



OFX Group Limited

Audit, Risk and Compliance Committee Charter

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OFX GROUP LIMITED (the COMPANY)

AUDIT, RISK AND COMPLIANCE COMMITTEE CHARTER

Purpose of Charter

1. The Audit, Risk and Compliance Committee Charter (the **Charter**) governs the operations of the Audit, Risk and Compliance Committee (the **Committee**). It sets out the Committee's role and responsibilities, composition, structure and membership requirements. The Committee has been established to assist the board of the Company (**Board**) in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reports and financial reporting process, internal control structure, risk management framework and systems (financial and non-financial), systems and procedures for compliance with applicable legal and regulatory requirements and the internal and external audit process.
2. The Committee shall review and reassess the Charter at least annually and, on each occasion, shall obtain the approval of the Board to the form of the Charter.
3. This Charter will be made available on the Company's website.

Membership

4. The Committee shall be members of, and appointed by, the Board. It shall be of sufficient size, independence and technical expertise to discharge its mandate effectively. The Committee shall consist of:
 - at least three members;
 - only non-executive directors;
 - a majority of independent directors; and
 - an independent chair, who shall be nominated by the Board from time to time but who shall not be the chair of the Board.
5. Executive Directors and members of the Global Executive Team may attend meetings of the Committee by invitation. The Committee may also have in attendance at meetings such members of Management or any other party it may deem necessary.
6. All Committee members shall be financially literate (i.e. are able to read and understand financial statements). At least one member shall have accounting and/or related financial management expertise (i.e. is a qualified accountant or other financial professional with experience of financial and accounting matters). All members shall understand the Company's structure, controls and typical transactions and the industry in which the Company operates generally in order to make an adequate assessment of the risks faced by the Company.
7. Membership is determined by the Board and will be reviewed periodically. Members may resign upon reasonable notice in writing to the Committee Chair. A member may from time to time be immediately removed by notice in writing under the hand of the Committee Chair. The effect of ceasing to be a director of the Board is the automatic termination of appointment as a member of the Committee.
8. The secretary of the Committee shall be the Secretary of the Board or such other person as nominated by the Board.

Meetings

9. The Committee shall meet often enough to undertake its role effectively, being at least four times each year.
10. The Committee shall meet in private session at least annually to assess the effectiveness of Management.

11. At least once per annum the members of the Committee will meet with the external auditor in the absence of employees and Management.
12. A quorum for any meeting will be 2 members.
13. Special meetings may be convened as required. The Chair, through the Secretary, will call a meeting of the Committee if requested to do so by any member of the Committee, by the external auditor or by the chair of the Board.
14. The proceedings of all meetings will be minuted and these will be included in the papers for the next Board meeting after each Committee meeting.
15. The Committee Chair will determine the meeting agenda after appropriate consultation.

Authority

16. The Board authorises the Committee, within the scope of its responsibilities, to:
 - investigate any matter brought to its attention with full access to all books, records and facilities;
 - seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
 - obtain outside accounting, legal, compliance, risk management or other professional advice as it determines necessary to carry out its duties; and
 - ensure the attendance of Company officers at meetings as it thinks appropriate.
17. A Committee member, with the prior approval of the Chair, may seek independent professional advice, at the expense of the Company if it is deemed necessary in order to carry out his/her duties as a Committee member.

Duties and Responsibilities

18. **Understanding the Company's Business**
 - The Committee shall ensure it understands the Company's structure, business and controls to ensure that it can adequately assess the significant risks faced by the Company.
19. **Financial Reporting**
 - The Committee's primary responsibility is to oversee the Company's financial reporting process on behalf of the Board and to report the results of its activities to the Board. The Committee shall review and make recommendations to the Board in relation to:
 - the annual and half yearly financial statements of the Company and its related bodies corporate (and any reports which accompany published financial statements);
 - the appropriateness of the accounting policies adopted by the Company to ensure compliance with AIFRS and generally accepted accounting principles;
 - all significant accounting and financial reporting issues raised by Management, internal or external audit;
 - the systems in place which are aimed at ensuring accounting records are properly maintained in accordance with statutory requirements;
 - Management's processes for ensuring and monitoring compliance with the law, regulations and other requirements relating to the preparation of

accounts and external reporting by the Company of information (both financial and non-financial);

- whether the Company's financial statements should be signed; and
- other financial information distributed externally as required.

20. **Reporting to the Board**

- The Committee shall regularly report to the Board on all matters relevant to the Committee's role and responsibilities.
- The Chair of the Committee will report and as appropriate make recommendations to the Board after each meeting of the Committee on matters dealt with by the Committee.
- As and when appropriate, the Committee will seek direction and guidance from the Board on audit, risk management and compliance matters.
- The Committee shall ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company in a timely manner.

