

Audit and Finance Committee Charter

Effective: July 2023

1 Purpose

The purpose of the Audit and Finance Committee (the **Committee**) is to assist the Board of Directors of APA Group Limited to fulfil its responsibilities relating to monitoring the integrity of APA Group's financial reporting, the effectiveness of the systems of internal controls, external corporate governance reporting and to monitor the effectiveness, performance, independence, and objectivity of the internal and external auditors.

2 Membership

2.1 Structure

The membership of the Committee is determined by the Board as set out below.

- The Committee must include a minimum of three non-executive directors, a majority of whom shall be independent. Independence is determined according to APA Group's Independence of Directors Policy.
- The Chair of the Committee will be an independent director appointed by the Board and shall not be the Chair of the Board. If the Chair of the Committee is not present, the members present must elect one of themselves who is also an independent director to chair the meeting.
- The Committee, in its discretion, has direct access to the Managing Director and CEO (**CEO**), the Chief Financial Officer (**CFO**), the General Manager Internal Audit and the General Manager Risk, Compliance & Insurance.

2.2 Relationship with the Risk Management Committee

To enable the free flow of information between the Committee and the Risk Management Committee, the Chair of each committee should be a member of both committees.

2.3 Expertise

As a whole, the members of the Committee will have the necessary accounting, financial and risk expertise, and a sufficient understanding of the industry in which APA Group operates to be able to effectively discharge the Committee's responsibilities. At least one member should have relevant formal qualifications and experience (i.e., be a qualified accountant or other finance professional with experience of financial and accounting matters).

3 Duties and responsibilities of the Committee

3.1 External financial reporting

The Committee will oversee the process of APA Group's external financial reporting on behalf of the Board and convey its observations to the Board. In particular, the Committee will review APA Group's financial statements, ASX Appendix 4E and ASX Appendix 4D prior to approval by the Board.

This review may include making recommendations to the Board on the following matters:

- Whether the financial statements provide a true and fair view of the financial position and performance of APA, APA Infrastructure Trust and APA Investment Trust.
- Formal accounting policies and practices, and any changes in them.
- Whether APA Group is compliant with relevant accounting standards and ASX Listing Rules relating to financial reporting.
- The impact of any unusual transactions or audit adjustments on the financial statements and reports and the manner in which they are disclosed.
- Related information supporting the declaration made to the Board by the CEO and CFO.
- The clarity and adequacy of the financial statements and reports.

3.2. Assessing accounting and financial controls

The Committee will discuss with the external auditors and management:

- The effectiveness of APA Group's accounting and financial controls.
- The report to the Committee and the Board from the external auditors on the results of the audit.

The Committee will approve APA Group's key accounting and tax policies.

The Committee will report to the Board on:

- Any significant unresolved differences of opinion over APA Group's external financial reporting between management and the external auditors.
- The appropriateness of the accounting judgements exercised by management in preparing APA Group's external financial reports.

3.3. External Audit

The Committee will:

- Be responsible for recommending to the Board the appointment reappointment, any changes to and the removal of the external auditor.
- Approve the annual terms of engagement for the external auditor and notify them to the Board. The Committee will review the appointment of external auditor at least every five years or as otherwise required by the Corporations Act.
- Ensure that APA Group's external auditor, from time to time, has an internal policy requiring the rotation of audit partners every five years or as otherwise required by the Corporations Act and will be responsible for recommending to the Board the rotation of the external audit engagement partner as required.
- Periodically review the independence of the external auditors, having regard to any relationships between the external auditor and APA Group beyond the external audit function

that might compromise the independence of the external auditor.

- Periodically consider any non-audit services provided by the external auditor to determine whether the provision of those non-audit services is compatible with the independence of the external auditor.
- The Committee will review the scope and adequacy of external audit and the annual audit plan with the external auditors and will have particular regard to any areas of identified risk and approve the external audit plan and audit fees.
- The Committee will discuss and review with the external auditors (in the absence of management where necessary) the results of their work in conducting the annual and any interim audit, including but not limited to any major issues which have arisen during the course of the audit (both resolved and unresolved issues), key accounting and audit judgements, levels of error identified during the audit, obtaining explanations from management (and where necessary the external auditors) as to why certain errors might remain unadjusted, and recommend appropriate action regarding those matters.

3.4 Internal Audit

The Committee is responsible for the appointment, monitoring, remuneration, independence, and performance of the internal audit function.

The Committee shall review and approve the remit of internal audit as set out in the Internal Audit Charter. In particular, the Committee will ensure:

- The General Manager Internal Audit has a dual reporting line, administratively to the Chief Financial Officer and functionally to the Committee.
- The General Manager Internal Audit has direct access to the Board and its sub-committees.

