

Audit Committee Charter

Income Asset Management Group Ltd

Effective as of 27 July 2022

Income Asset Management Group Ltd

A.C.N. 010 653 862

GPO Box 6 BRISBANE QLD 4000

AUDIT COMMITTEE CHARTER



1. Introduction

The purpose of this Audit Committee Charter is to specify the authority delegated to the Audit Committee (**Committee**) by the Board and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board and is authorised by the Board to assist it in fulfilling its governance and oversight responsibilities in relation to the Company's financial reports and reporting processes and internal controls. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

2. Role of the Committee

The role of the Committee is to assist the Board in the oversight of the Company's corporate reporting processes by reviewing and making recommendations in relation to:

- (a) the adequacy of the Company's corporate reporting processes and internal control framework;
- (b) whether the Company's annual financial reports, half year financial reports and quarterly cash flow statements (**financial statements**) provide a true and fair view of the financial position and performance of the Company for the relevant period;
- (c) the reasonableness and appropriateness of the accounting judgments exercised by Management in preparing the Company's financial statements;
- (d) the adoption of significant accounting policies, to ensure compliance with AIFRS and relevant accounting standards;
- (e) the appointment or removal of the external auditor;
- (f) the independence and performance of the external auditor;
- (g) the engagement of the external auditor to perform non-audit work, and any resultant impact on the independence of the external auditor;
- (h) the fees payable to the external auditor for audit work;
- (i) the rotation of the audit engagement partner;
- (j) the scope and adequacy of the external audit;
- (k) the necessity of an internal audit function and the appointment or removal of an internal auditor, when appropriate;
- (l) the independence and performance of the internal audit function;
- (m) setting the scope and extent of the internal audit work plan;
- (n) overseeing and regularly reviewing written policies, codes and procedures governing compliance and financial oversight and management;
- (o) disclosures of its processes to verify the integrity of financial reports released to the market that are not audited or reviewed by an external auditor; and
- (p) evaluating and approving the Company's treasury and hedging policies and programmes.

3. Duties and Responsibilities

The Committee is responsible for:

- (a) approving and monitoring compliance with material accounting policies;
- (b) reviewing the Company's financial statements to confirm to the Board that they provide a true and fair view of the financial position and performance of the Company for the relevant period;
- (c) ensuring that before the Board approves the Company's financial statements for a financial period, they first receive from the Chief Executive Officer and the Chief Financial Officer a declaration that, in their opinion, the financial records of the Company and its controlled entities have been properly maintained and that the financial statements comply with the applicable accounting standards and give a true and fair view of the financial position and performance of the Company and its controlled entities and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively;
- (d) reviewing other financial information and presentations released externally by the Company, as required;
- (e) reviewing complaints made under the Company's Whistleblower Policy and making recommendations regarding remedial action to the Board;
- (f) reviewing any internal audit plan that may be introduced and receiving reports from the internal auditor in relation to the adequacy of the Company's internal financial risk management processes;
- (g) ensuring that the Company's external auditor attends the Company's annual general meeting of shareholders and is available to answer any questions from shareholders relevant to the audit;
- (h) reviewing and approving all audit and non-audit services to be provided by the external auditor, and ensuring that the external auditor is not engaged on any non-audit work that may impair the external auditor's independence; and
- (e) overseeing the adequacy of the Company's insurance programme, having regard to the Company's business and the insurable risks associated with the business.

At least once every financial year, the Committee will meet separately with Management and the external auditor to discuss the adequacy and effectiveness of the Company's accounting and financial controls, the appropriateness of the accounting judgements and choices exercised by Management in preparing the Company's financial statements, and their assessments of the effectiveness of internal controls and matters for improvement.

At least once a year, and whenever requested by the external auditor, the Committee will meet *in camera* with the external auditor to review matters relating to the conduct of the audit, Management's cooperation and capability, and any other issues impacting the audit or the effective functioning of the Company's financial management and reporting systems.

4. Membership

4.1 Composition and Size

The Committee shall consist of at least three members, the majority of whom are independent directors, all of whom shall be appointed by the Board. At least one member shall have accounting or related financial management experience.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee.

