

Tissue Repair Ltd

Audit and Risk Management Committee Charter

1. Role

The Audit and Risk Management Committee (**Committee**) is a sub-committee of the board of directors (**Board**) of Tissue Repair Ltd (**Tissue Repair** or **Company**).

The Committee's role is to assist Tissue Repair's Board to fulfill its responsibilities in relation to:

- financial reporting principles and policies, controls and procedures;
- the integrity of Tissue Repair's financial statements;
- external and internal audit functions;
- internal control processes and effectiveness, including controls to safeguard Tissue Repair's assets;
- risk identification, mitigation and management;
- assessing the adequacy of Tissue Repair's insurance policies; and
- compliance with applicable legal and regulatory requirements.

The Board has agreed to delegate certain of its activities to the Committee but its decision-making responsibilities have not been delegated i.e. the Committee does not make decisions, but makes recommendations to the Board for decision and implementation, unless specifically determined otherwise by the Board.

2. Committee membership

Tissue Repair's Board will appoint and remove the members of the Committee and the chair of the Committee (the **Committee Chair**).

The Committee will comprise at least three members of the Board. All members must be non-executive directors and a majority of the non-executive directors must be independent. The members of the Committee are currently the non-executive members of the Board, all of whom are independent. Executive directors of Tissue Repair may be invited to the Committee as observers. Cessation as a director of the Board will automatically terminate appointment as a member of the Committee.

The Board will seek, where possible and appropriate having regard to the qualifications, skills and experience of the directors, to appoint as Committee Chair a non-executive director who is independent. In the event that the independent non-executive directors of Tissue Repair are not eligible or available to serve as the Committee Chair, the Board will appoint as Committee Chair a non-executive director who is not independent. The Committee Chair will not be the Board chair.

All Committee members should be financially literate, to the extent practicable based on the composition of the Tissue Repair's Board from time to time.

A member of the Committee may, with the approval of the Committee Chair and at Company expense, attend seminars or training courses in respect of issues related to the industry in which the Company operates, and the functions and responsibilities of the Committee.

3. Committee meetings – procedural requirements

3.1. Frequency

The Committee will meet regularly, at the time determined by the Committee Chair, but not less than two scheduled times a year. A Committee Chair, and other members of the Committee or the external auditor may request that a meeting of the Committee be convened at any other time.

The number of times the Committee met during the past year and individual attendances of the members at those meetings will be included in Tissue Repair's annual reports.

3.2. Invitees

- All Tissue Repair directors have a standing invitation to attend Committee meetings. Members of management may be invited to attend any Committee meeting, as the Committee considers necessary.
- Any member of the Committee may, with the Committee Chair's prior approval, invite any non-member to attend and participate in a meeting of the Committee. Any such invitee will not have any vote.
- The Chief Executive Officer and Chief Financial Officer (as applicable) will be routinely invited to attend Committee meetings, unless the Committee Chair decides otherwise.
- The partner in charge of the external audit will be invited to relevant parts of meetings as deemed necessary by the Committee Chair.
- Other senior executives may be invited to attend relevant parts of meetings.
- The Committee Chair and the Committee members will, at least once per year, meet with the external auditor, independent of management.

3.3. Quorum

A quorum may be formed by two Committee members, unless otherwise stipulated by the Board, although all members are expected to attend (either in person or by conference call or similar means) and participate.

3.4. Method and materials

- Committee papers will be prepared and distributed at least three days before the date of a scheduled meeting, and minutes of Committee meetings will be prepared as soon as practicable following a meeting and will be distributed to the members of the Committee for approval and to all other Board members. A report on matters addressed by the Committee will be provided at the next Board meeting.
- If the Committee Chair is absent from a meeting and no acting Committee Chair has been appointed, the members present may choose one of them to act as Committee Chair for that meeting.
- Committee meetings may be held or participated in by conference call or similar means, and decisions may also be made in writing by circular or written resolution.
- Tissue Repair's Company Secretary will attend all Committee meetings and provide any assistance required by the Committee Chair in relation to preparation of the agenda, minutes or papers for the Committee.
- The Committee may choose to exclude executive directors for all or part of any meeting.

