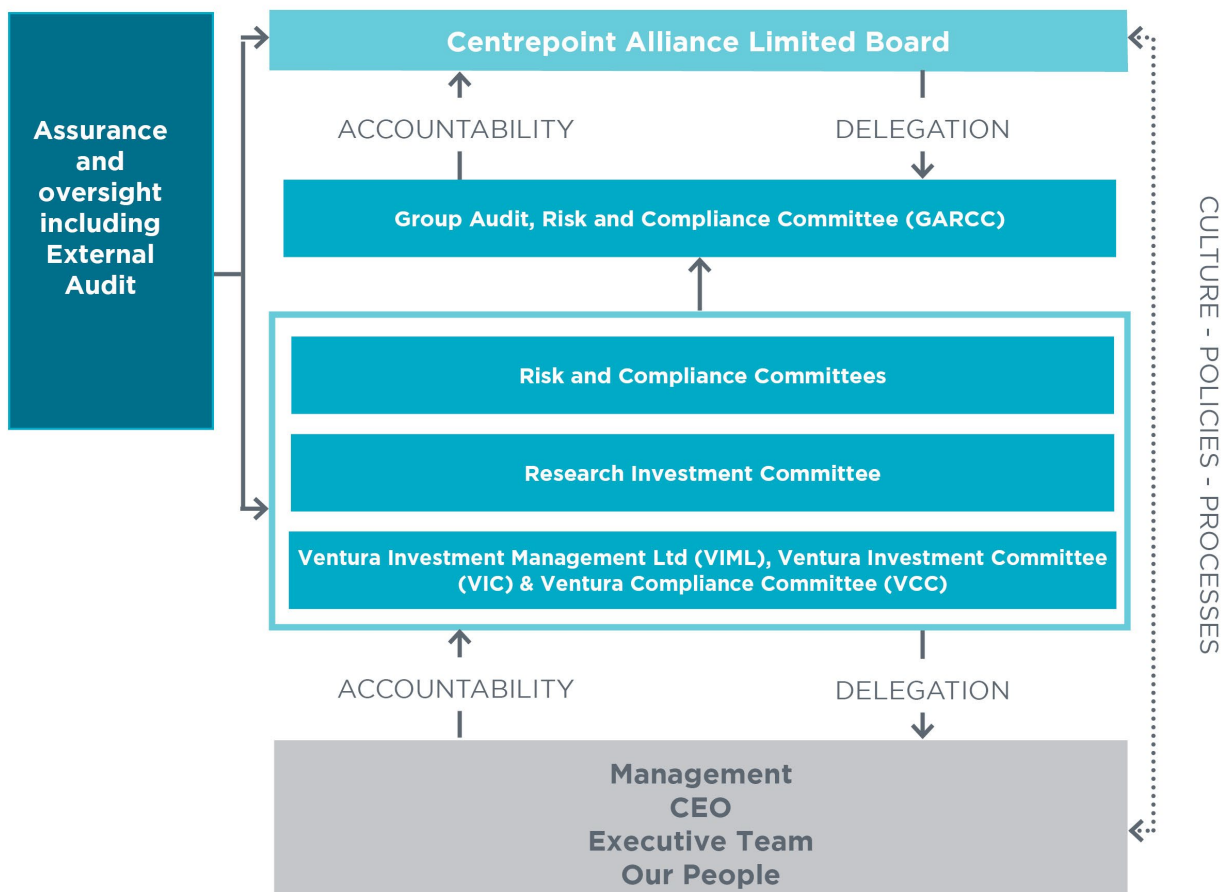
## 2. ROLE AND AUTHORITY

The Committee will assist the Board to discharge its responsibilities relating to the oversight and review of:

- The Group's financial reporting, the audit function, regulatory reporting and internal controls.
- The Group's risk culture, risk appetite and management systems, and the governance of risks impacting the Group.
- The effectiveness of the Group's compliance management framework impacting the material risk types (other than those that are the responsibility of the Board or delegated to other Committees).

The Board has delegated its authority to the Committee to fulfil its responsibilities.

