



SUMMERSET GROUP HOLDINGS LIMITED

EXTERNAL AUDIT INDEPENDENCE POLICY

1. About this Policy

1.1. Policy Statement

Summerset will maintain external audit independence consistent with regulatory and stock exchange requirements and current best practice, with the objective being to ensure that Summerset's external financial reporting is viewed as being highly reliable and credible.

2. Policy Statement

2.1. Statement of Purpose

- 2.1.1 Oversight of Summerset's external audit arrangements is the responsibility of the Audit Committee. This policy complements the Audit Committee Charter which specifies the Audit Committee responsibilities as including:
- (a) Appoint, compensate and oversee the work of the external audit firm employed by the organisation to conduct the annual audit; and
 - (b) Pre-approve all auditing and permitted non-audit services performed by the company's external audit firm.
- 2.1.2 The role of the external auditor is critical for the integrity of financial reporting of Summerset. The purpose of this policy is to govern the assessment and maintenance of the external auditor's independence both in fact and appearance on an ongoing basis.
- 2.1.3 The External Audit Independence Policy primarily relates to the external auditor and their audit and review of the financial statements of Summerset.

2.2. Approval of External Auditor

- 2.2.1 The Audit Committee shall only approve a firm to be external auditor if that firm:
- (a) Would be regarded by a reasonable investor with full knowledge of all relevant facts and circumstances as capable of exercising objective and impartial judgement on all issues encompassed within the external auditor's engagement;
 - (b) In the two years prior to the commencement of the external audit, has not had Summerset's Chief Executive Officer, Chief Financial Officer, or any member of Summerset management who acts in a financial oversight role as a member of its audit engagement team;
 - (c) Does not allow its audit partners to receive direct compensation for selling non-audit services to Summerset;
 - (d) Given Summerset is a FMC entity, the external auditor must be an approved registered auditor; and

- (e) Is approved by the Bond Supervisor to be the external auditor as required under the Bond Master Trust Deed.
- 2.2.2 The external auditor must monitor its independence and report to Somerset's Audit Committee annually that it has remained independent during the previous 12 months.

2.3. Provision of Non-Audit Services by Somerset's External Auditors

2.3.1 The guidelines that follow are designed to ensure that related assurance services provided by Somerset's external auditors are not perceived as conflicting with the independent role of the external auditor. General principles to be applied in assessing related assurance services are as follows:

- (a) The external auditor should not have any involvement in the production of financial information or preparation of financial statements such that they might be perceived as auditing their own work. This includes the provision of valuation services where such valuation forms an input into audited financial information;
- (b) The external auditor should not perform any function of management, or be responsible for making management decisions;
- (c) The external auditor should not be responsible for the design or implementation of financial information systems; and
- (d) The separation between internal and external audit should be maintained.

2.3.2 Services permitted to be performed

In addition to core audit services relating to statutory and regulatory audits, the following services are permitted:

- (a) Advice on appropriate accounting standards and the interpretation and application thereof;
- (b) Listing advice;
- (c) Accounting/technical training;
- (d) Audits of existing company systems and processes;
- (e) Audits of regulatory requirements;
- (f) Reporting engagements to third parties e.g. prospectus opinions;
- (g) Secondments of junior staff who are not part of the external audit engagement team;
- (h) Taxation services (as acceptable under section 604 of PES 1 Code of Ethics for Assurance Practitioners as issued by the XRB) [PES 1](#); and
- (i) Advice on the interpretation and application of IRD taxation legislation.

2.3.3 Services not permitted to be performed

No work may be carried out by the external auditors in the following areas:

- (a) Design and implementation of key financial information systems and processes;
- (b) Valuation of assets and liabilities other than as required to complete regulatory audit requirements;
- (c) Book keeping / other services related to accounting records or financial statements;

- (d) Liquidations and receiverships;
 - (e) Taking responsibility for the preparation of financial statements; and
 - (f) Internal audit assistance that relates to internal controls over financial reporting, financial accounting systems, or amounts or disclosures material to the financial statements.
- 2.3.4 Other services not specifically addressed above may be performed subject to the prior approval of the Chairman of the Audit Committee. Where a variation to this policy is sought, the Chairman of the Audit Committee is to be consulted and approval granted before services are provided.
- 2.3.5 The Chairman of the Audit Committee must also approve significant permissible non-audit work assignments that are awarded to the external auditor, and the value of non-audit work must be reported at every Audit Committee meeting.
- 2.3.6 The external auditor is bound by their own internal and external audit independence policies and any work undertaken by them must not be in breach of those policies. External auditor to confirm their independence is not breached before commencing any pieces of work.

2.4. Responsibilities of the External Auditor

- 2.4.1 It is expected that Summerset's external auditors will rigorously comply with their own internal policies on independence and all relevant professional guidance (including independence rules and guidance issued by the External Reporting Board and other relevant overseas accounting bodies).
- 2.4.2 The external auditors shall annually confirm their compliance with professional standards and ethical guidelines of the External Reporting Board, to evidence their competence.
- 2.4.3 The hiring by Summerset of any former audit partner or audit manager must first be approved by the Chairman of the Audit Committee. There are no other restrictions on the hiring of staff from the audit firm.
- 2.4.4 Summerset requires the statutory auditor to rotate the senior audit partner for Summerset at least every five years with suitable succession planning to ensure consistency.
- 2.4.5 Representatives of the external auditor (including at least the Engagement Partner) will attend each Annual Meeting to answer any questions by shareholders about the external audit and the content of the Auditor's Report.

2.5. Responsibilities of Summerset

- 2.5.1 Reports will be provided to the Audit Committee of Summerset on a regular basis detailing the level of fees paid to the external auditor, differentiating between audit and non-audit services.
- 2.5.2 If in the view of the Audit Committee of Summerset, the level of fees for non-audit services being paid to the external auditor is of a magnitude that could impair, or be perceived to impair auditor independence, the Audit Committee of Summerset may from time to time impose a restriction on non-audit work being awarded to the external auditor.

- 2.5.3 The Audit Committee of Summerset will require the external auditor to confirm annually that it has complied with all professional regulations relating to audit competency and independence. Specifically, the external auditor will be required to confirm its commitment to strict procedures to ensure that:
- (a) The external auditor, its partners and staff do not have any financial interest in Summerset;
 - (b) There are no business relationships between Summerset and the external auditor, beyond the provision of external audit services or approved services provided pursuant to this policy; and
 - (c) No fee paid by Summerset to the external auditor for external audit services is paid on a contingency basis.
- 2.5.4 The Audit Committee of Summerset will require the external auditor to provide the following assurances annually:
- (a) The total fees received by the external auditor from Summerset do not have a material impact on its operations or financial condition;
 - (b) Summerset has not withheld fees from the external auditor; and
 - (c) There is no litigation between Summerset and the external auditor.

2.6. Application

- 2.6.1 This policy applies to the external audit firm providing audit services to Summerset, the Audit Committee, the Chief Executive Officer, the Chief Financial Officer and all Directors and employees who interact with the external auditors.