

AUDIT AND RISK MANAGEMENT COMMITTEE CHARTER
AXSESSTODAY LIMITED

Audit and Risk Management Committee Charter

Adopted by Board on 11 November 2016

1. Introduction

- 1.1** The Board of Axsesstoday has established an Audit and Risk Management Committee. The purpose for which the Audit and Risk Management Committee has been established and the powers of the Committee are set out in this document.
- 1.2** The Board and Officers of Axsesstoday are committed to managing its risks but ultimately the Board is responsible for risk management and control. The Board is charged with examining and considering areas of significant business risk on an ongoing basis and to implement policy to minimise exposure to these risks.

2. Definitions

General terms and abbreviations used in these policy statements have the following meaning set out below.

Axsesstoday or the Company	Axsesstoday Limited ACN 603 323 182.
ASX	ASX Limited.
Board	the Board of Directors of Axsesstoday.
MD	Managing Director.
CFO	Chief Financial Officer (where appointed).
Chairman	the Chairman of the Board.
Charter	this audit and risk management committee charter.
Company Secretary	the Company Secretary of Axsesstoday.
Committee	the Audit and Risk Management Committee.
Corporations Act	Corporations Act 2001 (Cth).
Director	a Director of Axsesstoday.
Listing Rules	the Listing Rules of the ASX.
Officer	a senior executive of Axsesstoday.

3. Role and Objectives

- 3.1** The primary role of the Committee is to monitor and review, on behalf of the Board, the effectiveness of the controlled environment of Axsesstoday in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting.
- 3.2** The overriding objective of the Committee is to provide an independent and objective review of financial and other information prepared by the Company, in particular that to be provided to members and/or filed with regulators, including:
- (a) overseeing Axsesstoday's discharge of its responsibilities with respect to:
 - (i) the financial statements, financial report and annual report;
 - (ii) legal/regulatory compliance;
 - (iii) protection of capital; and
 - (iv) risk management systems.
 - (b) overseeing Axsesstoday's relationship with external auditors; and
 - (c) determining the independence of the external auditors and the policy for audit partner rotation.
- 3.3** The Committee is also responsible for the review of the Company's risk management program and to ensure that areas of risk have been identified and that the appropriate internal controls have been implemented and are operating efficiently in all material respects.
- 3.4** The Committee will meet and receive regular reports from its external auditors concerning matters that arise in connection with their audit. The Committee is also responsible for review of performance and nomination of the external auditors.

4. Membership and Structure of the Committee

- 4.1** The Committee members are appointed, removed and/or replaced by the Board. The term of an appointment is to be determined by the Board.
- 4.2** Unless otherwise determined by the Board, the Committee comprises only non-executive Directors and a minimum of three Directors. It is intended that a majority of the Committee at any time will be Independent Directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with - or could reasonably be perceived to interfere with - the exercise of their unfettered and independent judgement.
- 4.3** The chairperson should be an Independent Director and not the Chairman of the Board.
- 4.4** The Board will appoint the chairperson of the Committee.

- 4.5** The current members of the Committee are:
- (a) Matthew Reynolds (Chairperson);
 - (b) Kerry Daly;
 - (c) Michael Sack.
- 4.6** Other non-executive Directors who are not Committee members may attend meetings of the Committee should they wish. The external auditors and other officers of the Company may attend meetings of the Committee by invitation. The MD, CFO (or equivalent) and external auditors shall be given notice of all meetings and may be invited to attend.
- 4.7** All persons appointed to the Committee will be financially literate (able to read and understand financial statements) and have sufficient financial knowledge and understanding to allow them to discharge their responsibilities.
- 4.8** The Board will review the membership and charter of the Committee annually, in accordance with clause 7.
- 4.9** The Committee has the authority, within the scope of its responsibilities, to seek any information it requires from an employee or external party.
- 4.10** The Committee shall have direct access to Company's senior management. The Committee chairperson shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

5. Administrative matters

- 5.1** It is intended that the Committee will meet at least two times each year, or as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.
- 5.1** Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.
- 5.1** The Company Secretary will attend all Committee meetings as minute secretary. 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

- 6.1** It is intended that a report of the actions of the Committee and/or a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.
- 6.2** The chairperson will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors may, within the Board meeting, request information of members of the Committee.
- 6.3** The Committee will conduct an annual self-appraisal of its performance with respect to the Charter.

