Audit and Risk Management Committee Charter

1 GENERAL SCOPE AND AUTHORITY

1.1 Purpose

To specify the authority delegated to the Audit and Risk Management Committee ("**Committee**") by the Board of Directors ("**Board**") of Dyno Nobel Limited (the "**Company**" or "**Dyno Nobel**") and to set out the role, responsibilities, membership and operation of the Committee.

For the purposes of this Charter, where appropriate, references to Dyno Nobel or Company shall be taken to include subsidiaries and associates[1].

1.2 Authority

The Committee is established pursuant to Rule 8.3 of the Constitution and Rule 8.1 of the Board Charter.

2 PURPOSE OF THE COMMITTEE

2.1 Purpose of the Committee

The purpose of the Committee is to assist and advise the Board:

(a) in its oversight of:

(i) the integrity and reliability of Dyno Nobel's financial statements and disclosures, including statutory climate-related financial disclosures in Dyno Nobel's sustainability reporting;

(ii) the effectiveness of the systems of internal control and risk management, including whether Dyno Nobel operates with due regard to the risk appetite set by the Board;

(iii) the effectiveness of the internal audit function and external audit;

(iv) the adequacy of practices and procedures with respect to business ethics and compliance;

(v) Dyno Nobel's capital management initiatives and structures, and financing, treasury and tax practices; and

(b) by making recommendations to the Board on related reporting, disclosures, frameworks and policies within the Committee's areas of responsibility.

2.2 Relationship with the Safety and Sustainability Committee

The Committee will, in matters related to risk management and related reporting, seek to co-ordinate its activities with the Safety and Sustainability Committee ("**SSC**") (namely risks pertaining to health, safety, environment and sustainability). To facilitate this, copies of relevant documents will also be provided to the SSC for information from time to time. The Chair of the Committee may liaise with the SSC Chair of the to ensure that material matters related to risk management are being considered by the appropriate Committee, including the scope, adequacy and outcomes of relevant internal audit matters, and the review of the sustainability report disclosures.

[1] 'Associates' shall take the meaning from AASB 128 Investments in Associates.

2.3 Interaction with the Board

Except where expressly provided in this Charter or otherwise delegated by the Board, the Committee's role is to review and make recommendations to the Board. The functions of the Committee do not relieve the Board of its responsibilities for these matters.

3 RESPONSIBILITIES OF THE COMMITTEE

3.1 External Auditor

The Committee's duties with respect to the external auditor are to:

(a) manage the relationship between the Company and the external auditor, including making recommendations to the Board on the appointment (and where appropriate, replacement) of the external auditor and the rotation of the lead external audit engagement partner;

(b) review and approve the terms of engagement and remuneration of the external auditor (including the fees charged for audit, review and assurance services);

(c) provide pre-approval or otherwise of all non-audit services that may be provided by the external auditor;

(d) review and make recommendations on the scope and adequacy of the external audit plan, including identified risk areas, coordination with the internal audit plan, and any additional procedures considered necessary;

(e) review and provide oversight of audit reports prepared by the external auditor on Dyno Nobel's financial statements, disclosures and activities, and consider and assess any key audit findings and matters arising from the audit or assurance process;

(f) periodically assess and provide advice to the Board on the independence and objectivity of the external auditor having regard to any relationship or services provided by the external auditor that may lead to an actual or perceived lack of independence;

(g) receive and review from the external auditor an annual written statement as to the external auditor's independence including details of all relationships with Dyno Nobel; and

(h) annually evaluate and review the performance and effectiveness of the external auditor.

3.2 Financial and Corporate Reporting

The Committee's duties with respect to financial and corporate reporting are to:

(a) receive from management, internal audit and the external auditor a timely analysis of significant financial reporting issues and practices and review such analyses;

(b) review and recommend to the Board for approval the:

  (i) half and full year statutory financial statements and reports;

  (ii) climate-related financial disclosures in the statutory sustainability report; and

  (iii) where required by the Board, other related information proposed to be released through the Australian Securities Exchange ("**ASX**") to shareholders in accordance with the half yearly and annual reporting cycle;

(c) oversee Dyno Nobel's financial reporting processes and internal control framework in the interests of safeguarding the integrity of financial reporting and climate-related financial disclosures in the statutory sustainability report, including compliance with applicable accounting standards and legal and regulatory requirements;

(d) review the appropriateness of material accounting judgments exercised and accounting estimates determined by management, and any significant changes to Dyno Nobel's auditing and accounting principles, controls, procedures and practices with management, internal audit and the external auditor;

(e) review any significant matters arising from the external audit, including significant audit adjustments and any audit recommendations that have not been adjusted;

(f) review, with the external auditor and management, the significant accounting policies and practices adopted, and any changes to them;

(g) review the certifications provided by the CEO and CFO on annual and half yearly reports, including the processes implemented to support the certifications as to the truth and fairness of the Company's financial statements and that those statements are based on a sound system of risk management and internal control so far as they relate to financial statements;

(h) review the certifications provided by management in relation to the statutory sustainability report; and

(i) review the form of the opinion that the external auditor proposes to render.

