



# Compliance committee charter

—

Johns Lyng Group Limited ACN 620 466 248 (**Company**)

—

## MinterEllison

Level 23 Rialto Towers 525 Collins Street  
Melbourne Vic 3000 Australia DX 204 Melbourne  
T +61 3 8608 2000 F +61 3 8608 1000  
[minterellison.com](http://minterellison.com)

# Compliance committee charter

---

## 1. Definitions

**ASX** means ASX Limited.

**Board** means the Board of Directors of the Company.

**Code** means the Code of Conduct adopted by the Board on 28 September 2017 as amended from time to time.

**Committee** means the Compliance Committee of the Board.

**Company** means Johns Lyng Group Limited ACN 620 466 248.

**Compliance Working Group** means the group so designated by the Committee consisting of senior management representatives and the Chief Executive Officer.

**Constitution** means the constitution of the Company as amended from time to time.

**Directors** means the members of the Board.

## 2. Establishment of the Committee

This Charter sets out the basis on which the Board has established the Committee.

## 3. Objectives and purposes

The objectives and purposes of the Committee are:

- (a) to monitor the Company's adherence to the Code; and
- (b) to assist the Company in fulfilling its responsibilities relating to compliance.

Compliance means adhering to the spirit and letter of the Code as applicable to the Group's business activities.

## 4. Duties and responsibilities

Without limiting section 3 above, the duties and responsibilities of the Committee include:

- (a) to monitor, review and assess the Company's compliance, including the effectiveness of its compliance program;
- (b) to assist in ensuring appropriate compliance information is provided to the Board; and
- (c) to maintain open communication channels among the Committee, the Compliance Working Group, management and internal and external advisers in order to review and discuss specific issues, exchange views and information and confirm respective duties and responsibilities as appropriate.

## 5. Membership of the Committee

### 5.1 Structure

- (a) The Committee should comprise:
  - (i) at least two Directors;

- (ii) all non-executive Directors;
  - (iii) a majority of independent Directors.
- (b) While the Company will aim to have a Committee of at least the size and composition outlined in section 5.1(a) above, this may not always be practicable given the size of the Board and the circumstances of the Group, including the nature of the Group's business. Accordingly, the Board has absolute discretion to determine the appropriate size and composition of the Committee from time to time.
- (c) The Chief Executive Officer and the Chief Financial Officer will be standing invitees of each meeting of the Committee.
- (d) The Chair of the Committee (including a Chair elected under section 6.4):
  - (i) will be elected by, and hold office for the period determined by, the members of the Board; and
  - (ii) must be a member of the Committee.

## 6. Proceedings

### 6.1 Frequency

- (a) The Committee will meet as frequently as required but must not meet less than two times a year.
- (b) The Chair must call a meeting of the Committee if requested to do so by any Committee member, or by the Company's Managing Director.

### 6.2 Notice and Committee Papers

- (a) The dates, times and venues of each meeting of the Committee will be notified by the Secretary to all members of the Committee a reasonable time in advance of the meeting.
- (b) Supporting papers for each meeting of the Committee will also be distributed by the Secretary to all members of the Committee a reasonable time in advance of the meeting. All Directors will receive a copy of the supporting papers for each meeting, irrespective of their membership of the Committee, unless the circumstances otherwise require (for example, due to a conflict of interest).

### 6.3 Meeting quorum

A quorum for a meeting of the Committee is two members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities powers or discretions vested in, or exercisable by, the Committee.

### 6.4 Chair of the meeting

- (a) In the absence of the Chair, the remaining members will elect one of their number as Chair of the meeting.
- (b) The Chair of the Committee has a casting vote in addition to their deliberative vote, except that the Chair must not exercise a casting vote at any meeting at which only two of the Committee members who are present are entitled to vote.

### 6.5 Minutes

Minutes of meetings of the Committee will be distributed to members for confirmation as soon as practicable and, after confirmation, distributed to all Directors unless a conflict of interest exists.

## 6.6 Attendance by other persons

- (a) Any Director may attend Committee meetings.
- (b) Subject to contrary direction from the Committee, the following people may attend Committee meetings:
  - (i) the Company Secretary;
  - (ii) Compliance Working Group members; and
  - (iii) others deemed appropriate by the Committee from time to time.

## 7. Independent advice and access to information

### 7.1 Independent advice

The Committee is entitled to obtain external legal or other independent professional advice, and to seek the attendance of such advisers at meetings if it is considered necessary.

### 7.2 Access

The Committee is authorised to seek any information it requires from any Company employee or from any other source.

## 8. Reporting

### 8.1 Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must report to the Board on the Committee's proceedings following each meeting on all matters relevant to the Committee's duties and responsibilities.

### 8.2 Annual General Meeting

The Chair of the Committee must attend the Annual General Meeting and be available to respond to any shareholder questions on the Committee's activities and areas of responsibility.

## 9. Performance Review

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board. It may recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.

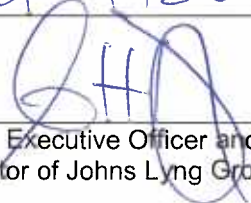
## 10. Approved and adopted

This Charter was approved and adopted by the board on 28 September 2017.

Date

28/09/2017

Signed

  
Chief Executive Officer and Managing  
Director of Johns Lyng Group Limited