

1 Purpose

The key role of the Altium Limited Audit Committee is to assist The Board of Directors (The Board) to fulfil its corporate governance and overseeing responsibilities in relation to Altium Limited's financial reporting, internal control system, risk management system and the internal and external audit functions. The role of The Committee is not to absolve the individual board directors from their responsibilities, but rather to assist them in discharging their responsibility to exercise due care, diligence and skill in relation to the entity.

2 Objectives

The Audit Committee is to:

2.1 Assist The Board in its oversight responsibilities by monitoring and advising on:

- the truth and fairness of the view given by the financial statements of the Company
- the Company's accounting policies and practices in accordance with current and emerging accounting standards
- the external auditors' independence and performance
- the performance of the internal audit function
- compliance with legal and regulatory requirements and policies in this regard
- compliance with policy framework in place from time to time
- internal controls, and the overall efficiency and effectiveness of financial operations
- the Company's overall risk management program

2.2 Provide a forum for and improve communication between The Board, executive leadership and internal and external auditors

2.3 Provide a conduit to The Board for external advice on audit and risk management

2.4 Improve the credibility and objectivity of the accountability process

2.5 Facilitate the maintenance of the independence of the external auditor

2.6 Provide a structured reporting line

2.7 Improve the quality of internal & external reporting of financial & non-financial information

2.8 Strengthen the role and influence of non-executive directors

2.9 Foster an ethical culture throughout the entity.

Methodology

3 Roles and Responsibilities

3.1 Financial Reporting

3.1.1 Review the current areas of greatest financial risk and how these are being managed in the business

3.1.2 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements

- 3.1.3 Review management's process, policies and procedures for meeting the Company's continuous disclosure obligations
- 3.1.4 Oversee the periodic financial reporting process implemented by management and review the interim financial statements, annual financial statements and preliminary announcements prior to their release to determine whether they are complete, reflect appropriate accounting principles, contain appropriate disclosure, and are consistent with the information known to Committee members. In discharge to this responsibility the Audit Committee is to:
 - 3.1.5 Ensure accounting policies are consistently applied and any new accounting standards requirements, related to the company, are appropriately reflected
 - 3.1.6 Pay particular attention to complex and/or unusual transactions such as business combinations, restructuring charges, and measurement and recognition of financial instruments
 - 3.1.7 Focus on judgmental areas of the financial statements, for example those involving revenue recognition; valuation of assets and liabilities, warranty, product or environmental liabilities, and other commitments and contingencies
 - 3.1.8 Meet with management and the external auditors to review the financial statements and the results of the audit
 - 3.1.9 Ensure that any significant adjustments, unadjusted differences, disagreements with management and critical accounting policies and practices have been discussed with the external auditor
 - 3.1.10 Discuss with management significant movements in the financial statements between periods and from budget and ensure that explanations are consistent with the Audit Committee's understanding of the business
 - 3.1.11 Review the other sections of the annual report before its release and consider whether the information is understandable and consistent with members' knowledge about the Company and its operations
 - 3.1.12 Review, approve and monitor the propriety of all related-party transactions.

3.2 Risk Management

- 3.2.1 Articulate and formalise the Company's policy for the oversight and management of business risks
- 3.2.2 Approve management's overall risk management strategy for the Company and ensure the required actions are appropriately resourced
- 3.2.3 Oversee the establishment and implementation of the Company's risk management system
- 3.2.4 Ensure that the Company has identified, reviews and regularly updates the profile of the principal strategic, operational and financial risks to which it is exposed and assessed the appropriateness of the steps management has taken to manage these risks
- 3.2.5 Review trends on the Company's risk profile, reports on specific risks and the status of the risk management process
- 3.2.6 Monitor performance of management in implementing risk management responses and internal control rectification activities and ensure that there are appropriate systems for identifying and monitoring risks in place and that these are operating as intended
- 3.2.7 Review at least annually the effectiveness of the Company's implementation of the risk management system.

3.3 Internal Control

- 3.3.1 Ensure any internal control recommendations made by the internal and external auditors and approved by the Committee have been implemented by management
- 3.3.2 Understand and be comfortable with the information system and processes used in developing financial statements
- 3.3.3 Evaluate the process the entity has in place for assessing the effectiveness and efficiency of and continuously improving internal controls, particularly those related to areas of significant risk

- 3.3.4 Assess whether management has appropriate controls in place for unusual types of transactions and/or any particular transactions that may carry more than an acceptable degree of risk.

3.4 Compliance with Laws and Regulations

- 3.4.1 Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance
- 3.4.2 Obtain regular updates from management and company's legal counsel regarding compliance matters that may have a material impact on the company's reputation or financial statements
- 3.4.3 Make appropriate enquiries to satisfy itself that all regulatory compliance matters, related to the business of the company, have been considered in the preparation of the financial statements
- 3.4.4 Review the findings and recommendations of any examinations by regulatory agencies.

3.5 External Audit

- 3.5.1 Review the external auditors' proposed audit scope and audit approach for the current year in the light of the company's circumstances and changes in regulatory and other requirements
- 3.5.2 Regularly review with the external auditor any audit problems or difficulties the auditor encountered in the normal course of audit work including any restriction on audit scope or access to information
- 3.5.3 Ensure significant findings and recommendations made by the external auditors are received and discussed on a timely basis
- 3.5.4 Ensure management responds promptly to recommendations made by the external auditors
- 3.5.5 Discuss with the external auditor the quality of accounting policies applied in the company's financial reporting
- 3.5.6 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately
- 3.5.7 Advise The Board on the appointment, independence, terms of engagement, performance and, if necessary the termination/retirement of the external auditor
- 3.5.8 Ensure the Company has appropriate policies in place regarding the employment of audit firm personnel for senior positions after they have left the audit firm
- 3.5.9 Review all representation letters signed by management and ensure that the information provided is complete and appropriate.

