

Fisher Funds

GROUP AUDIT AND RISK COMMITTEE CHARTER

1. CONSTITUTION

The Audit and Risk Committee ("**Committee**") has been established by the Boards of each of:

- Fisher Funds Management Limited ("**Fisher Funds**");
 - Kiwi Wealth Investments General Partner Limited for itself and on behalf of Kiwi Wealth Investments Limited Partnership;
 - Kiwi Wealth Limited;
 - Portfolio Custodial Nominees Limited ("**PCN**");
 - Kiwi Investment Management Limited; and
 - any wholly owned subsidiary of Fisher Funds that may be incorporated from time to time,
- (each a "**Company**" and together, the "**Group**") to act as a combined Committee in respect of the Group.

Any reference to a "Board" or "Director" throughout this charter, is to be read as applying equally to the Board and Directors of each Company.

2. OBJECTIVES

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

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 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 the financial and/or compliance affairs of any Company and such other persons including external auditors for the relevant Company, as it considers necessary to provide appropriate information and explanations.

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

Directors (other than PCN Directors) who are not members of the Committee are entitled to observe proceedings of the Committee and to have access to all Committee papers. PCN Directors who are not members of the Committee are entitled to observe proceedings of the Committee if the matter is relevant to PCN ("**PCN Matter**"). In addition, the relevant PCN Director(s) shall have access to the papers associated with any PCN Matter.

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 Company's reporting and audit cycle. Any member of the Committee, any Chief Financial Officer (or equivalent) or the external auditors for the relevant Company 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 of the annual audit plan(s) with the external auditors;
- review of audit findings, the annual financial statements and the annual report;
- review of accounting policies;
- oversight of compliance with statutory responsibilities relating to financial, tax and climate change legislative requirements;
- review of the frequency and significance of all transactions between a Company and related parties and assessment of their propriety;
- review of the appointment of the external auditors for any Company and their fees;
- review of the independence of the external auditors for any Company and the appropriateness of any non-audit services they undertake for that Company;
- review of the adequacy and effectiveness of any Company's risk management framework, including a bi-ennial review of the Risk Governance Policy;
- monitoring risk management practices, including those relating to workplace health and safety;
- undertaking a regular assessment of the internal controls operating within any Company, including the effectiveness of any compliance assurance plan (CAP), including the results of CAP testing;
- review the key results of outsource service providers, 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; 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.

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 the relevant Company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the relevant Company, of outside parties with relevant experience and expertise if it considers this necessary.

7. REVIEW OF THE COMMITTEE AND THE CHARTER

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

Such objectives, responsibilities and the charter 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 for the relevant Company, those who hold senior positions and have responsibility for the financial and/or compliance affairs of any Company, 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 the relevant Company or any material event of fraud or malpractice.

The relevant Head of Risk and Compliance (or equivalent) will be responsible for drawing the Chair's immediate attention to any material matter that relates to risk and/or conduct management within the relevant Company, including any material emerging risks; 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 for the relevant Company 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 Company or such other persons as the Board directs.