

MARLIN GLOBAL LTD

AUDIT COMMITTEE TERMS OF REFERENCE



1. CONSTITUTION

The Audit Committee shall be a committee of the Board established by the Board.

2. OBJECTIVES

The objective of the Committee is to assist the Board in discharging its responsibilities relative to financial reporting and regulatory conformance.

3. MEMBERSHIP

Members of the Committee shall comprise members of the Board appointed by the Board.

The number of members of the Committee shall be not less than three all of whom shall, wherever possible, be independent non-executive directors.

The Board shall appoint a Chairman from the independent non-executive members of the Committee. The Chairman of the Board shall not be Chairman of the Committee.

4. SECRETARIAL AND MEETINGS

The Secretary of the Committee shall be appointed by the Board.

A quorum of members of the Committee shall be two.

The Committee may have in attendance such members of management including the Corporate Manager, a representative from the Manager, Fisher Funds Management Ltd and such other persons including the external auditors, as it considers necessary to provide appropriate information and explanations.

All independent directors shall be entitled to attend meetings of the Committee.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee, all other members of the Board and the external auditors.

Meetings shall be held not less than twice a year having regard to the company's reporting and audit cycle. Any member of the Committee, the General Manager, the Corporate Manager or the external auditors may request a meeting at any time if they consider it necessary.

5. RESPONSIBILITIES

The responsibilities of the Committee are as follows:

- liaison with external auditors;
- review of the annual audit plan with the external auditors;
- review of audit findings, the annual financial statements and the annual report;
- review of interim financial information;
- prior clearance of public releases of financial information to the media;
- review of accounting policies;
- oversight of compliance with statutory responsibilities relating to financial and other requirements;
- review of the frequency and significance of all transactions between the company and related parties and assessment of their propriety;
- review of the appointment of the external auditors and their fees;
- review of the independence of the external auditors and the appropriateness of any non-audit services they undertake for the company;
- monitoring of corporate risk assessment and the internal controls instituted;
- review of annual assessment of the custodians' (Trustees Executors) internal control processes (known as 'negative assurance' work) at each half year (additional to the annual external audit process) including a review of the custodian's auditors negative assurance letters which should come direct to Barramundi Limited, which describe any weaknesses in internal controls and systems that may have come to the attention of the auditor; and
- supervision of special investigations when requested by the Board.

In addition, the Committee shall examine any other matters referred to it by the Board.

6. AUTHORITY

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain, at the expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary.

7. REVIEW OF THE COMMITTEE AND THE TERMS OF REFERENCE

The Committee shall undertake an annual self review of its objectives and responsibilities and of its terms of reference.

Such objectives, responsibilities and terms of reference shall also be reviewed by the Board and any other person the Board considers appropriate.

8. REPORTING PROCEDURES

The Committee shall maintain direct lines of communication with the external auditors and with management generally including those responsible for non- financial risk management.

The Corporate Manager shall be responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of the company, any material breakdown in internal controls, and any material event of fraud or malpractice.

The Committee shall be provided with copies of all letters between the external auditors and management.

After each Committee meeting the Chairman shall report the Committee's findings and recommendations to the Board.

Minutes of all meetings shall be kept.

The minutes of all Committee meetings shall be circulated to members of the Board, the external auditors and to such other persons as the Board directs.