

Audit and Risk Committee Charter

VGI Partners Global Investments Limited ACN 619 660 721

1. Introduction

- 1.1 The audit and risk committee is a committee of the board of directors of VGI Partners Global Investments Limited ACN 619 660 721 (**Company** and, together with its controlled entities (if any), the **Group**) (**Audit and Risk Committee**).
- 1.2 The board of directors of the Company (**Board**) has established the Audit and Risk Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Audit and Risk Committee's responsibilities in relation to the Company.

2. Objectives

- 2.1 The objectives of the Audit and Risk Committee are to:
 - (a) assist the Board in discharging its responsibilities on a range of matters relating to the oversight and review of:
 - (i) financial reporting;
 - (ii) the application of accounting policies;
 - (iii) business policies and practices;
 - (iv) legal and regulatory compliance; and
 - (v) internal control and risk management systems;
 - (b) maintain and improve the quality, credibility and objectivity of the financial accountability process;
 - (c) promote a culture of compliance;
 - (d) provide a forum for effective communication between the Board and the investment team and other personnel engaged by the manager of all of the Company's assets, Regal Partners Limited ACN 129 188 450 (**Manager**) in relation to audit, risk and compliance matters affecting the Company;
 - (e) ensure effective external audit functions and communication between the Board and external auditor; and
 - (f) review and comment on the Manager's plans for managing the material financial and reporting risks faced by the Group.

3. Audit and Risk Committee composition

- 3.1 The Audit and Risk Committee will comprise:
 - (a) at least three directors; and
 - (b) a majority of independent directors.
- 3.2 The Audit and Risk Committee will appoint its chair. The chair should be an appropriately qualified independent director and must not be the chair of the Board.
- 3.3 The Audit and Risk Committee will appoint a secretary.
- 3.4 The Audit and Risk Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.

- 3.5 Each member of the Audit and Risk Committee must be able to read and understand financial statements and at least one member must be a qualified accountant or other financial professional with appropriate experience of financial and accounting matters.
- 3.6 Each member of the Audit and Risk Committee should have an understanding of the industry in which the Company operates.
- 3.7 The Board will decide appointments and, rotations within the Audit and Risk Committee having regard to the ASX Listing Rules, the ASX Corporate Governance Council's Corporate Governance Principals and Recommendations (as amended from time to time) (**ASX Recommendations**) and the general law applicable to such matters.
- 3.8 A member of the Audit and Risk Committee may act by their alternate.

4. Responsibilities of the Audit and Risk Committee

The responsibilities of the Audit and Risk Committee are:

Risk management and internal compliance and control systems

- (a) reviewing and/or evaluating:
 - (i) the effectiveness of the Company's risk management and internal control processes;
 - (ii) the Company's risk management plan framework at least annually, and ensuring that the Company discloses in relation to each reporting period whether such a review has taken place, as well as any insights gained and any changes made to the risk management framework as a result;
 - (iii) management's performance against the entity's risk management framework, including whether it is operating within the risk appetite set by the Board,
 - (iv) make recommendations to the Board in relation to changes that should be made to the risk management framework or to the risk appetite set by the Board;
- (b) overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficiency and effectiveness of those systems;
- (c) unless reviewed by the Board, reviewing (at least annually) and approving policies and procedures on risk oversight and management to establish an effective and efficient system for:
 - (i) identifying, assessing, monitoring and managing risk; and
 - (ii) disclosing any material change to the Company's risk profile;
- (d) reviewing any material incident involving fraud or a breakdown of the Company's risk controls and considering the implications for the Company of such incidents and the 'lessons learned';
- (e) receiving reports from the Manager concerning the Company's material risks (including any emerging sources of material risk) and the risk controls and mitigation measures that the Manager has put in place for the Company, in order to assess the internal processes for determining, monitoring and managing these risks and to monitor the risk profile of the Company;
 - (i) reviewing the Group's financial risk management procedures to ensure that the Group complies with its legal obligations; and

External financial reporting

- (f) engaging in the proactive oversight of, and assessing the adequacy of, the Company's financial reporting and disclosure processes and financial controls, overseeing and reviewing the outputs of that process and making recommendations to the Board in relation to those matters;