The Committee members jointly should have the necessary technical knowledge, accounting and financial expertise and sufficient understanding of the industry in which the Company operates to be able to discharge the Committee's duties effectively and each member should be financially literate.

The Board will review the Committee members' term of service at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee collectively.

If a member of the Committee retires, is removed or resigns from the Board, that member automatically ceases to be a member of the Committee. A member may resign from the Committee by giving two months' notice in writing to the Committee Chair of his or her intention to resign.

4.2 Chair

The Chair of the Committee shall be an independent director, who is not the Chair of the Board. The Board will appoint the Chair of the Committee. If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chair for that meeting.

4.3 Company Secretary

The Company Secretary of the Board shall be the Secretary of the Committee and attend all Committee meetings.

5. Committee Meetings and Process

5.1 Meetings

The Committee will meet as frequently as required to perform its functions, but not less than four times per year. The Chair must call a meeting of the Committee if requested by any member of the Committee or the Chair of the Board.

Meetings may be held in person, wholly via electronic means or as a hybrid of the two, at the discretion of the Chair.

5.2 Quorum

Two members of the Committee constitute a quorum for meetings of the Committee.

5.3 Attendance by Management and Advisers

The Chief Executive Officer and Chief Financial Officer are expected to attend each scheduled meeting of the Committee and a standing invitation to attend Committee meetings will be issued to all directors who are not Committee members.

The Committee Chair may also invite other senior managers and external advisors to attend meetings of the Committee, as appropriate. The Committee may request Management and/or external advisors to provide such input and advice as is periodically required.

5.4 Notice, Agenda and Papers

The Chair of the Committee will determine the agenda for each meeting after appropriate consultation with Committee members and the Company Secretary.

Unless otherwise agreed or considered necessary by the Chair, notice of each meeting confirming the venue, date and time, together with an agenda of items to be discussed and supporting papers, will be circulated by the Company Secretary to each Committee member and any other individual invited to attend, not less than two business days before the meeting. Copies of the agenda and supporting papers will also be circulated to all Board members or uploaded to an online portal accessible to all Board members.

5.5 Minutes

The Company Secretary will keep minute books to record the proceedings and resolutions of the Committee meetings and these will be made available to all Board members.

The Chair of the Committee will report to the Board at the next Board meeting held after each Committee meeting.

The Committee must refer any matter of significant importance, including audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company to the Board in a timely manner.

5.6 Access to Information and Advisors

The Committee has the authority to:

- (a) require Management or others to attend meetings and to provide any information or advice that the Committee requires;
- (b) investigate any matter brought to its attention;
- (c) access any documents and records or facilities required to carry out its functions;
- (d) obtain the advice of independent experts, lawyers, accountants or other experts, in carrying out its functions, after consulting with the Chair of the Board; and
- (e) interview Management, employees and the external auditor, as required, in carrying out its functions, and all employees are required to cooperate with any lawful request made by the Committee.

6. Committee's Performance and Review and Publication of Charter

The Committee will undertake an evaluation of its performance on an annual basis. The performance evaluation will have regard to the extent to which the Committee is operating effectively and has met its responsibilities under this charter.

This charter shall be reviewed on an annual basis to ensure that it remains compliant with relevant statutory and ASX Listing Rule requirements. Any amendments to the charter must be approved by the Board.

The charter will be available on the Company's website and details of the number of Committee meetings held in each reporting period and individual attendance at those meetings, will be disclosed in the Company's annual report to shareholders.

7. Definitions

ASX means ASX Limited.

Board means the board of directors of the Company as constituted from time to time.

Corporations Act means the Corporations Act 2001 (*Cth.*) as affected by any class order or other instrument of the Australian Securities and Investments Commission applying to the Company.

AUDIT COMMITTEE CHARTER



Employee means an employee of the IAM Group, and contractors required to comply with IAM Group's policies and procedures.

Company means Income Asset Management Group Limited

Company Secretary means the person holding the office of Company Secretary of Income Asset Management Group Ltd.

8. Approval

The original charter was approved and adopted by the Company's Board on 27 July 2022.

Version Control

Acknowledgments			
Supporting Documents			
Approval Authority		IAM Board of Directors	
Policy Administrator		Company Secretary	
Original Approval Date		27 July 2022	
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1.0	27 July 2022	Initial Document	Company Secretary