



AUDIT COMMITTEE CHARTER

SRG Global Limited (**Company**)
ACN 104 662 259

Adopted by the Board on 11 September 2018

○ Engineer ○ Construct ○ Sustain

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Global Construction Services Limited ABN 81 104 662 259, trading as SRG Global.

**MAKING
THE
COMPLEX
SIMPLE**

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a minimum of 50% of independent directors;
- an independent chair, who is not chair of the Board; and
- a minimum of 2 members of the Board.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

Non-committee members, including members of management and the external auditor may attend meetings of the Committee at the invitation of the Committee chair.

It is intended that all members of the Committee should be financially literate and have familiarity with financial management and the members between them must have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's mandate effectively. At least one member should have relevant formal qualifications and experience (i.e. be a qualified accountant or other finance professional with experience of financial and accounting matters).

The Company Secretary must attend all Committee meetings as minute secretary.

2 Role & Responsibilities

2.1 Overview

The Committee's key responsibilities and functions are to:

- a) oversee the Company's relationship with the external auditor and the external audit function generally;
- b) oversee the preparation of the financial statements and reports; and
- c) oversee the Company's financial controls and systems.

2.2 Audit

The Committee's primary roles in relation to audit are to review and make recommendations to the Board in relation to:

- the reporting of financial information;
- the appropriate application and amendment of accounting policies; and
- the appointment, independence and remuneration of the external auditor.

The Committee also provides a link between the external auditors, the Board and management of the Company.

In discharging these roles, the Committee will:

- a) review the Company's corporate and financial reporting and disclosure processes and make recommendations to the Board in relation to the adequacy of those processes;
- b) review the Company's financial statements for accuracy, for adherence to accounting standards and policies, and to ensure they reflect the understanding of the Committee members of, and otherwise provide a true and fair view of, the financial position and performance of the Company, as a basis for recommendation to and adoption by the Board;
- c) review and make recommendations to the Board in relation to the appropriateness of the accounting policies, judgements and choices adopted by management in preparing the Company's financial reports;
- d) ensure that procedures in place are designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management;
- e) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters; and
- f) manage the Company's relationship with the external auditor as described in section 3.

3 Relationship with the external auditor

The Committee provides a link between the external auditor and the Board.

The Committee has the responsibility and authority for the appointment and removal of the external auditor. In managing the Company's relationship with the external auditor, the Committee will:

- a) oversee and approve the selection, appointment, compensation, the terms of engagement and other contractual terms of the external auditors;

- b) receive and review reports of the external audit of the Company's financial statements;
- c) review and make recommendations to the Board in relation to the scope, effectiveness and adequacy of the external audit;
- d) review the performance, independence and objectivity of the external auditors, including the procedures for the rotation of the external audit engagement partner;
- e) oversee compliance with the Company's policy on the engagement of the external auditor to supply non-audit services; and
- f) giving reasons, advise the Board as to whether the Committee is satisfied that the provision of non-audit services is compatible with the general standards of auditor independence.

4 Rights of access and authority

The Committee has rights of access to management and to auditors without management present, and the right to seek explanations and additional information from both management and auditors.

5 Review

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

6 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least 2 members.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice of a meeting will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Rights of access and authority

The Committee may seek the advice of the Company's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.

Reporting

It is intended that a report of the actions of the Committee or a copy of the minutes of the Committee meeting (or both) will be included in the Board papers for the next Board meeting following a meeting of the Committee.

The Committee chair will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.