

Audit & Risk Management Committee Charter

Shine Corporate Ltd (the “Company”)

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1. PURPOSE

1.1 Overview

The Audit & Risk Management Committee (the **Committee**) is a Committee of the Shine Corporate Ltd Board. The purpose of the Committee is to review and make recommendations to the Board on the following:

- (a) managing its financial, legal and compliance responsibilities relating to financial reporting;
- (b) internal control structures;
- (c) risk management and compliance systems;
- (d) external audit;
- (e) internal audit; and
- (f) such other matters as are delegated by the Board from time to time.

1.2 Scope

For the avoidance of doubt, the Committee discharges the above responsibilities in relation to the Company and as applicable, the entities it controls (the **Group**).

1.3 Administrative Powers

The Committee also exercises the administrative powers delegated to it by the Board.

2. ADMINISTRATION

2.1 Membership & Expertise

- (a) The Board appoints the members and Committee Chairman.
- (b) The Committee must be composed of at least three Board members. All members of the Committee must be independent non-executive Directors. The Committee Chairman must not be the Chairman of the Board.
- (c) The Board may, by resolution, remove and replace members of the Committee.
- (d) Each Committee member must have a reasonable knowledge of the Group and dedicate the necessary time and attention to Committee meetings.
- (e) At least one member of the Committee should be a qualified accountant or other finance professional with experience of financial and accounting matters.

- (f) The duties and responsibilities of a member of the Committee are in addition to those set out for a member of the Board.
- (g) The Company's Company Secretary will be the secretary of the Committee.

2.2 Meetings

- (a) The Committee will meet a minimum of four (4) times per annum on dates determined by the Committee Chairman or more frequently if required as determined by the Committee Chairman.
- (b) A quorum for any meeting shall be at least two members of the Committee.
- (c) In the event that the Committee Chairman is absent from any meeting, the Committee members present shall appoint one of those present to be Chair of that meeting.
- (d) Meetings are governed by the provisions of the Company's Constitution regulating meetings and proceedings of the Board and the Committee should seek to determine matters before the Committee by consensus.
- (e) Subject to the discretion of the Committee, the Company's Managing Director & CEO, Chief Financial Officer, Internal Audit & Risk Manager and external auditors may attend all Committee meetings by standing invitation, but may be asked to leave at any time. The Committee may invite other people including any Employee to attend all or part of its meetings.
- (f) Other members of the Board are entitled to attend Committee meetings but cannot vote on any matter being considered.
- (g) Any person with a material personal interest in a matter being considered at a meeting must not be present for consideration of that matter.
- (h) The agenda for meetings is determined by the Committee Chairman in consultation with the Committee Secretary and others as expressly directed by the Committee Chairman.
- (i) Reports and other papers of the Committee are available to all members of the Board, subject to the rules in relation to conflict of interests set out in the Board Charter from time to time.
- (j) Decisions of the Committee may be made at a duly called and constituted meeting or otherwise agreed by all Committee members.

2.3 Minutes

- (a) The Committee Secretary must prepare minutes for each Committee meeting.
- (b) The draft minutes of each Committee meeting are to be reviewed by the Committee Chairman and circulated to all Committee members by the Committee Secretary as soon as practicable after each Committee meeting

and included in the next Committee meeting pack.

- (c) A copy of the Committee minutes, once they have been approved by the Committee, are to be signed by the Committee Chairman and made available to the Company's Board.

3. AUTHORITY

- (a) The Board has authorised the Committee to perform the activities required to discharge its responsibilities.
- (b) The Committee is authorised by the Board to investigate any activity it deems appropriate and may seek information from the external auditor or any officer or Employee, who must co-operate with any such request made by the Committee.
- (c) The Committee is authorised to engage any firm of accountants, lawyers or other professionals it deems fit to provide independent counsel and advice to the Company and to assist in any review or investigation.

4. REPORTING

The Committee shall report to the Board about Committee activities and make recommendations to the Board on matters relevant to the Committee's purpose. The Committee will prepare any reports required by law, the ASX Listing Rules or otherwise requested by the Board.

5. RESPONSIBILITIES

5.1 Internal Audit

The Committee has the following responsibilities in relation to Internal Audit:

- (a) approving the internal audit function charter;
- (b) reviewing and approving the scope and adequacy of the annual internal audit plan;
- (c) reviewing the performance and ensuring the independence of the internal audit function;
- (d) reviewing the performance and independence of the Internal Audit & Risk Manager; and
- (e) approving the appointment or removal of the Internal Audit & Risk Manager.

5.2 External Audit

The Committee has the following responsibilities in relation to the external audit:

- (a) nominating and implementing the procedures for selecting and appointing the external auditor including approving the contractual arrangements (including

fees) with the external auditor;

- (b) reviewing and providing recommendations on the rotation of external audit engagement partners, which rotation must occur at least every five years;
- (c) reviewing the performance, effectiveness and independence of the external auditor;
- (d) reviewing the external audit processes including the auditors' qualifications and the scope and adequacy of the external audit;
- (e) reviewing and approving the external audit plan annually; and
- (f) reviewing and determining the quantum of any non-audit services to be provided by the external auditor and his/her firm and any impact on the independence of the external auditor.

5.3 Review of Financial Reports

The Committee has the following responsibilities in relation to financial reporting:

- (a) reviewing the adequacy of the Group's corporate reporting processes and financial statements for accuracy, adequacy and clarity and ensuring they reflect a true and fair view of the financial position and performance of the Group as a basis for recommendation to and adoption by the Board;
- (b) reviewing company financial statements for compliance with accounting standards and policies, the ASX Listing Rules and relevant laws such as the Corporations Act; and
- (c) assisting the Board in its determination of the reliability and appropriateness of the Company's accounting judgements, choices, policies, financial disclosure and reporting.

5.4 Risk Management

The Committee must:

- (a) monitor management's performance against the risk management framework, including whether it is acting within the risk appetite set by the Board;
- (b) review any material incident involving fraud or a breakdown of the Company's risk controls;
- (c) receive reports from internal audit on its reviews of the adequacy of processes for managing risk;
- (d) receive reports from management on new and emerging sources of risk and mitigation measures put in place to deal with those risks;

- (e) make recommendations to the Board in relation to changes that should be made to the risk management framework or the risk appetite set by the Board; and
- (f) review and make recommendations on the Company's insurance policies.

6. ANNUAL REVIEW

6.1 Performance of Committee

The Committee will undertake an annual review of its performance against the requirements of this Charter and provide that information to the Board along with any recommendations resulting from the review.

6.1 Review of Charter

This Charter was initially adopted on 28 March 2013 and is subject to annual review by the Board. The next scheduled review is in February 2021.

7. DEFINITIONS AND INTERPRETATION

7.1 Definitions

Term	Definition
ASX	ASX Limited ACN 008 624 691 and the exchange operated by it.
Board	The Company's board.
Company	Shine Corporate Ltd (ACN 162 817 905) and, as the context requires, the entities it controls.
Corporations Act	The <i>Corporations Act 2001</i> (Cth), as amended from time to time.
Director	A director of the Company.
Employee	Any employee of the Group.
Listing Rules	The listing rules of ASX.

7.2 Interpretation

Concepts not defined in this document but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.