



Audit, Risk Management and Compliance Committee Charter

OneVue Holdings Limited

ACN 108 221 870

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All about you



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Audit, Risk Management and Compliance Committee Charter

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1. Role and purpose

- 1.1. The Audit, Risk Management and Compliance Committee (**Committee**) is established by the Board of Directors (**Board**) of OneVue Holdings Limited (**Company**).
- 1.2. The primary role of the Committee is to monitor and review the effectiveness of the control environment of the Company and its subsidiaries (**Group**) in the areas of operational and balance sheet risk, legal and regulatory compliance and financial reporting. The Group includes, OneVue RE Services, holder of an ASIC AFSL licence, Diversa Trustees Limited (**DTL**) and CCSL Limited (**CCSL**), RSE Licensees, which act as trustee of large APRA Superannuation Funds (the **Funds**).
- 1.3. The purpose of the Committee is to assist the Board to discharge its responsibilities and duties for the oversight of:
 - (i) audit and financial reporting
 - (ii) integrity of financial statements
 - (iii) corporate governance compliance
 - (iv) compliance with legal and regulatory requirements, including APRA and ASIC statutory reporting requirements
 - (v) risk management framework
 - (vi) internal control structures
 - (vii) appointment, independence and performance of the external auditor
 - (viii) monitoring the performance, resourcing and effectiveness of the internal audit function
 - (ix) the review of policies relevant to the Committee, as set out in this Charter.
- 1.4. In discharging its responsibilities and duties, the Committee Members will have free and unfettered access to senior management, the internal audit function, the external auditor and vice versa.

2. Membership

- 2.1. Composition
 - (a) The Committee will comprise at least three Directors, all of whom are Non-Executive Directors and a majority of whom are Independent Directors.
 - (b) Membership of the Committee will be as determined by the Board from time to time.
 - (c) At least one Member of the Committee must hold a qualification or have a background in accounting or audit. All Members of the Committee must be able to read and understand financial statements and reports.
- 2.2. Chair
 - (a) The Committee will be chaired by an Independent Non-Executive Director who is not the Chair of the Board and is not the Chair of the DTL Board.
 - (b) The Chair of the Committee will be as determined by the Board from time to time.
 - (c) The Chair must have leadership experience and a strong finance, accounting or business background.
 - (d) If for a particular Committee meeting, the Chair is not present within ten minutes of the nominated starting time of the meeting, the Committee may elect a Chair for that meeting.
- 2.3. Secretary
The Secretary of the Committee will be the Secretary of the Board or as determined by the Board from time to time.

3. Responsibilities

- 3.1. To fulfil its Group responsibilities and duties, the Committee will:

(a) Financial reporting processes

- (i) review and discuss with management and the external auditor the half-yearly and annual financial reports including notes to the financial accounts and other disclosures and whether the financial reports should be approved
- (ii) review and discuss with management and the external auditor the standard to which GS 007, AUS 810 and ISAE 3402 or other similar assurance engagements should meet to address the requirements of investment managers,

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- global custodial clients and superannuation funds, regardless of the standard to which audits would be required under Australian law
- (iii) review the accounting and financial reporting policies and practices, including the effect of changes in accounting standards and practices, the effect of significant judgments or estimates made by management, the appropriateness of assumptions used to support carrying values of assets, corporate legislation, and the Company's ASX listing requirements. This includes discussing with management and the external auditor the application of those practices and standards to the Group's financial reports
 - (iv) review and discuss with the external auditor their report regarding significant findings in the conduct of the audit and management's response to those findings
 - (v) discuss with management and the external auditor any major issues relating to the system of internal controls over financial information
 - (vi) satisfy itself that the declarations provided by the Managing Director and the Chief Financial Officer in accordance with section 295A of the Corporations Act 2001 are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks
 - (vii) receive, consider and recommend approval to the respective Boards for execution of the Group and Funds' financial statements and annual regulatory returns – a financial reporting sub-committee may be formed to assist in the review of the financial statements
 - (viii) monitor the conduct of individual Funds' external reporting processes, including the Funds' compliance with their financial reporting obligations.

(b) External Auditors

This section and section (c) following cover both the Group auditors and any other external audit relationship that may be required at the RE, DTL, CCSL and Fund levels.

