



Aspen Pharmcare Holdings Limited

Annual Report 2012



Audit & Risk Committee report

During the year under review the Board's committee structure was revised to accommodate the establishment of a Social & Ethics Committee which resulted in the dissolution of the Risk & Sustainability Committee. Consequently the Audit Committee has been reconstituted as the Audit & Risk Committee, assuming the risk responsibilities as delegated to it by the Board.

The information below comprises the report of the reconstituted Audit & Risk Committee in respect of the financial year ended 30 June 2012 and of the Risk & Sustainability Committee in respect of the risk responsibilities performed by it up until the date of its dissolution in December 2011.

Audit & Risk Committee Terms of Reference

The Audit & Risk Committee has adopted formal Terms of Reference as incorporated in the Board Charter which have been approved by the Board of Directors. The Terms of Reference are reviewed annually and were revised and approved by the Board on 1 December 2011. The Committee has conducted its affairs in compliance with these Terms of

Reference and has discharged its responsibilities contained therein.

Audit & Risk Committee members and attendance at meetings

The Audit & Risk Committee is constituted as a statutory committee in terms of the provisions of section 94 of the Companies Act and has an independent role with accountability to both the Board and shareholders. In applying the recommendations of King III, the Audit & Risk Committee consists of three independent, non-executive directors selected by the Board on the recommendation of the Remuneration & Nomination Committee. The Board elects the Chairman of the Audit & Risk Committee.

The Deputy Group Chief Executive, Group Finance Officer, Chief Audit Executive, Company Secretary, Group Risk & Sustainability Manager and representatives of the internal and external auditors attend meetings by invitation. The Chairman of the Board has a standing invitation to attend the Committee's meetings. From time-to-time other executives and directors of the Group attend meetings of the Audit & Risk Committee as requested. The Committee

has unrestricted access to the external and internal auditors.

In accordance with the Terms of Reference, the Committee meets at least four times annually, but more often if necessary. During the current financial year, the Committee met eight times. The minutes of these meetings are included in the quarterly Board papers. The Chairman of the Committee provides the Board with a verbal report of the Committee's activities at each Board meeting.

The Chairman of the Committee represents the Audit & Risk Committee at the annual general meeting each year.

The Company Secretary is also the Secretary of the Committee.

The Remuneration & Nomination Committee, through its nomination process, ensures that members are sufficiently qualified and experienced in matters such as financial and sustainability reporting, internal financial controls, external and internal audit processes, corporate law, risk management, financial sustainability issues, IT governance as it relates to integrated reporting and governance processes.

The following table of attendance at Audit & Risk Committee meetings reflects the Committee's meetings held during the year and the attendance of these meetings by its members during the year:

Committee member	15 July 2011	12 September 2011	11 October 2011	21 October 2011	20 February 2012	6 March 2012	17 April 2012	27 June 2012
Roy Andersen	✓	✓	✓	✓	✓	✓	✓	✓
John Buchanan (Chairman)	✓	✓	✓	✓	✓	✓	✓	✓
Sindi Zilwa	✓	✓	✓	✓	X	✓	✓	✓

The following table reflects the meetings and attendance of the Risk & Sustainability Committee until its dissolution in December 2011:

Committee member	6 September 2011	4 October 2011
Rafique Bagus (Chairman)	✓	✓
John Buchanan	✓	✓
Judy Dlamini	✓	✓
David Nurek	✓	✓

Roles and responsibilities

The Audit & Risk Committee has an independent role with accountability to both the Board and shareholders. The Committee does not assume the functions of management, which remain the responsibility of the executive directors, officers and other senior members of management.

The Committee is, *inter alia*, responsible for assisting the Board in discharging its duties in respect of the safeguarding of assets, accounting systems and practices, internal control processes and the preparation of accurate Annual Financial Statements. As mentioned, the Committee has also assumed the risk responsibilities previously performed by the Risk & Sustainability Committee prior to its dissolution.

Statutory duties

In the conduct of its duties, the Audit & Risk Committee has performed the following statutory duties prescribed by the Companies Act:

- nominated and recommended the appointment of the external auditor of the Company and the Group who is a registered auditor and who, in the opinion of the Audit & Risk Committee, is independent of the Company and the Group;
- determined the fees to be paid to the auditor and the auditor's terms of engagement;
- ensured that the appointment of the auditor complies with the Companies Act, and any other legislation relating to the appointment of the auditor;
- determined the nature and extent of any non-audit services that the auditor may provide to the Group;
- pre-approved any proposed agreement with the auditor for the provision of non-audit services to the Group;
- prepared a report which has been included in the Annual Financial Statements;
- received and dealt with any concerns or complaints relating to the accounting practices and internal audit of the Company and the Group, the content or auditing of the Company's and the Group's Annual Financial Statements, including the Summarised Group

Annual Financial Statements contained in this Annual Report, the internal financial controls of the Company and the Group or any related matter; and

- made submissions to the Board on any matter concerning the Company's and the Group's accounting policies, financial controls, records and reporting.

