



## **AUDIT COMMITTEE CHARTER**

### **Purpose**

The Audit Committee ("**Committee**") is a committee of the 8common Limited Board created to assist the Board in the effective discharge of its statutory and fiduciary responsibilities for external reporting of financial information, financial accounting practices, internal control systems and the external audit function.

### **Membership**

The Committee will consist of at least three members, the majority of whom shall not be executive directors. The Committee may include the Company Secretary or other person considered appropriate by the Board..

The Committee members must be appropriately financially literate and at least one member must have accounting or associated financial management experience.

The Chairman, members, and term of appointment of each member shall be determined by the Board. The Chairman of the Committee must not be the Chairman of the Board and should not be a non-independent director.

### **Meetings**

The Committee shall meet as frequently as required but not less than two times a year.

The Chairman of the Committee or the Secretary may call a meeting.

Two non-executive director members of the Committee shall constitute a quorum.

The Committee will meet with the external auditors without members of management being present whenever it is deemed appropriate by the Chairman of the Committee.

### **Role and Responsibilities**

To review and report to the Board on the following:

- (a) the annual and half yearly financial reporting carried out by the 8common Group;
- (b) the accounting policies of the 8common Limited Group;
- (c) the scope of audit programmes by the external auditors and any material issues arising from these audits;
- (d) overseeing the independence of external auditors and determining procedures for the rotation of audit partners;
- (e) the effectiveness of the 8common Limited Group's systems of accounting and internal controls, and
- (f) the sufficiency of and compliance with Group policies affecting corporate governance, financial reporting and corporate control, and compliance with laws and external regulations.

In addition the Committee will recommend to the Board the appointment of external auditors and the level of their fees.

The Chairman of the Committee will report to the Board following each Committee meeting. The Committee's Terms of Reference shall be reviewed and updated as required.

### **Authority**

In carrying out its duties the Committee shall have the authority to discuss directly with management and/or

the external auditors any issue within its remit and to request reports, explanations and information of any of the activities, procedures or accounts of the 8common Limited Group.

The Committee is authorised by the Board to obtain outside legal or other professional advice if it considers this necessary.