

DIVERSA LIMITED

AUDIT & RISK COMMITTEE CHARTER

COMMITTEE MEMBERS

The Board has established an Audit & Risk Committee. The composition of the Audit & Risk Committee is to consist of the following where possible:

- (a) Only non-executive Directors;
- (b) A majority of Independent Directors;
- (c) An Independent Chairperson who is not Chairperson of the Board; and
- (d) Three members - where there are not three or more non-executive Directors of the Company, the Board may appoint executive Directors to the Committee.

Each member of the Audit & Risk Committee is to be financially literate and at least one member of the Committee is to have relevant qualifications and experience in accounting or related financial management matters.

The company secretary and representatives of the auditors may be invited to form part of the Audit & Risk Committee from time to time.

PURPOSE

The Audit & Risk Committee Charter (the **Charter**) sets out the role, responsibilities, composition, structure, and membership requirements of the Audit & Risk Committee of the Company and the procedures for inviting non-committee members to attend meetings.

Key features of the Charter will be outlined in the Annual Report. The Charter is available to shareholders of the Company upon request.

DEFINITION AND OBJECTIVES OF THE COMMITTEE

The Audit & Risk Committee (the **Committee**) is a Committee of the Board.

The Committee's primary function is to assist the Board in discharging its responsibility to exercise due care, diligence and skill in relation to the Company by:

Audit Related

- (i) ensuring that the quality of financial controls is appropriate for the business of the Company;
- (ii) reviewing the scope and results of external and internal audits;
- (iii) monitoring corporate conduct and business ethics, including Auditor Independence and ongoing compliance with laws and regulations;
- (iv) maintaining open lines of communication between the Board, management and the external auditors, thus enabling information and points of view to be freely exchanged;
- (v) reviewing matters of significance affecting the financial welfare of the Company;
- (vi) ensuring that systems of accounting and reporting of financial information to shareholders, regulators and the general public are adequate;
- (vii) reviewing the Company's internal financial control system;
- (viii) considering the appointment of the external auditor and to approve the remuneration and terms of engagement of the external auditor;
- (ix) monitor and review the external auditor's independence, objectivity and effectiveness, taking into consideration relevant professional and regulatory requirements; and
- (x) developing and implementing policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provisions of non-audit services by the external audit firm.

Risk Related

- (xi) ensuring the development of an appropriate risk management policy framework that will provide guidance to Management in implementing appropriate risk management practices throughout the Company's operations, practices and systems;
- (xii) defining and periodically reviewing risk management as it applies to the Company and clearly identify all stakeholders;
- (xiii) ensuring the Committee clearly communicates the Company's risk management philosophy, policies and strategies to Directors, Management, employees, contractors and appropriate stakeholders;
- (xiv) ensuring that Directors and Management establish a risk aware culture which reflects the Company's risk policies and philosophies;
- (xv) reviewing methods of identifying broad areas of risk and setting parameters or guidelines for business risk reviews;
- (xvi) making informed decisions regarding business risk management, internal control systems, business policies and practices and disclosures;
- (xvii) considering capital raising, treasury and market trading activities with particular emphasis on risk treatment strategies, products and levels of authorities.

Membership of the Committee will be disclosed in the Annual Report.

REPORTING

Proceedings of all meetings are minuted and signed by the Chairperson.

The Committee, through its Chairperson, is to report to the Board at the earliest possible Board meeting after each Committee meeting. Minutes of all Committee meetings are to be circulated to the Board. The Committee is to report to the Board all matters relevant to the Committee's role and responsibilities. The report should include but is not limited to:

- (i) the minutes of the Committee and any formal resolutions;
- (ii) information about the Audit process including the results of internal and external audits;
- (iii) an assessment of:
 - (A) whether external reporting is consistent with Committee members' information and knowledge and is adequate for shareholder needs; and
 - (B) the management processes supporting external reporting;
- (iv) procedures for the selection and appointment of the external auditor and for the rotation of external audit partners;
- (v) recommendations for the appointment or, if necessary, the removal of the external auditor;
- (vi) any determination by the Committee relating to the performance and independence of the external auditor and whether the Committee is satisfied that independence of this function has been maintained having regard to the provision of non-audit services;
- (vii) assessment of the performance and objectivity of the internal audit function;
- (viii) results of its review of risk management and internal control systems;
- (ix) any matters that in the opinion of the Committee should be brought to the attention of the Board and any recommendations requiring Board approval and/or action; and
- (x) at least bi-annually, a review of the formal written Charter and its continuing adequacy, and an evaluation of the extent to which the Committee has met the requirements of the Charter.

RISK MANAGEMENT POLICIES

The Committee will ensure that the necessary controls are in place for risk management policies to be maintained by:

- (a) devising a means of analysing the effectiveness of risk management and internal compliance and control system and of the effectiveness of their implementation; and
- (b) reviewing, at least annually, the effectiveness of the Company's implementation of the risk management system.

ATTENDANCE AT MEETINGS

Other Directors (executive and non-executive) have a right of attendance at meetings. However, no Board Director 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.

Notwithstanding the paragraph 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 will give fair consideration to that address. The Director will not, however, be invited to take part in the deliberations following that address.

ACCESS

The Committee shall have unlimited access to the external and internal auditors, and to senior management of the Company and any subsidiary. The Committee shall also have the ability and authority to seek any information it requires to carry out its duties from any officer or employee of the Company and such officers or employees shall be instructed by the Board to co-operate fully in provision of such information.

The Committee also has the authority to consult independent experts where they consider it necessary to carry out their duties. Any costs incurred as a result of the Committee consulting an independent expert will be borne by the Company.

AMENDMENT

This charter may be amended at any time by resolution of the board.

ADOPTED: 22 DECEMBER 2010