

Purpose of the Committee

The primary responsibilities of the Committee are to assist the Board of QIC Limited to oversee and monitor:

1. the controls that safeguard the integrity of QIC's financial reporting (with the exception of matters relating to debt covenants) and compliance with tax and accounting obligations
2. QIC's management of tax risk
3. the processes employed by QIC to undertake valuations across all investment teams
4. the policies relevant to the Committee's responsibility within the QIC's Enterprise Risk Management Framework
5. external audit processes generally.

Unless stated otherwise, references to 'QIC' in this Charter includes QIC's subsidiaries, trusts and other entities.

Authority

Unless explicitly granted otherwise by the Board, the Committee does not have decision-making powers, but has an oversight and advisory role and will make recommendations to the Board for consideration.

Structure and Membership

The Committee is comprised of directors of QIC Limited and is chaired by a member of the Board (excluding the QIC Limited Chair). Permanent members include at least three independent non-executive directors (as nominated from time to time by the QIC Chair and of which at least one must have appropriate financial/accounting qualifications).

Permanent invitees include the Chief Executive Officer, Chief Financial and Operating Officer, Chief Risk Officer, Executive Director, Finance and external audit. The invitees will be provided with Committee papers.

Each member or invitee may nominate a suitably qualified Alternate subject to the approval of the Committee Chair.

Other invitees may attend at the discretion of the Chair, including representatives of QIC's legal, regulatory affairs and compliance, accounting, finance and taxation teams, as well as internal audit and external advisers.

Supporting governance

Through its regular reporting cycle, the Committee receives assurance from senior management about QIC's compliance with its financial reporting and tax obligations.

This includes input from the management Financial Reporting Committee (FRC) for the purposes of providing subject matter expertise and challenge to, and assurance over, the financial statements review and preparation process.

This document contains information that is proprietary to QIC Limited. Do not copy, disseminate or use, except in accordance with the prior written consent of QIC.

An annual valuations workshop involving the Board, Executives of QIC investment teams and relevant corporate teams and subject matter experts is held to oversee QIC's asset valuation practices. For clarity, the purpose of the annual valuations workshop is not to re-interrogate the metrics of applicable valuations, but rather to ensure the processes applied in the course of asset valuations is sound and appropriate.

Duties and Responsibilities

Financial Reporting

1. Review the appropriateness of significant accounting and financial reporting issues and judgements, including complex or unusual transactions made in connection with the preparation of the financial statements.
2. Review recent regulatory and professional pronouncements and understand their impact on the financial statements, as advised by management.
3. Review the appropriateness of financial disclosure policies and accounting policy choices.
4. Oversee compliance with statutory responsibilities relating to financial reporting principles and policies, controls and procedures.
5. Oversee the financial reporting assurance framework, including review of management representations/declarations, and provide representations to the Board as to the adequacy and integrity of same.
6. Oversee the periodic financial reporting process implemented by management and review a risk-based selection of interim and/or annual financial statements prior to making recommendations to the relevant boards that the reviewed financial statements meet the requirements of usual industry practice and the applicable accounting standards and regulations for that entity and that the financial statements be approved.
 - a. As part of overseeing this process, the Committee receives confirmation from the FRC that the FRC has reviewed financial statements which are not escalated to the Audit Committee for review and that the FRC has endorsed them for approval by the relevant Boards.

Governance Risk & Compliance Framework

1. Oversee compliance with QIC's tax and accounting obligations and all aspects of risk associated with tax, with the exception of matters relating to debt covenants.
2. Oversee and monitor the policies relevant to the Committee's responsibilities within QIC's Enterprise Risk Management Framework.
3. Assess the adequacy of management responses to external audit recommendations.

Valuations

1. Oversee the effectiveness of QIC's investment valuations governance framework and monitor the processes employed to undertake investment valuations across QIC, including attending an annual valuations workshop.
2. Receive reports from the Valuations Oversight Committee regarding decisions on valuations matters.

External Audit

1. Advise the Board on the selection and appointment of the external auditor for QIC entities, including recommendations on tender process, terms of engagement and rotation of the external audit engagement partner. These activities occur in consultation with the Auditor-

General of Queensland, where the engagements occur under sub-contract to the Queensland Audit Office.

