

# ANTISENSE THERAPEUTICS LIMITED

## AUDIT COMMITTEE CHARTER

This Charter governs the operations of the Audit Committee ('Committee'). The Committee shall review and reassess the Charter at least annually and obtain the approval of the Board of Directors ('Board').

### Membership

The Committee shall consist of:

- only non-executive directors.
- a majority of independent directors.
- an independent chairperson, who is not chairperson of the Board.
- at least three members.

All Committee members shall be financially literate.

### Meetings:

The Committee shall meet as often as necessary to undertake its role effectively, but at least twice each year to:

- Review and approve external audit plans.
- Review and approve the half-year financial report.
- Update the external audit plans.
- Review and approve the annual financial report.

Minutes will be maintained for every Committee meeting.

### Role and Responsibilities:

- The Committee shall provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the company's financial reporting, internal control structure, risk management systems, and the external audit function.
- The Committee shall be given the necessary power and resources to meet its charter and is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, personnel, management of the Company, including external auditors without management present and the authority to engage independent counsel and other advisers at the Company's expense as it determines necessary to carry out its duties.
- The Committee shall oversee and review the integrity of the Company's financial reporting process on behalf of the Board and make recommendations as to whether financial disclosures made by management reasonably portray the company's financial condition, results of operations and plans and long-term commitments. The Committee shall report the results of its activities to the Board.
- The Committee has the responsibilities and powers set forth in this Charter but it is not the duty of the Committee to plan or conduct audits.
- The Committee shall discuss with management and the external auditors, the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and

procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (including the Company's Code of Conduct). Any opinion obtained from the external auditors on the Company's choice of accounting policies or methods should include an opinion on the appropriateness and not just the acceptability of that choice or method.

- The Committee shall meet separately, as necessary, with management and the external auditors to discuss issues and concerns warranting committee attention, including but not limited to their assessment of the effectiveness of internal controls and the process for improvement. The Committee will review with the external auditors any audit problems or difficulties and management's response.
- The Committee shall be responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject, if applicable, to shareholder ratification), remuneration, monitoring of effectiveness and independence of the external auditors. The Committee shall pre-approve all audit and material non-audit services provided by the external auditors and shall not engage the external auditors to perform any non-audit/assurance services that may impair or appear to impair the external auditor's judgement or independence in respect of the Company.
- The Committee is to ensure rotation of the external auditor's engagement partner at least every period of 5 years or such other period of time as may be deemed fit.
- The Committee, at least on an annual basis, shall obtain and review a report by the external auditors describing:
  - The audit firm's internal quality control procedures.
  - Any material issues affecting the audit firm regarding its ability to effectively conduct the external audit and any steps taken to deal with any such issues.
  - All relationships between the external auditor and the Company (to assess the auditor's independence).
- The Committee shall review and assess the independence of the external auditor, including but not limited to any relationships with the Company or any other entity that may impair or appear to impair the external auditor's judgement or independence in respect of the Company. Furthermore, as applicable, the Committee shall draft an annual statement for inclusion in the Company's annual report of whether the Committee is satisfied the provision of non-audit services is compatible with external auditor independence.
- The Committee shall discuss with the external auditors the overall scope of the external audit, including identified risk areas and any additional agreed-upon procedures.
- The Committee shall review the half-year and full-year financial reports prior to the filing of these with the Australian Stock Exchange. The Committee shall discuss the results of these reports and any other matters required to be communicated to the Committee by the external auditors under generally accepted accounting standards.
- The Committee shall review all representation letters signed by management to ensure that the information provided is complete and appropriate.
- The Committee shall complete an evaluation of its performances at least annually to determine whether it is functioning effectively by reference to current best practices.