

RYDER CAPITAL LIMITED

AUDIT AND RISK COMMITTEE CHARTER

ROLE OF THE AUDIT AND RISK COMMITTEE

- 1 The Audit and Risk Committee (**Committee**) has been established by the Board of Directors (**Board**) of the Company. The role of the Committee is to:
 - 1.1 assist the Board to fulfil its oversight responsibilities for the financial reporting process, and the system of internal control relating to all matters affecting the Company's financial performance and the audit process;
 - 1.2 assist the Board in establishing and maintaining a robust risk management framework;
 - 1.3 assist the Board in monitoring compliance with laws and regulations and the Company's corporate governance policies and procedures.

DEFINITIONS

Company means Ryder Capital Limited ACN 606 695 854.

Employee means a Director (executive or non-executive), officer, employee or consultant of the Company.

SPECIFIC RESPONSIBILITIES

- 2 In order to fulfil its responsibilities to the Board, the Committee may, as required:

FINANCIAL STATEMENTS

- 2.1 review the half-yearly and yearly financial statements and consider whether they are complete, consistent with information known to the Committee, reflect appropriate accounting policies and principles and otherwise provide a true and fair view of the financial position and performance of the Company;
- 2.2 review with the Investment Manager and the external auditor the results of the audit;
- 2.3 receive from the Investment Manager a declaration that the financial statements have been properly maintained, comply with accounting standards and give a true and fair view of the financial position and performance of the Company and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively, before the Board approves the half-yearly and yearly financial statements.

NET TANGIBLE ASSET BACKING

- 2.4 review the effectiveness of the process to release the Company's Net Tangible Asset backing announcements to the Australian Securities Exchange (**ASX**).

INTERNAL CONTROL

- 2.5 review the effectiveness of the Company's internal controls regarding all matters affecting the Company's financial performance and financial reporting, including technology security and control;
- 2.6 review the scope of the external auditor's review of internal control, review reports on significant findings and recommendations, together with the Investment Manager's responses, and recommend changes from time to time as appropriate.

EXTERNAL AUDIT

- 2.7 appoint and remove the external auditor as required. For the purpose of removing or appointing the external auditor, review the auditor's performance, including the proposed fees, and if appropriate conduct a tender of the audit. Any subsequent recommendation following the tender for the appointment of an external auditor will be put to the Board and then if a change is approved it will be put forward to shareholders for their approval;
- 2.8 review the external auditor's proposed audit scope and approach;
- 2.9 meet with the external auditor to review reports, and if required, meet separately to discuss in that regard any matters that the Committee or auditors believe should be discussed privately;
- 2.10 review and confirm the independence of the external auditor by rotating audit partners every five years and obtaining statements from the auditor concerning any relationships between the auditor and the Company, including non-audit services;
- 2.11 review any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor.

COMPLIANCE

- 2.12 obtain regular updates from the Investment Manager regarding compliance matters;
- 2.13 review the effectiveness of the system for monitoring compliance with laws and regulations and the follow up the result and outcome of a breach of compliance (if any) by the Investment Manager.
- 2.14 review the findings of any examinations by regulatory agencies and authorities;
- 2.15 review and investigate any reports of breaches made in relation to the *Code of Conduct*, the *Whistleblower Protection Policy* and the *Anti-Bribery and Anti-Corruption Policy*. Breaches should be made aware to the Board as determined by the Audit and Risk Committee depending on the severity and nature.

RISK MANAGEMENT

- 2.16 consider with the Investment Manager the overall risk management framework and annually review its effectiveness in meeting sound corporate governance principles and keep the Board informed of all significant business risks;
- 2.17 review with management and the Investment Manager the adequacy of the Company's systems for identifying, managing, and monitoring the key risks to the Company;
- 2.18 review systems and obtain reports from the Investment Manager on the status of any key risk exposures, breaches or incidents where relevant.

