

## Risk Committee Charter

This Risk Committee Charter (**Charter**) sets out the functions, responsibilities, and composition of the Risk Committee (**Committee**) of the board of directors (**Board**) of Fleetwood Limited (the **Company**).

The Committee has been established by the Board in accordance with section 15 of the charter of the Board of the Company (**Board Charter**).

### 1 Role

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The Board is ultimately responsible for both the financial and non-financial health of the Company.

The Committee's role is to assist the Board to fulfill its responsibilities to oversee the Company's risk management framework and support a prudent and risk aware approach to business decisions across the Company.

The Risk Committee will work with the Audit Committee to assist the Board in fulfilling its responsibilities for ensuring sound management of risk and compliance across the Company.

### 2 Responsibilities

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The primary responsibilities of the Committee include:

#### Risk Management Framework

- Assist the Board in setting the risk management policy and risk appetite statement. This will include the Committee satisfying itself that the risk management framework deals adequately with strategic and emerging risks.
- Review management's system of risk management and internal control at least annually to ascertain whether it has been designed to effectively manage material business risks.
- Monitor management's performance against the Company's enterprise risk management framework, including whether it is operating within the risk appetite set by the Board.
- Make recommendations to the Board in relation to changes that should be made to the Company's enterprise risk management framework set by the Board.

#### Compliance and Reporting

- Oversee the Company's approach to fraud and corruption, including review any material breach of the Company's Fraud, Bribery & Corruption Policy or a break-down of the Company's risk controls.
- Receive reports from management on strategic and emerging risks and the mitigation measures that management has put in place to deal with those risks.
- Ensure that relevant disclosures are made in the directors' report as to the Company's risk management and strategy.
- Monitor compliance with the Company's risk appetite statement, and consider and recommend to the Board for approval any changes to the risk appetite statement.
- Oversee the whistleblower compliance framework including overseeing the information received and actions taken by the Company under the Company's Speak Up Policy.
- Review and consider the effectiveness and appropriateness of various policies including but not limited to the Company's fraud, anti-bribery and corruption, code of conduct and speak up policies.



- Oversee the adequacy of the Company's insurance program and insurance coverage and make recommendations to the Board, having regard to the Company's business needs and the insurable risks.
- Consider reports concerning material risk events and incidents and oversee management's processes for ensuring that issues identified are addressed in an appropriate and timely manner.
- Meet periodically with key management to understand and discuss the Company's control environment.

Other

- To perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board.
- Undertake such further investigations which the Committee considers necessary or may be requested by the Board.

### **3 Committee Members**

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The Committee will comprise at least three Directors with the majority of non-executive Directors who are independent.

The Chair of the Committee will be an independent non-executive director appointed by the Board (but is not to be the Chair of the Board).

A quorum shall consist of two members of the Committee.

The Committee will be provided with a secretary and secretarial services by the Company Secretary.

The Board will strive to ensure that Committee members have appropriate expertise, and a sufficient understanding of the Company's industry, to be able to discharge their role effectively.

The Committee's composition will be reviewed on an annual basis by the Board. However, the Board may in its discretion, remove and replace any of the Committee's members at any time.

### **4 Committee Meetings**

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The Committee will meet at least four (4) times each year and more frequently if determined appropriate by the Chair of the Committee or the Board.

The Committee's meetings will be regulated in accordance with the Constitution of the Company.

An agenda, Committee papers and related material will be prepared and circulated to all members of the Committee in advance of each Committee meeting to permit adequate preparation.

Minutes of the proceedings of all meetings of the Committee will be maintained, and copies of those minutes will be made available to all members of the Committee.

A record of submissions and papers, together with minutes of meetings, is maintained and held by the Company Secretary.

The Committee may invite any Director or any members of the management team of the Company (**Management**) or any external consultant or adviser to attend the Committee's meetings.

### **5 Authority of the Committee**

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The Chair will report to the Board and, if appropriate, make recommendations to the Board after each Committee meeting, concerning matters dealt with by the Committee.

The Committee has wide ranging powers to seek information, reports and explanations from the Company, including to question any employee of the Company and any Director, consultant, contractor and internal or external auditor or person who for the time being is acting in any of those positions or performing those functions in respect of any matters it considers relevant or incidental to the discharge of its responsibilities.



The Committee has the power to consider and to use whatever forum is conducive to producing appropriate and truthful results of its enquiries, having regard to the proper, adequate and competent discharge of its responsibilities.

Notwithstanding the above, the Committee shall be mindful of and shall protect the rights of employees of the Company in the exercise of its powers. In so doing, the Committee may give any employee any undertaking that it considers necessary, desirable and in the best interests of the Company as a whole. The Committee may also determine that such enquiries are to be conducted “in camera” and may exclude the attendance of any person, except an independent member of the Committee, if it is the Committee’s view that this method is necessary, or likely to be necessary, and in the best interest of the Company as a whole.

The Committee’s powers are investigative and advisory only. The Committee will have no power to make determinations on behalf of the Company but will make recommendations to the Board on matters for Board determination.

If the Committee considers it necessary or appropriate to do so, it can retain external consultants or advisers to provide advice and/or reports in discharging its responsibilities.

The Committee will work with the other Board committees to assist the Board in fulfilling its responsibilities.

## **6 Responsibilities of the Chair**

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The key responsibilities of the Chair are:

- Chair the Committee meetings and lead the Committee in reviewing and discussing risk related matters.
- Establish the agenda for the Committee meetings, in consultation with the CEO and the Company Secretary.
- Provide guidance and mentorship to the Company’s executive leadership team on risk-related matters.
- Report on the proceedings, deliberations, and recommendations of the Committee to the next meeting of the Board.

## **7 Responsibilities of the Company Secretary**

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The key responsibilities of the Company Secretary are to:

- Advise the Committee on governance matters;
- Coordinate all Committee business including to:
  - prepare agendas for meetings;
  - coordinate the timely completion and circulation of Committee papers;
  - ensure the business at Committee meetings is accurately captured in the minutes of the relevant meeting; and
- Monitor compliance with this Charter.

## **8 Confidentiality**

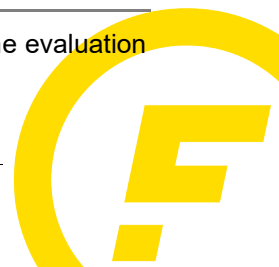
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All proceedings of the Committee, including papers submitted and presentations made, shall be kept confidential and will not be disclosed or released to any person other than Committee members, the Board, the Company’s employees, and the Company’s auditors, except as required by law or as agreed by the Committee.

## **9 Committee Performance**

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On a periodic basis the Board shall perform an evaluation of the Committee’s performance. The evaluation will be on the basis of feedback sought from the Committee and Management.



## **10 Review**

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In accordance with the Board Charter, the Board will, at least once every 3 years unless otherwise required, review this Charter to ensure that it meets best practice standards, complies with the ASX Corporate Governance Principles and Recommendations and meets the needs of the Company and the Committee.

This Charter has been approved by the Board and may be reviewed and amended by the Board at any time.

