



## **MatrixView Limited**

### **Audit and Risk Committee Charter**

#### **1. Introduction**

The Board has established an Audit and Risk Committee (“Committee”).

#### **2. Organisation**

This Charter governs the operations of the Committee. The Committee shall review and re-assess this Charter at least annually and, if amendments are required, will obtain the approval of the Board.

#### **3. Membership**

The Committee will consist of members of the Board and will comprise at least two directors who have diverse and complementary backgrounds, and are independent of management and the Company. However, the Committee chair shall have leadership experience and a strong finance, accounting and/or business background.

All Committee members shall be financially literate, or become financially literate within a reasonable time after appointment. Furthermore, at least one member shall have accounting and/or related financial management expertise as determined by the Board.

Chairman of the Committee shall not be an executive Director nor shall he be the chairman of the Board.

#### **4. Meetings**

The Committee shall meet at least twice each year. The purpose of these meetings shall be to:

- (a) review and approve internal audit and external audit plans;
- (b) review and approve the half-year financial report;
- (c) update the internal and external audit plans; and
- (d) review and approve the annual financial report.

## **5. Purpose**

The Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, and internal and external audit functions. In so doing, it is the responsibility of the Committee to maintain free and open communication between the committee, external auditors, internal auditors, and management of the Company.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities and personnel of the company, and the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

## **6. Duties and Responsibilities**

The Committee is specifically charged with the following duties and responsibilities:

### **6.1 Understanding the business**

The Committee shall ensure it understands the Company's structure, controls, and types of transactions in order to adequately assess the significant risks faced by the Company in the current environment.

### **6.2 Financial reporting**

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the board and report the results of its activities to the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits.

The Board of directors is responsible for the Company's financial reports including the appropriateness of the accounting policies and principles that are used by the Company. The external auditors are responsible for auditing the Company's financial reports and for reviewing the Company's unaudited interim financial reports.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behaviour. The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

### **6.3 Assessment of accounting, financial and internal controls**

The Committee shall discuss with management, the internal auditors, and the external auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs.

Any opinion obtained from the internal or external auditors on the Company's choice of accounting policies or methods should include an opinion on the appropriateness and not just the acceptability of that choice or method.

The Committee shall periodically meet separately with management, the internal auditors, and the external auditors to discuss issues and concerns warranting committee attention, including but not limited to their assessments of the effectiveness of internal controls and the process for improvement. The Committee shall provide sufficient opportunity for the internal auditors and the external auditors to meet privately with the members of the Committee. The Committee shall review with the external auditor any audit problems or difficulties and management's response.

The Committee shall receive regular reports from the external auditor on the critical policies and practices of the Company, and all alternative treatments of financial information, within generally accepted accounting principles, that have been discussed with management.

### **6.4 Appointment of external auditors**

The Committee shall be directly responsible for making recommendations to the Board on the appointment, re-appointment or replacement (subject, if applicable, to shareholder ratification), remuneration, and monitoring of the effectiveness and independence of the external auditor, including resolution of disagreements between management and the auditor regarding financial reporting. The Committee shall pre-approve all audit and non-audit services provided by the external auditors and shall not engage the external auditors to perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of the Company. The Committee may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full audit committee at its next scheduled meeting.

## **6.5 Assessment of the external audit**

At least annually, the Committee shall obtain and review a report by the external auditors describing the following (or meet, discuss and document with them):

- the audit firm's internal quality control procedures;
- any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- all relationships between the external auditor and the Company (to assess the auditor's independence).

In addition, the Committee shall set clear hiring policies for employees or former employees of the external auditor in order to prevent the impairment or perceived impairment of the external auditor's judgment or independence in respect of the Company.

## **6.6 Independence of the external auditor**

The Committee shall review and assess the independence of the external auditor, including but not limited to any relationships with the Company or any other entity that may impair or appear to impair the external auditor's judgment or independence in respect of the Company. Furthermore, the Committee shall draft an annual statement for inclusion in the Company's annual report of whether the Committee is satisfied that the provision of non-audit services is compatible with external auditor independence.

## **6.7 Scope of the external audit**

The Committee shall discuss with the external auditors the overall scope of the external audit, including identified risk areas and any additional agreed-upon procedures.

In addition, the Committee shall review the external auditor's compensation to ensure that an effective, comprehensive and complete audit can be conducted for the agreed compensation level.

## **6.8 Assessment of the internal audit**

The Committee shall review the internal auditor's mission, charter and resources and discuss the scope of the internal audit with the internal auditor, including the internal audit plan, work program and quality control procedures.

## **6.9 Communications with stakeholders**

The Committee shall review and discuss ASX releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

The Committee shall review all representation letters signed by management to ensure that the information provided is complete and appropriate. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the external auditors under generally accepted auditing standards.

## **7. Evaluation of Performance**

The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.

**MatrixView Limited**

**Audit Committee Charter**

**As approved by Board of Directors on 29 April 2005**