# RISK ASSURANCE AND AUDIT COMMITTEE CHARTER

The Risk Assurance and Audit Committee shall be a committee of the Board.

## 1 Purpose

1.1 The purpose of the Risk Assurance and Audit Committee is to:

1.1.1 assist the Board in fulfilling its responsibilities for MOVE Logistics' financial statements and external financial reporting;

1.1.2 assist the Board in ensuring that the ability and independence of the external auditors to carry out their statutory audit role is not impaired, or could reasonably be perceived to be impaired; and

1.1.3 assist the Board in ensuring appropriate accounting policies and internal controls are established and maintained and assist the Board in ensuring the effective and efficient management of all business risks.

## 2 Duties and Responsibilities

2.1 The Risk Assurance and Audit Committee does not take actions or make decisions on behalf of the Board.

2.2 Management retains responsibility for the implementation and operation of adequate risk management, internal control and audit systems within MOVE Logistics. The Risk Assurance and Audit Committee has delegated authority from the Board to oversee and monitor these activities.

2.3 The Board as a whole is responsible for determining the nature and extent of the principal risks it is willing to take in achieving its strategic objectives and will consider all relevant risks and opportunities in doing so, including financial, strategic, environmental (including climate-related), social, and governance matters. The Risk Assurance and Audit Committee provides additional monitoring of MOVE Logistics' risk management processes and provides the Board with assurance that all key risks relevant to MOVE Logistics have been appropriately identified, managed and reported to the Board. The Board is also responsible for the accuracy and relevance of MOVE Logistics' financial statements, however, the Risk Assurance and Audit Committee provides an additional, and more specialised oversight of the financial reporting process.

2.4 The existence and operation of the Risk Assurance and Audit Committee does not relieve any director from having an appropriate knowledge and understanding of MOVE Logistics' business, value drivers and risks, or from reading, carefully considering and raising any questions relating to MOVE Logistics' accounts and financial statements, including forecasts, dividends and dividend policy. The existence of the Risk Assurance and Audit Committee enhances the credibility and reliability of MOVE Logistics' financial information and is an integral component of good risk management practice.

2.5 The Board has delegated certain functions to the Risk Assurance and Audit Committee which it is responsible for, which include, in addition to any other matter put to the Risk Assurance and Audit Committee for consideration by the Board, matters relating to the external audit of MOVE Logistics' affairs, financial reporting and risk assurance.

## 3 External Audit

3.1 The Risk Assurance and Audit Committee is responsible for monitoring all aspects of the external audit of MOVE Logistics' affairs including:

3.1.1 monitoring and reviewing the effectiveness of the external auditor;

3.1.2 considering and making recommendations to the Board on the appointment of the auditors (including their ability and independence), the audit fee and any issues on their resignation or dismissal;

3.1.3 overseeing the independence of the external auditors and addressing issues of auditor independence;

3.1.4 discussing with the auditors, before the commencement of each audit, the nature and scope of their audit;

3.1.5 reviewing the auditors' service delivery plan;

3.1.6 reviewing MOVE Logistics' letter of representation to the auditors;

3.1.7 discussing with the auditors any problems, reservations or issues arising from the audit and referring matters of a material or serious nature to the Board;

3.1.8 reviewing external audit reports to ensure that, where deficiencies or breakdowns in controls and procedures have been identified, appropriate and prompt remedial action is instituted;

3.1.9 monitoring compliance with MOVE Logistics' External Auditor Independence Policy;

3.1.10 recommending the appointment and removal of the independent auditor;

3.1.11 having direct communication with and unrestricted access to the independent auditor and any internal auditors or accountants;

3.1.12 ensuring that the external auditor or key audit partner (as defined in the NZX Listing Rules) is changed at least every five years; and

3.1.13 meeting regularly to monitor and review the independent and internal auditing practices.