The reporting framework is as follows:



### 3. RESPONSIBILITIES

#### 3.1 Audit Responsibilities

##### 3.1.1 External reporting

The Committee is responsible for:

- a) reviewing the appropriateness of the accounting policies and processes adopted by management relating to the Group's external financial reports;
- b) reviewing changes to the accounting standards and regulatory requirements and their impact on the financial reports of the Group;
- c) assessing significant estimates in and judgments applied to the Group's external financial reports by examining the processes used to derive material estimates and judgments and seeking verification of those estimates from the external auditor;
- d) reviewing management's processes for ensuring and monitoring compliance with laws and regulations relating to the preparation of the Group's external financial reports;
- e) reviewing the processes and controls that support the certifications from the CEO and CFO for the Group's half-year and full-year financial reports;
- f) Assessing information and reports from the external auditor of the Group. Obtaining from the external auditor an independent assessment of the appropriateness of the accounting policies and external disclosure practices used by the Group;
- g) review and recommending to the Board for approval the half-year and full-year financial reports of the Group and accompanying reports based on the Committee's assessment of them and discussion with the external auditor and management;
- h) reviewing material documents and reports prepared for lodgement with regulators and the Australian Stock Exchange, assessing their impact on the Company and making recommendations to the Board on their approval or amendment;
- i) ensuring that a comprehensive process is established to capture issues for the purpose of continuous disclosure;
- j) assessing solvency and the going concern assumption and making recommendations to the Board; and
- k) assessing the management of non-financial information in external reports of the Group to ensure that conflicts with financial statements and other documents do not occur.

##### 3.1.2 External audit

The Committee is responsible for:

- a) making recommendations to the Board on the appointment and remuneration of the external auditor for the Group and, if appropriate, recommending that tenders be called to assist in deciding which external auditor should be recommended;
  - b) reviewing and making recommendations to the Board in relation to rotation of the audit engagement partner;
  - c) agreeing to the terms of engagement of the external auditor and the annual audit plan for the Group before the start of each audit;
  - d) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the external auditor's set fee;
  - e) monitoring the effectiveness and performance of the external auditor;
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- f) reviewing the external auditor's independence based on the external auditor's relationships and services with the Group and other organisations;
- g) reviewing and making recommendations to the Board in relation to any proposal for the external auditor's provision of non-audit services that impairs or appears to impair their judgment or might compromise the independence of the external auditor and, if required, developing policies for Board approval to ensure this does not occur. Reviewing and recommending to the Board for approval the disclosure relating to the provision of non-audit services provided by the external auditor for inclusion in the financial report;
- h) making recommendations to the Board on the removal of the external auditor;
- i) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
- j) reviewing the scope and adequacy of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
- k) raising with the external auditor any specific points of divergence with the Company's management;
- l) monitoring and examining management's response to the external auditor's findings and recommendations;
- m) reviewing all representation letters signed by management and ensuring all information provided is complete and appropriate; and
- n) meeting with the external auditor without management present at least once a year.

### 3.1.3 Internal control

The Committee is responsible for:

- a) assessing and ensuring that there are appropriate internal processes for determining and managing significant accounting judgments and estimates in preparing the Group's financial reports;
- b) monitoring the timely resolution of significant internal controls deficiencies identified; and
- c) obtaining assurance from management and external auditors on a periodic basis, and reporting to the Board, on the adequacy and effectiveness of the Group's internal control framework and environment.

### 3.1.4 Related party transactions

The Committee is responsible for reviewing the adequacy of disclosure of related party transactions in the Group's financial reports.

## 3.2 Risk Management

The Board has implemented a framework designed to ensure that the Group's risks are identified, analysed, evaluated, monitored and communicated, both within the organisation or to any relevant external party and that adequate controls and mitigation processes are in place and function effectively.

The Committee is responsible for assisting the Board to understand risks that may:

- impede the achievement of the Company's goals and objectives;
- impact performance;
- threaten compliance with regulatory and legal obligations;
- impact reputation; and
- impact on the community, employees, and representatives.

The Committee will:

- a) Promote and guide management to establish and maintain a risk-aware culture;
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- b) Monitor operational and governance structures to ensure they facilitate effective risk management;
- c) Review and recommend to the Board approval of, and changes to, the Risk Appetite Statement;
- d) Review and make recommendations to the Board in relation to the Risk Management Framework to ensure there are adequate and effective risk identification, management, mitigation processes and reporting across the Group, in accordance with the Group's risk appetite;
- e) Monitor and review the Group's risk profile describing material risks to ensure that the Group is operating consistent with the risk appetite; and report to the Board on the Group's overall risk exposure;
- f) Receive reports from management on new and emerging risks and the controls and mitigation measures implemented;
- g) Monitor and report to the Board on key risks (including M&A risks, significant projects, financial management, and cross business conflicts) that materially affect the Group;
- h) Oversee the adequacy of the Group's insurance program to ensure appropriate coverage of insurable risks by reputable insurers at competitive premiums and make recommendations to the Board;
- i) Review and recommend to the Board for approval policies (other than those which have been delegated to management) and
- j) Receive from management and review reports on material deviation from the Group's risk appetite and Risk Management Framework, and significant break-down of risk controls. Oversee the resolution and reporting process and advise the Board on these matters.