- (g) assessing the appropriateness and application of the Company's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
- (h) obtaining an independent judgment from the external auditor about:
 - (i) the acceptability and appropriateness of accounting policies and principles put forward by the Manager's finance representatives; and
 - (ii) the clarity of current or proposed financial disclosure practices as put forward by the Manager's finance representatives;
- (i) assessing information from the external auditor that may affect the quality of the Company's financial reports;
- (j) reviewing all half-yearly and annual financial reports with the Manager's finance representatives, advisers and the external auditors (as appropriate) prior to filing with the ASX, and recommending the applicable accounts' adoption by the Board if those financial reports reflect the understanding of the members of the Audit and Risk Committee of, and otherwise provide a true and fair view of, the financial position and performance of the Company;
- (k) discussing any draft audit opinion report and management representation letter with the external auditors before it is finalised;
- (l) assessing the appropriateness of any significant accounting estimates, judgments or choices in the financial reports of the Company;
- (m) reviewing and approving as required, documents and reports to regulators;
- (n) following up on any matter raised by the Board regarding financial reports, audit opinions and management representation letters;
- (o) establishing 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;
- (p) reviewing Manager's processes supporting external reporting, and any complaints or concerns raised internally regarding financial or accounting processes and practices; and
- (q) ensuring that procedures are in place which 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.
- (r) receiving reports that the Manager maintains an effective process to capture all financial information that must be disclosed to ASX;
- (s) receiving reports on the processes and controls that support the opinions provided in the Chief Financial Officer's, as engaged by the Manager, certifications for the Company's financial reporting, and report on risk management and internal controls over financial reporting processes, including the disclosures made; and

External audit

- (t) approving the terms of engagement with the external auditor at the beginning of each financial year;
- (u) regularly reviewing with the external auditor:
 - (i) the scope of, plan for and adequacy of the external audit;
 - (ii) identified risk areas; and
 - (iii) any other agreed procedures;
- (v) approving policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation;

- (w) recommending to the Board for approval, the appointment, reappointment or removal of an external auditor;
- (x) approving the remuneration of the external auditor;
- (y) regularly reviewing the performance, effectiveness and independence of the external auditor, including annual receipt of an independence report from the external auditor;
- (z) approving the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence;
- (aa) meeting periodically with the external auditors and inviting them to attend Audit and Risk Committee meetings to:
 - (i) review their plans for carrying out internal control reviews; and
 - (ii) consider any comments made in the external auditor's letter, and in particular, any comments about material weaknesses in internal controls and Management's response to those matters;
- (bb) reviewing all management representation letters signed by representatives of the Manager who have been engaged to provide services to the Company and assessing the management processes which support external reporting;
- (cc) considering significant matters raised during the audit process and receiving and reviewing the reports of the external auditor;
- (dd) ensuring that the external auditor attends the annual general meeting of the Company and is available to answer questions from shareholders of the Company relevant to the audit; and

Other responsibilities

- (ee) assessing and recommending to the Board for adoption the scope, cover and cost of insurance, including insurance relating to directors and officers' liability, company reimbursement and professional indemnity;
- (ff) if it considers appropriate, investigating any complaint or allegation made to it ;and
- (gg) any other responsibilities as determined by the Audit and Risk Committee, Board, or the directors from time to time.

5. Audit and Risk Committee meetings

- 5.1 The Audit and Risk Committee will meet as often as it considers necessary.
- 5.2 A quorum for an Audit and Risk Committee meeting is two Audit and Risk Committee members.
- 5.3 Audit and Risk Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 5.4 The Audit and Risk Committee may invite other persons it regards appropriate to attend and contribute to Audit and Risk Committee meetings.
- 5.5 The Audit and Risk Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.

6. Minutes of Audit and Risk Committee meetings

- 6.1 The Audit and Risk Committee must keep minutes of its meetings.
- 6.2 Minutes of each Audit and Risk Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Audit and Risk Committee, except if there is a conflict of interest.
- 6.3 The agenda and supporting papers are available to all directors upon request to the Audit and Risk Committee secretary, except if there is a conflict of interest.

7. Access to information and independent advice

- 7.1 The Audit and Risk Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- 7.2 The Audit and Risk Committee has access to:
 - (a) Management, to seek explanations and information from them; and
 - (b) external auditors to seek explanations and information, without representatives of the Manager being present.
- 7.3 The Audit and Risk Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Audit and Risk Committee may meet with these external advisers without Management being present.

8. Review and changes to this charter

- 8.1 The Audit and Risk Committee will review this charter every two (2) years or more frequently as it considers necessary.
- 8.2 The Board may change this charter from time to time by resolution.

9. Approved and adopted

This charter was last reviewed and approved by the Board on Tuesday, 22 October 2024.