



RISK COMMITTEE CHARTER

BOARD APPROVED 20 MAY 2020

OBJECTIVE

To assist the Blackmores Limited Board ('the Board') in the effective discharge of its responsibility to:

- establish and maintain a sound system of risk oversight, management and internal control;
- oversee the effective implementation of the Group Risk Management Policy and Framework; and
- actively promote ethical and responsible decision making.

AUTHORITY

The Risk Committee (the **Committee**) is constituted and delegated functions by the Board. The Committee's functions and powers are as set out in this Charter or otherwise delegated to it by the Board, in accordance with the Company's Constitution.

Save as specifically provided to the contrary in this Charter, the Committee's role is to review and make recommendations to the Board. It has no executive power or management function.

The Board retains ultimate responsibility for risk oversight.

COMPOSITION

The Committee is appointed by the Board in accordance with Clause 122 of the Blackmores Constitution.

- The Committee is to consist of:
 - Non-Executive Directors;
 - A majority of independent Directors and
 - at least three (3) Members
- The Chair of the Committee is to be an Independent Non-Executive Director and is to be appointed by the Board.
- The Chair of the Committee must not be the same person as the Chairman of the Board. The Committee members must be financially literate and:
 - At least one must have relevant financial expertise or experience; and
 - At least one should have relevant risk management expertise or experience.
- The Company Secretary is to attend all Committee Meetings to ensure minutes are taken of the Meeting.

RESPONSIBILITIES AND DUTIES

The Committee's primary responsibility is to oversee and make recommendations to the Board on the following matters:

- Maintaining a sound system of risk oversight, management and internal controls which:
 - Set guidelines within which risk exposure should be managed;
 - Identify, assess, manage and monitor risk; and
 - Inform investors of material changes to the Company's risk profile.
- The scope of audit programs and external or specialist assurance based on information arising from the risk management process.
- The processes used by management to monitor and ensure compliance with laws, regulations, ethical guidelines and other requirements relating to the group's external reporting.
- The clear standards of ethical behaviour required of Directors and key executives and observance of those standards.
- ongoing assessment of the Company's risk profile including recommending to the Board acceptable levels of risk;
- assessing and monitoring, in consultation with the Risk function, procedures for identifying strategic and business risks and controlling their impact on the group and appropriate risk management and internal control systems to ensure that risk is reduced to or managed at levels determined to be acceptable by the Board;
- initiating and monitoring special investigations into areas of corporate risk and break-downs in internal control;
- reviewing the nature and level of the group's insurance coverage and recommending changes where necessary.

The duties of the Committee are set out below.

Risk and Compliance

The Committee is responsible for overseeing and reviewing the Company's risk management compliance and internal control framework including:

The Committee may consider any other matters relating to corporate governance and risk management that it considers desirable. In addition, the Committee shall examine any other matters referred to it by the Board.

ADMINISTRATIVE MATTERS

Meetings

The Committee is to meet as frequently as required per request by the Chair, but no less than four times per year. Any Committee member may request the Chairman to convene a Committee meeting.

The regulation of meetings and proceedings of the Committee is governed by the Constitution.

A minimum of three (3) Non-Executive Directors shall constitute a quorum and be competent to transact the affairs of the Committee.

A standing invitation is issued to all non-executive directors who are not members of the Committee to attend meetings.

The Chief Executive Officer, Chief Financial Officer and Chief Risk Officer or equivalent are to attend meetings, as required. Other Company executives and advisors may be invited to attend meetings, as the Chairman thinks fit.

The Company Secretary or his or her delegate will act as Secretary of the Committee and will attend meetings of the Committee, as required.

Agenda

The Chairman will review the agenda for each meeting prior to its issue. Any Committee member may require business to be included in the agenda provided the Chairman and Secretary have been given notice. The Company Secretary will be responsible for the co-ordination and despatch of the agenda, Committee papers, and the preparation of minutes of Committee meetings.

The agenda and papers for each meeting will be issued to Committee members and the Chief Executive Officer with a reasonable time prior to that meeting.

Minutes

The Secretary will prepare the minutes of meetings of the Committee which are to be approved by the Chairman in draft and circulated to all members of the Committee and to the Board. Minutes of meetings will then be confirmed at the next meeting of the Committee and signed by the Chairman.

Advice and access

The Committee may seek information directly from any employee or external party, including the Internal and External Auditors.

The Committee or any individual Committee member may engage an independent external adviser in relation to any Committee matter, at the expense of the Company, subject to consent from the Chairman of the Committee.

The Chairman of the Committee may determine that any external advice received by an individual Committee member be circulated to the other Directors of the Company.

Reporting

The Chairman of the Committee will report to the Board at the Board meeting following each Committee meeting, on all matters that should be brought to the attention of the Board and any recommendations requiring Board approval and/or action.

Review

The Committee's Charter will be regularly reviewed (annually at minimum) and the Chairman, following such review, will make recommendations to the Board in relation to the Committee's membership, responsibilities and functions or otherwise (and any amendments deemed desirable).

No changes to this Charter may be made without approval of the Board. After any review or amendment, this Charter will be distributed by the Company Secretary to all Committee members, Directors, the Chief Executive Officer, the Chief Financial Officer and other key stakeholders.

This Charter will be available for viewing by any person on the Company's website.



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