7. Responsibilities and functions

7.1 Overview

The Committee's key responsibilities and functions are to:

- (a) oversee Axsesstoday's relationship with the external auditor (including forming a policy on the provision of non-audit services and the rotation of external auditor personnel on a regular basis) and the external audit function generally;
- (b) oversee the adequacy of the control processes in place in relation to the preparation of financial statements and reports;
- (c) ensure that the financial reports comply with accounting and financial reporting standards, ASX and legal requirements;
- (d) oversee the adequacy of Axsesstoday's financial controls and systems;
- (e) oversee the process of identification and management of business, financial and commercial risks (other than credit and trading (financial market) risk); and
- (f) review and approve related party transactions.

7.2 Audit

- (a) The Committee's specific function on audit is to review and report to the Board that:
 - (i) the system of control, which management has established, effectively safeguards the assets of Axsesstoday;
 - (ii) processes are in place such that accounting records are properly maintained in accordance with statutory requirements; and
 - (iii) processes exist to reasonably guarantee that financial information provided to investors and the Board is accurate and reliable.
- (b) The following are intended to form part of the normal procedures for the Committee's audit responsibility:
 - (i) recommending to the Board the appointment and removal of the external auditors and reviewing the terms of engagement;
 - (ii) approving the audit plan of the external auditors;
 - (iii) monitoring the effectiveness and independence of the external auditors;
 - (iv) obtaining assurances that the audit is conducted in accordance with the Auditing Standards and all other relevant accounting policies and standards;
 - (v) providing recommendations to the Board as to the role of the internal auditor/internal audit function, if any;
 - (vi) reviewing and appraising the quality of audits conducted by Axsesstoday's external auditors and confirming their respective authority and responsibilities;
 - (vii) monitoring the relationship between management and the external auditors;
 - (viii) evaluating the adequacy, effectiveness and appropriateness of Axsesstoday's administrative, operating and accounting control systems and policies;

- (ix) reviewing and evaluating controls and processes in place to ensure compliance with approved policies, controls, and with applicable accounting standards and other requirements relating to the preparation and presentation of financial results;
- (x) overseeing Axsesstoday's financial reporting and disclosure processes and the outputs of that process;
- (xi) determining the reliability, integrity and effectiveness of accounting policies and financial reporting and disclosure practices;
- (xii) reviewing (in consultation with management and external auditors) the appropriateness of the accounting principles adopted by management in the composition and presentation of financial reports and approving all significant accounting policy changes.

7.3 Appointment of External Auditors

- (a) An external audit partner is to be permanently engaged by the Company to provide shareholder and investor confidence in the integrity of the Company's financial reports. The Company requires the external audit partner to maintain independence from the Company in accordance with the Corporations Act and this Charter.
- (b) Each year, the Company and the auditors should document the terms of engagement and present them to the Audit Committee for approval. Terms of engagement must include:
 - (i) confirmation of the audit firm's continuing independence and the continuing independence of the senior audit partner;
 - (ii) a requirement for the audit partner to be present at the Annual General Meeting for the purpose of answering shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The agenda for the Annual General Meeting must include provisions for questioning the auditor;
 - (iii) ready access of the audit partner to the Committee through the chairperson of the Committee;
 - (iv) a requirement for the auditor to provide the Committee a full and complete report on the audit with a copy presented to management.
- (c) On the completion of the year end audit, the Committee is to receive a copy of the audit closing report which clearly documents any potential issues in the financial statements. The Committee must be satisfied that the decision not to adjust any errors identified by the auditors would not materially impact the financial statements.

