

Summary of Audit and Risk Committee Charter

Premier Investments Limited (ACN 006 727 966) (“Company”)

1 Role of the Audit Committee

The Audit Committee is a committee of the Board. The role of the Audit Committee is to assist the Board in carrying out its accounting, auditing and financial reporting responsibilities, including oversight of:

- (a) the integrity of the Company’s external financial reporting and financial statements;
- (b) the independence and competence of the Company’s external auditors;
- (c) the performance of the external audit functions and review of their audits;
- (d) the effectiveness of the Company’s system of internal controls.

The Audit Committee will have full access to all books and records of the Company and the authority to engage independent advisers (as it determines necessary from time to time) to carry out its duties.

2 Audit responsibilities

2.1 External reporting

The Audit Committee is responsible for overseeing, reviewing and assessing the financial reports prepared for the Company, and for recommending to the Board whether the financial statements should be signed based on the Audit Committee’s assessment of them.

2.2 External audit

The Audit Committee is responsible for establishing procedures and making Board recommendations regarding external auditors, monitoring the effectiveness and independence of the external auditor, reviewing the scope of the external audit, discussing with the external auditor any significant disagreements with management, and meeting with the external auditor without management present at least once a year.

2.3 Internal control management

The Audit Committee is responsible for examining and evaluating the effectiveness of the internal control system with management and external auditors, assessing existing controls, receiving reports concerning all suspected and actual frauds, thefts and breaches of the law, and assessing and ensuring that there are internal processes for determining and managing key areas.

2.4 Related party transactions

The Audit Committee is responsible for reviewing and monitoring the propriety of related party transactions.

3 Membership

3.1 Composition and size

The Audit Committee will consist of at least three members, membership is reviewed periodically and re-appointment to the Audit Committee is not automatic. Appointments and resignations are decided by the Board.

The current members of the Audit Committee are:

Dr David Crean

Ms Sally Herman

Ms Sylvia Falzon

Mr Tim Antonie

3.2 Chairperson

The chairperson of the Audit Committee is appointed by the Board.

3.3 Technical expertise

The Audit Committee must be structured so that:

- (a) all members are financially literate, that is, are able to read and understand financial statements;
- (b) at least one member has financial expertise, that is, is an accountant or financial professional with experience of financial and accounting matters; and
- (c) some members have an understanding of the industry in which the Company operates.

3.4 Commitment of Committee members

Audit Committee members must devote the necessary time and attention for the Audit Committee to carry out its responsibilities.

3.5 Secretary

The company secretary (or another individual appointed by resolution of the Audit Committee) is the secretary of the Committee.

4 Committee meetings and processes

4.1 Meetings

Meetings are governed by the Company's Constitution, in so far as it is applicable and not inconsistent with this charter.

4.2 Frequency and calling of meetings

The Audit Committee will meet as frequently as required to undertake its role effectively, although the chairperson must call a meeting of the Committee if requested by any member of the Committee, the external auditor or the chairperson of the Board.

4.3 Quorum

Two directors constitute a quorum for meetings of the Audit Committee.

4.4 Attendance by management and advisors

The Chief Executive Officer (or the Chairman in the absence of a Chief Executive Officer) is expected to attend each scheduled meeting of the Audit Committee and a standing invitation will be issued to the external auditors.

The Audit Committee chairperson may also invite directors who are not members of the Audit Committee, other senior managers and external advisors to attend meetings of the Audit Committee. The Audit Committee may request management and/or others to provide such input and advice as required.

4.5 Agenda and documents

The chairperson of the Audit Committee determines the meeting agenda after appropriate consultation, and the Audit Committee secretary distributes the agenda and any related documents to all Audit Committee members.

4.6 Access to information and advisors

The chairperson of the Audit Committee receives all reports between the external auditor and management.

The Audit Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Audit Committee requires;
- (b) access the Company's documents and records;
- (c) obtain the advice of special or independent counsel, accountants or other experts, without seeking approval of the Board or management; and
- (d) approach management and external auditors for information.

4.7 Minutes

The secretary will keep minute books to record the proceedings and resolutions of meetings of the Audit Committee.

The chairperson of the Audit Committee, or its delegate, will report to the Board after each Audit Committee meeting. Minutes of Audit Committee meetings will be included in the papers for the next Board meeting after each Audit Committee meeting.

4.8 CEO Attestation Statement

The Audit Committee will ensure that it receives an annual statement from the CEO and CFO (or Company Secretary in the absence of a CFO) regarding the integrity of the Company's financial statements and confirmation that the integrity of the financial statements is founded on a sound system of risk management and internal compliance and control.

4.9 Risk control on Taxation

The Audit Committee's responsibilities to oversee the Company's financial risk management and reporting extends to the company's tax risk control framework.

5 Audit Committee's performance evaluation

The Audit Committee will review its performance from time to time and whenever there are major changes to the management structure of the Company.

6 Review and publication of charter

The Audit Committee will review this charter from time to time and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.