3.6 Other

- 3.6.1 Ensure that the Audit Committee's responsibilities as set out in this Charter are appropriately reflected in the annual agenda for The Committee
- 3.6.2 Oversee the information received and the action taken by the company in relation to matters affecting the Company's audit, financial statements or internal controls and any instances of possible fraud raised by an internal whistleblower or in relation to a complaint made by a third party.

4 Authority

- 4.1 The Audit Committee does not have delegated power to make binding decisions. However, The Board authorises the Audit Committee, within the scope of its responsibilities, to:
- Perform activities within its terms of reference
 - Engage independent counsel and other advisors as it deems necessary to carry out its duties, at the Company's expense

- Require the attendance of company officers at meetings as appropriate
- Have unrestricted access to members of management, employees and information it considers relevant
- Establish and oversee procedures for dealing with concerns of employees regarding questionable accounting, internal control or auditing matters
- Establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls or auditing matters
- Make recommendations to The Board on the appointment, compensation and retention of the external auditor
- Oversee the work, and assess the performance of the internal and external auditors.

5 Organisation

5.1 Membership

- 5.1.1 The Board of Directors will nominate the Audit Committee members and The Chairman of The Committee
- 5.1.2 The Chairman of the Audit Committee is to be an independent, non-executive director who is not Chairman of The Board of Directors
- 5.1.3 The Audit Committee will be comprised of at least three members and have no more than six members
- 5.1.4 All members shall be non-executive directors
- 5.1.5 Each member should be capable of making a valuable contribution to The Committee and have skills and experience appropriate to the Company's business
- 5.1.6 Each member shall:
- be financially literate (able to read and understand financial statements)
 - have reasonable knowledge of the Company's own risks and controls
 - have relevant industry knowledge.
- 5.1.7 At least one member must have financial expertise
- 5.1.8 Members will be appointed for a three year term of office
- 5.1.9 The Secretary of the Audit Committee will be the Company Secretary, or such other person as nominated by The Board
- 5.1.10 A quorum of any meeting will be a majority of The Committee at the date of the meeting
- 5.1.11 Members will be given the opportunity to attend technical or professional development courses to assist them in keeping up-to-date with legislative, accounting and other relevant issues
- 5.1.12 Each new member is required to complete The Committee induction requirements.

5.2 Meetings

- 5.2.1 Only Committee members are entitled to attend meetings. The Audit Committee may invite such other persons (e.g. the CEO, CFO, legal counsel, head of internal audit and external audit engagement partner) to its meetings, as it deems necessary
- 5.2.2 The external and internal auditors should be invited to make presentations to The Audit Committee as appropriate

- 5.2.3 Meetings shall be held no less than quarterly on pre-arranged dates and should be scheduled to correspond with the company's financial reporting cycle
- 5.2.4 Special meetings may be convened as required. The external and internal auditors may convene a meeting on request
- 5.2.5 The agenda and supporting documentation should be delivered to The Audit Committee members at least three working days and one weekend in advance of each meeting
- 5.2.6 Members of The Audit Committee should use their best endeavours to attend every meeting of the Committee
- 5.2.7 The Committee is to meet with the external auditor and the internal auditor (if there is one) in the absence of management on at least an annual basis.

5.3 Minutes

- 5.3.1 The draft minutes of each Audit Committee meeting are to be approved by The Chairman and circulated to all Committee members as soon as practicable but no later than the distribution date for papers for the next Audit Committee meeting at which the minutes of the meetings are to be confirmed
- 5.3.2 A copy of the draft Audit Committee minutes, once they have been approved by The Chairman, will be included in the papers for the next Board meeting
- 5.3.3 Minutes are not a verbatim recording of the meeting but accurately record the resolutions of The Committee, key reasons for those decisions (where appropriate) and actions arising
- 5.3.4 The minuted action statement from each Committee meeting is approved by The Chairman and circulated to all Committee members as soon as practicable, but no less than seven days, after each meeting
- 5.3.5 Minuted actions in the action statement will include accountabilities, performance expectations and the nature and timing of subsequent reporting.

6 Reporting Responsibilities

The Audit Committee will:

- 6.1 Regularly update The Board about matters relevant to The Committee's role and responsibilities and make appropriate recommendations
- 6.2 Ensure The Board is aware of matters that may significantly impact the financial condition or affairs of the business.

7 Evaluating Performance

The Audit Committee will:

- 7.1 Evaluate its own performance (both of individual members and collectively) on an annual basis. This will include an assessment of the extent to which the committee has discharged its responsibilities as set out in this Charter. The results of this evaluation will be reported to The Board
- 7.2 Obtain feedback on The Committee's performance and operations from key people such as the external auditor, the head of internal audit and senior financial and other management staff
- 7.3 Obtain feedback from The Board of Directors on the effectiveness of The Committee.

8 Review of the Committee Charter

The Audit Committee will:

- 8.1 Review The Audit Committee Charter annually and discuss any required changes with The Board and ensure that the Charter is approved or reapproved by The Board.

Reviewed & Revised 24 August 2015