## 4 Financial Reporting

4.1 In respect of financial reporting matters, the Risk Assurance and Audit Committee is responsible for:

4.1.1 reviewing the half year and annual preliminary results and financial statements, and any other financial statements to be released by MOVE Logistics, before submission to the Board, focusing particularly on:

(a) any change in financial or accounting policies and practices;

(b) major judgemental areas;

(c) significant adjustments;

(d) the solvency of MOVE Logistics;

(e) the going concern assumption;

(f) compliance with accounting standards;

(g) compliance with legal stock exchange and other regulatory requirements;

4.1.2 reviewing any non-routine statements to be issued by MOVE Logistics, including announcements to NZX concerning results;

4.1.3 reviewing the financial reports and advising all directors whether they comply with the appropriate laws and regulations;

4.1.4 promoting and reviewing the integrity of MOVE Logistics' financial reporting, with a view to providing balanced, clear, and objective financial reporting; and

4.1.5 creating, managing and monitoring processes so the Board is properly and regularly informed and updated on corporate finance matters.

## 5 Risk Assurance

5.1 In respect of matters relating to risk assurance, the Risk Assurance and Audit Committee is responsible for:

5.1.1 monitoring and regularly reviewing MOVE Logistics' delegated authorities;

5.1.2 considering the findings of any internal investigations and management's response thereto;

5.1.3 monitoring compliance by MOVE Logistics with its constitution, applicable laws and regulations (including, for example, health and safety laws and regulations), debt funding arrangements and stock exchange requirements;

5.1.4 establishing and regularly reviewing a procedure to identify other situations or circumstances in which MOVE Logistics may be materially at risk and initiating appropriate action through the Board;

5.1.5 overseeing and monitoring that MOVE Logistics' management implements and operates adequate risk assurance, internal control and audit systems within MOVE Logistics (including, for example, by developing and maintaining a risk register);

5.1.6 regularly reviewing MOVE Logistics' internal controls and systems, insurance and treasury management policies and practices;

5.1.7 putting in place and reviewing arrangements by which MOVE Logistics' employees may, in confidence, raise concerns about possible improprieties in the financial reporting and other matters;

5.1.8 regularly reporting to the Board on the state, nature and effectiveness of MOVE Logistics' risk assurance policies and practices, including Health & Safety assurance;

5.1.9 regularly reporting to the Board on the operation of MOVE Logistics' risk management and internal control processes; and

5.1.10 providing sufficient information to the Board to allow the Board to report annually to shareholders and stakeholders on risk identification and management procedures and relevant internal controls of MOVE Logistics.

## 6 Climate Related Disclosures and Sustainability

6.1 The Board recognises the importance of sustainability and climate related disclosures. The Risk Assurance and Audit Committee has a function of reviewing and reporting to the Board on the preparation, review, verification and assurance processes in relation to any such reporting.

6.2 In performing this function the Risk Assurance and Audit Committee shall ensure any sustainability and climate related disclosures prepared in accordance with applicable standards and legislative requirements. In particular the Risk Assurance and Audit Committee shall:

6.2.1 if MOVE Logistics is required to make formal climate related disclosures to the market (or the Board elects to do so), oversee the process for the preparation of those disclosures;

6.2.2 review all sustainability reporting and climate-related disclosures and recommend them to the Board for approval;

6.2.3 review and evaluate with the CEO, CFO and external advisers, the processes in place for assessing and verifying sustainability reporting and climate-related disclosures; and

6.2.4 review the assurance process undertaken in respect of any sustainability and climate related disclosure reporting including mandatory assurance of such disclosures and any opinion received regarding compliance with Part 2 of the Financial Markets Conduct Act 2013.

## 7 Membership

7.1 Members of the Risk Assurance and Audit Committee shall be appointed by the Board and shall comprise of a minimum of three members who:

7.1.1 must be non-executive directors of MOVE Logistics;

7.1.2 are, as a majority of the Committee, independent directors; and

7.1.3 include at least one director who is an independent director and has an accounting or financial background. In saying that, all members must be financially literate and have an understanding of the logistics and transport industry.

