

Keypath Education International, Inc. Audit & Risk Management Committee Charter

May 11, 2021

Audit & Risk Management Committee Charter

- (d) Special meetings may be convened as required. The Chair will call a meeting of the Committee if requested to do so by any member of the Committee, by the external statutory auditors or by the Chair of the Board.
- (e) The Committee may invite such other persons (for example, staff, Managing Director/CEO, CFO, external parties) to its meetings, as it deems necessary, whether on a permanent or ad hoc basis.
- (f) The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.

3.2 Authority

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

- (a) investigate any matter brought to its attention with full access to all books, records and facilities;
- (b) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
- (c) obtain outside accounting, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties;
- (d)

- (d) review and make recommendations to the Board regarding the appropriateness of the accounting judgements or choices exercised by management in preparing the Company's financial statements;
- (e) ensure that before the Board approves the Company's financial statements for a financial period, that the Board and the Committee first receive from the CEO and the CFO a declaration that, in their opinion, the financial records of the Company and its controlled entities have been properly maintained and that the financial

- (vi) oversee the Company's insurance program, having regard to the business of the Company and its controlled entities and the insurable risks associated with the business.

4.4 Reporting to the Board

- (a) The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.
- (b) The Chair will report and as appropriate make recommendations to the Board after each meeting of the Committee on matters dealt with by the Committee.
- (c) As and when appropriate, the Committee will seek direction and guidance from the Board on audit, risk management and compliance matters.
- (d) The Committee will ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner.

4.5 Assessment of accounting, financial and internal controls

Periodically, the Committee will meet separately with management, the internal auditors and the external statutory auditors to discuss:

- (a) the adequacy and effectiveness of the accounting and financial controls including but not limited to the Company's policies and procedures to assess, monitor, and manage business risk and legal and ethical compliance programs;
- (b)

(b)

(b)

assess any other information provided to analysts and whether any changes are