- (i) ensure the Group external auditor is continuously engaged by the Company to provide shareholder and investor confidence in the integrity of the Group's financial reports, and assurance engagements under GS 007, AUS 810 and ISAE 3402. The Company requires the external auditor to maintain independence from the Company and the Group in accordance with the Corporations Act 2001 and this Charter.
- (ii) approve each year, the terms of engagement between the Company and its subsidiaries and the Group external auditor
- (iii) ensure that the terms of the engagements include the following as appropriate:
 - confirmation of the audit firm's continuing independence and the continuing independence of the senior audit partner
 - a requirement for the audit partner to be present at the Company annual general meeting for the purpose of answering shareholders' questions on the conduct of the audit and the preparation and content of the external auditor's report. The agenda for the annual general meeting must include a note informing shareholders of their right to put questions to the external auditor
 - where requested by the Committee, the audit partner to be present at Committee meetings to discuss findings.
 - ready access of the audit partner to the Committee via the Chair
 - a requirement for the external auditor to provide the Committee with a full and complete report on the audits, with a copy to be presented to management.
- (iv) Annually confirm through reports from management that all Fund level auditors have complied with each of the requirements in (i), (ii) and (iii) above and have on a timely basis completed the reports for the completion of the ASIC and APRA requirements.

(c) External audit appointments and relationships

- (i) review the appointment, rotation where required and, if necessary and subject to shareholders' approval, the removal of the Group external auditors. Whilst it is desirable that the number of external audit firms used across the Group and Funds is to be limited, it is noted that at the Fund level this may not be always be possible. Management

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- (under delegated authority from RE, DTL and CCSL boards) will work with the Fund promoters to review the appointment and fees of the external auditors and report on such arrangements back to the ARMCC.
- (ii) review the fees payable to the Group external auditors and approve fees payable to the external Group auditors. Annually review a summary of audit fees paid for all audit relationships across the Group and Fund level audits.
 - (iii) review the scope and adequacy of the annual audit plan with the Group external auditors and approve the plan (it is noted that in relation to the audits of the Funds this is done by management under delegated authority from the RE, DTL and CCSL boards)
 - (iv) review and discuss with the external auditors any matters relating to the conduct of the audit including responses from management, the appropriateness of the Group's accounting policies, and the reasonableness of management estimates and judgments
 - (v) receive and review on the completion of the year end audits, a copy of the audit closing report which clearly documents any potential issues in the financial statements
 - (vi) receive and review half yearly and yearly reports on non-audit services to determine compliance with the Board's policy on maintaining the independence of the external auditors
 - (vii) review annually the Board's policy on maintaining independence of the external auditors and recommend any changes if necessary;
 - (viii) review annually whether the engagement of the external auditors meets the Audit Independence tests set out in APES 110 Code of Ethics for Professional Accountants and for the Funds, meet the requirements of APRA's Prudential Standard SPS 310 – Audit & Related Matters
 - (ix) review the performance of the external auditors having regard to the skills and capabilities of the lead external audit staff
 - (x) review the findings of external audits and ensure that issues are being managed and rectified in an appropriate and timely manner.
 - (xi) Annually confirm through reports from management that at the Fund level, auditors have complied with the requirements in (vii), and that paragraphs (iv) through to (x) have been performed, reviewed and/or evaluated for each Fund audit.

(d) Internal Audit

- (i) appoint and remove the internal auditor in conjunction with the Group Risk Manager
- (ii) review and approve the scope and adequacy of the internal audit work plan
- (iii) review the adequacy, independence, objectivity and performance of the internal audit function
- (iv) receive reports on internal audits undertaken and management responses to internal audit reports
- (v) review the findings of internal audits and ensure that issues are being managed and rectified adequately and in an appropriate and timely manner
- (vi) Ensure the internal audit plan addresses all APRA requirements for the Trustee businesses.

(di) Risk Management

- (i) review the Group's risk management policy and framework for identifying, assessing, monitoring and managing risk in light of the Board's risk appetite statement
- (ii) monitor the effectiveness of the risk management framework and the system of internal control, including regular request, receipt and review of reports on material risks and the operation of the Group's internal controls and Fund's internal controls to mitigate those risks, meeting the requirements of APRA's Prudential Standard SPS 220 – Risk Management
- (iii) monitor compliance at the Trustee business level the required risk management framework and annually assess its effectiveness
- (iv) monitor the effectiveness of the Group's (including Trustee businesses) business continuity policies and procedures
- (v) review at least annually the Group's implementation of the risk management policy and framework and the Board's risk appetite statement
- (vi) review the adequacy of the Group's insurance policies, including the terms of annual policy renewals and the creditworthiness and claims payment histories of the Group's principal insurers in light of the Board's risk appetite statement.

