

Scales Corporation Limited

External Auditor Independence Policy

1.0 Introduction

This External Auditor Independence Policy has been approved by the board of directors (the *Board*) of Scales Corporation Limited (*Scales* or the *Company*).

2.0 Purpose

Oversight of Scales' external audit arrangements is the responsibility of Scales' Audit and Risk Management Committee (*ARMC* or the *Committee*). Ensuring that external auditor independence is maintained is one of the key aspects in discharging this responsibility. This formal External Auditor Independence Policy has been adopted by the Committee to meet this requirement.

3.0 Policy Statement

The objective of this policy is to ensure that external auditor independence is maintained, both in fact and appearance, such that Scales' external financial reporting is viewed as being highly reliable and credible.

4.0 Scope

The policy covers the following areas:

- approval of external auditor appointment;
- provision of other assurance services by Scales' external auditor;
- pre-approval process;
- external auditor rotation;
- the hiring of staff from the external audit firm; and
- relationships between the external auditor and Scales

5.0 Approval of External Auditor

The ARMC shall only recommend to the Board an external auditor firm if that firm:

- is registered and its audit partners are licensed in accordance with the Auditor Regulation Act 2011;

- would be regarded by a reasonable investor with full knowledge of all relevant facts and circumstances as capable of exercising objective and impartial judgement on all issues encompassed within the auditor's engagement;
- has not, within two years prior to the commencement of the audit, had as a member of its audit engagement team Scales' Managing Director, Chief Financial Officer, or any member of Scales' management who act in a financial oversight role; and
- does not allow the direct compensation of its audit partners for selling non-audit services to Scales.

6.0 Provision of Other Assurance Services by Scales' External Auditor

The guidelines that follow are designed to ensure that related assurance and other services provided by Scales' external auditor are not perceived as conflicting with the independent role of the external auditor.

The general principles to be applied in assessing the acceptability of related assurance and other services are as follows:

- the external auditor 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. This includes the provision of valuation services where such valuation forms an input into audited financial information and also includes the design or implementation of financial information systems;
- the external auditor should not perform any function of management or be responsible for making management decisions;
- the external auditor should not be an advocate of the Company. This includes being a promoter of Scales' shares or legal advocacy; and
- the separation between the internal and external audit should be maintained.

6.1 Permitted services

The ARMC must pre-approve all audit and related assurance services provided by the external auditor. It will be appropriate for the ARMC to approve the audit services and audit-related services detailed below. It may be appropriate for the ARMC to approve other non-assurance services provided the ARMC is comfortable that the provision of such services will not compromise the independence of the external auditor.

Audit services

- audits of the financial statements of the Company and any subsidiary or affiliate required to be audited by a statute or a contract in order for the auditors to express an opinion with respect to the audit of the consolidated or separate financial statements of the Company;

- Limited reviews of the interim (half-yearly or quarterly) results and financial position of the Company;
- Consultations with management as part of the annual audit as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by regulatory or standard setting bodies (including New Zealand Equivalents to International Financial Reporting Standards and US Generally Accepted Accounting Principles);
- procedures required to be performed by an independent auditor to be able to form an opinion on the consolidated financial statements; and
- engagements on internal controls for financial reporting and information systems reviews, performed in connection with the audit.

Audit-related and other assurance services

- general assistance with understanding auditing standards and applicable regulatory rules;
- assurance or scrutineering procedures in relation to the annual shareholders' meeting or any special meeting of shareholders;
- technical consultations and recommendations in connection with internal control reporting requirements;
- assessment of risk management controls;
- information systems review not performed in connection with the audit and that will not be subject to audit procedures;
- opening balance sheet audits of significant acquisitions which will be accounted for as a purchase transaction in the group financial statements;
- to the extent required as part of any restructuring of the Company, any audit and/or review of carve out financial statements relating to acquisition or disposals in connection with the audit of the consolidated financial statements of the Company;
- assurance services with respect to specific requests or legal requirements such as compliance with banking covenants and/or review of employee and executive bonus entitlements (including agreed-upon procedures in relation to banking covenant compliance);
- due diligence review of prospective and other financial information as requested by the Board in connection with a public filing; and
- other audit-related services where the general principles outlined above are complied with and there is a clear cost/benefit advantage of using the incumbent audit firm through existing company knowledge and/or expertise.