3.3 Internal Audit

The Committee's duties with respect to internal audit are to:

(a) review and approve the structure of the internal audit function, and oversee management's processes for ensuring that internal audit is adequately resourced and skilled, including approving any proposed material reduction in its resources;

(b) review and recommend to the Board the appointment, and if necessary, replacement of the internal auditor, including, where the internal audit function is outsourced, the selection and evaluation process;

(c) evaluate the independence, objectivity and performance of the internal audit function;

(d) review and approve the annual internal audit plan, including its scope, adequacy, and any material changes and monitor its implementation;

(e) review reports from the internal audit function on the status of internal audit activity, and monitor management responses to, and implementation of recommendations and findings identified;

(f) monitor and review any restrictions placed on the internal audit function by management;

(g) review and approve material amendments to the Internal Audit Charter; and

(h) review the effectiveness of the internal audit function, noting that the head of internal audit function has a right of direct and unrestricted access to the Committee.

3.4 Internal Control and Risk Management

The Committee's duties with respect to internal control and the management of financial and non-financial risks are to:

(a) oversee and monitor the effectiveness of Dyno Nobel's risk management framework, including financial risk management principles, strategies and policies, processes and controls, and mitigations for material risks;

(b) review and monitor, by receiving reports from management, significant risk exposures and risk events, risk implications from new and emerging risks, climate change, organisational change, major initiatives, changes in the economic and business environment and other factors relevant to Dyno Nobel's strategy and projected business performance;

(c) review and monitor, at least annually, Dyno Nobel's material strategic risks, including its climate-related risks and opportunities (as identified through assessment against future climate-related scenarios updated at least every three years, together with management's responses to these assessments);

(d) oversee and monitor the effectiveness of Dyno Nobel's cyber security program;

(e) oversee and monitor the effectiveness of the policies and systems in place for preventing, detecting, reporting, and responding to inappropriate business conduct and receive reports from management on:

(i) material breaches of law, Dyno Nobel's Code of Conduct and Anti-Bribery and Improper Payments Policy, including fraud, theft, and misappropriate use of assets;

(ii) material complaints regarding accounting, internal controls or audit matters; and

(iii) material incidents or complaints reported under the Whistleblower Policy;

and report to the Board as necessary;

(f) oversee the adequacy of Dyno Nobel's insurance program, having regard to its business and the associated insurable risks, including coverage and limits of the policies, and, if thought appropriate, recommend the Board approve or vary them as necessary;

(g) review the form of the report given by the CEO and CFO as to the effectiveness of Dyno Nobel's management of material business risks, and, if thought appropriate, recommend the Board approve or vary it;

(h) receive reports, at least every three years, on an external review of Dyno Nobel's risk management framework undertaken by a suitably qualified consulting organisation, together with management's responses to that review;

(i) assist the Board in setting the risk appetite for the business; and

(j) review, at least annually, by receiving reports from:

(i) management; and

(ii) where appropriate, the SSC Committee,

the continued effectiveness of Dyno Nobel's risk management framework, including whether it is operating with due regard to the risk appetite set by the Board, and report to the Board annually in relation to its effectiveness and, if thought appropriate, recommend to the Board changes to the framework or to any risk appetite set by the Board.

3.5 Treasury and Tax

The Committee's duties with respect to treasury and tax are to:

(a) oversee and monitor the adequacy of Dyno Nobel's treasury policies, systems and related risks, including hedging, counterparty and banking management, liquidity and capital management matters;

(b) assist the Board in its consideration of distributions and capital returns to shareholders; and

(c) oversee and monitor tax matters and related risks and recommend to the Board Dyno Nobel's annual Tax Transparency Statement for approval.

3.6 Reporting to the Board

The Chair of the Committee (or a person nominated by the Chair of the Committee for that purpose) must following each Committee meeting, report to the Board at the Board's next meeting on all matters relevant to the Committee's role and responsibilities.

4 COMPOSITION OF THE COMMITTEE

4.1 Membership

(a) The Committee will consist of at least three members each of whom will be appointed or removed by the Board, following in each case a review by the Board in consultation with the Chair of the Committee (other than in respect of the Chair's own appointment or removal).

(b) Each member of the Committee must be a non-executive director.

