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# **Audit and Risk Management Committee Charter**

Orthocell Limited (ABN 57 118 897 135)

Adopted by the Board on 14 August 2024

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## 1 Role of the Committee and its authority

- (a) The full board of directors (**Board**) of Orthocell Limited (**Orthocell**) will perform the role of the Audit and Risk Management Committee (**Committee**). In this Charter, a reference to the Committee is a reference to the Board and a reference to a meeting of the Committee is a reference to a meeting of the Board for the purposes of satisfying the responsibilities of the Committee.
- (b) The Board is responsible for corporate governance and oversight of Orthocell's financial reporting, internal control structure, risk management systems and internal and external audit functions. In doing so, the Board has the responsibility to maintain free and open communication with the external auditor and Orthocell's management.
- (c) The Board may investigate any matter, with full access to all books, records, company operations, and people of Orthocell and the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it determines necessary to carry out its duties.

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## 2 Membership

- (a) Given the current size and composition of the Board, and the nature and scope of the operations of Orthocell, the Board will perform the role of the Committee.
- (b) All Committee members should be financially literate (ie able to read and understand financial statements).
- (c) The Chair of the Board will act as the chair of the Committee (**Committee Chair**), unless such other director is appointed by the Board as Committee Chair.
- (d) All Committee members should have a reasonable understanding of Orthocell's business and the industry in which it participates.
- (e) The company secretary of Orthocell is secretary to the Committee.

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## 3 Meetings

- (a) The Board will meet at least two times annually in its capacity as, and to perform the role of, the Committee, or as frequently as is required to undertake its role effectively.
- (b) The Committee may invite either or both of Orthocell's Chief Financial Officer and external auditor to attend all or part of a meeting of the Board in its capacity as, and to perform its role of, the Committee.
- (c) Any Committee member may, and the company secretary must upon request from any member, convene a meeting of the Board in its capacity as, and to perform its role of, the Committee.
- (d) The proceedings of all meetings will be minuted by the company secretary.
- (e) A quorum for any meeting will be at least two Committee members.

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## 4 Duties and responsibilities

- (a) The Committee's key responsibilities and functions are to discharge its responsibilities in relation to Orthocell, including:
  - (i) to oversee the establishment of and approving Orthocell's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems;
  - (ii) to review at least annually and monitor the effectiveness of Orthocell's risk management framework to satisfy itself that it continues to be sound and that Orthocell is operating with due regard to the risk appetite set by the Board;
  - (iii) to review and monitor the effectiveness of Orthocell's risk management strategy, policies, procedures and systems;
  - (iv) to review and approve Orthocell's financial statements and reports;
  - (v) in relation to Orthocell's financial reporting, which, without limitation, includes:
    - (A) reviewing the suitability of Orthocell's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;
    - (B) assessing significant estimates and judgements in financial reports; and
    - (C) assessing information from the external auditor to ensure the quality of financial reports;
  - (vi) in relation to the entry into, approval or disclosure of related party transactions (if any);
  - (vii) in overseeing Orthocell's financial controls and systems;
  - (viii) to manage audit arrangements and auditor independence, including considering whether an internal audit function is required and, if not, ensuring that Orthocell discloses the processes it employs to evaluate and improve its risk management and internal control processes; and
  - (ix) ensuring that any periodic corporate report Orthocell releases to the market that has not been subject to audit or review by an external auditor discloses the process taken to verify the integrity of its content.

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## 5 Reporting

The Committee should work with the external auditor and executive team to compile a report on all matters relevant to the Committee's role and responsibilities at least annually.

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## 6 Preparation and presentation of financial statements and reports

The Committee will:

- (a) after review with management and the external auditor, approve, as the Board, the half year and full year financial statements, the preliminary financial reports to be lodged with ASX and all related financial reports and statements;
- (b) review representation letters to be signed by management to ensure that all relevant matters are addressed;
- (c) discuss matters raised by the external auditor as a result of their work;
- (d) assess the impact of changes in accounting standards and review recommendations for adoption of such changes in the financial accounts; and
- (e) ensure that appropriate processes are in place to form the basis upon which the Chief Executive Officer and Chief Financial Officer execute their certifications under section 295A of the *Corporations Act 2001* (Cth) (**Corporations Act**) to the Board at financial year end in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks.