Other non-assurance services

Consistent with the general principles as outlined above these include:

- tax compliance and advisory services;
- assistance with tax compliance assignments (direct and indirect taxation), where indirect taxes include GST, FBT, RWT, NRWT and payroll taxes;
 - Review of annual tax returns; and
 - Assistance with IRD queries, requests for information, investigations and audits; and
- other services where the general principles outlined above are complied with and there is a clear cost/benefit advantage of using the incumbent audit firm through existing company knowledge and/or expertise.

6.2 Prohibited services

Services that create a threat to external auditor independence in fact or in appearance are prohibited. Without limiting the generality of the general principle, it will be not be appropriate for the ARMC to approve the services detailed below:

- bookkeeping or other services related to accounting records or financial statements;
- design of financial information systems;
- appraisal or valuation services, opinions as to fairness of the valuations;
- internal audit services;
- legal services (these are services that could only be provided by a person who is qualified in law);
- consultation with respect to tax structuring for acquisitions, divestitures, and financing arrangements;
- tax planning advice;
- management functions;
- broker, dealer, investment adviser or investment banking services;
- services of an expert as an advocate;
- actuarial services;
- provision of temporary staff for appropriate assignments;
- assistance in the recruitment of senior management; and
- financial due diligence on prospective acquisitions or transactions that Scales undertakes or may consider undertaking.

7.0 Prohibited Billing Arrangements

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

8.0 Other Procedural Requirements

In addition to Scales' policies, it is expected that the external auditor will rigorously comply with its own internal policies on independence and all relevant professional guidance,

including independence rules and guidance issues by the XRB, CAANZ/NZICA or CPA Australia (as applicable), NZX and the Securities and Exchange Commission.

While this policy does not prescribe any particular ratio of “other service” fees to audit fees, this ratio will be monitored by the ARMC. Accordingly, the nature of services provided by Scales’ external auditor and the level of fees incurred should be reported to the ARMC annually to enable the Committee to perform its oversight role.

Development of local and overseas practice with regard to related assurance services shall be monitored on an ongoing basis to ensure that Scales’ policies remain compliant with best practice.

9.0 Pre-Approval and Disclosure of Services

All audit related and other services to be performed by the external auditor require the specific pre-approval of the ARMC.

Services permitted to be performed under this policy involving a total fee of less than \$10,000 can be approved by the Managing Director or Chief Financial Officer. All such matters relating to approvals by the Managing Director or Chief Financial Officer are to be reported at the subsequent ARMC meeting.

In providing approval the ARMC should ensure:

- the service does not give rise to any self-review or familiarity threat taking into account the safeguards in place;
- that all management decision making is retained by Scales; and
- the service does not involve the auditor being an advocate of the Company.

10.0 Disclosure

The ARMC should ensure transparency in reporting of all fees paid to the external auditor. As a minimum, fees should be disclosed under three categories of audit services, other assurance services and non-assurance services, with further breakdown to be considered based on materiality as determined by the ARMC.

11.0 External Auditor Rotation

The recommendation of the continued appointment of Scales’ external auditor is to be recommended annually by the ARMC to the Board prior to the Annual Shareholders’ Meeting. A policy of regular rotation of the audit firm is not mandated.

Rotation of the Key Audit Partner¹ of Scales will be required every five years.

¹ As defined in XRB’s PES 1

Key Audit Partners are also subject to a five-year cooling-off period following rotation. Audit partners other than the Key Audit Partner are required to rotate every seven years and are subject to a two-year cooling-off period.

12.0 Hiring of Staff from the External Audit Firm

The hiring by Scales of any former audit partner or audit manager must first be approved by the ARMC.

There are no other restrictions on the hiring of other staff from the audit firm.

13.0 External audit services provided by firms other than the external auditor

The ARMC must pre-approve all external financial audit and related assurance services by firms other than the external auditor above \$10,000. Any firm providing such services would need to be regarded by a reasonable investor with full knowledge of all the relevant facts and circumstances as capable of exercising objective and impartial judgement on all issues encompassed within the engagement.

14.0 Relationship Between the External Auditor and Scales

The external auditor is required to confirm its independence and advise the amount of audit, other assurance and non-assurance fees to the ARMC annually.

Document Control

Version	Date	Comments & Approval
1.0	8 th December 2014	Board approved
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