

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER

1. Purpose

- 1.1 The Audit and Risk Management Committee (“the Committee”) is a committee of NetComm Wireless Limited (“NetComm Wireless”) Board (“the Board”). The Committee’s primary functions are to:
- (a) Review the integrity of NetComm Wireless’s financial information and systems, internal and external reporting;
 - (b) Review and assess the external auditors’ activities, scope and independence;
 - (c) Review the management process for the identification of significant business risks and exposures and review and assess the adequacy of management information and internal control structures; and
 - (d) Provide assurance to the full Board that NetComm Wireless is adequately managing risks relating to corporate governance and business operations and is maintaining appropriate controls against conflicts of interest and fraud.
- 1.2 Further details on the duties and responsibilities of the Committee are outlined in section 10 and Appendix A.

2. Membership and Term

- 2.1 The Committee shall consist of a minimum of 3 non-executive directors.
- 2.2 The Board may invite suitably qualified independent persons who are not directors of the company to serve on this Committee.
- 2.3 The term of appointment is for a period of no more than one year, with Committee members generally being eligible for re-appointment subject to the composition requirements of the Committee.
- 2.4 The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.
- 2.5 The duties and responsibilities of a member of the Committee shall be in addition to those duties set out for a director of the Board.
- 2.6 Committee members will have a working familiarity with basic finance accounting practices. It is appropriate that members of the Committee have a range of different backgrounds, skills and experiences, having due regard to the operational, financial and strategic risk profile of NetComm Wireless. At least one member of the Committee should have accounting or related financial management expertise and at least one member should have a detailed understanding of the industry in which NetComm Wireless operates.

- 2.7 Committee members are appointed by the Board. Membership of the Committee is disclosed in the Annual Report.

3. Chairman

- 3.1 The Chairman of the Committee will be the person appointed as Chairman by the Board. The Chairman may not be an executive director.
- 3.2 Should the Chairman be absent from a meeting and no acting Chairman has been appointed, the members of the Committee present at the meeting shall choose one of the other members of the Committee to chair that particular meeting.

4. Meetings

- 4.1 The Committee may, with the approval of the Chairman, conduct meetings by telephone provided that all Committee members involved in the meeting are able to participate in discussion.
- 4.2 As a minimum, the Committee shall meet two times per year.
- 4.3 In addition, the Chairman will call a meeting of the Committee if so requested by any member of the Committee, by the external auditor or by the Chairman of the Board.
- 4.4 Without the presence of management, the Chairman of the Committee meets at least annually with the external auditor. Additionally, the Committee sets aside time at each meeting for private discussion with the external auditor present.

5. Attendance at Meetings and Quorum

- 5.1 All members of the Board have a right of attendance at meetings. However, no member of the Board is entitled to attend that part of a meeting at which an act or omission of that director or a contract, arrangement or undertaking involving or potentially involving that director or a related party of that director is being investigated or discussed.
- 5.2 Notwithstanding the above, if, in the opinion of the Committee, their investigation or discussion will be assisted by hearing from the interested director, the Committee may invite that director to address the Committee. The Committee shall give fair consideration to that address. The director will not, however, be invited to take part in the deliberations following that address.
- 5.3 The Managing Director attends each meeting. The CFO also attends each meeting of the Committee. Other NetComm Wireless executives and/or parties external to NetComm Wireless may be invited to attend any meeting of the Committee.
- 5.4 The external audit engagement partner attends meetings of the Committee.

5.5 The quorum for a meeting is two members or any greater number determined by the Committee from time to time.

6. Secretary

6.1 The Company Secretary of NetComm Wireless shall act as Secretary of the Committee.

7. Scope, Access and Authority

7.1 The activities of the Committee are in relation to NetComm Wireless. As directed by the Board, the Committee may also provide advice to other entities related to NetComm Wireless.

