

Audit, Risk & Compliance Committee Charter

1. Structure

- a) The Audit, Risk and Compliance Committee (“the Committee”) is established by resolution of the Board of Salmat Limited (“Salmat”).
- b) The Committee shall comprise a minimum of two members, a majority of members shall be independent non-executive directors of Salmat.
- c) The Board shall appoint the Committee and its Chairman on an annual basis. If the Chairman is not present within fifteen minutes after the time appointed for holding a committee meeting, the Committee members may choose one of their number as Chairman of the meeting.
- d) The Chairman of the Board of Salmat (if not a member) , other non-executive directors and its Chief Executive Officer may be invited to attend meetings of the Committee.
- e) The Committee shall review this Charter from time to time as it deems appropriate, and refer any proposed amendments to the Salmat Board for approval.
- f) The Company Secretary or such other person as the Board may nominate shall act as Secretary to the Committee.

2. Role

The role of the Committee includes the following:

- a) Assist the Board of Directors to discharge its responsibility to exercise due care, diligence and skill in relation to the entity’s:
 - Financial Management and Statutory Compliance
 - Assessment of whether external reporting is consistent with committee members’ information and knowledge and is adequate for shareholder needs.
 - Assessment of the management processes supporting external reporting.
 - Recommending to the Board the appointment, re-appointment or replacement of the external auditors and setting the appropriate fees.
 - Evaluating the performance of the external auditors, including their independence, effectiveness and objectivity.
 - Reviewing and approving the audit plan including identified risk areas.

- Review and assess non-audit service provision by the external auditors and give particular consideration to the potential for the provision of these services to impair the external auditors' judgement or independence in respect of the company.
 - The Committee meets with the auditors in the absence of members of management on a regular basis.
- b) Provide a structured forum for communication between the Board of Directors and senior management.
- c) Provide a structured reporting line for the group risk management function.

3. Composition

The Audit, Risk and Compliance Committee is composed entirely of non-executive Directors, the majority of whom the Board considers to be independent.

4. Responsibilities

The Committee's main responsibilities can be divided into the following areas:

a) Functions

- The systems of control which management has established effectively safeguard the assets (real and intangible) of the Company and its subsidiaries.
- Accounting records are properly maintained in accordance with statutory requirements.
- Financial information provided to shareholders and others is reliable at both half year and annual reporting periods through disclosure, on a continuing basis.

b) Risk Management

The Committee's responsibilities in the area of risk management include the following:

- Review the internal processes for determining and managing key risk areas and ascertain that management has in place adequate risk management systems for the group.
- Evaluate the process Salmat has in place for assessing and continuously improving internal risk management, particularly those related to significant risk.
- Address the adequacy of the group's risk control structure with management. This process will include the company's internal compliance and control systems.
- Approve the risk management plan on an annual basis.

5. Meetings

- a) The Committee shall meet as required but not less than four times per calendar year.
- b) A quorum shall be a number equal to at least two members of the Committee.
- c) Any issues requiring resolution arising at any meeting of the Committee shall be decided by a majority of votes and each committee member shall have one vote. In the case of an equality of votes, the Chairman shall have the second or casting vote.
- d) The Committee shall be responsible for the conduct of its proceedings and shall ensure that its meetings are minuted and reported to the Board