

ANSELL LIMITED

RISK COMMITTEE CHARTER

1. Purpose

The Board of Directors has ultimate responsibility for the governance of risk. The day-to-day responsibility for identifying and managing risk resides with management. The Risk Committee (the Committee) is established to ensure oversight by the Board of Directors with regard to the risk appetite and risk tolerance levels of the Company by monitoring and advising on the management of all material business risks, including but not limited to strategic, operational, reputational, ethical, environmental, legislative or regulatory or market-related risks.

The Committee is responsible to the Board of Directors for:

- Oversight of the establishment and implementation of a risk management framework;
- Reviewing the effectiveness of that risk management framework in identifying and managing risks; and
- Monitoring the risks identified to ensure that they are being appropriately assessed and prioritised and to ensure that appropriate controls are in place to ensure that the risks identified are within the Company's risk tolerance levels

The Chairman of the Committee shall coordinate with the Chairman of the Audit and Compliance Committee to assist the Audit and Compliance Committee in its review of the Company's risks that have been delegated to the Audit and Compliance Committee in its charter. The Audit and Compliance Committee shall report to the Risk Committee in that regard.

2. Composition

The Committee membership and the Chairman of the Committee will be as determined from time to time by the Board of Directors. The Committee shall consist of at least three Non-executive Directors, each of whom has been determined by the Board to be independent and possessed of the business experience, skills and acumen, which will allow them to be effective in their role. The quorum of the Committee shall be a majority of the Committee at the date of the meeting. The Committee Chairman should be independent and not be Chairman of the main Board. The Chairman and Directors of the Board may also attend meetings at their discretion. All Committee papers are to be distributed to all Directors.

3. Duties and Responsibilities

Risk assessment and risk management are the responsibility of the Company's management. The Committee has an oversight role and in that capacity will receive reports from management concerning the Company's risk management principles, policies, processes and practices so that it can review and report to the Board that:

- adequate systems are in place for the effective identification and assessment of all areas of potential material business risk;

- adequate policies, processes and procedures have been designed and implemented to manage identified material risks; and
- appropriate action is undertaken to bring the identified material risks within the Company's risk tolerance levels.

Actions the Committee will undertake to fulfil its duties and responsibilities include the following:

- Oversee, agree and recommend for Board approval a risk management framework consistent with the agreed Company risk appetite and risk tolerance levels (for material business risk exposures);
- Monitor the risk profile of the Company against the agreed Company risk appetite and risk management framework;
- Oversee the design and implementation of the risk management framework and internal control systems, in conjunction with existing business processes and systems, to manage the Company's material business risk exposures;
- Oversee the establishment of processes and procedures for the monitoring and evaluation of the Company's risk management systems to assess the effectiveness of those systems in minimising material risks that may impact adversely on the business objectives of the Company;
- Establish reporting guidelines for management to report to the Committee on the effectiveness of the management of the Company's material business risk exposures;
- Evaluate the adequacy and effectiveness of the Company's risk management systems by reviewing the Company's risk registers;
- Review and make recommendations on the strategic direction, objectives and effectiveness of the Company's risk management policies;
- Evaluate the Company's exposure to fraud and overseeing investigations of allegations of fraud or malfeasance;
- Receive reports from management concerning changes anticipated by management in the economic, business and regulatory environment and other factors considered relevant to the future strategy and capital requirements of the Company, in order to assess and evaluate the potential impact on the strategy and business objectives of the Company;
- Receive reports from management concerning the implications of new and emerging risks, legislative or regulatory initiatives and changes, organisational change and major initiatives, in order to assess and evaluate the potential impact on the strategy and business objectives of the Company;

Management is responsible for the preparation, presentation and integrity of information and all matters about which the Committee should be informed. Management is responsible for implementing and maintaining appropriate risk management principles, policies, procedures and internal control systems designed to identify and address material risks consistent with the risk management framework as determined by the Committee

3. Authority and Power of the Committee

Subject to the requirement to keep the Board of Directors informed of its activities, the Committee has the authority to:

- Engage independent counsel and other advisors as it deems necessary to carry out its duties, at the Company's expense;
- Require the attendance of management of the Company at meetings as appropriate; and
- Have unrestricted access to members of management, employees and relevant information it considers relevant;

The Committee has the power to:

- Approve, review, and recommend changes/amendments to principles, policies, strategies, processes and control frameworks for the management of risks of the Company;
- Approve, or recommend any changes to, the Company's risk appetite and risk tolerance levels, as appropriate;
- Sub-delegate, for clearly specified risk focus sub-areas, the powers and discretions of the Committee to another Committee of the Board; and
- Sub-delegate the powers and discretions of the Committee to executives of the Company.

5. Meetings

The Committee will meet at least four times a year, or as often as the Committee members deem necessary in order to fulfil the duties and responsibilities as set out in this Charter.

All Directors of the Company are entitled to attend meetings. The Committee may seek advice from professional advisers, in accordance with the Company's general policy, and has full access to executives of the Company to enable the Committee to effectively discharge its duties.

The Chief Executive Officer and Chief Financial Officer are normal attendees at any meeting of the Committee. However, the Committee can, at the discretion of the Chairman, choose to meet without any one of the aforementioned present. The Committee may invite such other persons to its meetings, as it deems necessary.

The Company Secretary will act as administrator and minute secretary to the Committee. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director

6. Reporting

It is intended that a report of the actions of the Committee and/or a copy of the minutes of Committee meetings will be included in the Board papers for the Board meeting next following a meeting of the Committee. Minutes are not a verbatim recording of the meeting but accurately record the resolutions of the Committee, key reasons for those decisions (where appropriate) and actions arising.

The Committee Chairman will provide a brief report at the Board meeting following the Committee meeting of any material matters arising out of the Committee meeting or any matter requiring approval by the Board including any matters required by any listing rule, legislation, regulatory body or other regulatory requirements or proposed for inclusion in the Annual Report. All Directors may, within the Board meeting, request information of members of the Committee.

7. Evaluating Performance

The Committee will evaluate its performance on an annual basis. This will include an assessment of the extent to which the Committee has discharged its duties and responsibilities as set out in this Charter. The results of this evaluation will be reported to the Board.

8. Review of the Committee Charter

The Committee will, at least once in each year review the Charter and activities of the Committee, to ensure that they continue to adequately address the current processes and guidance utilised when assessing the appropriate risk management strategy and risk management framework for the Company. The Committee will recommend to the Board the formal adoption of any amendments to the Charter that stem from the review and that will impact the future operations of the Committee.

Reviewed and approved by the Committee – April 2013

Approved by the Ansell Limited Board – April 2013