External auditor

The Committee has satisfied itself that the external auditor was independent of the Group, as required by the Companies Act, which includes consideration of compliance with criteria relating to independence or conflicts of interest as prescribed by the Independent Regulatory Board for Auditors. Requisite assurance was sought and provided by the auditor that internal governance processes within the audit firm support and demonstrate its claim to independence.

The Committee, in consultation with executive management, agreed to the engagement letter, terms, audit plan and budgeted audit fees for the financial year ended 30 June 2012.

The external auditors are invited to and attend all Audit & Risk Committee meetings and are required to meet independently with the Audit & Risk Committee at least annually. Findings by the external auditors arising from their annual statutory audit are tabled and presented at an Audit & Risk Committee meeting following the audit. The Committee endorses action plans for management to mitigate noted concerns. The external auditor has expressed an unqualified opinion on the Annual Financial Statements for the year ended 30 June 2012.

There is a formal procedure that governs the process whereby the external auditor is considered for non-audit services. The Committee approved the terms of the service agreement for the provision of non-audit services by the external auditor, and approved the nature and extent of non-audit services that the external auditor provided in terms of the agreed pre-approval policy.

The Committee has nominated, for election at the annual general meeting, PricewaterhouseCoopers Incorporated as the external audit firm. Tanya Rae will be the designated auditor responsible for performing the functions of auditor, for the 2013 financial year. The Audit & Risk Committee has satisfied itself that the audit firm and designated auditors are accredited as such on the JSE list of auditors and their advisers.

Internal financial controls

During the year, the Group undertook a formal review of the key internal financial controls in operation and documented this review in a formalised financial controls framework. The review was undertaken in all the significant operating businesses within the Group. During April 2012, prior to year-end, a new IT system (SAP) was implemented at Aspen Brazil and consequently the internal control systems for the new systems will be reviewed during the 2013 financial year. The external audit approach was adapted and extended where appropriate to take this into account for the current financial year.

The Aspen Philippines business was incorporated on 5 October 2011 and started operating from March 2012. The accounting procedures and internal control frameworks will be documented during the 2013 financial year. The external audit approach was adapted and extended where appropriate to take this into account for the current financial year.

Based on the results of the formal documented review of the design, implementation and effectiveness of the Company's system of internal financial controls conducted by Group Internal Audit, supported by approved outsourced internal audit service providers during the 2012 year and, in addition, considering information and explanations given by management and discussions with the external auditor on the results of their audit, nothing has come to the attention of the Audit & Risk Committee that caused the Committee to believe that the Group's system of internal financial controls is not effective and does not



Audit & Risk Committee report continued

form a sound basis for the preparation of reliable Annual Financial Statements.

Expertise and experience of the Financial Director and the finance function

The Audit & Risk Committee has considered and is satisfied with the expertise and experience of the Deputy Group Chief Executive who performs the duties of the Company's Financial Director.

Furthermore, the Committee has considered, and has satisfied itself of the appropriateness of the expertise and adequacy of resources of the Group's finance function and experience of the senior members of management responsible for the Group's finance function, including the Group Finance Officer.

Annual Financial Statements

The Audit & Risk Committee assists the Board with all financial reporting and reviews the Annual Financial Statements as well as trading statements, preliminary results announcements and interim financial information.

The Audit & Risk Committee has reviewed the Annual Financial Statements of the Company and the Group and is satisfied that they comply with IFRS.

Going concern

The Audit & Risk Committee reviewed a documented assessment by management of the going concern premise of the Group before concluding to the Board that the Group is a going concern and will remain so for the foreseeable future.

Duties assigned by the Board

The duties and responsibilities of the members of the Committee are set out in the Audit & Risk Committee Terms of Reference included in the Board Charter, which is approved by the Board.

The Audit & Risk Committee fulfils an oversight role regarding the Group's Annual Report and the reporting process, including the system of internal financial controls. It is responsible for ensuring that

the Group's internal audit function is independent and has the necessary resources, standing and authority within the Group to enable it to discharge its duties. Furthermore, the Audit & Risk Committee oversees co-operation between the internal and external auditors.

During the year, the Committee met with the external auditors and with the Chief Audit Executive without management being present. No matters that required attention arose from these meetings.

The Committee ensures that a combined assurance model is applied to provide a co-ordinated approach to all assurance activities.

The Audit & Risk Committee is satisfied that it has complied with its legal, regulatory and other responsibilities.

Internal audit

The Audit & Risk Committee is responsible for overseeing Internal Audit and has considered and approved the internal audit charter and Internal Audit's annual risk-based audit plan.

Internal Audit reports centrally with responsibility for reviewing and providing assurance on the adequacy of the internal control environment across all of the Group's significant operations. The internal audit plan follows a three-year cycle and is revised regularly in accordance with the risk profiles as discussed and tabled at the Audit & Risk Committee meetings with any changes to the internal audit plan being approved by the Committee.

Each internal audit conducted is followed up by a detailed report to operational and senior management, including recommendations on aspects requiring improvement. The Chief Audit Executive is responsible for reporting the findings of the internal audit work against the agreed internal audit plan to the Audit & Risk Committee at each Committee meeting. Copies of the detailed reports are also provided to the Audit & Risk Committee together with an overall summary of the audit result for each audit.

