

# **RISK MANAGEMENT COMMITTEE CHARTER**

**HJB Corporation Limited (to be renamed  
Janison Education Group Limited)**

ACN 091 302 975

## **1 PURPOSE**

- 1.1 The risk management committee (**Committee**) is a committee of the board of directors (**Board**) of HJB Corporation Limited (to be renamed Janison Education Group Limited) (**Company**).
- 1.2 The purpose of the Committee is to assist the Board in fulfilling its corporate governance and oversight responsibilities relating to:
- (a) the Company's risk profile and risk policy; and
  - (b) the effectiveness of the Company's risk management framework and supporting risk management systems.
- 1.3 The duties and responsibilities of the Committee to fulfil this purpose are described in section 2.

## **2 DUTIES AND RESPONSIBILITIES – RISK PROFILE**

### **2.1 Risk Assessment and Risk Management**

- (a) Review the Company's assessment of material risks and form an opinion on the adequacy and effectiveness of the risk assessment.
- (b) Review the Company's risk profile as developed by management and monitor emerging risks and changes in the Company's risk profile.
- (d) Report any material changes in risk profile to the Board.
- (e) Where the Committee identifies opportunities to create value by taking on further or different risks, make recommendations to the Board on the strategies that could be undertaken to capitalise on the identified opportunities.

### **2.2 Effectiveness of the Risk Management Framework**

- (a) Review, recommend to the Board, and oversee the operation of, risk management policies and procedures (including the Risk Management Policy set out in Schedule 9 of the Board Charter).
- (b) Review and monitor the Company's risk management performance, including conducting specific investigations where necessary (including any incident involving fraud or other break down of the entity's internal controls).
- (c) Evaluate the structure and adequacy of the Company's insurances having regard to the Company's business and insurable risks associated with its business.
- (d) Recommend to the Board any corrective action resulting from its review and assessment.

## **3 MEMBERSHIP AND STRUCTURE**

- 3.1 The Board shall appoint the Committee annually.
- 3.2 The Committee shall consist of at least three members.
- 3.3 Each member will be financially literate (that is, able to read and understand financial statements), have familiarity with financial management and an understanding of the industries in which the Company operates. At least one member should have relevant qualifications and experience (that is, a qualified accountant or other finance professional with experience of financial and accounting matters) (however, the lack of any such member shall not invalidate or otherwise affect, the actions taken by the Committee).
- 3.4 The Chief Financial Officer and other management as required, will normally attend all Committee meetings.
- 3.5 The Board will appoint one of the members of the Committee as chair of the Committee who will not be Chair of the Board. The chair of the Committee must be an independent non-

executive director. It is the responsibility of the chair of the Committee to schedule all meetings of the Committee and, to provide the Committee with a written agenda.

- 3.6 The Company Secretary or his or her appointee will act as secretary of Committee meetings and will circulate minutes of the meetings.
- 3.7 If a member ceases to be a director of the Board of the Company, that member ceases to be a member of the Committee.

## **4 ADMINISTRATIVE MATTERS**

### **4.1 Meetings**

- (a) Any member of the Committee may call a meeting of the Committee.
- (b) The Committee will meet at least four times per annum.
- (c) Additional Committee meetings may be convened as the Chair of the Committee considers necessary, taking into account requests from any member, the Chief Executive Officer or the Chief Financial Officer.
- (d) Committee meetings may be held or participated in by conference call or similar means, and decisions may be made by circular or written resolution. A circular or written resolution signed by a majority of all members will be effective as a resolution duly passed at a Committee meeting and may consist of several documents in like form, each signed by one or more members. The expression “written” includes fax or other electronic means.
- (e) A quorum of the Committee will comprise any two members.
- (f) If the Chair of the Committee is unable to attend a Committee meeting, the Chair, or members present, will appoint another member who is an independent Director to act as Chair at that meeting. However, all members are expected to participate in all Committee meetings.
- (g) All Directors who are not members of the Committee are entitled to attend any meeting of the Committee.
- (h) The Committee may invite any key executive or other individuals to attend meetings of the Committee, as they consider appropriate.

#### **(i) Voting**

- (a) Each member shall have one vote.
- (b) The Chair of the Committee will not have a second or casting vote.

### **4.2 Minutes**

- (a) Minutes of Committee meetings will be prepared by the Secretary, approved by the Chair of the Committee in draft and circulated to all members.
- (b) Minutes of any private sessions of the Committee will be prepared, approved by the Chair of the Committee in draft and circulated to all members.
- (c) The minutes of a Committee meeting and of any private session will be confirmed at the next Committee meeting and then signed by the Chair of the Committee.

### **4.3 Reporting**

- (a) The minutes of each Committee meeting will be included in the papers for the next Board meeting after the Committee meeting.
- (b) The Chair of the Committee will, if requested at the next Board meeting after a Committee meeting, provide a brief oral report as to any material matters arising out of

the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

#### 4.4 **Authority and Access**

- (a) Except where expressly stated in this Charter, the Committee discharges its responsibilities by making recommendations to the Board.
- (b) The Committee may engage separate independent counsel or advisers at the expense of the Company, in appropriate circumstances, with the approval of the Chair or by resolution of the Board.
- (c) The Committee will have unrestricted access to management and rights to seek explanations and additional information from management. The Committee will also have unrestricted access to the external auditor (with or without the presence of management, at the Committee's discretion).
- (d) The Committee has authority to conduct or direct investigations into any matters within its Charter. The Committee is entitled to obtain external, independent legal or professional advice as considered necessary or desirable by the Committee to assist it in any investigation or to carry out its duties. As appropriate, the Committee will inform the Chair of the Board of the Company, the Chief Executive Officer and the Company Secretary of its decision to authorise such an investigation or obtain such external advice.

#### 4.5 **Internal audit**

The Committee periodically reviews the Company's operations to evaluate the effectiveness risk management and internal control processes of the Company. In addition, the Committee directly monitors the potential exposures facing the Company through ongoing reporting by the Chief Financial Officer.

As and when required, the Committee will engage external consultants to also review and evaluate the effectiveness of the Company's risk management and internal control processes.

### **5 REVIEW**

- 5.1 The Committee will, on a yearly basis, undertake an evaluation of its performance and effectiveness, review its membership and this Charter and make recommendations to the Board.
- 5.2 The Committee will consider and review the report of the Committee's membership, authority, responsibilities and discharge of those responsibilities for inclusion in the Company's annual report and oversee the preparation of any report or other disclosures to be included in the annual report other communications to security holders relating to the external auditor and to risk and risk management.
- 5.3 Specifically, the Committee will, on a yearly basis, review the Company's Risk Management Policy and the Company's general risk management framework to satisfy itself that it continues to be sound, and disclose, in relation to each reporting period, whether such a review has taken place.