



MAP AUDIT AND RISK COMMITTEE CHARTER

1. PURPOSE

This charter sets out the specific responsibilities delegated by the board of directors to the Audit and Risk Committee (the **Committee**) and details the manner in which the Committee will operate.

2. OBJECTIVES

- (a) Ensuring that the integrity and quality of financial reporting is appropriate;
- (b) Making informed decisions regarding accounting policies, practices and disclosures;
- (c) Reviewing the independence, the scope and the results of external audits and, if applicable, internal audits;
- (d) Maintaining open lines of communication between the board, management and the external auditors, thus enabling information and points of view to be freely exchanged; and
- (e) Assessing the adequacy of MAP's internal control framework including accounting and operational risk management controls based on information provided or obtained.

3. COMPOSITION

- 3.1 The Committee will comprise at least three members, each of whom is:
 - (a) A director; and
 - (b) Financially literate and capable of making a valuable contribution to the Committee.
- 3.2 The Committee must comprise only non-executive directors and there must be a majority of independent directors.
- 3.3 The board will appoint one of the members of the Committee (being an independent director) as chairman of the Committee. The chairman of the board is not eligible to be the chairman of the Committee.
- 3.4 At least one of the members will have financial expertise. That is, a qualified accountant or other financial professional with experience of financial and accounting matters.
- 3.5 Any director may attend meetings of the Committee, but will have no

voting rights (unless a member of a Committee). The Committee may invite other persons to its meetings as it deems necessary.

4. MEETINGS

- 4.1 The Committee will meet at least twice a year, with additional meetings as required to fulfil its duties. In addition, the chairman is required to call a meeting of the Committee if requested to do so by any Committee member, a director or the external auditor.
- 4.2 Matters will be decided by a majority of votes made by directors present at meetings. The chairman does not have a casting vote.
- 4.3 The company secretary will act as secretary of the Committee and is responsible for keeping the minutes of meetings. Minutes will be provided to all Committee members and the board.
- 4.4 A quorum for making decisions of the Committee is two members.
- 4.5 If the chairman is unable to attend a meeting, another member who is an independent director will act as chairman at that meeting.

5. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

- 5.1 The Committee must be provided with the information it needs to efficiently discharge its responsibilities. This must be provided by management in a form, timeframe and be of sufficient quality to enable Committee members to effectively discharge their duties.
- 5.2 Committee members are entitled to obtain independent legal, financial or other advice at MAp's cost. Any Committee member seeking independent advice must first discuss the request with the chairman who will facilitate obtaining such advice and, where appropriate, will provide a copy of the advice to each of the Committee members.
- 5.3 The Committee may at any time meet any member of management, the external auditor or the internal auditor (if applicable) in separate session to discuss any matters that the Committee, external auditor, any member of management or the internal auditor (if applicable) believe should be discussed privately.

6. DUTIES AND RESPONSIBILITIES

The Committee has the following duties and responsibilities:

6.1 Financial Reporting

- (a) Assessing whether external reporting is consistent with Committee members' information and knowledge and is adequate for investor needs;
- (b) Assessing the management processes supporting external reporting;

- (c) Reviewing and recommending to the board the financial reports (including the remuneration report) and management information reports; and
- (d) Recommending to the board and subsequently monitoring the procedures in place to ensure MAp is in compliance with various legislative and reporting requirements for financial statements including the Corporations Act and ASX Listing Rules.

6.2 Risk Management and Internal Control

- (a) Reviewing the adequacy of the statements provided to the board by the CEO and CFO in respect of the integrity of the financial statements and risk management system;
- (b) Monitoring the establishment of an appropriate internal control framework;
- (c) Monitoring risk assessment and the effectiveness of the internal controls instituted;
- (d) Reviewing the risk management and internal compliance and control systems; and
- (e) Considering and reviewing with management any instances of internal fraudulent activity identified.

6.3 External Auditor

- (a) Overseeing the selection, appointment and removal of the external auditor including reviewing the nominations for external auditor, assessing the performance of the incumbent external auditor and reviewing the procedures for the rotation of the external audit engagement partner, ensuring that this rotation occurs every 5 years;
- (b) At least once a year or more frequently if required, meeting privately with the external auditor;
- (c) Liaising with the external auditors and ensuring the annual and half-year statutory audits and reviews are conducted in an effective manner including by approving the audit plan;
- (d) Approving audit fees; and
- (e) Reviewing and approving matters relating to auditor independence having particular regard to the provision of non-audit services.

6.4 Reporting to the Board

Ensuring that all matters relevant to the Committee's roles and responsibilities are reported to the board.

7. REVIEW AND AMENDMENT OF THE CHARTER

The Committee will review its 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.

8. INTERPRETATION

All references in this charter to "board" are a reference to the board of directors of MAp Airports Limited or MAp Airports International Limited as applicable.

9. CHARTER HISTORY

- (a) 6 August 2002 – adopted
- (b) 24 June 2003 – revised
- (c) 4 March 2010 - revised