3.5. Voting

- Each Committee member will have one vote.
- The Committee Chair will not have a casting vote. If there is a tied vote, the motion will lapse.
- The Committee may ask any person to withdraw from any part of any meeting where there is a potential conflict of interest.

3.6. Other

Following each Committee meeting, the Committee Chair will report to the Board Chair on any matter that should be brought to the Board's attention, and on any Committee recommendation that requires Board approval or action. All Committee recommendations are subject to Board review and approval.

4. Duties and responsibilities

The Committee's primary responsibility is to report to the Board and provide appropriate advice and recommendations on matters relevant to this Charter, in order to facilitate Board decision-making.

4.1. Financial reporting and the integrity of the financial statements

In order to fulfil its responsibilities to the Board, the Committee will:

- monitor Tissue Repair's financial and liquidity position, review whether Tissue Repair has sufficient financial resources to achieve its strategic plan, and monitor and confirm whether in the Committee's view Tissue Repair is able to meet its debts and other obligations when they are due;
- review, with management and Tissue Repair's external auditor, Tissue Repair's financial statements intended for external publication, and make Board recommendations about approvals required, including prior to approval of the financial statements for a financial period, receiving from the Chief Executive Officer (if one is appointed) and the Chief Financial Officer a declaration that, in their opinion, the financial records of Tissue Repair have been properly maintained, that the financial statements comply with the appropriate accounting standards and provide a true and fair view of Tissue Repair's financial position and performance, and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively;
- review all representation letters signed or to be signed by management in connection with Tissue Repair's financial statements to ensure that all relevant matters are addressed;
- review and report to the Board on the results of the half-year review and the full year audit and any other matters required to be communicated to the Committee by the external auditor under generally accepted accounting standards;
- review and report to the Board on the adequacy of the processes used to prepare the financial statements, including the appropriateness of the accounting judgments or choices exercised by management; and
- review Tissue Repair's accounting policies and financial reporting practices to ensure their suitability and compliance with generally accepted accounting practice and applicable accounting standards. The Committee will assess the impact of changes in accounting standards and review recommendations for adoption of any changes in the financial accounts.

Where Tissue Repair is required to provide a periodic report to the market that has not been audited or reviewed by an external auditor, the Committee must first review the draft report and once it is comfortable, present it to the Board for consideration and approval prior to its release to market.

4.2. External audit functions

In order to fulfil its responsibilities to the Board, the Committee will:

- make recommendations to the Board on the appointment, reappointment or replacement (subject to shareholder approval) of the external auditor. The Committee will monitor and report to the board on the effectiveness, performance and independence of the external auditor;
- review, approve and report to the Board on the fees for and terms of the external auditor's engagement, and on the scope and adequacy of the audit plan of the external auditors;
- review and report to the Board on the provision of any non-audit services by the external auditors and whether it might compromise the independence of the external auditor, and the rotation of the audit engagement partner;
- review with the external auditor any audit problems or difficulties the auditor encounters in the normal course of audit work including any restriction on audit scope or access to information; and
- discuss with the external auditor the quality of accounting policies applied in Tissue Repair's financial reporting.

4.3. Internal audit functions

As at the date of this Charter, Tissue Repair does not have an internal audit function. Rather, it relies on the processes set out in section 4.4 to maintain internal controls and compliance.