2. Review and recommend to the Board the adoption of the annual external audit plans, including fees payable to the auditors for audit.
3. Review the annual non-audit fee spend.
4. Regularly liaise with external audit to review the audit plan, audit findings and auditor performance.
5. Reporting on the activities of QIC's external auditors, as and when necessary, as a shared responsibility with the Risk Committee which holds such a responsibility with regard to QIC's internal auditors.
6. Evaluate and oversee the external auditors including assessing whether the services provided are consistent with the Board approved 'Auditor Independence Policy' and if not, determine appropriate action.
7. Review processes implemented by management to ensure compliance with the Auditor-General Act 2009.

Other

1. Review and recommend financial reporting Policies to the Board, including any changes from time to time.
2. Consider any other matters of significance to the finances or strategy of QIC, as necessary or considered desirable.
3. Review and recommend the draft QIC GS007 Report or GS007 equivalent to the Board.
4. Advise the Board on any other matters referred by the Board.

Secretarial and Meetings

The Company Secretary (or delegate) shall act as Secretary to the Committee.

The Company Secretary, in conjunction with the Chief Financial and Operating Officer and the Chair of the Committee, shall draw up an agenda for approval by the Chair of the Committee. Papers will be delivered to Committee members at least five days prior to the relevant meeting.

The Committee shall meet a minimum of four times each year. The Chair shall convene meetings at such times as he or she deems necessary or when requested by the Board or Chief Executive. All Committee members are expected to attend each meeting, in person or via teleconference or video conference.

A quorum shall be half the number of directors appointed to the Committee and, if that number is not a whole number, the next highest whole number.

Minutes of meetings will be provided in draft form to the Committee Chair and confirmed at the following meeting of the Committee.

The Committee has facility to consider matters via interim submission. In the main, interim submissions require the unanimous approval of all Committee members. If a Committee member is unable to be contacted in respect of an interim submission, the Committee Chair will decide on final approval after receiving a full report on comments made by those Committee members who were contactable. If unanimous approval of those Committee members that are contactable is not obtained, the item is deferred to the next Committee meeting.

Access to Information

The Committee has the authority to seek any information it lawfully requires from any employee of the Corporation and all employees must comply with such lawful requests.

Subject to consent from the QIC Chairperson, the Committee may take such independent legal, financial, remuneration or other advice as it considers necessary to assist with fulfilling its functions.

Reporting to the Board

The Chair of the Committee shall report the findings and recommendations of the Committee to the Board after each Committee meeting.

Performance Review

Every year, the Committee shall perform a self-evaluation of its performance to determine whether it is functioning effectively and meeting the requirements of its Charter. The review will be undertaken at the same time that the performance assessment of the Board is conducted, and the results will be submitted to the Board.

Accountability

Each member of the Committee is entitled to rely on QIC management, on matters within their responsibility, and on external professionals on matters within their areas of expertise and may assume the accuracy of information provided by such persons, so long as they are not aware of any reasonable grounds upon which to question its accuracy.

The Chief Executive Officer has been delegated responsibility for implementing, managing and maintaining appropriate control framework systems, policies and procedures, reporting protocols and internal controls designed to provide assurance on compliance with the applicable laws, standards and regulations and the Committee shall monitor the Chief Executive Officer's performance in this area. As set out in paragraph 3 of the Board Charter, the Chief Executive Officer may sub-delegate any of these responsibilities to QIC executives and senior employees at their discretion.

Professional advisers may be appointed, where necessary, to assist the Committee in evaluating specific issues.

Access to Internal Audit, External Audit & Management

The Committee has the right of direct contact with management, external audit and internal audit, noting the predominant source of contact with internal audit will be via the Risk Committee. The Committee shall hold a separate private meeting at least annually, or more frequently if it so determines, with each of the Chief Executive Officer, Chief Financial and Operating Officer, Chief Risk Officer, General Manager, Tax and external audit.

External audit and internal audit have a right of direct and unfettered access to the Committee through the Chair of the Committee.

Document Control

Document Information		
<i>Document Type</i>	<i>Document Owner</i>	<i>Review Cycle Frequency</i>
Charter	QIC Board (via Audit Committee Chair and Chief Financial and Operating Officer)	Annual

Approval History	
<i>Committee Review Date</i>	<i>QIC Board Approval Date</i>
27 March 2023	28 March 2023
8 June 2021	27 July 2021
27 April 2020	28 April 2020
2 July 2019	2 July 2019
6 April 2017	20 April 2017
	16 February 2016