



# Risk Management Committee Charter

Wisr Limited (ACN 004 661 205) (**Wisr** or **Company**)

Adopted by the Board on 27 May 2020

## 1. Introduction

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The purpose of this Risk Management Committee Charter is to specify the authority delegated to the Risk Management Committee (**Committee**) by the Board and to set out the role, responsibilities, membership and operation of the Committee.

The Committee is a committee of the Board and is authorised by the Board to assist it in fulfilling its statutory, fiduciary and regulatory responsibilities. It has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under any separate resolutions of the Board from time to time.

## 2. Role of the Committee

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The role of the Committee is to assist the Board in carrying out its risk oversight, management and reporting responsibilities, including:

- (a) setting the Company's risk appetite;
- (b) developing and monitoring a risk framework system for identifying, assessing, monitoring and managing material risk (both financial and non-financial) throughout Wisr, establishing the Company's risk appetite parameters and informing investors of material changes to Wisr's risk profile;
- (c) identifying material exposures to environmental and social risks, and implementing systems and controls to manage those risks;
- (d) overseeing and regularly reviewing systems of internal compliance, risk management, governance practices and internal control processes, and systems of legal compliance that govern the operations of Wisr, and monitoring that they are operating effectively;
- (e) overseeing and regularly reviewing written policies, codes and procedures governing compliance and risk oversight and management;



- (f) conducting an annual review of the Company's risk management framework to ensure that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board; and
- (g) evaluating and approving the Company's insurance programme.

### **3. Risk Management Responsibilities**

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#### **Internal Control and Risk Management**

The Committee is responsible for:

- (a) developing and monitoring a risk management framework, encompassing all material risks, both financial and non-financial, facing the Company;
- (b) reviewing the risk management framework at least bi-annually;
- (c) making recommendations to the Board in relation to changes to the risk management framework or the risk appetite set by the Board;
- (d) monitoring Management's performance against WISR's risk management framework and whether it is operating within the risk appetite set by the Board;
- (e) reviewing material incidents involving fraud or a breakdown of WISR's risk controls and the "lessons learnt" and evaluating remedial action to be taken;
- (f) reviewing breaches of the Company's Anti-Bribery and Corruption Policy and making recommendations regarding remedial action to the Board;
- (g) reviewing any internal audit plan that may be introduced and receiving reports from the internal auditor in relation to the adequacy of WISR's risk management processes;
- (h) reviewing Management's reports on new and emerging sources of risk and the risk controls and mitigation measures put in place to deal with those risks;
- (i) evaluating the adequacy of internal processes for determining and managing key risk areas, including:
  - (i) non-compliance with laws, regulations, standards and best practice guidelines in employee relations, occupational health and safety, environmental management and trade practices laws;
  - (ii) important business judgments and accounting estimates;
  - (iii) business licence requirements;



- (iv) litigation and claims;
- (v) fraud and theft; and
- (vi) relevant business risks not dealt with by other Board committees;
- (e) identifying material exposures to environmental, sustainability and social risks, and implementing systems and controls to manage those risks;
- (f) conducting investigations of breaches or potential breaches of internal controls, and incidents within the risk areas above, particularly in relation to financial reporting;
- (g) reviewing and approving the public reporting of Wisr's risk management policy and processes and material exposure to environmental or social risks and the management of those risks;
- (h) periodically reviewing and advising the Board on the levels of authority delegated to Management; and
- (i) overseeing the adequacy of the Company's insurance programme, having regard to Wisr's business and the insurable risks associated with the business.

## **4. Membership**

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### **4.1 Composition and Size**

The Committee shall consist of at least three members, the majority of whom are independent directors. The Board reserves the right to appoint external advisors to this Committee. Whilst the Board is made up of fewer than four directors, the Committee may operate with two members and all matters for decision shall be referred to the Board.

Each member must be free from any interest, business or other relationship which, in the opinion of the Board, could, or could reasonably be perceived to, materially interfere with the exercise of his or her independent judgment as a member of the Committee, and the Committee members jointly should have the necessary technical knowledge and sufficient understanding of the industry in which Wisr operates to be able to discharge the Committee's duties effectively.

The Board will review the Committee members' term of service, at least annually, with a view to rotating members periodically, but without losing the continuity of experience and knowledge gained by the members of the Committee.

If a member of the Committee retires, is removed or resigns from the Board, that member ceases to be a member of the Committee.



#### **4.2 Chairman**

The Chairman of the Committee shall be an independent director.

The Board will appoint the Chairman of the Committee. If, for a particular Committee meeting the Committee Chairman is not present within 10 minutes of the nominated starting time of the meeting, the Committee may elect a chairman for that meeting.

#### **4.3 Company Secretary**

The Company Secretary of the Board shall be the Company Secretary of the Committee.

### **5. Committee Meetings and Process**

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#### **5.1 Meetings**

The Committee will meet as frequently as required to perform its functions, but not less than twice per year. The chairman must call a meeting of the Committee if requested by any member of the Committee or the Chairman of the Board.

#### **5.2 Quorum**

Two members of the Committee constitute a quorum for meetings of the Committee.

#### **5.3 Attendance by Management and Advisers**

The Chief Operating Officer, Chief Financial Officer, Chief Technology Officer and Chief Risk Officer are expected to attend each scheduled meeting of the Committee and a standing invitation will be issued to all directors who are not Committee members.

The Committee Chairman may also invite other senior managers and external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

#### **5.4 Notice, Agenda and Papers**

The Chairman of the Committee will determine the meeting agenda after appropriate consultation.

Unless otherwise agreed or considered necessary by the Chairman, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers, will be circulated by the Company Secretary to each Committee member and any other individual invited to attend, not less than three business days before the meeting. Copies of the Agenda and supporting papers are also to be circulated to all board members.



## 5.5 Minutes

The Company Secretary will keep minute books to record the proceedings and resolutions of the Committee meetings.

The Chairman of the Committee will report to the Board at the meeting held after each Committee meeting.

The Committee must refer any matter of significant importance to the Board for its consideration and attention.

## 5.6 Access to Information and Advisors

The Committee has the authority to:

- (a) require management or others to attend meetings and to provide any information or advice that the Committee requires;
- (b) access any documents and records required to carry out its function;
- (c) obtain the advice of independent experts, lawyers, accountants or other experts, in carrying out its functions, after consulting with the Chairman of the Board; and
- (d) interview Management, employees and the external auditor, as required, in carrying out its functions.

## 6. Committee's Performance and Review and Publication of Charter

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The performance of the Committee will be reviewed on an annual basis. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this charter.

This charter shall be reviewed on an annual basis and can be amended by resolution of the Board.

This charter will be available on WISR's website and details of the number of meetings held in each reporting period and individual attendance at those meetings, will be disclosed in the Company's annual report to shareholders.

**Charter Adopted:** 27 May 2020