RELATED PARTY TRANSACTIONS

- 2.19 review and monitor related party transactions and investments involving the Company and its Directors;
- 2.20 review and approve all transactions in which the Company is a participant; and in which any parties related to the Company (including its executive and non-executive officers and Directors, beneficial owners of more than 5% of the Company's shares, immediate family members of the aforementioned persons and any other persons who the Board determines may be considered related parties of the Company) have or will have a direct or indirect material interest;
- 2.21 the Committee should only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its shareholders, after taking into account all available facts and circumstances as the Committee determines in good faith to be necessary. Transactions with related parties will also be subject to shareholder approval to the extent required by the ASX Listing Rules;

OTHER RESPONSIBILITIES

- 2.23 ensure adequate and accurate external reporting and regular investor communications by the Company to meet the needs of shareholders;

NOMINATION RESPONSIBILITIES

- 3 In relation to its nomination function, the Committee may from time to time:
- 3.1 assess the skills desired and required to discharge the Board's duties, having regard to the strategic direction of the Company;
 - 3.2 consider the appointment process for new Directors including the completion of background and screening checks, steps taken to ensure a diverse range of candidates are selected and how any gaps in the skill or experience of the board are identified;
 - 3.3 ensure all available information regarding a candidate who is proposed to be elected as a Director of the Company (including biographical details, qualifications, the candidate's independence and a statement from the Board as to whether it supports the candidate's existing directorships) is provided to shareholders to allow them to make an informed decision at election;
 - 3.4 inform the Board of the names of Directors who are retiring in accordance with the provisions of the Company's Constitution and make recommendations to the Board as to whether the Board should support the re-nomination of that retiring Director.
 - 3.5 establish and facilitate an induction program for new Directors as required;

CORPORATE GOVERNANCE RESPONSIBILITIES

- 4 In relation to its corporate governance function, the Committee is required to:
- 4.1 monitor the corporate governance requirements of regulators, including the Australian Securities and Investments Commission, Australian Taxation Office and the Australian Securities Exchange;
 - 4.2 advise the Board on corporate governance standards, and on the adoption or amendment of corporate governance policies that would be appropriate for the Company;
 - 4.3 review annually the Company's compliance with its corporate governance policies and procedures;
 - 4.4 assist the Board to prepare the Company's corporate governance disclosure statements in its Annual Report and comply with the requirements imposed under the ASX Listing Rules with respect to corporate governance disclosure.

COMPOSITION

- 5 The Committee will comprise a minimum of two Directors of the Company. All members of the Committee should be financially literate and have a sufficient understanding of financial markets. All members must have proficient understanding of risk management and corporate governance.
- 6 The Board will nominate the Chair of the Committee from time to time. The Committee Chair will be an independent non-executive Director who is not the Chair of the Board.

PROCEDURAL REQUIREMENTS

- 7 The Committee will meet not less than three times formally per annum and as frequently as may otherwise be required to deal with urgent matters.
- 8 A quorum of the Committee will comprise two members, one of whom must be the Committee Chair.
- 9 Meetings of the Committee may be held or participated in by conference call or similar means, and decisions may be made by a majority of members via circular resolution.

- 10 The Committee must have access to internal resources including rights of access to management, rights to seek explanations and additional information and access to auditors, internal and external, without management present.
- 11 Following each meeting the Committee Chair will report to the Board on any matter or recommendation that should be brought to the Board's attention.
- 12 The Company Secretary will prepare and circulate minutes of meetings of the Committee for approval by the Committee members.
- 13 The Company Secretary will provide such assistance as may be required by the Committee Chair including in relation to preparation of the agenda, minutes or papers for the Committee.

REVIEW & EVALUATION

- 14 The Company Secretary will prepare for the Board an annual review and evaluation of the Committee's performance, goals and objectives, and any proposed changes to the Committee's Charter. The Board will review this evaluation and implement any changes as required.

REVISIONS OF THIS CHARTER

- 15 Any amendments to this Charter must be approved by the Board.

RELATED POLICIES

Risk Management Policy

Code of Conduct

Whistleblower Protection Process

Anti-Bribery and Anti-Corruption Policy