



Sigma Pharmaceuticals Ltd (Sigma)

Risk Management and Audit Committee Charter

1. PURPOSE

- 1.1 The risk management and audit committee ('RMAC') will assist the board in fulfilling its corporate governance and oversight responsibilities relating to:
- (a) the financial reporting process;
 - (b) the effectiveness of Sigma's systems of internal control and financial risk management;
 - (c) the internal and external audit functions;
 - (d) corporate governance practices and procedures; and
 - (e) risk management, including Sigma's process for monitoring compliance with laws and regulations and its own code of business conduct.
- 1.2 The duties and responsibilities of the RMAC to fulfil this purpose are described in section 4.

2. AUTHORITY

- 2.1 Except where expressly stated in this Charter, the RMAC discharges its responsibilities by making recommendations to the Board.
- 2.2 The RMAC does not have any executive powers to commit the Board or management to the implementation of its recommendations except where expressly stated in this Charter or as authorised by resolution of the Board.
- 2.3 The RMAC is not responsible for supervising the performance of management and does not become involved in day-to-day operations, management functions or decision making. The RMAC will have unrestricted access to management and rights to seek explanations and additional information from management. The RMAC will also have unrestricted access to both the internal auditor and the external auditor (with or without the presence of management, at the RMAC's discretion).
- 2.4 The RMAC has authority to conduct or direct investigations into any matters within this Charter. The RMAC is entitled to obtain external, independent legal or professional advice as considered necessary or desirable by the RMAC to assist it in any investigation or to carry out its duties. As appropriate, the RMAC will inform the Chair of the Board of Sigma Pharmaceuticals Limited, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

3. ROLES AND RESPONSIBILITIES

3.1 External Audit

- 3.1.1 Review and recommend to the Board the appointment and remuneration (and, where appropriate, replacement) of the external auditor and the terms of their engagement.
- 3.1.2 Review and agree the overall scope of the external audit, including identified risk areas and any additional procedures considered necessary.
- 3.1.3 Review external audit plans, including changes to those plans, and review progress reports prepared by the external auditor and determine whether all matters raised are receiving appropriate attention.
- 3.1.4 Resolve any disagreements between the external auditor and management in relation to financial reporting.
- 3.1.5 Monitor and periodically evaluate the effectiveness of the external auditor.

3.2 Independence of the External Auditor and provision of non-audit services

- 3.2.1 Periodically review and assess the independence of the external auditor by considering the relationships and services provided by the external auditor that may lead to an actual or perceived lack of independence.
- 3.2.2 Receive from the external auditor and review a written report stating that the external auditor has complied with all professional and regulatory requirements relating to auditor independence prior to the completion of each year's accounts. The report will also delineate all relationships between the external auditor and the Sigma Group and describe the external auditor's internal quality control procedures. The report is in addition to any other declaration that the external auditor must provide pursuant to the Corporations Act 2001.
- 3.2.3 Approve and review the External Auditor Independence Policy (**Attachment 1**) which regulates the provision of services by the external auditor, and monitor compliance with that policy.
- 3.2.4 Recommend to the Board the appropriate disclosure in each year's accounts of the full details of fees paid to the external auditor, including an analysis of non-audit services, and provide written advice to the Board as to whether the provision of non-audit services by the external auditor is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001, and has not compromised that independence, together with reasons upon which that advice is based.
- 3.2.5 Review and recommend to the Board that the lead external audit engagement partner be rotated every five years or more frequently if the RMAC considers it desirable to maintain the external auditor's independence.
- 3.2.6 Require, in addition to normal recruitment due diligence processes, that the appointment of any present or former employee of the external auditor to a senior position within the Sigma Group be approved in advance by the Chair of the RMAC.

3.3 Financial Reporting

- 3.3.1 Review half-yearly and yearly financial reports and statements with Management and the external auditor.
- 3.3.2 Review and make recommendations to the Boar regarding significant financial, accounting and reporting issues.
- 3.3.3 Receive representation letters from the Managing Director and CEO and CFO.

- 3.3.4 Review ASX's financial reporting and disclosure processes and the outputs of those processes.
- 3.3.5 Review the appropriateness of the accounting policies adopted by Management in relation to the financial reports.
- 3.3.6 Review financial statements for compliance with accounting standards and policies and other requirements relating to the preparation of financial reports.
- 3.3.7 Assess whether the half-year and full-year financial reports are consistent with the RMAC members' information and knowledge.
- 3.3.8 Internal Audit and Internal Control:
 - (a) Review the internal auditor's objectives, competence and resourcing (including determining whether the internal audit function is to be provided by an internal or external party).
 - (b) If the internal audit function is to be provided by an external party, recommend to the Board the appointment (and, where appropriate, replacement) of the internal auditor and the terms of their engagement.
 - (c) Review and recommend to the Board the annual internal audit plan and work program and any associated fees, and monitor the progress of the work program.
 - (d) Meet separately with the lead internal auditor to discuss any matters that the RMAC or internal auditors believe should be discussed privately.
 - (e) Ensure that significant findings and recommendations made by the internal auditors are received and discussed on a timely basis with management.
 - (f) Ensure that management responds to recommendations by the internal auditors.
 - (g) Where internal audit services are provided by an external firm:
 - (i) Approval of non internal audit services to be provided by the internal auditors is delegated to the Managing Director and Chief Financial Officer. They are to ensure that the internal auditor is not placed in a conflict of interest position on the basis of non internal audit work which it undertakes for the Company.
 - (ii) Once a year the internal auditors are to be requested to provide to the RMAC a summary of non-internal audit services provided over the preceding 6 months.
 - (h) Consider the effectiveness of Sigma's internal control system by reviewing management and internal audit reports on the effectiveness of the internal control systems and management of material business.

