

Fisher Funds
Audit and Risk Committee Charter
December 2025



1. CONSTITUTION

The Audit and Risk Committee (Committee) has been established by the Board of each of Fisher Funds Management Limited (FFML), its related companies and other related entities (Fisher Funds).

Any reference to a 'Board' or 'Director' throughout this charter shall mean the Board and Directors of Fisher Funds Management Limited (FFML) and/or any of its related companies and other entities, as the context requires.

Any reference to a 'Related Company' shall mean any company and/or other entity related to FFML.

2. OBJECTIVES

The objective of the Committee is to provide assistance to the Board in fulfilling its responsibilities in relation to financial reporting, internal control's structure, risk management systems, the external audit function and to consider the conduct related and accounting policies.

3. MEMBERSHIP

Members of the Committee shall comprise Directors appointed by the Board of Fisher Funds.

The number of members of the Committee shall be not less than three, with a majority of members to be non-executive Directors.

The Board of Fisher Funds shall appoint a Chair from the non-executive members of the Committee. The Chair of the Committee shall not be the Chair of the Board of any Related Company.

4. SECRETARIAL AND MEETINGS

The secretary of the Committee shall be appointed by the Board of Fisher Funds.

A quorum of members of the Committee shall be two.

The Committee may have in attendance such members of management who hold senior positions and have responsibility for financial and/or compliance affairs and such other persons including external auditors, as it considers necessary to provide appropriate information and explanations.

All non-executive Directors shall be entitled to attend meetings of the Committee.

Directors who are not members of the Committee are entitled to observe proceedings of the Committee and to have access to all Committee papers.

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 relevant external auditors.

Meetings shall be held not less than once a year having regard to the relevant reporting and audit cycle. Any member of the Committee, any Chief Financial Officer (or equivalent) or the external auditors may request a meeting at any time if they consider it necessary.

Minutes of all meetings shall be kept.

5. RESPONSIBILITIES

The responsibilities of the Committee are as follows:

- liaison with external auditors;
- review and recommend Board approval of the annual audit plan(s) with the external auditors;
- review and recommend Board approval of audit findings, the annual financial statements and the annual report;
- review of accounting policies;
- review and recommend Board approval of the AML/CFT Programme, including the AML/CFT Policy and AML/CFT Risk Assessment;
- oversight of compliance with statutory responsibilities relating to financial and tax legislative requirements;
- review of the frequency and significance of all transactions between Fisher Funds and related parties and assessment of their propriety;
- review of the appointment of the external auditors for Fisher Funds and their fees;
- review of the independence of the external auditors for Fisher Funds and the appropriateness of any non-audit services they undertake;
- review of the adequacy and effectiveness of Fisher Funds' risk management framework, including a bi-ennial review and recommend Board approval of the Enterprise Risk Management Framework, Risk Appetite Statement and Business Continuity Plan;
- monitor risk management practices including receiving the Business Risk Summary at each meeting;
- review the adequacy and effectiveness of Fisher Funds' cyber security stance at least annually;
- undertake a regular assessment of the internal controls operating within Fisher Funds, including the effectiveness of any compliance assurance plan (CAP), including the results of CAP testing;

- review the key results of outsource service provider monitoring, including the custodians', registrars' and unit pricing specialists' internal control reports at each half year (additional to the annual external audit process);
- oversight of conduct and behaviours that deliver appropriate client outcomes;
- supervision of special investigations when requested by the Board;
- overall oversight of climate risk across any climate reporting entities¹; and
- reviewing and providing the annual climate statement² for any climate reporting entity to the Board for approval.

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

The Committee is not responsible for the implementation or operation of risk management programmes, including internal controls. This is the responsibility of management.

The role of the Committee is to ensure that appropriate systems are in place and are operating effectively.

6. AUTHORITY

The Committee is authorised by the Board to investigate any activity within its Charter. 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 FFML or a Related Company, as the case may be, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the relevant Related Company, of outside parties with relevant experience and expertise if it considers this necessary.

7. REPORTING PROCEDURES

The Committee shall maintain direct lines of communication with the external auditors, those who hold senior positions and have responsibility for the financial and/or compliance affairs, and with management generally, including those responsible for non-financial risk management.

The relevant Chief Financial Officer (or equivalent) shall be responsible for drawing the Committee's immediate attention to any material matter that relates to the financial condition of Fisher Funds or any material event of fraud or malpractice.

The General Manager Risk (or equivalent) will be responsible for drawing the Chair's immediate attention to any material matter that relates to risk and/or conduct management, including any material emerging risks;

^{1 2} The Financial Markets Conduct Act 2013 defines "client reporting entity" and "climate statement"

material breakdown in internal controls; material health and safety incidents; and any material conduct-related issue.

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

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

The minutes of all Committee meetings shall be circulated to members of the Board and if directed by the Board, to the external auditors of the relevant Related Company or such other persons as the Board directs.

8. REVIEW OF THE COMMITTEE AND THE CHARTER

The Committee shall undertake an annual self-review of its Charter, objectives and responsibilities.

The Charter, objectives, responsibilities shall also be reviewed by the Board and any other person the Board considers appropriate.