

Audit Committee Charter

1. The role of the Audit Committee (Committee) is documented in this Board approved Charter.
2. The primary role of the Committee is to oversee the establishment and maintenance of a framework of internal control, to monitor the effectiveness and independence of the external audit function, to consider and report on any matters that may adversely affect the integrity or soundness of financial information, and to advise on appropriate ethical and cultural standards for the management of the company. Together, these enable the Committee to provide assurance to the Board regarding the quality and reliability of financial information prepared for use by the Board in decision making or for inclusion in financial reports.

Scope

3. The scope of the Committee covers GMHBA Limited, GMHBA Land Co Pty Ltd and any other subsidiary entities.

Objective

4. The objectives of the Committee are to:
 - oversee the effectiveness of the internal and external audit functions;
 - provide an independent, non-executive review of the integrity of the Company's financial accounts and statements;
 - oversee the quality and reliability of the financial information prepared for use by the Board in diligence, decision making or for inclusion in the financial reports;
 - oversee, assess and report on the independence and performance of the external auditor.
 - to the extent that it may not be performed by the Risk and Compliance Committee –
 - monitor compliance with regulatory requirements; and
 - monitor and provide guidance in relation to fraud controls and incidents.

Composition

5. The Board shall annually confirm the membership of the Committee, which must comprise at least three and not more than four directors, all of whom must be non-executive directors and free from any relationships which might in the opinion of the Board be construed as a conflict of interest.
6. Committee members may elect one of their member as the Committee Chairman. The Committee Chairman must not also be the Chairman of the Board.
7. Committee composition may include non-director independent person(s) in accordance with whatever arrangements for such appointments are approved by the Board from time to time, provided that the number of non-director independent members does not equal or exceed the number of director members. Only directors may exercise the voting rights.
8. At the discretion of the Committee Chairman the external auditors, the internal auditors, the Chief Executive Officer, the Chief Financial Officer, the Chief Risk Officer, the Company Secretary and other individuals may be invited to participate in Committee meetings.

Duties and Responsibilities

9. The duties and responsibilities of the Committee are:

9.1. Internal control and risk management

- Monitor the appropriateness of the internal control framework (particularly controls relating to administration, operations, financial reporting, and quality and integrity of staff) and ensure that where any major deficiencies or breakdown in controls or procedures have been identified, appropriate and prompt action is taken by management.
- Review and endorse to the Board for approval the Internal Audit Plan;

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- Review and approve the Internal Audit Policy;
- Monitor the performance of the internal auditor (or outsourced external resource);
- Monitor the performance of the appointed actuary and recommend to the Board any appointment or removal;
- Meet with the internal auditors regularly during the year and at least once a year in the absence of management to discuss progress against the annual work plan including any restrictions on the scope of activities, findings of internal audit reports and management's response; and
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9.2. Annual accounts and external audit

- Review the ongoing appropriateness of existing accounting policies and procedures and any new accounting policies and procedures for compliance with Australian Accounting Standards and generally accepted accounting principles.
- Provide an objective view of the effectiveness and integrity of the financial reporting framework;
- Oversee compliance with other financial and regulatory reporting requirements.
- Serve as an independent and objective party to review and recommend to the Board the annual financial statements and any other financial information prior to it being presented to fund members, Company members, regulators and the public.
- Annually review the performance and independence of the external auditor.
- Meet with the external auditors regularly during the year and at least once a year in the absence of management to:
 - discuss the external audit plan;
 - discuss any significant issues that may be foreseen;
 - review the nature and impact of any changes in accounting policies on the financial statements;
 - review the nature and impact of any changes in accounting policies adopted by the company during the year; and
 - review and approve the fees proposed for the audit work to be performed.
- Annually review an external auditor's engagement and be satisfied that the auditor is independent within the meaning of Part 2M.4 of the Corporations Act 2001.
- Ensure that issues identified in external audit reports are addressed by management in an appropriate and timely manner.

9.3. Governance

- Develop an annual work plan for the Committee.
- Annually review the Committee Charter.
- Regularly evaluate the performance of the Committee.

Meetings

10. The Committee will hold at least four regular meetings each year, and such additional meetings as the Committee Chairman shall decide are necessary order for the Committee to fulfil its duties.
11. The Committee Chairman is required to call a meeting of the Committee if requested to do so by any Committee member, the Chief Executive Officer, the Chief Financial Officer or Chief Risk Officer, the external auditor or the Board.
12. The Company Secretarial function will act as Committee Secretary and is responsible, in conjunction with the Committee Chairman and relevant executives, for preparing and circulating the agenda and meeting materials to Committee members at least 4 working days prior to the meeting.
13. The Company Secretarial function will prepare minutes of each Committee meeting together with any major reports considered at those meetings, as well as a summary to be submitted to the next Board meeting for information.
14. A quorum shall consist of two members of the Committee.

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Access

15. The Committee shall have direct and unfettered access to the executives as set out above and those executives shall have direct access to the Committee via the Committee Chairman.
16. The Committee may consult or retain independent experts where they consider it necessary to carry out their duties in accordance with whatever arrangements are approved by the Board from time to time.

Other Matters

17. Where able to do so, Committee members will:
- assist with bringing to the Committee information they may come across as to best practice in respect of communication practices and procedures for the Committee and the internal and external auditor;
 - alert the Committee to any relevant emerging risks or changes to the environment in which the company operates of which they become aware.

Approved February 2019