

HUB24 Limited
ABN 87 124 891 685
Audit Committee Charter
May 2026

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Overview	
Purpose	The HUB24 Limited Audit Committee Charter sets out the key roles and responsibilities of the HUB24 Audit Committee Members and management.
Scope	HUB24 Limited
Application	All HUB24 People
Document Control	
Executive Owner	Company Secretary
Operational Owner	Company Secretary
Date	May 2026
Next Review Date	May 2027

1. Introduction

- 1.1. The Audit Committee (**AC**) is a Committee of the Board of HUB24 Limited (**HUB24**).
- 1.2. The Board established the AC in accordance with HUB24's Constitution.
- 1.3. This Charter sets out the AC's role and the scope of its responsibilities in relation to HUB24 and its controlled entities (collectively referred to as the **HUB24 Group**).
- 1.4. The Board has delegated authority to the AC to fulfil its responsibilities as set out in this Charter. The Board may make other delegations to the AC from time to time.
- 1.5. The role of the AC is not an executive role.

2. Role

- 2.1. The role of the AC is to assist the Board discharge its responsibilities in relation to the following:
 - 2.1.1. Instilling and continually reinforcing a culture across the HUB24 Group of acting lawfully, ethically and responsibly;
 - 2.1.2. Reviewing and monitoring the integrity of HUB24 Group's corporate financial and sustainability reporting, including the consolidated financial reports and statements;
 - 2.1.3. Reviewing and monitoring the independence, appointment, performance and removal of the External Auditor; and
 - 2.1.4. Ensuring that the HUB24 Group has established key internal controls for effective accounting and financial reporting and that periodically the effectiveness of that framework and controls environment is reviewed.

3. Responsibilities

- 3.1. Without limiting its scope, the AC is responsible for the following:
 - 3.1.1. **Corporate reporting integrity**
 - 3.1.1.1. Promoting the quality and transparency of reporting and accountability with a view to ensuring the AC and the Board are receiving the right information to fulfil their roles.
 - 3.1.2. **External Audit**
 - 3.1.2.1. Recommending the appointment or removal of the External Auditor to the Board;
 - 3.1.2.2. Reviewing and approving the terms of the annual audit services engagement and the engagement fee;
 - 3.1.2.3. Reviewing the rotation of the partner(s) for the External Audit;
 - 3.1.2.4. Reviewing the annual External Audit plan;
 - 3.1.2.5. Assessing, at least annually, the performance, effectiveness and independence of the External Auditor;

- 3.1.2.6. Reviewing the half year and annual audit review and audit reports in relation to the HUB24 Group financial statements and other internal control or regulatory reports issued by the External Auditor;
- 3.1.2.7. Assessing the findings and recommendations of the External Auditor and seeking verification that Management has responded appropriately; and
- 3.1.2.8. Reviewing and recommending to the Board for approval the disclosure of non-audit services provided by the External Auditor (and considering any implications on the independence of the External Auditor) for inclusion in the annual report.

3.1.3. Internal Control

- 3.1.3.1. Reviewing and monitoring the effectiveness of the HUB24 Group's internal control systems to the extent the matters relate to the responsibilities of the AC or referring relevant matters to the appropriate Committee of HUB24;
- 3.1.3.2. Reviewing relevant internal audit reviews undertaken and any recommendations made; and
- 3.1.3.3. Reviewing Management's response to relevant internal audit review findings and recommendations and monitoring Management's implementation of relevant actions.

3.1.4. Financial Reporting

- 3.1.4.1. Reviewing and making recommendations to the Board in relation to significant accounting and financial reporting issues, including changes to the accounting standards and regulatory requirements and the impacts on the financial statements of the HUB24 Group;
- 3.1.4.2. Reviewing and recommending to the Board for approval of the half and full year financial statements for the HUB24 Group and any related disclosures following discussions with Management and the External Auditor;
- 3.1.4.3. Reviewing the consistency and appropriateness of the accounting policies adopted by Management in relation to financial reports and statements and the HUB24 Group's adherence to the accounting standards, policies and other reporting requirements;
- 3.1.4.4. Reviewing and assessing significant estimates and judgements reflected by Management in proposed financial reports by enquiring of Management as to the processes used in determining significant accounting estimates and enquiring of the External Auditor as to their review processes and conclusions regarding the reasonableness of such estimates; and
- 3.1.4.5. Receiving and reviewing representations and attestations from the Managing Director and CEO and Chief Financial Officer (**CFO**) regarding the half and full year financial statements for the HUB24 Group.

3.1.5. Environmental, Social and Governance

- 3.1.5.1. Review and make recommendations to the Board in relation to Environmental (including Climate-related), Social and Governance reporting and disclosure matters.

3.1.6. Group implications

- 3.1.6.1. Advising the HUB24's other Committees of any matters that it believes warrants consideration (for example, relating to financial, internal controls, compliance or ethical behaviour outcomes of HUB24 staff) when considering matters relating to the responsibilities of that Committee; and
- 3.1.6.2. Any other matter delegated to the AC from time to time by the Board.

