

TIL LOGISTICS GROUP LIMITED

(TIL Logistics)

External Auditor Independence Policy

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1. **Background**

Oversight of TIL Logistics' external audit arrangements is the responsibility of TIL Logistics' Risk Assurance and Audit Committee. Ensuring that external audit independence is maintained is one of the key aspects in discharging this responsibility. This formal policy on audit independence has been adopted by the committee to meet this requirement.

This policy covers the following areas:

- (a) provision of related assurance services by TIL Logistics' external auditors;
- (b) auditor rotation;
- (c) relationships between the auditor and TIL Logistics; and
- (d) selection and approval of the auditor.

The Risk Assurance and Audit Committee shall only recommend that the Board approve a firm to be auditor if that firm would be regarded by a reasonable investor with full knowledge of all relevant facts and circumstances as capable of exercising objective and impartial judgment on all issues encompassed within the auditor's engagement.

2. **Responsibilities of the external auditor**

The external auditors shall annually confirm their compliance with professional standards and ethical guidelines of Chartered Accountants Australia and New Zealand to evidence their competence.

3. **Auditor rotation**

The continued appointment of TIL Logistics' external auditors is to be confirmed annually by the Board on the recommendation of the Risk Assurance and Audit Committee.

Rotation of TIL Logistics' client service partner and the key audit partner (as defined in the NZX Listing Rules) of TIL Logistics and its subsidiaries will be required at least every five years with suitable succession planning to ensure consistency. Those partners will be subject to a five-year cooling off period following rotation.

All other audit partners will be required to rotate every seven years, and will be subject to a two-year cooling off period.

Compliance with these requirements shall be reported by the external auditor to the Risk Assurance and Audit Committee annually.

4. **Provision of non-audit services by TIL Logistics' external auditors**

The guidelines that follow are designed to ensure that related assurance services provided by TIL Logistics' auditors do not impair (and are not perceived as impairing) the independent role of the auditor.

The general principles to be applied in assessing related assurance services are as follows:

- (a) the external auditors should not have any involvement in the production of financial information or preparation of financial statements such that they might be perceived as auditing their own work;
- (b) the external auditors should not perform any function of management or be responsible for making management decisions;
- (c) the external auditors should not be responsible for the design or implementation of financial information systems; and
- (d) the separation between internal and external audit should be maintained.

5. **Services permitted to be performed**

The Board, on the recommendation of the Risk Assurance and Audit Committee, must pre-approve all audit and related assurance services provided by the external auditors.

Aside from core audit services TIL Logistics' external auditors may provide the following services with prior approval from the Board on the recommendation of the Risk Assurance and Audit Committee:

- (a) accounting policy advice;
- (b) advice on interpretation and application of Inland Revenue taxation policies;
- (c) accounting technical training;
- (d) other assurance services including audit of existing company systems and processes; and
- (e) Such other services as have been expressly approved by the Board. [Services not permitted

It is not considered appropriate for TIL Logistics' external auditors to provide:

- (a) design and implementation of key financial information systems and processes;
- (b) valuation of assets and liabilities other than as required to complete regulatory audit requirements;
- (c) liquidations and receiverships;
- (d) services related to accounting records or financial statements;
- (e) tax planning, strategy and compliance services;
- (f) broker, dealer, investment adviser, investment banking services; and
- (g) legal services.

6. Information to be provided by external auditors

The external auditors are to provide the following assurances annually:

- (a) the total fees received by the external auditors from TIL Logistics do not have a material impact on their operations or financial condition;
- (b) TIL Logistics has not withheld fees from the external auditors;
- (c) there is no litigation between TIL Logistics and the external auditors; and
- (d) there are no business relationships between TIL Logistics and their external auditors beyond the provision of external audit services or approved services provided pursuant to this policy.

7. Remuneration of the external auditor

The billing arrangements for services provided by TIL Logistics' external auditors should not include any contingent fees (e.g. where a success fee is paid depending upon whether a transaction proceeds or not).

The fees and expenses of the external auditors are fixed in accordance with the Companies Act 1993.

The fees paid to the auditors for audit and individually identified non-audit work are detailed in TIL Logistics' annual report.

Fees paid to the auditors for non-audit work shall not exceed in any year 50% of the fees paid to them for audit work.

8. Other procedural requirements

This policy requires that the ratio of 'other' service fees to audit fees do not exceed 50%. This ratio should be monitored by the Risk Assurance and Audit Committee.

Regardless of TIL Logistics' policies, it is expected that TIL Logistics' external auditors will rigorously comply with their own internal policies on independence and all relevant professional guidance (including independence rules and guidance issues by Chartered Accountants Australia and New Zealand, the NZX, the Financial Markets Authority and other relevant overseas accounting bodies).

Development of local and overseas practices in relation to related assurance services shall be monitored on an ongoing basis to ensure that TIL Logistics' policies remain compliant with best practice.