21. **External audit**

- The Committee will review and make recommendations to the Board in relation to:
 - the appointment, reappointment or replacement, remuneration, monitoring of the effectiveness and independence of the external auditor and resolution of disagreements between management and the external auditor regarding financial reporting;
 - the external audit plan including nature, approach, scope and cost before each audit commences;
 - the reports prepared by the external auditor relating to the audit, their review of internal controls and their identification and discussion of key audit matters;
 - its assessment of the effectiveness of the annual audit and the external auditor's performance, competence, independence and the appropriateness of their remuneration;
 - the selection, appointment, rotation or removal of the external auditor or an external audit partner;
 - any proposal by the external auditor to provide non-audit services and consider whether it might compromise the independence of the external auditor; and
 - all representation letters from management and management's response to the external auditor's findings and recommendations.
- The Committee, at least on an annual basis, shall obtain and review a report by the external auditor describing (or meet, discuss and document the following with them):
 - the audit firm's internal quality control procedures;
 - any material issues raised by the most recent internal quality control review, or peer review, of the audit firm, or by any enquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and

- all relationships between the external auditor and the Company (to assess the auditor's independence).
- The Committee shall set clear hiring policies for employees or former employees of the external auditor in order to prevent the impairment or perceived impairment of the external auditor's judgement or independence in respect of the Company.
- The Committee shall draft an annual statement for inclusion in the Company's annual report as to whether the Committee is satisfied the provision of non-audit services is compatible with external auditor independence.

22. **Internal audit**

- The Committee will review and make recommendations to the Board in relation to:
 - the appointment, removal and remuneration of the internal auditor and the internal audit manager (if applicable);
 - the scope of the internal audit framework and function and whether it is effectively resourced (including determining whether the internal audit function is to be provided by an internal or external provider);
 - the internal audit work plan including nature, approach, scope and cost (where applicable) before each audit commences;
 - the objectivity, performance and effectiveness of the internal audit function;
 - the reports prepared by the internal auditors relating to the audits and their review of internal controls; and
 - management's response to the internal auditor's findings and recommendations.

23. **Risk**

- The Committee will review and make recommendations to the Board in relation to:
 - the Company's Risk Management Framework and system of risk management. The Company will undertake an annual review of the Company's Risk Management Framework to satisfy itself that it remains appropriate;
 - the effectiveness of policies and procedures for the management of risk (financial and non-financial) assessed using a program of audits by the internal and external auditors;
 - whether proper remedial action is undertaken to address identified areas of weakness;
 - the risks identified in risk registers to ensure that all significant and material risks are reported to the Board;
 - ensuring that a Whistleblower facility is maintained and communicated across the Company with encouragement to voluntarily report breaches and other incidents;
 - all incidents involving actual or alleged fraud or other breakdown of internal controls; and
 - policies and culture with respect to prescribed Company ethical standards and practices (including the Code of Conduct).

- The Committee is responsible for reviewing the adequateness of amendments to the Company's policies and charters and making recommendations to the Board for approval.

24. **Compliance**

- The Committee will review and make recommendations to the Board in relation to:
 - o the systems and procedures in place to ensure compliance with laws and regulations including those that have a potential major impact;
 - o the systems and procedures to ensure compliance with corporate governance processes including insider trading laws, continuous disclosure requirements and requirements;
 - o the findings of any examinations by regulatory agencies and all material documents and correspondence before submission to regulators;
 - o compliance breaches identified in Compliance breach reports ensuring all significant and material compliance breaches are reported to the Board; and
 - o assessing the adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs in conjunction with the external and internal auditors.
- The Committee shall review any legal matters which could significantly impact the Company's compliance and risk management systems, and any significant compliance and reporting issues, including any recent internal regulatory compliance reviews and reports.
- The Committee shall review the effectiveness of the compliance function at least annually, including the system for monitoring compliance with laws and regulations and the results of management's investigations and follow-ups (including disciplinary action) of any fraudulent acts, non-compliance or other break down in the Company's internal controls.
- The Committee shall be satisfied that all regulatory compliance matters have been considered in the preparation of the Company's official documents.

25. **Insurance**

- The Committee will review and make recommendations to the Board in relation to the Company's insurance program, having regard to the Company's business and insurable risk risks associated with its business.

26. **Complaints**

- The Committee shall review all representation letters signed by management to ensure that the information provided is complete and appropriate.
- The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall review corporate legal reports of evidence of a material violation of the Corporations Act, the ASX Listing Rules or breaches of fiduciary duties.

27. **Committee performance**

- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively by reference to current best practice.

- The Board will evaluate the performance of the Committee as appropriate.

Adopted by the Board on 19 February 2018.