



Audit & Risk Committee Charter

Policy No: FM 010

- 1. Introduction** The Audit and Risk Committee (Committee) is established by the board of directors of 360 Capital Group Limited (360 Capital) and its responsible entity (RE) 360 Capital FM Limited (AFSL 221474) (Board) and applies to 360 Capital, the RE and their subsidiaries and related entities including managed investment schemes (Funds) under their control, their directors, officers and employees.

- 2. Purpose and Objectives** The purpose of the Committee is to assist the Board in discharging its audit and risk obligations by:

 - reviewing the integrity of 360 Capital, its RE and Funds' financial reporting and disclosures as well as its auditing, accounting and financial reporting processes;
 - reviewing 360 Capital and its REs' risk management framework and its operation; and
 - fulfilling its responsibilities detailed in this Charter as well as any special projects delegated by the Board or deemed necessary by the Committee in relation to the subject matter of this Charter.

- 3. Composition** The Committee is to consist of:

 - a) only independent non-executive directors;
 - b) at least three members;
 - c) at least one member who has financial expertise, (i.e. is a qualified accountant or other financial professional with relevant financial and accounting experience); and
 - d) a chairman who is to be an independent non-executive director and is not the chairman of the Board.

- 4. Meetings**

 - The Committee will meet a minimum of four times a year;
 - The Committee will meet on other occasions as deemed necessary;
 - Committee members must devote the necessary time and attention to the Committee to carry out its responsibilities;
 - Quorum for a meeting of the Committee shall be two members;
 - The Committee may allow other members of the Board or senior executives or other individuals including the external auditors to attend on invitation and report at meetings of the Committee as appropriate;



- The Committee shall be entitled to seek independent professional advice at 360 Capital's expense on any matter within this Charter;
- The Committee shall have unrestricted access to 360 Capital's records and employees where deemed necessary by the Committee so as to fulfil its duties;
- The Company Secretary will also act as Secretary of the Committee and will keep minutes to record the proceedings and resolutions of Committee meetings.

5. Role

Functions in respect of financial reporting processes:

- a) Review the financial statements and disclosures of 360 Capital, its RE and its Funds for recommendation to the Board for approval;
- b) Review the appropriateness of accounting policies, judgements and practices adopted by 360 Capital, its RE and Funds and compliance of same with the relevant accounting standards, ASX Listing Rules and relevant legislation;
- c) Review policies and practices on issues such as asset valuations;
- d) Review the effectiveness of 360 Capital and its REs' administrative, operating and accounting controls;
- e) Review the draft financial statements;
- f) Consider completeness and quality of financial and operational information being provided to the Board;
- g) Receive, review and make recommendations to the Board on the statements from the Managing Director and CFO regarding the financial statements, financial records and systems.

Functions in relation to internal control:

- h) Review and consider declarations from Management in relation to the effectiveness of internal controls.

Functions in relation to external audit:

- i) Review and make recommendations to the Board on the procedures for selection and appointment of the external auditor, including reappointment, replacement, and remuneration of external auditors;
- j) Consider audit findings and management response to any issues raised;
- k) In accordance with the Auditor Independence Policy, consider and approve any non-audit work to be provided by the external auditors;
- l) Review and approve the overall scope of the external audit, the audit plan and any specific focus areas;
- m) Review the performance of the external auditor;
- n) Consider the independence of the external auditor, including non-audit work provided, audit partner rotation.



- o) Periodically consult with the external auditor out of the presence of management about the audit and any issues raised with management.

Functions in relation to risk management:

- p) Regularly review 360 Capital and its REs' Risk Management Program and make recommendations to the Board;
- q) As deemed necessary but at least annually review and monitor key risks identified and actions taken by Management to address those risks
- r) Review and consider declarations from Management in relation to its review of the Risk Management Program and its adequacy and soundness;

Functions in relation to compliance:

- s) Monitor financial compliance with the RE's Australian Financial Services Licence, requirements under the Corporations Act, the relevant managed investment scheme Constitution and Compliance Plans.
- t) Receive on behalf of the RE Board all financial compliance reports required to be provided to the RE Board.
- u) Liaise with compliance plan auditors, review and discuss their reports.

- 6. Reporting** The Chairman of the Committee will report the proceedings, deliberations and recommendations of the Committee to the next Board meeting following any meeting of the Committee.

- 7. Review** The Audit and Risk Committee Charter shall be reviewed and revised as and when deemed necessary by the Committee or the Board. Any changes to the Charter will require Board approval. A copy of the current Charter will be posted on the 360 Capital website.

- 8. Related Documents**
 - Board Charter;
 - ASX Corporate Governance Principles and Recommendations;
 - Auditor Independence Policy;
 - Risk Management Program;
 - Fund Compliance Plans for relevant Funds.