



AUDIT COMMITTEE CHARTER

greenHy2 Limited
ABN 51 000 689 725

302/75 King Street Sydney NSW 2000
Australia



The Audit Committee ('Committee') is a committee of the GreenHy2 Board ('Board'). This Charter sets out the role, responsibilities, composition and operation of the Committee.

ROLE AND RESPONSIBILITIES OF THE COMMITTEE

The primary role of the Committee is to assist the Board by undertaking the following activities:

- a) review and monitor the integrity of GreenHy2's consolidated financial reports and statements;
- b) review and oversee systems of internal controls and regulatory compliance around its financial systems and processes;
- c) review the adequacy of the GreenHy2's corporate reporting processes; and
- d) liaise with and monitor the performance and independence of the external auditor providing appointment recommendations to the Board.

The Committee has authority to:

- a) investigate any activity within its Charter and any matters specifically requested by the Board; and
- b) resolve any disagreements between Management and the external auditor regarding financial reporting.

RESPONSIBILITIES

The responsibilities of the Committee include, but are not limited to:

Corporate Reporting

- a) Review half-yearly and yearly financial reports and statements with Management and the external auditor.
- b) Review and make recommendations to the Board regarding significant financial, accounting and reporting issues.
- c) Review GreenHy2's corporate reporting and disclosure processes and the outputs of those processes.
- d) Review the appropriateness of the accounting policies adopted by Management in relation to the financial reports and statements.
- e) Consider the effectiveness of the GreenHy2 Group's internal controls around its financial systems and processes;
- f) Receive representations and attestations from the Managing Director and CFO.
- g) Review financial statements and reports for compliance with accounting standards and policies and other requirements relating to their preparation.
- h) Assess whether the half-year and full-year financial reports are consistent with the Committee members' information and knowledge.

External Audit

- a) Annually consider the appointment of the external auditor and, as required, consider the procedures for the selection and appointment of the external auditor and whether an audit tender process is required. Any recommendation to change the external auditor requires Board and shareholder approval at a general meeting.
- b) Review and approve the terms of engagement and fees of the external auditor at the start of each audit.
- c) Consider and review the scope of work, reports and activities of the external auditor.

- d) Review the findings of the audit with the external auditor, and monitor Management's response to reviews and recommendations of the external auditor.
- e) Establish and review policies as appropriate in relation to independence of the external auditor.
- f) Assess the independence of the external auditor based on the information received from the external auditor and Management. In assessing independence, the Committee considers:
 - i. the employment of former employees of the external auditor;
 - ii. policies on the supply of non-audit services by the external auditor;
 - iii. the fees for audit and non-audit services provided by the external auditor on a regular basis;
 - iv. the rotation of audit partners;
 - v. the external auditor's own statement on independence; and
 - vi. any other information from the external auditor setting out its relationships that may affect its independence.
- g) Review the effectiveness of the annual audit and the performance of the external auditors taking into account the opinions of Management.

COMPOSITION AND OPERATION

The members of the Committee and Committee Chair are appointed by the Board.

The Committee will consist of at least three members all of whom are non-executive directors. The majority of members, including the Committee Chair, must be independent directors. The Chairman of GreenHy2 Limited may not chair the Committee.

Each member must have a working familiarity with general finance and accounting practices. At least one member of the Committee must have accounting or related financial management expertise.

The Committee shall meet at least four times per year, or more frequently as required. The Committee Chair will call a meeting of the Committee if requested by any member of the Committee, the external auditor or the Chairman of the Board.

A quorum shall be any two members or any greater number determined by the Board.

The Committee Chair is responsible for the conduct of all meetings, including briefing all directors in relation to the issues arising at meetings.

Committee resolutions shall be determined by a majority of votes of the members present and voting. In the case of an equality of votes, the Chairman shall have a casting vote.

Draft minutes documenting the proceedings and resolutions of each Board meeting shall be prepared by the Company Secretary promptly following the meeting for review by the Chairman, distribution to the Board and approval by the Chairman at the next Board meeting.

The Committee may delegate authority to subcommittees of the Committee.

ACCESS AND ADVISERS

The Committee has unrestricted access to all records and staff of the GreenHy2 Group (including the external auditor without Management present) and has the right to seek explanations and additional information from Management and auditors.

As necessary or desirable, the Committee Chair may invite members of Management, representatives of the external auditor and/or other external advisors to be present at meetings of the Committee.

At least annually, the Committee shall meet separately with the external auditor without Management present. For the purpose of supporting the independence of their functions, the external auditor has a direct reporting line to the Committee. The external auditor may also report to the Board.

The Committee may directly seek independent, professional or other advice as required to carry out its responsibilities.

RELATIONSHIP WITH OTHER GREENHY2 GOVERNANCE FORUMS

The Committee reports to the Board. Committee meeting minutes will be provided to the Board for noting.

GreenHy2 non-executive directors who are not Committee members may attend Committee meetings.

The Committee will also provide reporting to Board Committees (as appropriate) on matters which have been delegated to it or which are relevant to those bodies. These reports may be verbal.

The Committee relies on reviews and confirmations from the external auditor, Management attestations, and external audit review in considering the financial statements of GreenHy2 Group subsidiaries.

The Committee relies on reviews and confirmations from the external auditor together with Management attestations in order to assist the Committee to carry out its functions.

REVIEW

The Committee will review this Charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities.

Amendments to the Charter, other than updates for GreenHy2 branding or position titles, are to be approved by the Board.

The Committee undertakes an annual self-assessment of its performance to confirm that all activities listed in the Charter have been addressed, and reports this information to the Board.

Authorised

21 November 2022

By order of the Board