The following provisions will apply at any time that Tissue Repair employs an internal audit function. In order to fulfil its responsibilities to the Board, the Committee will:

- where an internal auditor has been appointed, ensure that they have a direct line of communication to the Committee Chair and sufficient independence to fulfil the role;
- review, with management and the internal auditor, the scope and activity of the internal audit function;
- meet with the internal auditor and management to review internal audit reports and monitor management responses;
- meet separately with the internal auditor, at least once a year, to discuss any matters that the Committee or internal auditor believes should be discussed privately;
- review the effectiveness of the internal audit activity; and
- ensure there are no unjustified restrictions or limitations, and consider and approve the appointment, replacement or dismissal of the internal auditor by management.

4.4. Internal controls and compliance

The Committee will review and report to the Board on the overall adequacy and effectiveness of:

- internal control systems, including accounting and financial controls, and compliance with those controls;

- controls and processes to safeguard Tissue Repair's assets;
- compliance with applicable laws and regulations, including taxation compliance;
- ethical compliance, including Tissue Repair's Code of Conduct, Anti-Bribery and Corruption Policy and Whistleblower Policy; and
- Tissue Repair's insurance coverage, having regard to the Company's business and the associated insurable risks.

The Committee will review and report to the Board on:

- any material threatened or actual claims or issues of which the Committee is aware in relation to taxation and legal matters;
- any recommendations in relation to changes that should be made to the Company's risk management framework or to the risk appetite set by the Board; and
- any material incident of which the Committee is aware implicating non-compliance with internal controls, incidents of fraud or a break-down in the Company's risk controls, and report on the "lessons learned".

Following each Committee meeting, the minutes of the Committee meeting must be circulated to all members of the Board.

4.5. Risk Management

The Committee will:

- assess and review the overall adequacy and effectiveness of Tissue Repair's risk management framework, and the methodology and processes for assessing, monitoring and managing financial and non-financial risks (including confirming that Tissue Repair's risk management approach continues to be sound and effectively identifies new areas of potential risk);
- monitor management's performance against the Company's risk management framework, including whether it is operating within the risk appetite set by the Board;
- consider whether Tissue Repair has any material exposure to environmental or social risks, and if it does, report to the Board on how it should be managing those risks;
- receive reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;
- assess and review whether adequate policies and procedures have been designed and implemented to manage identified risks, including a risk register that describes the material risks; and
- assess and review whether processes are in place to ensure that proper remedial action is undertaken to address areas for improvement.

The Committee will conduct the reviews set out above at least annually and report to the Board with the results. The Company will disclose in each reporting period whether the above reviews have taken place.

4.6. Related party transactions

The Committee will review, monitor and make recommendations to the Board in relation to decisions on related party transactions and investments involving Tissue Repair and its directors and senior executives.

5. Authority

The Committee has authority to seek any information it requires from any officer, employee or contractor of the Company, who are correspondingly instructed by the Board to respond to the Committee's enquiries.

The Committee will not take major decisions on behalf of the Board. The Committee's primary role is to make recommendations to the Board for the Board's consideration and approval. In fulfilling its role the Committee may:

- retain, terminate and consult with outside or other independent external advisers (including any external accounting, legal, tax or other professional advisers, consultants or specialists, as it may consider necessary or desirable to fulfil its objectives, acting reasonably) at Tissue Repair's expense;
- discuss directly with management or the external auditors any issue within its remit and to request reports, explanations and information;
- access those internal resources as it may consider necessary or desirable to fulfil its objectives;
- delegate any of its responsibilities to the Committee Chair on any occasions the Committee considers appropriate;
- investigate any activity within the Committee's responsibilities under the terms of this Charter;
- communicate with any Tissue Repair employee to seek any information required for the Committee to carry out its role; and
- deal with matters requiring a decision by way of written resolution. A written resolution will be deemed to have been passed once a majority of members eligible to vote have signed it and will be effective the date the last member constituting the majority signs. That written resolution is as valid and effective as if it had been passed at a meeting of the Committee duly convened and held.

6. Review of Charter

This Audit and Risk Management Committee Charter and the Committee's performance against this Charter will be reviewed at least every two years and may be updated from time to time as and when determined by the Board.