(c) A majority of members of the Committee must be independent directors, as determined by the Board, having regard to the ASX Corporate Governance Council's Principles and Recommendations.

4.2 Chair

The Chair of the Committee:

(a) will be elected by the Board;

(b) must be a member of the Committee;

(c) must be an independent director; and

(d) must not be the Chair of the Board.

4.3 No Fees Other than as Director/Member of Committee

A director who sits on the Committee cannot receive fees from Dyno Nobel other than in the capacity as a director or member of a committee of the Board unless the Board determines that the fees are not material to the independence or judgment of the director as a member of the Committee.

4.4 Other Rules and Regulations

In appointing the members of the Committee, the Board will have regard to the ASX Listing Rules, the ASX Corporate Governance Council's Principles and Recommendations and the Act.

4.5 Expertise

(a) The Committee must comprise members who, between them, have accounting and financial experience, technical knowledge and an understanding of the industries in which Dyno Nobel operates.

(b) The Committee must ensure that its members understand the Dyno Nobel Group structure, controls and typical transactions in order to adequately assess the material business risks faced by Dyno Nobel.

4.6 Company Secretary

The Company Secretary shall be secretary of the Committee.

5 MEETINGS & COMMITTEE PROCESS

5.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions of Dyno Nobel's Constitution regulating meetings and proceedings of the Board and committees of the Board insofar as they are applicable and not inconsistent with this Charter.

5.2 Frequency

The Committee shall meet as frequently as required but not less than four times a year. Any Committee member or the Secretary of the Committee may call a meeting of the Committee.

5.3 Quorum

A quorum will comprise of any two independent non-executive Director Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair of that meeting.

5.4 Notice

A notice of each meeting confirming the date, time, venue and agenda shall be distributed to each member of the Committee (with a copy to all members of the Board excluding any matter where a conflict of interest has been notified) at least 4 days prior to the date of the meeting. The notice of meeting will include the relevant supporting papers for the agenda items to be discussed.

5.5 Agenda

The Committee shall develop and agree an annual program capable of fulfilling its responsibilities.

This will include formal opportunities for the Committee to meet independently with management, the external auditor and the internal auditor.

The Chair, with the assistance of the Secretary of the Committee, will develop the agenda for each meeting on the basis of the annual program and any other matters deemed to be relevant to the particular meeting.

5.6 Attendance

(a) The Committee may extend an invitation to any person to attend all or part of any meeting of the Committee which it considers appropriate. In particular, the Committee may invite any of the following to attend a meeting of the Committee:

(i) the external auditor;

(ii) external advisers including any party undertaking an internal audit;

(iii) any non-executive director, any executive director or employee including, without limitation, the Vice President Risk & Insurance (or equivalent role), the head of Internal Audit; or

(iv) any other person,

and may do so with or without management being present.

(b) The Committee must meet with the Vice President Risk & Insurance and external auditor at least once a year without other management being present.

5.7 Access to Employees, Internal Auditor and External Auditor

In order to fulfil its purpose and undertake its duties, the Committee has unrestricted access to:

(a) employees of Dyno Nobel including, without limitation, the Vice President Risk & Insurance and the head of Internal Audit;

(b) any party undertaking an internal audit; and

(c) the external auditor,

in each case, without management being present.

5.8 Access to Records and Information

In order to fulfil its purpose and undertake its duties, the Committee has unrestricted access to Company records and any other document, report, material or information in the possession of an employee or external adviser to Dyno Nobel.

5.9 Special Investigations

The Committee may initiate any special investigation as it deems necessary or as directed by the Board in relation to matters set out in this Charter.

5.10 Access to Independent Advice

The Committee may obtain independent professional advice to assist it in the proper exercise of its powers and responsibilities under this Charter, with the costs to be borne by Dyno Nobel.

5.11 Minutes

Minutes of proceedings and resolutions of the Committee shall be kept by the Secretary of the Committee. After preliminary approval has been given by the Chair of the Committee, minutes shall be included in the papers for the next full Board meeting after each Committee meeting. Minutes shall be confirmed at the next meeting of the Committee. Minutes, agenda and supporting papers will be made available to every Director providing no conflict of interest exists.

6 COMMITTEE'S ANNUAL REPORT AND PERFORMANCE EVALUATION

The Committee will review its performance, by self assessment, at least annually.

The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this Charter.

The Committee will present to the Board annually a report of its activities for the prior financial year and on its performance following the annual performance evaluation.

7 REVIEW AND PUBLICATION OF CHARTER

The Committee will review its Charter from time to time and make recommendations to the Board as to any changes it considers should be made. The Charter may be amended by resolution of the Board.

Approved by the Board on 24 September 2026.