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## 7 Financial controls and systems, risk management strategy, policies, procedures and systems

- (a) The Committee will oversee the effectiveness of Orthocell's financial controls and systems, oversee the risk management function (as detailed below) and evaluate the structure and adequacy of the group's insurance coverage periodically.
- (b) The risks faced by Orthocell may include regulatory and compliance risk, investment risk, legal risk, economic risk, environmental risk, social risk, occupational health and safety risk, financial risk, reputation risk, operational and execution risk and strategic risk.
- (c) Responsibility for risk management is shared across the organisation. Key responsibilities include the following:
  - (i) The Board is responsible for overseeing the:
    - (A) establishment of and approving Orthocell's risk management framework (for both financial and non-financial risks) including its strategy, policies, procedures and systems; and
    - (B) disclosure of any material exposure that Orthocell has to environmental or social risks and how Orthocell intends to manage those risks.
  - (ii) Orthocell management is responsible for establishing Orthocell's risk management framework, including identifying major or potentially major risk areas and developing Orthocell's policies and procedures, which are designed effectively to identify, treat, monitor, report and manage key business risks;

- (iii) The Board is responsible for:
  - (A) identifying major or potentially major risk areas;
  - (B) reviewing and monitoring Orthocell's risk management framework to provide assurance that major business risks (including contemporary and emerging risks) are identified, consistently assessed and appropriately addressed. In addition, the Committee should undertake a review of Orthocell's risk management framework with management (at least once annually) to satisfy itself that Orthocell's risk management framework continues to be sound (including whether there have been any changes to material business risks and whether Orthocell is operating within the risk appetite set by the Board). The Committee should ensure that the Board discloses whether such a review has taken place in Orthocell's annual report;
  - (C) considering Orthocell's approach to occupational health and safety, economic, environmental and social risks, including the benchmarks Orthocell uses to measure performance on issues of sustainability and their achievements against those benchmarks;
  - (D) ensuring that risk considerations are incorporated into strategic and business planning;
  - (E) reviewing any material incident involving fraud or a break-down of the risk management framework and identifying "lessons learned";
  - (F) reviewing reports from management concerning compliance with key laws, regulations, licences and standards which Orthocell is required to satisfy to operate;
  - (G) overseeing tax compliance and tax risk management; and
  - (H) reviewing any significant findings of any examinations by regulatory agencies.
- (iv) The Chief Executive Officer and Chief Financial Officer are to provide to the Board declarations in accordance with section 295A of the Corporations Act.
- (v) Each employee and contractor is expected to understand and manage the risks within their responsibility and boundaries of authority when making decisions and undertaking day to day activities.
- (vi) On an annual basis, the Board should review a report compiled by management about Orthocell's adherence to policies and guidelines approved by the Board for the management of risks.
- (vii) The Chief Executive Officer and Chief Financial Officer are each responsible for reporting to the Committee on:
  - (A) any exposures or breaches of key policies, procedures or systems, or incidence of risks, where significant (including any material incidents reported under Orthocell's Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblower Protection Policy);

- (B) new and emerging sources of risks (including the risk controls and mitigation measures that has been or is being put in place by management to deal with those risks);
  - (C) any disclosure-related considerations; and
  - (D) proposed changes to Orthocell's risk management framework.
- (viii) Risk issues will be identified, analysed and ranked in a consistent manner. Orthocell will deal with risks in the following way:
- (A) identify the nature of the risk;
  - (B) determine the seriousness of such risk, and who the risk is to be reported to;
  - (C) develop a risk mitigation plan;
  - (D) implement the risk mitigation plan; and
  - (E) monitor and report progress of risk mitigation plan.

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## 8 External audit

The Committee:

- (a) is responsible for the appointment, reappointment or replacement (subject to shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of the external auditor;
- (b) will discuss annually with the external auditor the overall scope of the external audit and ensure the external auditor attends the Orthocell AGM and is available to answer questions from security holders relevant to the audit;
- (c) must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of Orthocell. The Committee may delegate a pre-approval dollar limit to the Chief Financial Officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings;
- (d) will consider statements to be made in the directors' report regarding non-audit services in accordance with the Corporations Act;
- (e) will annually request from the external auditor a report which sets out all relationships that may affect its independence; and
- (f) will review the procedures for selection and appointment of the external auditors and rotation of external audit engagement partner.

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## 9 Communication

The Committee is to establish procedures for dealing with complaints received by Orthocell (including receipt, retention, and effective treatment of these complaints) regarding accounting, internal accounting controls, or auditing matters, and submissions by employees of Orthocell, including anonymous submissions, of concerns regarding questionable accounting or auditing matters. All such employee submissions shall be treated as confidential. The Committee shall receive reports of evidence of any material violation of the Corporations Act, the ASX Listing Rules or breaches of fiduciary duty.

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## 10 Access to information and independent advice

- (a) The Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
  - (b) The Committee has access to:
    - (i) Orthocell's management, to seek explanations and information from them; and
    - (ii) external and internal auditors to seek explanations and information, without Orthocell's management being present.
  - (c) The Chief Financial Officer and company secretary shall have free and unfettered access to the Committee.
  - (d) The Committee may seek professional advice from appropriate external advisers, at Orthocell's cost. The Committee may meet with these external advisers without Orthocell's management being present.
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## 11 Reviews and changes to this Charter

- (a) The Board will review this Charter annually or as often as it considers necessary and consider any changes to Orthocell's risk management framework or the Board's risk appetite.
  - (b) The Board may change this Charter (including the responsibilities of the Committee) from time to time by resolution.
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## 12 Committee performance

- (a) The Board will, at least once in each year, review the membership of the Committee to determine its adequacy for current circumstances.
- (b) The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.