

AUSTRALIAN INFRASTRUCTURE FUND LIMITED  
&  
HASTINGS FUNDS MANAGEMENT LIMITED  
  
JOINT AUDIT COMMITTEE CHARTER

**1. Purpose**

The Audit Committees of Australian Infrastructure Fund Limited (“AIFL”) and Hastings Funds Management Limited (“HFML”) meet jointly in accordance with the Protocol entered into between AIFL and HFML on 23<sup>rd</sup> December 2005 in order to review the AIFL, AIFT, and combined AIX financial statements to provide independent assurance to their respective Boards of Directors.

**2. Scope and Responsibilities**

The Committees meeting jointly (the Committee) will:

*Financial Management and Internal Controls*

- Review and report to their respective Boards on AIX’s full year and half-year consolidated financial statements, AIFL’s consolidated financial statements and AIFT’s consolidated financial statements, prior to their release to the ASX and stapled security holders; and
- Review all significant accounting policy changes and, where appropriate, make recommendations to their respective Boards.

*AIX Annual Report*

- Review the draft AIX Annual Report.

*External Audit*

- Recommend to their respective Boards the appointment and termination of the external auditor;
- Consider and, if thought adequate, approve proposed fees in respect of the external audit; and
- Consider and, if thought adequate, approve the engagement letter proposed by the external auditor.

*Selection and Appointment of External Auditor*

The Committees will review the performance and value of the external auditor’s services at least once every three years and may re-tender the external audit contract no less than every five

years. In making the recommendation to their respective Boards for the appointment of an external auditor, the Committees shall call for tenders from suitably qualified firms of auditors. In assessing the tenders, the Committees may interview the firms and/or seek additional information in support of the tender.

### **3. Chairman**

The Chairman of the Committees meeting jointly shall be the Chairman of the AIFL Audit Committee. Should the Chairman of the AIFL Audit Committee be absent from a meeting, the members of the Committee will appoint a Chairman for that particular meeting.

### **4. Quorum**

A quorum will comprise three Committee members being at least one member of the AIFL Audit Committee and one member of the HFML Audit and Compliance Committee. No member of the Committees will have a casting vote.

### **5. Attendance**

- a. All Directors of AIFL and HFML shall have a right to receive copies of the Committee's papers and to attend all meetings of the Committee.
- b. Attendees at Committee meetings will, subject to the discretion of the Committee, ordinarily comprise the members of the AIFL Audit Committee and HFML Audit & Compliance Committee, AIX's Chief Operating Officer, HFML's Chief Financial Officer, and HFML's Company Secretary and Head of Compliance.
- c. Any person including the external auditor may be invited to attend part or all of any meetings of the Committee at the discretion of the Committee.

### **6. Frequency of Meetings**

The Committee shall meet at least twice each year.

### **7. Reporting**

The Chairmen of the AIFL Audit Committee and HFML Audit & Compliance Committee will report regularly to their respective Boards on the activities of the Committee.

### **8. Rights of Access**

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the external auditor of AIFL and AIFT as well as anyone employed by HFML (and in the absence of the Manager where necessary).

**9. Independent advice**

The Committee meeting jointly may obtain independent and professional advice to assist in the discharge of its responsibilities.

**10. Charter Review**

This Charter shall be reviewed from time to time by the Committees meeting jointly. Any changes to the Charter shall be approved by the Boards of both AIFL and HFML.

**11. Secretary**

The Committee Secretary will be the Company Secretary of AIFL.

**12. Minutes**

The draft minutes of the Committee will be circulated to members of Committee for adoption at its next meeting and copies will be provided to the Boards of AIFL and HFML.