7.4 Risk and Compliance

- (a) The Committee's specific function with respect to risk management is to review and report to the Board that:
 - (i) the Company's ongoing risk management program effectively identifies all areas of potential risk;
 - (ii) adequate policies and procedures have been designed and implemented to manage identified risks; and
 - (iii) proper remedial action is undertaken to redress areas of weakness.
- (b) The following are intended to form part of the normal procedures for the Committee's risk responsibility:

- (i) evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
 - (ii) evaluating the adequacy and effectiveness of Axsesstoday's financial and operational risk management control systems by reviewing risk registers and reports from management and external auditors;
 - (iii) evaluating the structure and adequacy of Axsesstoday's own insurances on an annual basis;
 - (iv) reviewing and making recommendations on the strategic direction, objectives and effectiveness of Axsesstoday's financial and operational risk management policies;
 - (v) overseeing the establishment and maintenance of processes to ensure that there is:
 - (A) an adequate system of internal control, management of business risks and safeguard of assets; and
 - (B) a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control;
 - (vi) evaluating Axsesstoday's exposure to fraud and overseeing investigations of allegations of fraud or malfeasance;
 - (vii) reviewing Axsesstoday's main corporate governance practices for completeness and accuracy;
 - (viii) overseeing the proper evaluation of the adequacy and effectiveness of Axsesstoday's legal compliance control systems; and
 - (ix) reviewing and approving all transactions in which Axsesstoday is a participant and in which any parties related to Axsesstoday, including its executive officers, Directors, beneficial owners of more than 5% of Axsesstoday's shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of Axsesstoday, has or will have a direct or indirect material interest.
- (c) The Committee will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of Axsesstoday and its shareholders, after taking into account all available facts and circumstances as the Committee determines in good faith to be necessary. Transactions with related parties will also be subject to shareholder approval to the extent required by the Listing Rules.

8. Review

The Board will, at least once in each year:

- (a) review the membership and Charter of the Committee to determine its adequacy for current circumstances. The Board must disclose whether such a review has in fact taken place. Where necessary, the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee; and
- (b) oversee the preparation of any report or other disclosures to be included in Axsesstoday's annual report or other communications to shareholders relating to the external auditors and Axsesstoday's financial statements.

9. Risk Profile & Management of Risks

- 9.1** Risk is an inherent part of the business that Axsesstoday is involved in. Axsesstoday is in a highly competitive market sector.
- 9.2** Axsesstoday regards business risks as threats to the achievement of Axsesstoday's objectives and goals and to the successful execution of its strategies.
- 9.3** The main risks faced by Axsesstoday are detailed below:

Key Risk	Comments
Loss of key referral relationships	Axsesstoday relies on a broad referral Retail Merchant network to source new customers and business. There can be no guarantee that these relationships will continue or, if they do continue, that these relationships will continue to be successful.
Credit risks	Axsesstoday depends on its credit decision making systems and processes to mitigate the risk of high levels of customer default on lease payment obligations. A failure by Axsesstoday to adequately assess and manage credit risk may result in credit losses and potentially resulting in a material adverse effect on Axsesstoday's business, operating, performance and financial position.
Access to funding	Axsesstoday relies on a mix of senior debt (under the Senior Corporate Debt Facility) and bond issuances (under the Corporate Bond) to fund its lending activities. The withdrawal of funding or inability to raise alternative funding on reasonable terms, could limit the growth of its business. Withdrawal of funding due to default or any other reason could force Axsesstoday to discontinue lending to customers and repay payments to funders.
Effectiveness of Security	There is a risk that a security interest granted in favour of an entity of the Axsesstoday Group may not be perfected, in which case Axsesstoday may not be able to claim title and ownership over the asset where recovery action is taken by Axsesstoday under the terms of the relevant security agreement, in the event of default by a customer. Axsesstoday has policies and procedures in place to reduce this risk.
Technology systems failure and or disruption	Axsesstoday depends on its technology system and third-party communication networks. There is a risk that these systems may fail to perform or be adversely impacted by a number of factors, some of which may be outside the control of Axsesstoday, including damage, equipment faults, power failure, fire, natural disasters, computer viruses and external malicious interventions such as hacking or denial-of-service attacks.
Fraudulent activity	Axsesstoday may suffer losses due to fraudulent conduct, including the risks of customers attempting to circumvent repayment obligations. Axsesstoday and its technology partners may be unsuccessful in defeating fraud attempts, resulting in a higher than budgeted cost of fraud and end-customer non-payment.
Competitors and new market entrants	Axsesstoday is exposed to the risk of new and existing competitors that may come into the market which may disrupt Axsesstoday's business and market share. Competitors may engage in price competition, aggressive customer acquisition campaigns, or develop superior technology to disrupt Axsesstoday's growth plans.
Other risks	There are a number of general investment risks that could impact negatively on an investment in Axsesstoday. These include key personnel risk, general domestic and global economic conditions, increases in unemployment rates, withdrawal of wholesale funding sources, negative consumer and business sentiment and an increase in interest rates, amongst other factors.

