



BRISCOE
GROUP LIMITED

Briscoe Group Limited

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BRISCOE GROUP LIMITED

AUDIT AND RISK COMMITTEE CHARTER

PURPOSE OF AUDIT AND RISK COMMITTEE CHARTER

This Audit and Risk Committee Charter details the authority and responsibilities delegated to the Audit and Risk Committee by the Board of Directors to enable the Committee to operate.

AUTHORITY

The Audit and Risk Committee (Committee) is authorised by the Board to:

- Hold Committee meetings to address Committee business, including at least two meetings a year as part of the Group's audit and financial reporting cycle and at least two separate meetings a year focused on risk management and related.
- Invite Group officers, external auditors and other individuals to attend all or part of any meeting.
- Provide oversight of the external audit arrangements and pre-approve all auditing and non-audit services to be performed by any accounting firm employed by the Group.
- Conduct or authorise investigations into any matters relating to its areas of responsibility, and in particular, without limiting actions that can be taken, it is empowered to:
 - Appoint, compensate, and oversee the work of any independent counsel, accountants or others to advise the Committee or assist in the conduct of an investigation.
 - Participate in the resolution of any disagreements between management and the auditor regarding financial reporting
 - Seek any information and obtain administrative support that it requires from Group employees, all of whom are directed to cooperate with the Committee's requests.
 - Seek information from external parties.
 - Meet with Group officers, external auditors, or outside counsel, as considered appropriate.

COMPOSITION

The Audit and Risk Committee is to comprise at least three Directors and is to include at least two Independent Directors, one of whom is to be the Committee Chair. The Committee Chair shall not simultaneously hold the position of Chairman of the Board. The Committee Chair and other Committee members are appointed by the Board and the Board retains the right to change the Committee appointees and the Committee Chair from time to time.

MEETINGS

A quorum is three Committee members who may attend each meeting in person or by video or telephone conference. Meeting agendas and relevant briefing materials are to be prepared and provided in advance to Committee members by the Chief Financial Officer and the Internal Auditor. Minutes are to be taken of all meetings.

RESPONSIBILITIES

The Committee is responsible to the Board for the following:

Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and intended material disclosures of information involving judgmental accounting treatments, and consider these in the light of long established and recent professional and regulatory pronouncements.
- Review with management and the external auditors the results of the audit, including any difficulties encountered and recommendations made.
- Review the annual and half yearly financial statements, and consider whether they are complete, consistent with information known to Committee members, consistent with relevant accounting principles and standards, and give a fair view of the Group's consolidated financial position, financial performance and cash flow performance for the reporting period.
- Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information and whether there is compliance with generally accepted accounting practice in New Zealand and relevant International Financial Reporting Standards.

Climate Related Disclosures (CRD)

- Review and determine that the Company's Annual Report is compliant with relevant Climate-Related Disclosure regulations and make appropriate recommendations to the Board.

Internal Control

- Consider the effectiveness of the Group's internal control systems, including information technology security and control.
- Consider the scope of external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit

- Review and approve the internal audit Terms of Reference and annual internal audit plan (including the nature, scope, objectives, activities, staffing, organisational structure and functions of internal audit).
- Review the results of internal audit activity.
- Review the effectiveness of internal audit functions.
- Consider the independence of internal audit.

External Audit

- Review the external auditors' proposed audit scope and plan, including any reliance on, or coordination of audit effort with internal audit.
- Review the performance of the external auditors and make recommendations to the Board on the appointment or discharge of the auditors. Implement a selection process and make a recommendation to the Board, if required.
- Consider the independence of the external auditors by reviewing relationships between the auditors and the Group, including in respect of non-audit services.
- Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately.
- Receive, consider and ensure appropriate action is taken on the external auditors' report to management on the status of internal control and management systems and report to the Board on all such matters through the Committee's minutes and specific papers as required.

Regulatory Compliance (other than in respect of Employment Regulations)

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigations and follow-ups (including disciplinary action) of any instances of non-compliance.
- Review the findings of any examinations of the Group by regulatory agencies, and any auditor observations.
- Review updates from management and the Group's legal counsel regarding compliance obligations.

Risk Management

- Ensure that an appropriate risk management framework is in place which includes policies and practices to identify, monitor, manage and report on the risks considered to be the most material for the Group.
- Ensure that formal risk reviews are undertaken by management and documented not less than semi-annually, including identification of any new risks and mitigants and/or existing risks with changing profile.
- Review and assess the steps management has taken to instil an appropriate, effective risk management culture throughout the Group.
- Review at least annually all insurance cover that the Group has in effect.

Investment Review

- Ensure that management carries out reviews at least annually of capital expenditure in the normal course of business and investments other than in the normal course of business, with such reviews addressing such matters as expenditure compared to authorisation level, expenditure and timing compared to budget, and outcomes and deliverables compared to key assumptions.

Reporting Responsibilities

- Report regularly to the Board about the work of the Committee, issues addressed and related recommendations.
- Review all Group financial reports that refer to Committee responsibilities and ensure that all references are accurate.

Other Responsibilities

- Attend to other matters related to this charter as requested by the Board.
- Instigate and oversee special investigations as considered appropriate by the Committee or the Board.
- Review annually the appropriateness and adequacy of the Committee charter, and request Board approval for any proposed changes.
- Confirm annually to the Board that all responsibilities outlined in the charter have been carried out.
- Evaluate the Committee's and individual Committee members' contributions to the work of the Committee at least annually.

This Charter is reviewed annually and was last approved by the Board in March 2024.