

## **Audit & Risk Committee Charter**

### **Purpose**

This Charter governs the operations of the Audit & Risk Committee (the Committee) of WAM Capital Limited (the Company). The Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, and the external audit function. In discharging its role, the Committee is empowered to investigate any matter brought to its attention with full access to all books and records of the Company. The Committee is empowered to engage independent counsel and other advisers as it determines necessary to carry out its duties or delegate any of its duties and responsibilities.

### **Composition**

The Committee shall be comprised as follows:

- At least three Directors appointed by the Board from time to time, all of whom are non-executive Directors;
- A majority of Committee members must be independent Directors. "Independence" shall be determined in accordance with the Board of Directors Charter.
- The Chairperson of the Committee shall be an independent Director, who is not also Chairperson of the Board; and
- All Committee members shall be financially literate. At least one member shall have accounting and/ or related financial expertise as determined by the Board.

### **Meetings**

Meetings of the Committee will be conducted as follows:

- The Committee shall meet as frequently as required, but not less than two times per year.
- A quorum for Committee meetings shall be any two Director Committee members.
- Any Director who is not a Committee member may attend (but not vote at) a meeting of the Committee for discussion on particular areas of interest to that Director. The Committee may also invite other individuals to attend meetings of the Committee, as they consider appropriate.
- The Committee shall report to the Board on all matters relevant to the Committee's role and responsibilities.
- Minutes of Committee meetings shall be included in the papers for the next full Board meeting after each Committee meeting.

### **Duties and Responsibilities**

The duties and responsibilities of the Committee shall include:

- To make recommendations to the Board on the appointment, reappointment or replacement and remuneration of the external auditor;
- To review and assess the independence of the external auditor;
- To review the scope, processes and results of the external audit;
- To monitor the effectiveness and appropriateness of the accounting and internal control systems and reporting of the Company;
- To review half year and full year financial statements and Appendices 4D and 4E prior to filing with the ASX;
- To review the adequacy and effectiveness of the Company's risk management framework by gaining assurance that major risks have been identified and are appropriately managed; and
- To review its performance and Charter annually to ensure it is operating effectively.