10. Risk Oversight

10.1 *General Risks*

- (a) The Committee reviews and the Board will approve:
 - (i) Axsesstoday's risk management strategy and policies;
 - (ii) Axsesstoday's risk management framework, including key policies and procedures, including any changes to the risk management framework or any key risk policies and procedures; and
 - (iii) Compliance with the endorsed risk management framework through monthly reporting to the Board.
- (b) Authority may be delegated to management where appropriate.

10.2 *Business risks*

The Committee will regularly review business risks applicable to the business and ongoing operations. Additionally, the Committee considers risk profiles as part of the annual strategy review and budget planning review. As part of the monitoring process, the Committee is provided with management reports, documenting as applicable:

- (a) Reports on exposures, non-compliance with key policies and general effectiveness of risk management systems, when necessary;
- (b) Results of independent reviews of the control environment, if and when conducted;
- (c) Other information considered appropriate.

10.3 *Reporting*

The Committee's will provide the Board with monthly reports on progress in addressing the risks. The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks.

11. Compliance & Control / Assessment of Effectiveness

- 11.1 The Board has delegated certain activities to the Committee, namely those of a primarily financial nature.
- 11.2 The Committee reviews and reports to the Board on matters including:
 - (a) the integrity of Axsesstoday's financial and external reporting;
 - (b) the external auditors' selection, scope and independence; and
 - (c) the effectiveness and adequacy of management information and internal control structures.
- 11.3 The Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Committee.

- 11.4** The Committee also plays a key role for the Board in overseeing management's application of the ASX Corporate Governance Council Guidelines in respect of financial reporting and risk oversight.

12. Risk Management

- 12.1** The management of operational risk and the implementation of mitigation measures is the responsibility of management and specifically the MD and CFO (or equivalent).
- 12.2** The risk management and internal control systems within Axsesstoday encompass all policies, processes, practices and procedures established by management and/or the Board to provide reasonable assurance that:
- (a) established corporate and business strategies and objectives are achieved;
 - (b) risk exposure is identified and adequately monitored and managed;
 - (c) resources are acquired economically, adequately protected and managed efficiently and effectively in carrying out Axsesstoday's business;
 - (d) significant financial, managerial and operating information is accurate, relevant, timely and reliable; and
 - (e) there is an adequate level of compliance with policies, standards, procedures and applicable laws and regulations.
- 12.3** Management are responsible to the Board to:
- (a) Delegate approvals required under the risk management framework;
 - (b) Report risk management including operational issues, operational losses;
 - (c) Monitor operational control weaknesses and breakdowns, including fraud;
 - (d) Monitor due diligence conducted for appointment and ongoing monitoring of outsourced arrangements.

13. Publication

A copy of this Charter is available at www.axsesstoday.com.au.