

carsales.com Limited (the Company)  
ACN 074 444 018

## **Audit Committee Charter**



# Audit Committee Charter

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## **1 Purpose and authority**

### **1.1 Purpose**

This purpose of this Audit Committee Charter is to specify the authority delegated to the Audit Committee ("**Committee**") by the board of directors of the Company ("**Board**") and to set out the role, responsibilities, membership and operation of the Committee.

### **1.2 Authority**

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

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## **2 Role of the Committee**

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

- (a) the adequacy and integrity of the Company's accounting judgements or choices and external financial reporting and financial statements;
- (b) the independence and performance of the Company's external auditors;
- (c) the scope and adequacy of the external audit functions and review of their audits;
- (d) the establishment (if any) and, if so, the performance of any internal audit function; and
- (e) the effectiveness of the Company's corporate reporting processes and internal control framework.

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## **3 Audit responsibilities**

### **3.1 External reporting**

The Committee is responsible for:

- (a) reviewing the appropriateness of the accounting policies and principles, any changes to those policies and principles and the methods of applying them to ensure that they are in accordance with the Company's stated financial reporting framework;
- (b) overseeing the preparation of financial reports and reviewing the results of external audits of these reports;
- (c) assessing significant estimates and judgments in financial reports by examining the processes used to make material estimates and judgments and making enquiries of the external auditors as to the basis for their conclusions about the reasonableness of management's estimates;
- (d) reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of

accounts and external reporting by the Company of financial and non-financial information;

- (e) assessing (before publication) whether external reporting is consistent with Committee members' information and knowledge;
- (f) reviewing the completeness and accuracy of the Company's main corporate governance practices;
- (g) assessing information from external auditors that affects the quality of financial reports;
- (h) requesting that the external auditor provide an independent judgment about the appropriateness, not just the acceptability, of the accounting principles used and the clarity of financial disclosure practices used by the Company;
- (i) assessing the management of non-financial information in documents to ensure the information does not conflict inappropriately with financial statements; and
- (j) recommending to the Board whether the financial statements should be signed based on the Committee's assessment of them.

### **3.2 External audit**

The Board is entitled to appoint and remove the external auditor for all entities controlled by the Company.

The Committee is responsible for:

- (a) establishing procedures for the selection and appointment of the external auditor and for the rotation of the external audit engagement partners;
- (b) making recommendations to the Board on the appointment, removal and remuneration of the external auditor;
- (c) agreeing to the terms of engagement of the external audit before the start of each audit;
- (d) examining any suggestion by management that the auditor needs to be replaced or that the audit needs to be put out to tender and reporting to the Board on its examination before any decision is made by the Board;
- (e) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the fee;
- (f) monitoring the effectiveness and independence of the external auditor;
- (g) reviewing the external auditor's independence based on the external auditor's relationships and services with the Company and other organisations;
- (h) assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgment or independence and, if required, developing policies for Board approval to ensure this does not occur;

- (i) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
- (j) reviewing the scope of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
- (k) discussing with the external auditor any significant disagreements with management, irrespective of whether or not they have been resolved;
- (l) monitoring and evaluating management's response to the external auditor's findings and recommendations;
- (m) reviewing all representation letters signed by management and ensuring all information provided is complete and appropriate;
- (n) meeting with the external auditor without management present at least once a year; and
- (o) ensuring that the external audit partner is rotated at least once every five years.

### **3.3 Internal controls and risk assessment**

The Committee is responsible for:

- (a) examining and evaluating the effectiveness of the internal control system with management and external auditors;
- (b) assessing existing controls that management has in place for unusual transactions or transactions that may carry more than an accepted level of risk; and
- (c) meeting periodically with key management, internal and external auditors and compliance staff to understand the Company's control environment;
- (d) receiving reports concerning all suspected and actual frauds, thefts and breaches of the law;
- (e) assessing and ensuring that there are internal processes for determining and managing key areas, such as important judgments and accounting estimates; and
- (f) evaluating the adequacy and effectiveness of financial and accounting controls of the Company.

### **3.4 Related party transactions**

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

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## **4 Membership**

### **4.1 Composition and size**

The Committee will consist of at least three directors. At least one director will be an independent director.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

### **4.2 Chair**

The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chair for the meeting.

### **4.3 Technical expertise**

The 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.

### **4.4 Commitment of Committee members**

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

### **4.5 Secretary**

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

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## **5 Committee meetings and processes**

### **5.1 Meetings**

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

### **5.2 Frequency and calling of meetings**

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

### **5.3 Quorum**

Two members of the Committee constitute a quorum for meetings of the Committee.

#### **5.4 Attendance by management and advisors**

The Chief Executive Officer and Chief Financial Officer are expected to attend each scheduled meeting of the Committee and a standing invitation will be issued to the external auditors.

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

#### **5.5 Agenda and documents**

The Chair of the Committee determines the meeting agenda after appropriate consultation.

The Committee secretary distributes the agenda and any related documents to all Committee members and other attendees before each proposed meeting.

#### **5.6 Access to information and advisors**

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

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the 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.

#### **5.7 Minutes**

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

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

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### **6 Committee's performance evaluation**

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

The performance evaluation will have regard to the extent to which the Company has met its responsibilities in terms of this charter.

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### **7 Review and publication of charter**

The 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.

**Approved by the Board**

**July 2019**