7.2 The Committee has direct access to NetComm Wireless's external auditor. It has the authority to seek any information it requires to carry out its duties from any officer or employee of NetComm Wireless and such officers or employees shall be instructed by the Board of the company employing them to cooperate fully in the provision of such information.

7.3 The Committee has the authority to consult any independent professional adviser it considers appropriate to assist it in meeting its responsibilities.

7.4 In line with the "Conflict Escalation" procedures referred to in NetComm Wireless Code of Conduct, any officer or employee of NetComm Wireless has access to the Committee's Chairman.

8. Reporting

8.1 Proceedings of all meetings are to be minuted and signed by the Chairman or the chair of the Committee meeting. Minutes of all Committee meetings are to be circulated to the Board.

8.2 The Committee, through its Chairman, reports to the Board at the earliest possible Board meeting after each Committee meeting. The Chairman will summarise the issues discussed at the meeting.

8.3 In addition, each year, the Chairman of the Committee submits two summary reports to the Board. The relevant report is submitted to the respective Board meeting that approves the:

- (a) half year financial statements, and
- (b) the full year financial statements.

8.4 The reports will summarise the Committee's activities during the period.

8.5 Through the above mechanisms, all matters relevant to the Committee's role and responsibilities will be reported to the Board.

9. Performance and fees

- 9.1 The Committee's performance will be reviewed through the Board's annual performance appraisal process.
- 9.2 Committee members are entitled to receive remuneration as determined from time to time by the Nomination and Remuneration Committee.

10. Primary Duties

10.1 Financial and External Reporting

- 10.1.1 The Committee is expected to review all audited NetComm Wireless Financial statements intended for publication prior to recommending their approval by the Board.
- 10.1.2 In undertaking reviews of financial and external reporting, the Committee will do so from the shareholder's perspective, with a view to ensuring the information is adequate for their needs.

10.2 Audit Activities, Audit Scope and Audit Independence

- 10.2.1 The key responsibility of the Committee in relation to the activities of the external audit is to ensure that the audit approach covers all financial statement areas where there is a risk of material misstatement and that audit activities are carried out throughout NetComm Wireless in the most effective, efficient and comprehensive manner. The Committee is responsible for ensuring that the external auditor meets the required standards for auditor independence.

10.3 Risk Management and Internal Control Structure

- 10.3.1 Within the area of risk management and internal control, the Committee is responsible for monitoring and reviewing the adequacy and effectiveness of the risk management and internal control processes implemented by management (including the processes supporting external reporting) and advise on significant changes to that structure so as to obtain reasonable assurance that NetComm Wireless's assets are safeguarded and that reliable financial records are maintained.

10.4 Corporate Governance and Integrity

- 10.4.1 The Committee is responsible for overseeing management's application of the ASX Corporate Governance Council Guidelines in respect of financial reporting and risk oversight.
- 10.4.2 The Committee provides assurance that NetComm Wireless is adequately managing risk relating to corporate governance and market integrity and is maintaining appropriate controls against conflicts of interest and fraud.

11. Review of Charter

- 11.1 The Committee's charter is reviewed annually by the Committee to ensure it remains consistent with the Committee's authority, objectives and responsibilities.
- 11.2 Changes to the charter are recommended by the Committee and approved by the Board.

12. Publication of Charter

- 12.1 Key features of the charter will be outlined in the Corporate Governance section of the annual report to shareholders. A copy of this charter is available at www.NetCommWirelesswireless.com. This charter is to be made available to shareholders of NetComm Wireless upon request.

APPENDIX A

INDICATIVE LIST OF COMMITTEE TASKS

An indicative list of tasks that the Committee may consider undertaking in order to satisfy the primary duties of the Committee.

