

**Definitions:** Capitalised terms used throughout this Charter are defined in paragraph 14.

## 1. Purpose

This Charter sets out the role and responsibilities of the Committee.

The Committee is a committee established by the Board pursuant to the Constitution.

## 2. Role and responsibilities

The role of the Committee is to assist the Board in relation to:

- (a) financial reporting and policies;
- (b) external audit functions and internal audit functions (if any);
- (c) internal controls; and
- (d) risk management.

The objectives of the Committee include undertaking the following for the Board:

- (a) provide a review and oversight function on financial and accounting policies and information;
- (b) assess the quality of the external audits, internal audits, if any, and reporting of financial and non-financial information;
- (c) ensure the independence of the external auditor;
- (d) maintain free and open communication between:
  - (i) the Board; and
  - (ii) the internal finance function, external auditors and management;
- (e) monitor the need for a formal internal audit function and its scope;
- (f) review internal control systems, risk management systems and policies and compliance with legislative and other statutory requirements;
- (g) review the adequacy of risk reporting to the Board, including reporting on new and emerging risks faced by the Company;

- (h) review compliance with the risk management framework including, in particular, that the Company's operations are being conducted in accordance with the Board's risk appetite;
- (i) make recommendations to the Board concerning any recommended changes to the Company's risk management framework or to the risk appetite set by the Board.

The Committee must at all times act in accordance with the Risk Management Policy.

### 3. Authority

The Committee is not a policy-making body and does not have substantive executive function. However, it assists the Board in developing its policies and monitoring corporate activity within the scope of its remit and making recommendations to the Board for approval.

The Board authorises the Committee, through the Chair, to:

- (a) review and approve certain operational policies of the Company, including (but not limited to) the Company's:
  - (i) Email, Internet and Communication Usage Policy;
  - (ii) IT and Cybersecurity Policy;
  - (iii) Complaints Handling Policy; and
  - (iv) Marketing Policy;
- (b) oversee the appointment, compensation and work of the external auditor employed by the Company;
- (c) resolve any disagreements between management and the auditor on financial reporting;
- (d) retain independent professional advice, including lawyers, accountants or others, to advise the Committee or assist in the conduct of an investigation, at the expense of the Company;
- (e) meet with management and seek any information the Committee requires from employees of the Group, who are directed to co-operate with the Committee's requests, or from external parties; and
- (f) meet with the auditors, both external and internal (if any), without management being present.

### 4. Composition and term

The Board will appoint or replace members of the Committee and elect the Chair.

The Committee shall include at least three members of the Board, all of whom must be:

- (a) non-executive Directors;

- (b) independent, as determined by the Board; and
- (c) able to read and understand financial statements.

The majority of Committee members must be independent Directors. The Chair must be a non-executive independent Director and must not be the chair of the Board.

Members of the Committee are eligible for reappointment.

Membership of the Committee is:

- (a) reviewed every three years; and
- (b) confirmed annually by the Board in alignment with the annual general meeting of the Company.

In appointing members to the Committee, the Board will have regard to the following:

- (a) at least one member of the Committee must have accounting or financial expertise (for example, a qualified accountant holding a current accounting qualification, CPA or CA, or other finance professional with experience of financial and accounting matters); and
- (b) a majority of members should have a strong understanding of the litigation funding industry.

## 5. Meetings

The Committee will hold meetings at least twice each year and any additional meetings as the Chair considers necessary or as requested by a member of the Committee or the auditors.

A quorum for meetings of the Committee will be more than half of the members of the Committee.

In the Chair's absence from a meeting, the members of the Committee present will elect a chair for that particular meeting.

Committee members will be invited to disclose any conflicts of interest at the commencement of each meeting.

All members of the Committee are expected to attend each meeting in person or through other agreed technological means by which members can participate in a discussion such as teleconferencing or video conferencing.

The notice and agenda of meeting will include relevant supporting papers as appropriate.

The members of the Committee may meet separately with auditors.

## 6. Voting

Any matters requiring a decision of the Committee will be decided by a majority of votes of members present at the meeting and able to vote.

Subject to this paragraph 6, each member of the Committee has one vote on a matter arising at a meeting of the Committee.

In the case of equality of votes, the Chair, in addition to a deliberative vote, will have a casting vote.

## 7. Invitees

The Committee may invite other people to attend meetings as it sees fit and consult with other people or seek any information it considers necessary to fulfil its responsibilities.

Persons who may commonly be invited to attend include the Company's:

- (a) chief executive officer;
- (b) chief financial officer;
- (c) company secretary; and
- (d) external audit provider.

The persons listed above may take part in the business of, and discussions at, Committee meetings but have no voting rights.

At times all executive and management personnel may be invited to leave a meeting to allow the Committee to have a closed session either with or without the presence of the external audit provider.

## 8. Conflicts of interest

Committee members will be invited to disclose any conflicts of interest at the commencement of each meeting. Ongoing conflicts of interest do not need to be disclosed at each meeting once acknowledged.

Where members of the Committee or invitees are deemed to have a real or perceived conflict of interest, they will be excused from Committee discussions on the issue where a conflict exists.

## 9. Secretariat duties

The company secretary of the Company (or other appropriate delegated person) will act as secretary to the Committee. The secretary will assist the Chair to develop and distribute agendas, papers, minutes and a calendar.

## 10. Minutes

Proceedings of all Committee meetings will be minuted, approved by the Chair and circulated to the members of the Committee.

The minutes must be ratified at the next meeting of the Committee and signed by the chair of that next meeting.

## 11. Reporting to the Board

The Chair is to report to the Board as required after each Committee meeting. The manner of reporting may be by distribution of a copy of the minutes, supplemented by other necessary information, including recommendations requiring Board approval and/or action.

## 12. Performance review

The Committee shall review its performance annually.

## 13. Review and Amendment of this Charter

The Committee shall review this Charter periodically to ensure that it remains consistent with the Board's objectives and responsibilities. If necessary, the Committee shall recommend changes to the Board for approval. The Board should consider the Committee's review and either approve or further review this Charter.

Any amendments to this Charter, other than updates for changes in the Group's branding or position titles, must be approved by the Board.

The Committee may make recommendations to the Board in relation to the Committee's membership, role and responsibilities.

## 14. Definitions

Defined terms used in this Charter have the following meanings:

Term or Abbreviation	Definition and Explanation
<b>Board</b>	means the board of Directors.
<b>Charter</b>	means this audit and risk committee charter.
<b>Chair</b>	means the person who has been elected as the chair of the Committee in accordance with this Charter.
<b>Committee</b>	means the audit and risk committee of the Company.
<b>Company</b>	means Omni Bridgeway Limited (ABN 45 067 298 088).
<b>Constitution</b>	means the constitution of the Company.
<b>Director</b>	means a director of the Company.
<b>Group</b>	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).
<b>Risk Management Policy</b>	means the risk management policy of the Company approved by the Board.

**The most recent amendments to this Charter approved by the Corporate Governance Committee take effect on 24 June 2021.**