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(f) Regulatory Compliance

- (i) review the Group's compliance policy and framework for ensuring compliance with regulatory and statutory reporting requirements, including the Superannuation Industry (Supervision) Act 1993 and Regulations and Prudential Standards as amended from time to time and ASIC AFSL license requirements
- (ii) receive, review and discuss with management regular reports on regulatory compliance including compliance with any licenses
- (iii) review and approve the Standard Anti-Money Laundering and Counter-Terrorism financing (AML/CTF) Program
- (iv) monitor the development and ongoing review of appropriate regulatory compliance policies and programmes where applicable
- (v) monitor progress in responding to enquiries and reviews from regulatory authorities
- (vi) review and monitor policies and procedures for employees to submit, confidentially, information about accounting, internal control, compliance, audit, and other matters about which the employees have concerns, including the Company's Whistleblowing Policy.

(g) Other

- (i) review the disclosure in the Group Directors' Report of each Annual Report, the frequency of the Committee meetings, the members of the Committee and their attendance at Committee meetings
- (ii) annually review all outsource provider reports in relation to compliance and risk management and oversee any remedial action
- (iii) ensure that the Trustee risk management framework explicitly addresses the structure of payments to relevant bodies and the risk that incentive payments can give rise to inappropriate behavior. Relevant bodies are those providers who provide risk management, compliance, internal audit, financial control or actuarial control services to the Trustee.

4. Meetings and procedures

- 4.1 The Committee will meet at least four times each year, or as often as the Committee Members deem necessary in order to ensure that the Committee fulfils its role and the objectives set out in this Charter.
- 4.2 A quorum of any meeting will be two Members including the Chair.
- 4.3 All Directors of the Company, RE, DTL and CCSL are entitled to attend Committee meetings.
- 4.4 The Committee may, at its discretion, invite members of management, Directors of the Group, the external auditor, internal auditor or other external advisors to attend Committee meetings for all or part of the meetings.
- 4.5 At least once each year the Committee will meet with the external auditor and internal auditor without management present. The Committee may have separate meetings with either external or internal auditors.
- 4.6 The Secretary or his or her representative will attend Committee meetings and ensure the meetings are minuted.
- 4.7 All Committee minutes will be available for inspection by any Director and APRA.
- 4.8 The Secretary will distribute Committee papers to Committee Members within a reasonable period in advance of each meeting.
- 4.9 The Head of Group Risk will attend each meeting of the Committee.

5. Authority and Reporting

- 5.1. The Committee has authority to:
 - (a) investigate any activity within its Charter and any matters referred to it by the Board
 - (b) request and obtain any information from management in respect of the Group, including by way of attendance at Committee meetings and by interview, to enable the Committee to fulfil its obligations under this charter
 - (c) resolve any disagreements between management and its external auditor regarding financial reporting
 - (d) delegate its authority to a subcommittee
 - (e) obtain external professional advice as necessary to assist the Committee to discharge its functions, subject to the Board's general policy on seeking advice from external professional advisors.

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- 5.2. The Committee will consider at each meeting whether any significant matters should be brought to the attention of the Board and make appropriate recommendations to the Board. The Committee will endeavour to raise these matters in a form and timeframe that assist the Board to discharge its duties effectively.
- 5.3. Minutes of Committee meetings will be provided to the next meeting of the Board. The Committee Chair will provide a written or verbal report at the next meeting of the Board.
- 5.4. Following the end of each financial year, the Committee Chair will prepare an annual written report to the Board as to any highlights and material matters arising out of the Committee activities in the preceding financial year.
- 5.5. The external auditor and internal auditor have a reporting line and direct access to the Committee in support of their independent functions.
- 5.6. Committee Members must be available to meet with APRA upon request.

6. Compliance with disclosure obligations

- 6.1. The Committee will review all reporting by the Group of its audit and risk policies and practices to ensure that the Group meets its disclosure obligations as required under the *Corporations Act 2001* and the Company meets its obligations under the ASX Listing Rules.

7. Performance evaluation

- 7.1. The Committee will review its own performance each year. The performance evaluation will have regard to the extent to which the Committee has met its responsibilities under this Charter. The performance of each director member will be individually reviewed.

8. Review of Charter

- 8.1. The Committee must review and reassess this Charter at least every two years and, if required, make recommendations to the Board in respect of any amendments to the Charter.

9. Disclosure of Policy

- 9.1. This Charter will be made available, and updated as required, on the Company's website (www.onevue.com.au) in a clearly marked "Corporate Governance" section.

10. Definitions

"Board" means the Board of OneVue Holdings Limited

"Committee" means the Audit, Risk Management & Compliance Committee of OneVue Holdings Limited

"Company" means OneVue Holdings Limited

"CCSL" means CCSL Limited

"DTL" means Diversa Trustees Limited

"Funds" means any of the client funds for which DTL or CCSL acts as Trustee including MAP Master Superannuation Plan, LESF and SmartSave and any funds for which RE acts as the responsible entity

"Group" means OneVue Holdings Limited and its subsidiaries

"RE" means OneVue RE Services Limited