Financial and External Reporting

- Review the draft half-yearly and annual financial statements prior to recommending their adoption by the Board, including (where applicable) the review of any management representations made in support of the financial statements and discussion of the key issues inherent in preparing the financial statements. The review process includes determining that management and the external auditor are satisfied with the contents of the financial statements and the adequacy of disclosure therein and that the reports are consistent with Committee members' information and knowledge.
- Review the appropriateness of NetComm Wireless's accounting policies and principles.
- Review the processes used by management to monitor and ensure compliance with laws, regulations and other requirements relating to external reporting by NetComm Wireless of financial information. These include, but are not limited to:
 - Australian Accounting Standards
 - Corporations Act; and
 - ASX listing rules
- Reviewing any significant changes in accounting policies or principles or any changes in the application of those policies or principles compared with prior years, including considering the reasons for the changes and the view of the external auditor of the changes and, if thought appropriate, recommending that such changes be submitted to the Board for approval.
- Enquiring into any significant difference of opinion between management and the external auditor concerning disclosures in the financial statements and how the matter was resolved, considering any material adjustments arising from the external audit and reviewing cases where management has sought advice on specific accounting matters from any other external advisers.
- Comparing operating results with prior years and budgets and obtaining explanations for significant variances.

- Examining significant accounting accruals, provisions and estimates that may have a material impact or effect on the financial statements.
- Determining that disclosures in the financial statements are appropriate and comply with all relevant legislation and accounting pronouncements by obtaining such representations from management as it considers necessary to obtain assurance regarding the major aspects of such disclosure and comparing disclosures made in the draft financial statements with those representations for reasonableness and accuracy.
- Enquiring into current developments likely to affect the financial statements or financial reporting by reviewing industry developments, new or pending accounting and legislative pronouncements, disclosure requirements and taxation matters and proposed changes to the formats of financial statements as they affect both current and future years.
- Reviewing current and pending litigation which management or legal counsel believes is likely to have a material effect on the financial statements.

Audit Activities, Audit Scope and Audit Independence

- The external auditor reports to the Committee, but is responsible to the Board of Directors, as representatives of the shareholders.

Selection and Appointment of External Auditor

- Each year the Committee will consider whether the audit should be tendered. In making this decision, the Committee will consider (among other things) the performance of the auditor and the independence of the auditor. The Committee's recommendation as to whether the audit should be tendered or whether the auditor should be reappointed, will be put to the Board for their approval.
- If a tender is undertaken, all work on the tender will be undertaken by the Committee. Any subsequent recommendation for the appointment of an external auditor will be put to the Board and then if a change is approved, it will be put forward to shareholders for their approval.

Auditor Independence

- Ensure that the external auditor meets the required standards for auditor independence. In carrying out its responsibilities the Committee will be cognisant of the following:
 - It is mandatory that the audit engagement partner responsible for the audit be rotated at least every five years. At least two years must expire before the audit engagement partner can again be

involved in the audit of NetComm Wireless.

- Consider whether, taken as a whole, the various relationships between NetComm Wireless and the external auditor impairs or appears to impair the auditor's judgment or independence in respect of the company.
- Review the economic importance of the company (in terms of fees paid to the external auditor for the audit as well as fees paid to the external auditor for the provision of non-Audit services) to the external auditor and assess whether the economic importance of NetComm Wireless to the external auditor impairs or appears to impair the external auditor in their judgment or independence in respect of the company.
- Ensuring that the external auditor provides a declaration for the half year and full year accounts (addressed to the Board) that provides:
 - an account of all relationships between the external auditor and NetComm Wireless;
 - confirmation that the Auditor has maintained its independence in accordance with:
 - the Corporation Act;
 - the rules of the professional accounting bodies;
 - the auspices of this Charter; and
 - confirmation by the Auditor that it is, in its professional judgment, independent of NetComm Wireless.
- Engage in active discussions with the external auditor in relation to disclosed relationships and their potential impact on auditor independence.
- Confirming that the independence of the audit function is maintained by ensuring there are no unreasonable restrictions placed upon the external auditor and that it has full and free access to the Committee to preserve objectivity.
- Consider whether the provision of non-audit services is compatible with maintaining the auditor's independence.

