



## **AUDIT, RISK AND COMPLIANCE COMMITTEE CHARTER**

### **ROLE OF THE AUDIT, RISK & COMPLIANCE COMMITTEE**

The Audit, Risk and Compliance Committee (“**the Committee**”) shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the AIMS Funds Management (AIMS) group of companies financial reporting, internal controls structure, risk identification and management systems and the internal and external audit functions. In doing so, it is the responsibility of the Audit, Risk & Compliance Committee to maintain free and open communication between the Committee, the external auditors and the management of the Company.

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

In fulfilling its corporate governance and oversight responsibilities the principal function of the Committee is to review, recommend any issues and/or variations to the AIMS Board for final approval. Primarily, the Committee is a delegated body that evaluates and recommends corporate governance and oversight issue to the Board for final approval.

The AIMS group of companies consists of AIMS Fund Management Limited, AIMS Real Estate Funds Limited and AIMS Investment Managers Limited.

### **DUTIES AND RESPONSIBILITIES**

The major duties and responsibilities of the Audit, Risk & Compliance Committee are:

- Ensuring it understands AIMS’s structures, controls and types of transactions to fully assess the risks faced;
- Oversee AIMS’s internal controls, risk management, financial reporting and compliance monitoring processes;
- Oversee the utilisation of the resources provided to AIMS and the protection of the AIMS’s assets;
- Assess the adequacy and effectiveness of the accounting and financial controls;
- Recommend the appointment and remuneration of the external auditors;

- Review and discuss with the external auditors the scope of the examination;
- Review and assess the report of the external auditors on AIMS's internal control procedures and any material matters raised therein;
- Assess the continued independence of the external auditor;
- Review and discuss ASIC and ASX requirements, reports, continuous disclosure and press releases as well as financial information provided to third parties (e.g. analysts);
- Review any transaction between AIMS and its Directors, or any interests associated with the Directors, to ensure the structure and terms of the transaction are in compliance with the Corporations Act and are appropriately disclosed;
- Review its own performance on an annual basis;
- Report the results of its activities to the Board.

## **COMPOSITION**

The Audit, Risk and Compliance Committee shall comprise no less than two (2) Independent Non-Executive Directors or members as selected by the Board. The Board shall appoint one of the Audit, Risk and Compliance Committee members as Chairman. The Company Secretary will act as Committee Secretary.

At least one member of the Committee must have accounting or related financial management expertise. All members of the Committee must have a working knowledge of basic financial and accounting practices.

Any Board member may attend any meeting if he or she wishes.

At the discretion of the Committee, the internal and external auditors, Managing Director, General Counsel and any other members of management may be invited/requested to attend Audit, Risk and Compliance Committee meetings.

A quorum shall consist of no less than two (2) members of the Committee.

## **ACCESS**

The Committee shall have access as required to external auditors and to Senior Management of AIMS. Such access will include the authority to see any information it requires from any staff member or external party.

## **MEETINGS**

Members of the Committee will hold meetings as required in order to meet the Committee's key objectives with a minimum of four meetings a year timed to coincide with releases of financial results. In addition, the Chairman is required to call a meeting of the Committee if requested to do so by any Committee member, external auditor, or if specifically requested by the Board.

The Chairman of the Audit, Risk and Compliance Committee must determine the Meeting Agenda in consultation with management, the external auditor and committee members. Any Director of the Board may put forward a matter to the

Chairman, which must be included on the Meeting Agenda for consideration by the Committee.

The Chairman of the Audit, Risk and Compliance Committee is to report to the Board on the activities of the Audit, Risk and Compliance Committee and to formally table the minutes of the intervening Audit, Risk and Compliance Committee meetings.

## **AUDITORS**

The external auditors shall have a direct line of communication at any time to either the Chairman of the Audit, Risk and Compliance Committee or the Chairman of the Board.