4. Corporate Governance

- 4.1 Review and make recommendations regarding the Company's Corporate Governance policies, practices and procedures.
- 4.2 Review and make recommendations regarding the Corporate Governance Statement in the Companies annual report and in any other statutory report or document.

5. Compliance with Laws and Regulations

- 5.1.1 Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance.

- 5.1.2 Obtain regular updates from management and the company's legal counsel regarding compliance matters.
- 5.1.3 Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements.
- 5.1.4 Review any significant adverse findings or examinations by regulatory agencies, including those resulting from any audit activity.
- 5.1.5 Review awareness of and compliance with the Company's Code of Conduct.
- 5.1.6 Evaluate whether management is setting the appropriate example by communicating the importance of the code of conduct and the guidelines for acceptable behaviour.

6. Risk Duties and Responsibilities

6.1 Risk Management

- 6.1.1 Review the adequacy and effectiveness of Sigma's Risk Management policies, procedures and systems.
- 6.1.2 Review Sigma's assessment of material risks and form an opinion on the adequacy and effectiveness of the risk assessment based on an evaluation of the rigour and suitability of the process undertaken.
- 6.1.3 Consider the processes that management uses to design and assure controls and to measure their effectiveness together with reports from the Internal Auditor to form an opinion on the reliability of the risk assessment.
- 6.1.4 Review Sigma's risk profiles as developed by management and monitor emerging risks and changes in Sigma's risk profile.
- 6.1.5 Compare the material risk assessment and the risk profile with Sigma's policies and risk appetite and draw conclusions as to their appropriateness.

6.2 Effectiveness of the Risk Management Framework

- 6.2.1 Review, and recommend to the Board the operation of, risk management policies and procedures, so that there is, amongst other things:
 - (a) a procedure for identifying risks relevant to Sigma's business and controlling their financial or non-financial impacts on Sigma;
 - (b) an adequate system of internal control, risk management and safeguarding of assets;
 - (c) a system of reporting and investigating breaches of risk management policies and procedures;
 - (d) a review of internal control systems and the operational effectiveness of risk management policies and procedures;
 - (e) a culture of risk management and compliance throughout Sigma; and
 - (f) adequate resources to support the risk management function and enable proper remedial action to be taken to address areas of weakness.
 - (g) Review, recommend to the Board, and monitor Sigma's Whistleblower Policy.
 - (h) Review and monitor Sigma's risk management performance, including conducting specific investigations where necessary.
 - (i) Assess the effectiveness of assurance activities and review assurance reports.
 - (j) Recommend to the Board any corrective action resulting from its review and assessment.

7. COMPOSITION

7.1 Membership

- 7.1.1 The RMAC will comprise three (3) members, all of whom will be independent non-executive directors who are financially literate. For the purposes of this Charter, financially literate means the ability to read and understand financial statements, have familiarity with financial management and an understanding of the industry in which Sigma operates. At least one member will have relevant qualifications and experience (ie a qualified accountant or other finance professional with experience of financial and accounting matters).
- 7.1.2 The Chair of the RMAC will have financial expertise and shall be nominated by the Board from time to time (however will not be the Chair of the Board).
- 7.1.3 The Board may determine the appointment and term of any member of the RMAC at any time. Retirement and renewal of RMAC members will be reviewed on an ongoing basis by the Board.

7.2 Meetings

- 7.2.1 A quorum for any meeting will be two (2) members.
- 7.2.2 Meetings shall be held not less than four (4) times a year. Special meetings may be convened as required. Internal or external auditors may request a meeting if they consider it necessary. The RMAC may give its approval via circular resolution where it considers appropriate.
- 7.2.3 If the Chair of the RMAC is unable to attend a RMAC meeting, the Chair, or the members present, will appoint another member who is an independent director to act as Chair at that meeting.
- 7.2.4 RMAC meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution signed by a majority of members will be effective as a resolution duly passed at a RMAC meeting and may consist of several documents in like form, each signed by one or more members. The expression "written" includes fax or other electronic means.

7.3 Attendance

- 7.3.1 Notice of RMAC meetings will be provided to all non executive directors of the Board who are not members and all directors may attend RMAC meetings.
- 7.3.2 Notice of RMAC meetings will also be provided to the Chief Executive Officer, the Chief Financial Officer, the internal auditor and the external auditor, who must attend meetings if requested. Other members of management and advisers may be invited to attend meetings, as the Chair of the RMAC thinks fit.
- 7.3.3 The internal auditor and/or the external auditor will be required to meet separately with the RMAC, without management, upon the request of the Chair of the RMAC.

