



Tenpin Bowling Australia Limited

Finance, Risk & Audit Committee Charter

1. Statement of Purpose

The purpose of the Finance, Risk & Audit Committee of the Board of Directors (Board) is to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, risk management and financial reporting of Tenpin Bowling Australia Limited (TBA). The Finance, Risk & Audit Committee's purpose includes assisting the Board's oversight of:

- The integrity of TBA's financial statements;
- The system of internal control and management of risks;
- TBA's compliance with legal and regulatory requirements relating to financial and taxation matters;
- TBA's financial and legal accountability to its members; and
- The auditor's qualifications, independence and performance.

In performing its duties, the Committee will maintain effective working relationships with the Board, management and the auditors. The Committee is an advisory and strategic committee of the Board. The Committee is accountable and reports to the Board.

2. Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

- Seek any information it requires from any employees or external parties;
- Obtain outside legal or other professional advice; and
- Ensure the attendance of company officers at meetings as appropriate.

3. Membership

The Committee will comprise at least two members, all of whom will be non-executive directors appointed by the Board. All members will be financially literate. The Chairperson of the Committee will be nominated by the Board from time to time, and is not to be the Chairperson of the Board.

The Committee may invite such other persons to its meetings as it deems necessary. The external auditors should be invited to make presentations to the Committee as appropriate.

4. Duties of the Finance, Risk & Audit Committee

a) Financial Management

- Approve TBA's budget for presentation to the Board and other relevant stakeholders for review and approval;
- Monitor and report on TBA's financial performance against agreed targets and measures;
- Review monthly financial reporting, including P&L, balance sheet, cash flow and forecast schedules;

- Ensure TBA has sufficient cash reserves to meet its debts as and when they fall due;
- Advise the Board in relation to the capital expenditure programme and evaluation of new investment opportunities; and
- Consider any matters referred to it by the Board or the Chief Executive Officer in relation to finance and tax issues.

b) Annual Financial Statements & Audit

- Oversee the preparation of audited accounts and review the annual financial statements and the related notes;
- Review the external auditors' report on the financial statements;
- Recommend to the Board the appointment and dismissal of the external auditor and setting the appropriate fees;
- Liaising with external auditors on all matters concerning the conduct and outcome of the annual audit. Review the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope; and
- To oversee compliance with statutory requirements and financial disclosure.

c) Risk Management

- Review TBA's risk profile, risk framework, risk identification and risk management on a regular basis to ensure that they are regularly updated and material business risks to TBA are dealt with appropriately and on a timely basis;
- Review TBA's insurance coverage annually to ensure that it is appropriate;
- Evaluate whether management is setting the appropriate risk management culture;
- Ensure that management has established an effective system of internal control including fraud management systems and delegations; and
- Ensure TBA establishes an effective risk management policy and an effective business continuity plan.

d) Compliance with Laws and Regulations

- Be satisfied that all regulatory compliance matters have been considered and dealt with; and
- Obtain regular updates from management regarding compliance matters.

e) Periodic Responsibilities

- Formally report to the Board on a regular basis;
- Review annually the Committee's charter and recommend updates where necessary; and
- Report annually to the Board on the Committee's performance and compliance to this charter with particular reference to the extent to which the Committee has discharged its roles and responsibilities.

5. Frequency and Attendance at Meetings

Meetings shall be held not less than three times a year. A meeting schedule is to be set at the beginning of the financial year having regard to the Board meeting schedule and key dates for financial reporting. The Chairperson of the Committee has the power to call special meetings as required.

Notice of meeting including agenda will be distributed to members of the Committee at least one week in advance of the meeting. Meetings may be held in person or by teleconference or videoconference.

The proceedings of all meetings will be minuted. Minutes of each meeting will be distributed to the Chairperson of the meeting for approval no later than one week after the meeting. Copies of all minutes will be made available to the Board. The Chairperson of the Committee will provide a report to the Board at each Board meeting.

A quorum of the Committee is constituted where at least 2 board members of TBA are present.