### 3.3 Compliance

The Committee will:

- a) Review the Group's Compliance Management Framework for identifying, monitoring and managing compliance with all regulatory obligations, including the licence conditions and obligations of an Australian Financial Services Licence (AFSL) and Australian Credit Licence (ACL), regulatory obligations on Ventura Investment Management Limited as operator of the Investor Directed Portfolio Services (Investment Platform), Promoter of the Superannuation Fund product and Responsible Entity for Ventura Managed Account Portfolios and IconiQ SMA;
- b) Review and make recommendations to the Board in relation to the Compliance Management Framework to ensure the Group's compliance risks (including regulatory changes) are effectively managed and mitigated;
- c) Review reports from management on the compliance processes that are in place to anticipate and effectively manage the impact of regulatory change on the Group's operations;
- d) Review reports from management on material incidents, breaches and potential breaches of obligations and laws. This includes any failures of risk controls and the learnings;
- e) Review reports on compliance with regulatory reporting obligations; and
- f) Review and approve policies (other than those which have been delegated to management).

## 4. MEMBERSHIP, MEETINGS AND PROCESS

### 4.1 Composition

- a) The Board appoints the members and Committee Chairperson.
  - b) The Committee will consist of a minimum of two members. A majority of members are to be independent non-executive directors. The Chair of the Committee may not be the Chair of the Board.
  - c) The membership must have the necessary technical knowledge and understanding to discharge the Committee's responsibilities. All members must be financially literate (able to read and understand financial
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statements) and understand the industry in which Centrepoint operates. At least one member must have relevant financial or accounting qualifications and experience.

## 4.2 Invitations

- a) The following persons have standing invitations to attend Committee meetings:
  - Non-executive directors;
  - Company Secretary;
  - External Auditor;
  - Chief Executive Officer;
  - Chief Financial Officer; and
  - General Manager Risk and Compliance and or Chief Risk Officer.
- b) The Chairperson may extend invitations to other individuals.
- c) The Committee may request management or external advisers to attend and provide input and advice as required.

## 4.3 Meetings

- a) Meetings and proceedings of the Committee are governed by the provisions in the Company's and subsidiary companies' constitutions regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.
- b) Meetings may be held by telephone or video conference.
- c) The Committee will meet at least quarterly and as frequently as required to undertake its role effectively.
- d) The Chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the Chairperson of the Board.
- e) A quorum is two independent non-executive director members.
- f) Decisions should be made by consensus or if not, then by a majority of votes of members present.

## 4.4 Agenda and minutes

- a) The Chairperson of the Committee determines the meeting agenda after appropriate consultation.
- b) The Company Secretary distributes the agenda and any related documents to all Committee members and other attendees at least 5 business days before each proposed meeting.
- c) The Company Secretary will keep minutes to record the proceedings and resolutions of its meetings. Minutes will be approved by the Chairperson and circulated to members.

## 4.5 Access to information and advisors

- a) The Chairperson of the Committee receives all external reports received by management concerning audit, risk and compliance.
  - b) The Committee has the authority to:
    - require management or others to attend meetings and to provide any information or advice that the Committee requires;
    - access the documents and records of all Group companies;
    - obtain the advice at Centrepoint's expense, of special or independent counsel, accountants or other experts, without seeking approval of the Board or management where the Committee considers that it is necessary or appropriate; and
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- access and interview management and external auditors, advisors and consultants (with or without management present).

#### **4.6 Reporting**

- a) The Chairperson of the Committee, or delegate, will report to the Board after each Committee meeting.
- b) Minutes of Committee meetings will be included in the papers for the next Board meeting after each Committee meeting.

#### **5. PERFORMANCE AND REVIEW**

- a) The Committee will review its performance annually and whenever there are major changes to the management or financial structure of the Company and report to the Board. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities in terms of this Charter.
  - b) The Board will review this Charter annually to ensure it remains relevant to the current needs of the Company. The Charter may be amended by resolution of the Board. The Charter is available on the Centrepoint website.
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