



Risk and Sustainability Committee Charter

Amotiv Limited
ACN 004 400 891 (“Company”)
and its subsidiaries (“Group”)

1 Membership of the Committee

The Committee must consist of:

- only non-executive directors;
- a majority of independent directors;
- an independent director as chair; and
- a minimum of three members of the Board.

The Board may appoint additional non-executive directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

All non-executive directors have a standing invitation to attend Committee meetings and have access to Committee papers, subject to conflicts. Other non-committee members, including members of management and the external auditor may attend meetings of the Committee at the invitation of the Committee chair.

The Board or Committee will periodically assess the Committee's membership and performance.

2 Role & Responsibilities

Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board. The Committee does not have any executive powers to commit the Board to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.

The Committee's primary roles and responsibilities are to review, report to, and where appropriate make recommendations to, the Board in relation to:

- (a) the risk appetite for the Group;
- (b) the adequacy and effectiveness of the Group's risk strategy and risk framework (for both financial and non-financial risks) and supporting policies and processes to identify and manage the Group's risks;
- (c) the adequacy and effectiveness of the Group's compliance management framework and supporting policies and processes to ensure compliance with the Group's legal and regulatory obligations; and
- (d) the Group's ESG and sustainability strategy and plan;
- (e) the Group's cybersecurity and IT strategy and plan.

The Committee will consider any matter relating to the affairs of the Group delegated to it by the Board.

2.1 Risk management

The Committee's primary roles with respect to risk management are as follows:

- (a) Work with management to support the development of the Group's risk strategy and risk appetite and advise the Board on high-level risk related matters, including risk tolerance in determining strategy, as well as management of key financial and non-financial risks, including new and emerging risks.
- (b) Review the Group's risk management framework at least annually and make a recommendation to the Board about whether it continues to be sound and whether the Group is operating with due regard to the risk appetite set by the Board. Monitor and evaluate management's implementation of the risk management framework, including that management has appropriate processes for identifying, assessing and responding to risks, that those processes are operating effectively, and that the Group is operating with due regard to the risk appetite set by the Board.
- (c) Review management and, if applicable, internal audit reports on the effectiveness of the internal control, risk management systems and management of material business risks;
- (d) Evaluate the structure and adequacy of the Group's approach to business continuity and disaster recovery.
- (e) Receive reports from management on new or emerging sources of risks and the risk controls and mitigation measures to address those risks.
- (f) Review the trends in the Group's risk profile and report to the Board on material risks arising from business activities.
- (g) Review and make recommendations to the Board in relation to the Group's risk disclosures, including the operating and financial review in its Annual Report.
- (h) Consider whether the Group has any material exposure to environmental or social risks, and how it manages any risks identified.
- (i) Review the implementation of, and evaluate the adequacy and effectiveness of, the Group's policies, procedures and systems in relation to internal controls, management of business risks and safeguarding of assets
- (j) Monitor the Group's culture with respect to risk awareness and acting lawfully, ethically and responsibly, oversee measures to ensure a sound risk culture is established and report to the Board any significant or systemic issues or concerns.

2.2 Compliance

The responsibilities of the Committee in relation to compliance are as follows:

- (a) Review, and recommend to the Board for approval any changes to, the Group's compliance framework and relevant policies and procedures the Group has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Group in areas such as continuous disclosure, insider trading, anti-money laundering, anti-bribery and corruption, trade practices, occupational health and safety, data protection and the environment).
- (b) Consider with management (and, if required the internal and/or external auditor):
 - the overall adequacy and effectiveness of the Group's legal, regulatory and ethical compliance programs; and
 - the Group's main corporate governance policies and practices, and compliance with those policies.
- (c) Review compliance reports prepared by management in relation to the Group's compliance with statutory, legal and other regulatory requirements; and identifying and considering any matters that may have a material impact on the Group's activities, and report on those matters to the Board.

2.3 Other areas of responsibility

- (a) Review and oversee the Group's Code of Conduct and recommend to the Board any necessary changes.
- (b) Receive information regarding material breaches of the Group's Anti-Bribery and Corruption Policy.
- (c) Review the Group's Anti-Bribery and Corruption Policy and recommend to the Board any necessary changes.
- (d) Review and make recommendations to the Board at least annually as to the structure and adequacy of the Group's insurance program having regard to the Group's business and the insurable risks associated with its business.

3 Review of Charter

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

4 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1

Administrative matters and procedures

Meetings

The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee will normally meet quarterly.

Quorum

The quorum is at least two members.

Secretary

The Company Secretary, or his or her delegate, must attend all Committee meetings as minute secretary.

Convening and notice of meeting

Any member may, and the Company Secretary must upon request from any member, convene a meeting of the Committee. Notice will be given to every member of the Committee, of every meeting of the Committee. However, there is no minimum notice period and acknowledgement of receipt of notice by all members is not required before the meeting may be validly held.

Independent advice

The Committee may seek the advice of the Group's auditors, solicitors or such other independent advisers, consultants or specialists as to any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee, as the Committee may require. As appropriate, the Committee will inform the Chair of the Board of its decision to authorise an investigation or obtain such external advice.

Rights of access and authority

The Committee has unrestricted access to information it considers relevant to its responsibilities. The Committee has rights of access to management and to auditors (external and internal) without management present, and rights to seek explanations and additional information from both management and auditors.

Minutes

Minutes of meetings of the Committee must be kept by the Company Secretary. All minutes of the Committee must be entered into a minute book maintained for that purpose and be open at all times for inspection by any director.

Reporting

The Committee chair (if requested) will provide a brief oral report to the Board as to any material matters arising out of Committee meetings. All directors may, within the Board meeting, request information of members of the Committee.

A copy of the minutes of the Committee will also be provided to the Board with the Board papers.

Interaction with other committees

The Committee will also consider if any material matters arising out of the Committee meeting should be advised to any other Committee and, if so, ensure that this occurs.

Each committee will, where appropriate, provide reports to other Board committees on matters relevant to the Committee's specific responsibilities that may be relevant to those Committee's roles and responsibilities.