Audit Fees and Services

- In considering fees paid to the external auditor for the provision of non-audit services, the Committee will be cognisant of the following:
 - (a) The following services are inappropriate for the external auditor to provide at any time.

Any services where the auditor would:

- have a mutual or conflicting interest with NetComm Wireless;
- audit their own work;
- function as management of NetComm Wireless; and
- act as an advocate of NetComm Wireless.

and, in particular, the following services:

- bookkeeping or other services related to the accounting records or financial statements;
- financial information or Information Technology systems design and implementation;
- appraisal or valuation services, fairness opinions or contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions, including temporary staff assignments or human resource services, including recruitment of senior management;
- broker/dealer services, investment advisor, corporate finance or investment banking services; and
- legal or litigation support services.

(b) The following services may be appropriate:

- regulatory audit services;
- industry audit services;
- taxation compliance and planning; and
- due diligence (except where the external auditor has recently been or is engaged by the company that is the subject of the due diligence).

(c) The Committee shall approve any proposed appointment in which the fee for any individual service rendered is to be greater than \$100,000.

(d) The Committee shall review all fees paid to the external auditor at least once per year. Similar information will be made available to shareholders in the annual report.

- Ensuring that the annual report for the financial year provides disclosure of the dollar amount of all non-audit services provided by the external audit firm to NetComm Wireless divided by category of service.

General

- Ensuring that the external auditor or a representative of the auditor attend the annual general meeting at which the auditor's report is

tabled.

- Periodically reviewing the method by which the external auditor communicates matters to management and the Board to confirm appropriateness and currency.
- On an annual basis, reviewing their terms of engagement and recommending to the Board the appointment and remuneration of the external auditor.
- Reviewing the audit plan of the external auditor by considering it in light of the terms of their engagement, areas of special concern to the external auditor or to the Board, the extent to which changes in internal accounting control have affected the plan and the coordination of planned work with internal audit.
- Assessing the performance of the external auditor by discussion with management, together with the Committee's own perceptions from its interaction with the auditor.
- Review all representation letters signed by management and be satisfied that the information provided is complete and appropriate.
- Satisfying itself that internal audit objectives, plans and resources provide for adequate support of the Committee's own goals and objectives.

Risk Management and Internal Control Structure

- Consider the annual report to the Board of the summary of the major operational risks facing NetComm Wireless.
- Reviewing management's processes and results in identifying, assessing and monitoring risks associated with NetComm Wireless business operations and the implementation and maintenance of policies and control procedures to give adequate protection against key risks.
- Consider any other business risks as directed by the Board or that are not dealt with by a specific committee of the Board.
- Considering and assessing the appropriateness and effectiveness of management information and other systems of internal control, encompassing review of the external auditor's reports to management on internal controls (including information technology controls) and action taken or proposed resulting from those reports.
- From time to time, the Committee may need to request or, if approved by the Board, to direct a special project or investigation into an issue or

significant transaction that falls within the ambit of the Committee's overall responsibilities.

- Consider any risk issues raised as a result of reviews undertaken by NetComm Wireless or external parties, such as Australian Securities and Investment Commission (ASIC).

Corporate Governance and Integrity

Review procedures and controls to ensure NetComm Wireless complies with its corporate governance obligations and goals including in relation to trading by NetComm Wireless employees and directors.

Reviewing and monitoring related party transactions and assess their propriety.

Enquiring into actual or potential conflicts of interest, including reviewing contracts, arrangements or undertakings that may involve related parties and, more generally, monitoring significant transactions to ensure they are at arm's length.

Reviewing any investigation of significant misconduct or fraud and significant instances of employee conflict of interest.

**APPENDIX B
INDICATIVE MEETING TIMETABLE**

A date that coincides with the completion of the half year review by the external auditor – currently February.

A date that coincides with the completion of the statutory financial audit undertaken by the external auditor – currently August.