The Committee will:

- Review the objectives for internal audit and ensure appropriate structure, adequate staffing and resourcing of the function.
- Review and endorse the annual internal audit plan, ensuring activities are aligned to the key risks of the business, and approve the budget (including any external fees, if relevant) to deliver that plan.
- Monitor the planned program of audits and ascertain the reason for any change or delay in the program.
- Oversee the coordination of the internal and external audits.
- Monitor the independence, objectivity and performance of the internal auditors and the relationship between the internal audit function and management.
- Review the procedures for selection and appointment of any co-sourced internal auditor providers.
- Review and monitor management's responsiveness to Internal Audit's findings and recommendations, including any requests from management for extensions to previously agreed timeframes for remediation action(s).
- Ensure that that no restrictions are being placed on the internal auditor.
- At the Committee's discretion, request Internal Audit to perform reviews, investigations or other services in respect of matters of interest or concern to the Committee.
- Ensure that an external independent quality assessment of Internal Audit, against the Institute of Internal Auditors' International Standards for the Professional Practice of Internal Auditing, is conducted at a minimum once every five years, by a qualified independent reviewer or review team from outside of APA Group.

3.5 Assurance-related investigations or reviews

The Committee will oversee assurance-related investigations or reviews and, where appropriate, provide reports or refer matters uncovered by those investigations or reviews to the Board or to other Committees.

3.6 Tax, AFSL and ASX compliance

The Committee will review and recommend to the Board key compliance policies for tax, Australian financial services licensing and ASX compliance.

The Committee will:

- Review and recommend to the Board for approval the AFSL Compliance Plans.
- Monitor ongoing compliance with the AFS Licence and AFSL Compliance Plans.
- Monitor the development and ongoing review of tax, AFSL and ASX compliance programmes, including continuous disclosure.
- Enquire of the General Manager Risk, Compliance & Insurance and CFO whether their functions are adequately resourced, and all necessary matters have been brought to the attention of the Committee.

3.7 Financial management

The Committee will review and recommend to the Board key capital and accounting related matters in relation to:

- Capital management strategy and plans.
- Capital funding and capital management initiatives.
- Asset valuations and impairments.
- Securityholder distributions.

The Committee will approve APA Group's key treasury management policies, and treasury risk management frameworks and procedures.

3.8 Report preparation and verification

The Committee will oversee the preparation of, and process for verifying the integrity of, any reports required by law or ASX Listing Rules or requested by the Board, including:

- in consultation with the Safety and Sustainability Committee, any sustainability-related disclosures in the financial statements and reports and
- in consultation with the People and Remuneration Committee, any remuneration-related disclosures in the Remuneration Report.

3.9 Role of the Chair

The Chair of the Committee is responsible for leading and ensuring the effective operation of the Committee, fostering an open, inclusive environment, and ensuring adequate time is dedicated to the discussion of matters.

The Chair of the Committee has specific responsibility to:

- Act as the primary liaison between the Board and any other Board Committees.

- Communicate with the relevant General Managers to ensure quality of reporting and that the Committee has the information necessary to facilitate informed decision-making.

4 Rights of access and authority

The Committee has rights of access to employees, management, and auditors (external and internal) without management present, and rights to seek explanations and additional information from employees, management and auditors.

5 Reporting and referrals

The Committee will update the Board from time to time as required and make relevant recommendations in relation to matters arising for consideration by the Board.

The Committee will also receive and provide reports and referrals from and to any other standing committee of the Board on matters that the respective Chairs of those committees consider to be appropriate. Any committee of the Board may hold a joint session with another committee at the discretion of their respective Chairs.

6 Administrative matters and procedures

The proceedings of the Committee will be conducted in accordance with provisions set out in Attachment 1.

Attachment 1 – Administrative matters and procedures

A1. Meeting frequency

The Committee shall meet at least four times annually and additionally as required. Meetings should correspond with the financial reporting cycle.

A2. Committee papers

The Secretary of the Committee will compile any relevant documents to be considered at Committee meetings and distribute them to all members of the Committee, as well as to any invitees of the Committee.

A3. Attendance at Committee meetings

The Committee may extend an invitation to any person to attend all or part of a scheduled Committee meeting. This invitation may extend to management and the external and internal auditors to discuss relevant matters including audit related agenda items. Only Committee members shall be eligible to vote.

A4. Quorum

A quorum for a meeting of the Committee is two members.

A5. Minutes

Minutes of proceedings and resolutions of meetings of the Committee and resolutions passed by members of the Committee without a meeting are to be approved by the Committee (or in the case of written resolutions, tabled) at its next meeting.

Minutes of a meeting must be signed by the Chair of the meeting or the Chair of the next meeting within a reasonable time after the meeting at which the minutes are approved.

A resolution may be made if a document containing the relevant resolution is assented to by a majority of directors eligible to participate in the making of the resolution.

A6. Secretary

The Secretary of the Committee is the Company Secretary, or his or her designated representative.

A7. Engage with External Consultants and other stakeholders

The Committee is authorised by the Board to:

- communicate and consult with external and internal stakeholders concerning APA Group's corporate reporting and compliance practices; and
- appoint independent advisers and experts to provide advice on APA Group's corporate reporting, compliance practices, and audit matters.

A8. Review

The Board will, at least once in each year, review the performance, membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise. Any proposed changes must be referred to the Board for approval.