

Audit and Risk Committee Charter

1. Introduction

- 1.1 The audit and risk committee is a committee of the board of Directors of Think Childcare Limited ACN 600 793 388 (“**Company**” and, together with its controlled entities, the “**Group**”) (“**Audit & Risk Committee**”).
- 1.2 The board of Directors of the Company (“**Board**”) established the Audit & Risk Committee under the Company's constitution.
- 1.3 This charter sets out the scope of the Audit & Risk Committee's responsibilities in relation to the Company and the Group.

2. Objectives

- 2.1 The objectives of the Audit & Risk Committee are to assist the Board to achieve its Governance objectives in relation to:
 - (i) financial reporting;
 - (ii) the application of accounting policies;
 - (iii) business policies and practices;
 - (iv) legal and regulatory compliance; and
 - (v) internal control and risk management systems.
- 2.2 The Committee will also endeavour to:
 - a) maintain and improve the quality, credibility and objectivity of the financial accountability process (including financial reporting on a consolidated basis);
 - b) promote a culture of compliance across the Group;
 - c) provide a forum for communication between the Board and the Company's management (“**Management**”) in relation to audit and compliance matters affecting the Group;
 - d) ensure effective audit functions and communication between the Board and the auditors; and
 - e) provide the Board with objective non-executive review of the effectiveness of the Company's financial reporting and risk management framework.

3. Audit & Risk Committee composition

- 3.1 The Audit & Risk Committee will seek to be comprised of:
 - (a) at least two Directors;
 - (b) all non-executive Directors; and



Think Childcare Limited

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- (c) a majority of independent Directors.
- 3.2 The Board of the Company will appoint the chairperson. The chairperson must be an appropriately qualified independent Director and must not be the chairperson of the Board.
- 3.3 The Audit & Risk Committee will appoint a secretary.
- 3.4 The Audit & Risk Committee must be of sufficient size, independence and technical expertise to effectively discharge its mandate.
- 3.5 Each member of the Audit & Risk Committee must be able to read and understand financial statements and at least one member must be a qualified accountant or other financial professional with appropriate experience of financial and accounting matters.
- 3.6 Each member of the Audit & Risk Committee should have an understanding of the industry in which the Group operates.
- 3.7 The Audit & Risk Committee will annually assess the performance of its members.
- 3.8 The Board will decide appointments, rotations and resignations within the Audit & Risk Committee having regard to the ASX Listing Rules, the *Corporations Act 2001* (Cth) and the general law applicable to such matters.
- 3.9 A member may act by their alternate.

4. External financial reporting

The responsibilities of the Audit & Risk Committee with respect to external financial reporting are:

- (a) engaging in the proactive oversight of, and assessing the adequacy of, the Company's financial reporting and disclosure processes, overseeing and reviewing the outputs of that process and making recommendations to the Board in relation to those matters;
- (b) assessing the appropriateness and application of the Group's accounting policies and principles and any changes to them, so that they accord with the applicable financial reporting framework;
- (c) obtaining an independent judgment from the external auditor about:
 - (i) the acceptability and appropriateness of accounting policies and principles put forward by Management; and
 - (ii) the clarity of current or proposed financial disclosure practices as put forward by Management;
- (d) assessing information from the internal and external auditors that may affect the quality of the Company's financial reports;

