



Audit & Risk Management (ARM) Committee Charter

XPON Technologies Group Limited ACN 635 810 258

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Table of Content

1. Standing rules	2
2. Purpose of ARM Committee	2
3. Composition	2
4. Scope of responsibility	3
5. Powers	4
6. Risk reporting	4
7. Selection of auditors	4
8. Audit planning	5
9. Proceedings	5
10. Minutes	5
11. Review and changes to this Charter	6
12. Approved and adopted	6



1. Standing rules

The standing rules for Committees apply to the ARM Committee subject to this charter.

2. Purpose of ARM Committee

The ARM Committee's role is to:

- (a) advise on the establishment and maintenance of a framework of internal controls for the Group's management; and
- (b) assist the Board with policy on the quality and reliability of financial information prepared for use by the Board.
- (c) The ARM Committee will review XPON's risk management framework and policies and monitor their implementation.

3. Composition

The Board will strive to adhere to the following composition requirements for the Committee where at all possible. However, the Board acknowledges that the composition of the Board may not allow adherence to the following composition requirements from time to time.

- (a) The Committee must comprise at least three members.
- (b) All members of the Committee must be non-executive Directors.
- (c) A majority of the members of the Committee must be independent non-executive Directors.
- (d) The Board will appoint members of the Committee. The Board may remove and replace members of the Committee by resolution.
- (e) All members of the Committee must be able to read and understand financial statements.
- (f) The Chairman of the Committee must not be the Chairman of the Board of Directors and must be independent.
- (g) The Chairman shall have leadership experience and a strong finance, accounting or business background.



4. Scope of responsibility

The ARM Committee is responsible for:

- (a) monitoring the establishment of an appropriate internal control framework, including information systems, and its operation and considering enhancements;
- (b) assessing corporate risk (including economic, environmental and social sustainability risks) and compliance with internal controls;
- (c) overseeing business continuity planning and risk mitigation arrangements;
- (d) assessing the objectivity and performance of the internal audit function and considering enhancements;
- (e) reviewing reports on any material misappropriation, frauds and thefts from the Group;
- (f) reviewing reports on the adequacy of insurance coverage;
- (g) monitoring compliance with relevant legislative and regulatory requirements (including continuous disclosure obligations) and declarations by the Secretary about those requirements;
- (h) reviewing material transactions which are not a normal part of the Group's business;
- (i) reviewing the nomination, performance and independence of the external auditors, including recommendations to the Board for the appointment or removal of any external auditor and the rotation of the audit engagement partner;
- (j) liaising with the external auditors and monitoring the conduct, scope and adequacy of the annual external audit;
- (k) reviewing management processes supporting external reporting, including the appropriateness of the accounting judgments or choices made by management in preparing the financial reports and statements;
- (l) reviewing financial statements and other financial information distributed externally, including considering whether the financial statements reflect the understanding of the ARM Committee and otherwise provide a true and fair view of the financial position and performance of the Group;
- (m) ensure that, before the Board approves the Company's financial statements for a financial period, the Chief Executive Officer and Chief Financial Officer (or, if none, the person(s) fulfilling those functions) have declared that, in their opinion, the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate 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;
- (n) preparing and recommending for approval by the Board the corporate governance statement for inclusion in the annual report or any other public document;



- (o) reviewing external audit reports and monitoring, if major deficiencies or breakdowns in controls or procedures have been identified, remedial action taken by management;
- (p) reviewing any proposal for the external auditor to provide non-audit services and whether it might compromise the independence of the external auditor; and
- (q) reviewing and monitoring compliance with the Code of Conduct.

5. Powers

5.1. The ARM Committee has an advisory role, to assist the Board with matters set out in paragraph 3 and does not have any power to commit the Board to any recommendation or decision made by it except:

- (a) for matters relating to the appointment, oversight, remuneration and replacement of the external auditors; and
- (b) if and to the extent that (in other respects) it has express delegated authority from the Board.

5.2. The ARM Committee has unrestricted access to management and to internal audit personnel as well as to the external auditors (with or without management present) to carry out its function.

6. Risk reporting

If the ARM Committee identifies a significant business risk, it should report that risk to the Board immediately following the relevant ARM Committee meeting.

7. Selection of auditors

7.1. External auditors are selected according to criteria set by the ARM Committee which include:

- (a) the lack of any current or past relationship with XPON or with any Senior Executive that could impair, or risk impairing, the independent external view they are required to take in relation to XPON and the Group;
- (b) their general reputation for independence, probity and professional standing within the business community; and
- (c) their knowledge of the industry in which XPON and the Group operate.

7.2. Employees of the external audit partner (including the partner or other principal with overall responsibility for the engagement), should be rotated periodically (at least every five years) to avoid any risk of impairing the independent external view that the external auditors are required to take in relation to XPON and the Group.



8. Audit planning

8.1. The ARM Committee reviews the performance of the external auditors throughout the year.

8.2. During each year, the ARM Committee should meet with the external auditor to:

- (a) discuss the external audit plan;
- (b) discuss any potential significant problems;
- (c) discuss the impact of proposed changes in accounting policies on the financial statements;
- (d) review the nature and impact of any changes in accounting policies adopted by the Group during the year; and
- (e) review the proposed audit fees.

8.3. Before the announcement of XPON's results the ARM Committee should meet with the external auditor to:

- (a) review the pro-forma half-yearly and pro-forma preliminary final report before lodgement of those documents with ASX, and any significant adjustments required as a result of the audit;
- (b) make the necessary recommendation to the Board for the approval of these documents;
- (c) review the results and findings of the audit, the adequacy of accounting, financial and operating controls, and monitor the implementation of any recommendations made; and
- (d) review the draft financial report and the audit report and make the necessary recommendation to the Board for the approval of the financial report.

9. Proceedings

9.1. The ARM Committee will meet as often as it considers necessary.

9.2. The ARM Committee may invite other person it regards appropriate to attend and contribute to ARM Committee meetings.

9.3. A quorum for an ARM Committee meeting is two ARM members.

9.4. The ARM 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.

9.5. The Committee must brief the Board promptly on all urgent and significant matters.



10. Minutes

10.1. The ARM Committee must keep minutes of its meetings.

10.2. Minutes must be distributed to all ARM members, after the ARM Committee chairman has approved them.

10.3. The agenda and supporting papers are available to all directors upon request to the ARM Committee secretary, except if there is a conflict of interest.

11. Review and changes to this Charter

11.1. The ARM Committee will review this charter annually or as often as it considers necessary.

11.2. The Board may change this charter from time to time by resolution.

11.3. The Charter shall be made available to members on request, to senior management, to the external auditor, and to other parties as deemed appropriate and will be posted to the Company's website.

12. Approved and adopted

This charter was approved by the Board on 22 September 2022.