7.4 Secretary

The Company Secretary will be the Secretary of the RMAC.

7.5 Agenda

- 7.5.1 The Secretary, in conjunction with the Chief Financial Officer will prepare an agenda for each RMAC meeting for review by the Chair of the RMAC.

- 7.5.2 Any member may require business to be included on the agenda provided the Chair of the RMAC and the Secretary have been given prior notice.
- 7.5.3 The agenda for each RMAC meeting will be issued within a reasonable time prior to that meeting to members, the Chief Executive Officer, the Chief Financial Officer, the internal auditor, the external auditor and other attendees.

7.6 Minutes

- 7.6.1 Minutes of RMAC meetings will be prepared by the Secretary, approved by the Chair of the RMAC in draft and circulated to all members.
- 7.6.2 Minutes of any private sessions of the RMAC (for example, with the external auditor and without management) will be prepared, approved by the Chair of the RMAC in draft and circulated to all members.
- 7.6.3 The minutes of a RMAC meeting and of any private session will be confirmed at the next RMAC meeting and then signed by the Chair of the RMAC.

7.7 Reporting

- 7.7.1 The minutes of each RMAC meeting will be included in the papers for the next Board meeting after the RMAC meeting.
- 7.7.2 The Chair of the RMAC will, if requested at the next Board meeting after a RMAC meeting, provide a brief oral report as to any material matters arising out of the RMAC meeting. All directors may, within the Board meeting, request information of members of the RMAC.

8. Reporting Responsibilities

- 8.1 The Chair will report to the Board subsequent to each RMAC meeting on:
 - (a) results of the internal and external audit processes;
 - (b) minutes and formal resolutions; and
 - (c) other key activities and major issues of which the Board should be informed.
- 8.2 The RMAC will provide an open avenue of communication between internal audit, the external auditor and the Board.

9. Review

- 9.1 The RMAC will, regularly, undertake an evaluation of its performance and effectiveness, and review its membership and this Charter to determine its adequacy for current circumstances, and make recommendations to the Board.
- 9.2 The RMAC will consider and review the report of the RMAC's membership, authority, responsibilities and discharge of those responsibilities for inclusion in Sigma's annual report.

Updated: February 2014

Attachment 1

External Auditor Independence Policy

This External Auditor Independence Policy (Policy) is intended to support the independence of the external auditor by regulating the provision of services by the external auditor. The external auditor will not be engaged to perform any service that may impair or be perceived to impair the external auditor's judgment or independence.

This Policy is to be interpreted in light of the specific requirements of the Corporations Act 2001 and should be read in conjunction with the RMAC Charter.

Audit Services

The external audit engagement encompasses the external auditor's review of the half-yearly financial statements and the audit of the annual financial statements in accordance with annual external audit plans and the terms of engagement annually approved by the RMAC (RMAC) pursuant to the RMAC Charter. Any services included in, or necessarily incidental to, the terms of that engagement are to be regarded as Audit Services.

Prohibited Services

The external auditor must not provide services that are in conflict with the external auditor's role as statutory auditor or that would otherwise impair or be perceived to impair the external auditor's independence. Generally, these services include services where the external auditor:

- participates in activities that are normally undertaken by management;
- is remunerated through a "success fee" structure;
- acts in an advocacy role for entities within the Sigma Group; or
- may be required to audit or express an opinion on its own work.

Examples of services that may not be performed by the external auditor include:

- IT systems design or implementation;
- valuation services (except where related solely to tax affairs);
- bookkeeping, accounting and payroll services;
- broker, dealer or investment advisory services;
- litigation or legal advocacy services;
- internal audit services;
- actuarial services;
- acquisition valuations or valuations for purchase price allocations;
- fairness opinions; and
- preparation of sale documentation.

Permissible Non-Audit Services and Pre-Approval

Permissible Non-Audit Services are services which are not Audit Services or Prohibited Services. Such services may include audit-related services such as letters to banks relating to covenants, comfort letters for debt offerings and the like which require the auditors to make reference to their audit of the financial statements, and other services such as Annual General Meeting scrutineering.

The external auditor will only be engaged to perform Permissible Non-Audit Services outside of those specified in the abovementioned budget with the prior approval of:

- where the proposed fee for the particular service does not exceed an amount of \$100,000 the Chief Financial Officer and with subsequent endorsement by the Chair of the RMAC; or
- in all other cases, the Chair of the RMAC. If the Chair of the RMAC deems it necessary, the matter may be referred to the full RMAC for consideration.

In considering whether to grant such approval or endorsement, the Chief Financial Officer and the Chair of the RMAC will consider whether such services require a detailed knowledge of the Sigma's activities in order to be efficient.

Reporting to RMAC

The Chief Financial Officer will provide a report (verbal or written) to the RMAC at each meeting which describes any non-audit services approved by the Chief Financial Officer (and endorsed by the Chair of the RMAC) or approved by Chair of the RMAC since the last RMAC meeting.