



**CHARTER
AUDIT COMMITTEE**



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1. OBJECTIVES

The principal function of the Audit Committee (AC) is to oversee the financial reporting process to ensure the balance, integrity and transparency of the financial information published by the Company.

The principal focus of the AC in respect of its mandate will include regular reviews and monitoring of the following:

- Effectiveness of the Company's internal financial control and risk management systems.
- Effectiveness of the internal audit function, which has a direct reporting line with the AC.
- Independence of the external audit process and assessment of the external auditors' performance.
- Remuneration of external auditors and their supply of non-audit services.
- The Company's systems for monitoring compliance with laws and regulations relevant to financial reporting and with its internal code of business conduct.
- Specific issues where the AC considers that action or improvement is needed, making recommendations as to the steps to take.
- Adequacy of the annual financial statements to be submitted to the Board and to the Regulator.

This Charter is posted on the organisation's website.

2. COMPOSITION

- 2.1 The Chairperson and members of the AC will be nominated by the Board.
- 2.2 The AC shall consist solely of independent directors. The chairperson of the Board should not be the chairperson of the AC.
- 2.3 The Committee shall consist of a minimum of 3 members. Each member of the AC must be financially aware and the Board should satisfy itself that the chairperson has relevant financial experience and expertise.

3. MEETINGS

- 3.1 Meetings shall be held no less than four times a year. Annual financial statements of the Company must be reviewed by the AC before they are submitted to the Board for approval. Special meetings may be held at the discretion of the chairperson at the request of either internal or external auditors or any member of the AC as well as any member of the Board.
- 3.2 The quorum for the AC shall be 2 where the AC consists of 3 members and 3 where the AC consists of more than 3 members. In the absence of a quorum, the chairperson of the AC may appoint another independent director in replacement.
- 3.3 The Chairperson of the AC may in case of absence designate an alternate. In case of absence of the Chairperson and where no alternate has been designated, the Chairperson of the Board shall appoint an independent director to chair the meeting.
- 3.4 Internal and external auditors should be invited to make presentations to the AC, including inter alia, audit plans, findings and recommendations. The AC will meet both internal and external auditors separately at least once a year without the Company's management being present to discuss issues related to the Company's audit and any other matters of concern which either party may wish to raise.

4. ROLES AND RESPONSIBILITIES

- 4.1 The roles and responsibilities of the AC is fixed by the Board and the scope of the authority is as follows:
 - Operating within the terms of its Charter.
 - Ensuring the attendance of the Company's officers at meetings, as required.
 - Having unrestricted access to the Company's management, employees and relevant information.
 - Ensuring that there is appropriate structure in place for identifying, monitoring and managing compliance risk as well as a reporting system to advise the AC and the Board of instances of non-compliance on a timely basis.
 - Ensuring procedures are established for dealing effectively with concerns of employees in respect of accounting, internal control and auditing matters.
 - Ensuring procedures are established for dealing effectively with complaints received in respect of accounting, internal controls and auditing matters.
 - Advising the Board on matters relative to the appointment, compensation and retention of external auditors and providing oversight to the work of external auditors.
 - Advising on terms of reference and compensation for all audit engagements and non-audit services provided by the external auditors.

- Requiring investigation of specific financial transactions before Board approval where the AC and/or Management considers it necessary.
- Executing any other cognate duties by delegation of the Board.
- Monitoring issues of concerns reported by employees under the Whistle Blowing procedures.

4.2 The roles and responsibilities of the AC in respect of the Company's internal controls, financial reporting, and compliance with laws and regulations as well as the working relationship of the AC with both external and internal auditors are defined below:

4.2.1 Internal Control

- Evaluate the overall effectiveness of the Company's internal control and risk management frameworks and ensure that recommendations made by internal and external auditors are being implemented by management.
- Evaluate whether management is communicating effectively the importance of internal control and risk management, thus promoting a "control culture" within the Company.
- Understand the internal control systems implemented by management for approval of transactions, recording and processing of financial data, preparation of financial statements, and compliance of financial statements with relevant standards, laws and regulations. Initiate investigation and action when weaknesses become apparent.
- Evaluate how management is held accountable for the maintenance of internal control within the Company.

4.2.2 Financial reporting

- Understand the areas of greatest financial risk and how these are being managed.
- Stay informed of significant accounting and regulatory pronouncements and their impact on the financial statements.
- When considering the annual accounts, review with management and external auditors the Company's financial statements, footnotes, key accounting policies and judgements; consider whether they are complete and consistent with the information known to the AC.
- Review results to ensure that published financial statements are balanced, transparent and consistent with International Accounting Standards and International Financial Reporting Standards.

4.2.3 Compliance with laws and regulations

- Review the effectiveness of the system for monitoring compliance with laws and regulations including but not limited to any Anti-Money Laundering and Counter-Terrorism Financing legislations and regulations.
- Review the system for follow-up of fraud and non-compliance investigations and similar findings of any examinations by regulatory agencies.
- Ensure that all compliance matters related to the Company's business are adequately reflected in the preparation of the financial statements.

4.2.4 Working with external auditors

- Consider the external auditors' independence and any possible conflict of interest by obtaining from the auditors annual statements of their relationship with the company. The relationship includes non-audit services .
- Review and approve the external auditors' proposed audit scope and audit plan in the light of current circumstances and regulatory and other requirements. Propose specific actions as considered appropriate.
- Review the Company's policies for hiring external auditors for non-audit services.
- Discuss with external auditors the appropriateness of the Company's accounting policies as applied in financial reports and any accounting and auditing concerns identified in the course of the audit process.
- Discuss with external auditors the overall results of the audit, the quality of financial statements and any concerns raised by external auditors.
- Meet separately with external auditors to discuss any matters that the auditors or the AC may wish to discuss privately.
- Review annually the performance of the external auditors and make recommendations to the Board for reappointment or termination of existing appointment.

4.2.5 Working with internal auditors

- Review the effectiveness of the internal audit function, activities, resources and organisational structure and ensure that it has appropriate standing within the Company.
- Review the internal audit standards of work with external auditors.

- Review and approve the internal audit work plan on a regular basis to ensure that it addresses effectively key areas of risk, and that there is appropriate cooperation with external auditors. Meet separately with internal auditors to discuss any matters that either party considers should be discussed privately.
- Ensure that the findings and recommendations of internal audit are taken into account by the Company's management.

5. OTHER PROVISIONS

5.1 Professional advice

The Board has an agreed procedure whereby members of the Committee are able to seek independent professional advice, should the need arise. The professional services procured would be at the Company's expense and prior approval of the Chairperson is required.

5.2 Access to information

The Committee shall have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required.

5.3 Reporting

- Ensure that the Board is aware of all significant issues that may affect the financial status of the Company and make appropriate recommendations to the Board. Minutes of AC meetings shall be remitted to the chairperson of the Board and relevant information communicated to the Board members.
- Ensure that reports that may be required by law or requested by the Board relative to AC activities are included in the financial statements.
- Any significant issues having impact on the affairs or reputation of the Company shall be reported by the chairperson of the Board to the Audit Committee/Board of the relevant holding company.