4. Composition

- 4.1. The AC shall comprise at least three (3) Non-Executive Directors of HUB24, the majority of whom shall be independent.
- 4.2. The Board appoints the AC Members and the Chair of the AC.
- 4.3. The term of appointment of the AC Members will coincide with their Board tenure unless the Board determines otherwise.
- 4.4. The Chair of the AC will be an independent Director and must not be the Chair of HUB24.
- 4.5. The Chair of the AC is responsible for leading the AC and overseeing processes for the AC's performance in its role in accordance with this Charter.
- 4.6. Members of the AC must collectively have the skills, and knowledge of the HUB24 Group and the industry in which it operates, to enable the AC to discharge its role and responsibilities effectively and to add value. This includes, for example, being financially literate, having accounting and financial expertise and appropriate knowledge of applicable legislative and regulatory compliance obligations.
- 4.7. At least one Member should have relevant formal qualifications and experience (i.e. be a qualified accountant or other finance professional with experience in financial and accounting matters).
- 4.8. At least one AC Member who is a Member of the HUB24 People and Culture Committee and one Member who is a Member of the Risk Committee.

5. Invitees

- 5.1. The AC may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities.
- 5.2. All HUB24 Directors have a standing invitation to attend the AC meetings.
- 5.3. HUB24's Managing Director, CFO, Chief Risk Officer (**CRO**), senior Legal Counsel, representatives of HUB24's External Auditor and representatives of the Internal Auditor will have a standing invitation to attend AC meetings.
- 5.4. Non-Committee members, including members of Management, specialists and advisers may attend all or parts of the AC meetings at the invitation of the Chair.

6. AC Meetings

- 6.1. The AC will meet at least four (4) times per year or more frequently as required.

- 6.2. The Chair of the AC may determine to call an AC meeting and will call a meeting if requested by any Member of the AC, the External Auditor, any Internal Auditor or the Chair of the HUB24 Board.
- 6.3. A meeting of the AC may be held using any technology which permits attendees to hear and be heard by others at the meeting.
- 6.4. Two (2) Members of the AC, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.5. A Company Secretary of HUB24 or such other person as is nominated by the Chair of the AC shall act as the secretary of the AC.
- 6.6. The secretary of the AC will circulate the agenda and papers to all AC Members within a reasonable time prior to the meeting.
- 6.7. Minutes must be prepared, approved by the Chair and circulated to the Members within a reasonable time of a Committee meeting. The minutes must be ratified and signed by the Chair at the following meeting.
- 6.8. Minutes of Committee meetings will be made available to all Board Directors.
- 6.9. All HUB24 Directors will have access to the AC papers.
- 6.10. The AC will meet periodically and separately with the External Auditor and Internal Auditor without Management being present.
- 6.11. The AC may meet periodically and separately meet with such members of HUB24 Management and staff as it regards as appropriate.

7. Access, Reliance and Advice

- 7.1. Management is responsible for the preparation, presentation and integrity of information provided to the AC.
- 7.2. The AC may seek any information it considers appropriate to fulfil its responsibilities.
- 7.3. The AC will have unrestricted access to:
 - 7.3.1. Management, employees and contractors and other relevant internal and external parties to seek explanations and information from them so that it may discharge its responsibilities; and
 - 7.3.2. External Auditors and any Internal Auditors to seek explanations and information from them, including without Management being present.
- 7.4. The CFO, CRO, Chief Operating Officer, Company Secretary, senior Legal Counsel, as applicable also have free and unrestricted access to the AC to provide information.
- 7.5. The AC may reasonably engage external specialists and advisers and be provided with sufficient resources to facilitate such engagements in order to assist it discharge its responsibilities under this Charter.
- 7.6. AC Members are entitled to rely on information and advice provided by Management on matters within their responsibility and on the expertise of independent experts, as long as they are not aware of any reasonable grounds where such reliance is inappropriate. For the avoidance of doubt, this does not limit the Members' obligation to act in good faith and to independently assess the information or advice provided to them.

8. Voting

- 8.1. Matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the Members present.

9. Conflicts of Interest

- 9.1. AC Members will be invited to disclose conflicts of interest at the start of each meeting.
- 9.2. Ongoing conflicts of interest need not be disclosed at each meeting once they have been acknowledged. Where Members or invitees are deemed to have a real or perceived conflict of interest, they may be excused from AC discussions about the issue.

10. Reporting to the Board

- 10.1. The Chair of the AC will report on the business of the AC meetings to the next Board meeting and will bring forward AC recommendations to the Board.

11. Performance and Charter Review

- 11.1. The AC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the Chair. The assessment may seek input from any person. Training needs will be monitored by the Chair.
 - 11.2. The AC will review this Charter annually to ensure that it remains consistent with the Board's objectives and responsibilities.
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