- (e) reviewing all half-yearly and annual financial reports with Management, advisers and the external auditors (as appropriate) and recommending the applicable accounts' adoption by the Board if those financial reports reflect the understanding of the members of the Audit & Risk Committee of, and otherwise provide a true and fair view of, the financial position and performance of the Group;
- (f) discussing any draft audit opinion letter and Management letter with the external auditors before it is finalised;
- (g) assessing the appropriateness of any significant accounting estimates, judgments or choices in the financial reports of the Company by asking management how they were made and by asking the external auditors how they concluded those estimates were reasonable;
- (h) reviewing and approving as required, documents and reports to regulators;
- (i) following up on any matter raised by the Board regarding financial reports, audit opinions and Management letters;
- (j) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and procedures for the confidential, anonymous submission of concerns by employees regarding accounting and auditing matters;
- (k) reviewing Management processes supporting external reporting, and any complaints or concerns raised internally regarding financial or accounting processes and practices;
- (l) ensuring that procedures are in place designed to verify the existence and effectiveness of accounting and financial systems and other systems of internal control which relate to financial risk management and receiving confirmation from Management to this effect; and
- (m) any other responsibilities as determined by the Audit & Risk Committee or the Directors from time to time, and
- (n) making recommendations to the Board in respect of these matters.

5. Risk management and internal control

The responsibilities of the Audit & Risk Committee with respect to risk management and internal control are:

Risk management and internal compliance and control systems

- (a) overseeing the establishment and implementation of risk management and internal compliance and control systems and ensuring that there is a mechanism for assessing the ongoing efficiency and effectiveness of those systems;
- (b) reviewing (at least annually) and approving policies and procedures on risk oversight and management to establish an effective and efficient system for:
 - (i) identifying, assessing, monitoring and managing risk; and

- (ii) disclosing any material change to the Group's risk profile;
- (c) receiving reports from Management concerning the Group's material risks in order to assess the internal processes for determining, monitoring and managing these risks and to monitor the risk profile of the Group;
- (d) reviewing and/or evaluating:
 - (i) the effectiveness of the Company's risk management and internal control processes; and
 - (ii) the Company's risk management framework at least annually, and ensuring that the Company discloses in relation to each reporting period whether such a review has taken place, as well as any insights gained and any changes made to the risk management framework as a result;
- (e) ensuring that the Company disclosed whether, and if so how, it has regard to, and manages, economic, environmental and social sustainability risks;

Disclosure and financial reporting

- (f) ensuring that Management establishes a comprehensive process to capture all financial information that must be disclosed to ASX;
- (g) reviewing the Group's financial risk management procedures to ensure that the Group complies with its legal obligations, including to assist the Chief Executive Officer or Chief Financial Officer to provide declarations in relation to each of the Group's financial reports required by both section 295A of the *Corporations Act 2001* (Cth) and Recommendation 4.2 of the *ASX Corporate Governance Principles and Recommendations (3rd edition)*; and

Other responsibilities

- (h) any other responsibilities as determined by the Audit & Risk Committee or the Directors from time to time, and
- (i) making recommendations to the Board in respect of these matters.

6. External audit

The responsibilities of the Audit & Risk Committee are, among other things:

- (a) approving and recommending to the Board for acceptance the terms of engagement with the external auditor at the beginning of each financial year;
- (b) regularly reviewing with the external auditor:
 - (i) the scope of, plan for and adequacy of the external audit;
 - (ii) identified risk areas; and
 - (iii) any other agreed procedures;

- (c) approving and recommending to the Board for adoption policies and procedures for appointing or removing an external auditor and for external audit engagement partner rotation;
- (d) recommending to the Board for approval, the appointment or removal of an external auditor;
- (e) approving the remuneration of the external auditor;
- (f) regularly reviewing the performance, effectiveness and independence of the external auditor, including annual receipt of an independence report from the external auditor;
- (g) approving the types of non-audit services that the external auditor may provide without impairing or appearing to impair the external auditor's independence;
- (h) meeting periodically with the external auditors and inviting them to attend Audit & Risk Committee meetings to:
 - (i) review their plans for carrying out internal control reviews;
 - (ii) identifying if there have been any significant disagreements with Management, whether or not they have been resolved; and
 - (iii) consider any comments made in the external auditor's Management letter, and in particular, any comments about material weaknesses in internal controls and Management's response to those matters;
- (i) reviewing all representation letters signed by Management;
- (j) receiving and reviewing the reports of the external auditor;
- (k) ensuring that the external auditor attends the annual general meeting of the Company and is available to answer questions from shareholders of the Company relevant to the audit and the independence of the auditor; and
- (l) any other responsibilities as determined by the Audit & Risk Committee or the Directors from time to time.