7.2 A member of the Risk Assurance and Audit Committee will be deemed to have adequate accounting or financial background if he or she:

7.2.1 is a member of Chartered Accountants Australia and New Zealand; or

7.2.2 has held a chief financial officer position at an Issuer (as defined in the NZX Listing Rules) for a period of greater than 24 months;

7.2.3 has successfully completed a course approved by NZX or the Institute of Directors for Risk Assurance and Audit Committee membership; or

7.2.4 has the experience and/or qualifications deemed satisfactory by the Board.

7.3 The Board shall appoint a Chair for the Risk Assurance and Audit Committee from among the members of the Risk Assurance and Audit Committee. The Chair of the Risk Assurance and Audit Committee shall be independent, must not be the Chair of the Board, and shall not otherwise have a long-standing association with MOVE Logistics' external audit firm as a current, or retired, audit partner or senior manager at the firm. A Chair will generally be perceived to be independent if there has been a period of at least three years between previously being employed by the external audit firm and serving as Chair of the Risk Assurance and Audit Committee.

7.4 The appointment and removal of the Risk Assurance and Audit Committee members shall be the responsibility of the Board.

7.5 MOVE Logistics shall identify the members of the Risk Assurance and Audit Committee each year in its annual report.

## 8 Meetings

8.1 The Risk Assurance and Audit Committee shall meet as it deems necessary to properly fulfil its obligations and discharge its duties. The working presumption will be that it will meet once in the lead up to completion of the half year and full year results and at least once per year on matters relating to risk management.

8.2 A quorum of members of the Risk Assurance and Audit Committee shall be a majority of its members.

8.3 The Risk Assurance and Audit Committee may have in attendance such members of management and such other persons including external advisers, as it considers necessary to provide appropriate information and advice.

8.4 All directors who are not members of the Risk Assurance and Audit Committee and employees shall only be entitled to attend meetings of the Risk Assurance and Audit Committee at the invitation of the Risk Assurance and Audit Committee.

8.5 Reasonable notice of meetings and the business to be conducted shall be given to the members of the Risk Assurance and Audit Committee and all other attendees of meetings.

8.6 The external auditors may be invited to attend, at least in part, meetings of the Risk Assurance and Audit Committee and there shall be an opportunity at those meetings for the Risk Assurance and Audit Committee to speak with the external auditor without the Chief Executive Officer or management present.

8.7 The Risk Assurance and Audit Committee will convene a meeting if the auditors so request. Minutes of all meetings shall be kept.

## 9 Authorities

9.1 The Risk Assurance and Audit Committee will make recommendations to the Board on all matters requiring its decision. The Risk Assurance and Audit Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

9.2 The Risk Assurance and Audit Committee is authorised by the Board, at MOVE Logistics' expense, to obtain such outside legal or other independent information and advice including market surveys and reports, and to consult with such management and executive search consultants and other outside advisers with relevant experience and expertise, as it thinks necessary for carrying out its responsibilities.

## 10 Review of the Risk Assurance and Audit Committee

10.1 The Risk Assurance and Audit Committee will undertake an annual self-review of its duties and responsibilities. Such duties and responsibilities will also be reviewed (as against the Risk Assurance and Audit Committee Charter) by the Board, the Chief Executive Officer and any other person the Board considers appropriate.

10.2 The Risk Assurance and Audit Committee will regularly review the Risk Assurance and Audit Committee Charter and make recommendations on any changes to the Board.

## 11 Reporting Procedures

11.1 The Chair of the Risk Assurance and Audit Committee will report the committee's findings and recommendations to the Board.

11.2 The minutes of all Risk Assurance and Audit Committee meetings will be circulated to members of the Board. Extracts from the minutes will be made available to such other persons as the Board directs, as may be necessary to enable them to properly carry out their functions.

## 12 Review of the Risk Assurance and Audit Committee Charter

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| Date approved: | June 2026 |
| Owner: | Chief Financial Officer |
| Next scheduled review: | June 2028 |