The Chief Audit Executive has direct access to the Audit & Risk Committee, primarily through its Chairman, and attended all the Risk & Sustainability Committee meetings prior to its dissolution and attends Audit & Risk Committee meetings by invitation.

The Audit & Risk Committee is responsible for the appointment and removal of the Chief Audit Executive. The Committee is also responsible for the assessment of the performance of the Chief Audit Executive and the internal audit function. The Committee has considered and is satisfied with the effectiveness of the internal audit function.

An external assessment of Internal Audit was performed during the 2012 financial year in line with the five-year external review. The assessment indicated positive results and a general conformance with the Institute of Internal Auditors Standards.

Whistle-blowing

The whistle-blowing arrangements are approved and monitored by the Audit & Risk Committee and the Social & Ethics Committee. The Chief Audit Executive receives and deals with any concerns or complaints, whether from within or outside the Group through an independent specialised tip-offs call centre and tables this information and the results of follow-ups at each Social & Ethics Committee meeting. Financial related tip-offs are then also tabled at the Audit & Risk Committee meetings.

Both Committees are satisfied that instances of whistle-blowing were appropriately dealt with.

Sustainability reporting

The Audit & Risk Committee considered the Group's sustainability information as disclosed in the Annual Report and in the Sustainability Report and has assessed its consistency with operational and other information known to the Audit & Risk Committee members, and for consistency with the Annual Financial Statements. The Audit & Risk Committee has discussed the

sustainability information with management.

The Committee is satisfied that the sustainability information is reliable and consistent with the financial results.

Risk management

As a result of the dissolution of the Risk & Sustainability Committee during the year under review the Board has assigned oversight of the Group's risk management function to the Audit & Risk Committee.

The Board considers risk management to be a key process in the responsible pursuit of strategic objectives and in the effective management of material issues across the Group. Aspen's management culture is underpinned by effective risk identification and mitigation activities which are applied, on a day-to-day basis, through a system of internal controls, monitoring mechanisms and relevant stakeholder engagement activities. In accordance with the Group's risk philosophy, business activities and business plans are aligned to the Group's economic, environmental and social aspirations.

The Board of Directors is responsible for governance of risk across the Group, for setting the risk appetite and for monitoring the effectiveness of Aspen's risk management processes. This responsibility is delegated to the Audit & Risk Committee.

The integrated risk management model considers strategic, operational, financial and compliance risks. Reputational risks and uncertain risks, which are inherent to Aspen's business and to the pharmaceutical industry in general, are also identified, monitored, mitigated and recorded. Risk indicators and risk appetite are reviewed and approved by the Board on an annual basis or more frequently where required. Risk appetite represents the amount and type of risk an organisation is willing to accept in pursuit of its business objectives. The Boards of

Directors at the subsidiary companies are responsible for oversight of the risk management processes implemented at the relevant business units and for monitoring the effectiveness of the implemented risk management system.

A formal risk reporting process is in place and a schematic description of this process is contained on page 79 of this Annual Report. Evaluations of material risks and of the effectiveness of the risk management process were conducted twice during the year by the Group Executive Risk Forum which reported on these evaluations to the Audit & Risk Committee. Following a comprehensive review of risks and mitigating controls at the Audit & Risk Committee meeting, the Committee formulated an overall conclusion and submitted a formal risk review report to the Board. The Committee's report included an opinion on the overall status of material inherent, residual, reputational and uncertain risks as well as the adequacy of related mitigating controls with reference to the approved risk appetite. The report also presented an opinion on the effectiveness of the risk management process implemented in the Group, supported by the internal audit opinion.

In arriving at its opinion, the Audit & Risk Committee undertook the following activities:

- monitored the implementation of the Group Risk Policy and Group Risk Plan as approved by the Board;
- reviewed and considered the activities and reports of the Group Executive Risk Forum;
- reviewed and considered business unit risk reports presented to the Committee;
- reviewed and considered the positive report by Internal Audit on the integrity and robustness of the Group's risk management processes;
- reviewed and considered the status of financial, IT and internal controls, for the year under review, as reported by the Group's internal and external auditors; and

- reviewed and approved the adequacy of the Group's insurance cover.

At year-end, Aspen's Board was satisfied with the status and effectiveness of risk governance in the Group and adequacy of mitigation plans for material risks. Internal Audit found the implemented risk management process to be effective and has made recommendations for improvement which will be implemented as part of the continuous improvement process.

During the year, members of Aspen's Board attended a risk governance workshop to refine their insight into the requirements of Chapter 4 of King III. Board members also gained a better understanding of risk management principles as relevant to the effective discharge of their responsibilities. Internal refresher training sessions were also conducted for management teams and Group Financial Managers in a committed effort to improve the quality and effectiveness of the formalised risk reporting process.

Aspen's Group Risk Management policy can be viewed at: www.aspenpharma.com.



Recommendation of the Annual Report for approval by the Board

The Audit & Risk Committee has, at its meeting held on 22 October 2012, reviewed and recommended the Annual Report for approval by the Board of Directors.

John Buchanan
Audit & Risk Committee Chairman

22 October 2012