7. Internal Audit

7.1 The Committee will review and approve the appointment of an internal auditor (which may be an external service provider).

7.2 The Committee is responsible for:

- (a) ratifying the engagement and dismissal of any internal auditor;
- (b) ensuring the internal auditor is independent of the external auditor;
- (c) overseeing the scope of the internal audit;
- (d) ensuring the internal audit function is adequately resourced and has access to all business lines and support areas;

- (e) regularly reviewing and monitoring progress of the internal audit plan and work program;
- (f) considering the findings of the internal audit work and monitoring management responsiveness to internal audit findings and recommendations;
- (g) evaluating the processes for monitoring and assessing the effectiveness of the internal audit;
- (h) regularly receiving and reviewing internal audit reports; and
- (i) ensuring internal audit reports directly to the Committee.

8. Other responsibilities

The responsibilities of the Audit & Risk Committee are:

- (a) assessing and recommending to the Board for adoption the scope, cover and cost of insurance, including insurance relating to Directors and officers liability, company reimbursement and professional indemnity;
- (b) if it considers appropriate, investigating any complaint or allegation made to it;
- (c) reviewing and monitoring any related party transaction and recommending its approval or otherwise; and
- (d) any other responsibilities as determined by the Audit & Risk Committee or the Directors from time to time.

9. Audit & Risk Committee meetings

- 9.1 The Audit & Risk Committee will meet as often as it considers necessary, and at least twice a year.
- 9.2 A quorum for an Audit & Risk Committee meeting is two Audit & Risk Committee members.
- 9.3 Audit & Risk Committee meetings may be held by any technological means allowing its members to participate in discussions even if all of them are not physically in the same place. A member who is not physically present but participating by technological means is taken to be present.
- 9.4 The Audit & Risk Committee may invite other persons it regards appropriate to attend and contribute to Audit & Risk Committee meetings.
- 9.5 The Audit & Risk Committee must disclose at the end of each reporting period the number of times that it met during the period and the individual attendances of its members at those meetings.
- 9.6 Procedures applicable to Board meetings under the constitution shall apply to Audit & Risk Committee meetings.

10. Minutes of Audit & Risk Committee meetings

- 10.1 The Audit & Risk Committee must keep minutes of its meetings.

- 10.2 Minutes of each Audit & Risk Committee meeting must be included in the papers for the next full Board meeting after each meeting of the Audit & Risk Committee, except if there is a conflict of interest.
- 10.3 Minutes must be distributed to all Audit & Risk Committee members, after the Audit & Risk Committee chairperson has approved them.
- 10.4 The agenda and supporting papers are available to all Directors upon request to the Audit & Risk Committee secretary, except if there is a conflict of interest.

11. Access to information and independent advice

- 11.1 The Audit & Risk Committee may seek any information or advice it considers necessary to fulfil its responsibilities.
- 11.2 The Audit & Risk Committee has access to:
 - (a) Management, to seek explanations and information from them; and
 - (b) external and internal auditors to seek explanations and information, without Management being present.
- 11.3 The Chief Financial Officer and Company Secretary shall have free and unfettered access to the Audit & Risk Committee.
- 11.4 The Audit & Risk Committee may seek professional advice from appropriate external advisers, at the Company's cost. The Audit & Risk Committee may meet with these external advisers without Management being present.

12. Review and changes to this charter

- 12.1 The Audit & Risk Committee will review this charter annually or as often as it considers necessary.
- 12.2 The Board may change this charter (including the responsibilities of the Audit & Risk Committee) from time to time by resolution.

13. Approved and adopted

This charter was approved and adopted by the Board on 27 March 2015.

This charter was reviewed and adopted by the Board on 15 February 2018.