



RISK MANAGEMENT POLICY



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Kogan.com Limited ACN 612 447 293



KOGAN.COM LIMITED
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1 Introduction

Kogan.com Limited (the “**Company**”) considers risk management fundamental to maintaining efficient and effective operations and generating and protecting Shareholder value. For the Company, the management and oversight of risk is an ongoing process integral to the management and corporate governance of the business.

2 Policy objectives and outcomes

- 2.1 The board of directors of the Company (“**Board**”) determines the Company's tolerance for risk and is committed to a risk management system that balances the need to maximise Shareholder returns and the fundamental long term value of its assets and business. The Company's risk management system is designed to assist the Company to achieve its strategic and operational objectives. It aligns with the vision, strategy, processes, technology and governance of the Company and provides for:
- (a) appropriate levels of risk taking;
 - (b) an effective system for the management of risk across the Company;
 - (c) protection against incidents causing personal injury and property damage;
 - (d) development of risk management and control plans to reduce or minimise unforeseen or unexpected costs;
 - (e) an ability to identify, prioritise and respond to risk in a manner that maximises opportunities;
 - (f) reliable financial reporting and compliance with laws, regulations and standards;
 - (g) sound insurance management practice;
 - (h) protection of assets from planned and unplanned events.
- 2.2 The risk management function is supported by the audit and risk management committee of the Board (“**Audit and Risk Management Committee**”).

3 Key risk areas

Some of the areas of potential risk to the Company include:

- (a) operational risks - including risks associated with the Company's websites, databases and operating systems, inventory management, reliance on third party services and payment and logistics providers and other payment related risks;
- (b) cyber-security risks;
- (c) competition risks;
- (d) management and employee conduct risks;
- (e) growth, acquisition and expansion risks;
- (f) key supplier and counterparty risks;
- (g) exposure to product recall and warranty obligations;
- (h) regulatory and compliance risks (both domestic and international);
- (i) equity prices and liquidity risks;

- (j) foreign currency risk;
- (k) gearing and interest rate risk;
- (l) capital requirements and debt refinancing risks;
- (m) intellectual property risks;
- (n) technology risks;
- (o) financial risks;
- (p) strategic risks;
- (q) reputational and private label brand risks;
- (r) legal and regulatory risks - including changes in tax laws such as GST;
- (s) key person reliance and ability to attract and retain key staff;
- (t) litigation risks;
- (u) general economic and financial market conditions;
- (v) climate change and sustainability risks;
- (w) retail and retail ecommerce market environment and conditions;
- (x) market share and/or size; and
- (y) other company risks.

A more detailed list of the areas of potential risk to the Company is included in the disclosure document released by the Company in connection with its listing on the ASX.

4 Risk tolerance level

The Company's risk tolerance will be determined by the need to maximise Shareholder returns and the fundamental long term value of its assets and business. The Company is aware that an overly cautious approach to risk management may have a harmful impact on the achievement of strategic and operational objectives. The Company will adopt a risk management strategy that aims to identify and minimise the potential for loss, while also maximising strategic opportunities for growth.

5 Roles and responsibilities

5.1 Board responsibility

The Board is responsible for the oversight of the risk management framework. This includes: policies and procedures related to risk management, risk profile, risk management and assessing the effectiveness of risk oversight and management.

5.2 Audit and Risk Management Committee

The Audit and Risk Management Committee is responsible for advising the Board on risk management and compliance management and to assist the Board in fulfilling its risk management and oversight responsibilities relating to (among other matters):

- (i) the Company's risk profile and risk policy; and
- (ii) the effectiveness of the Company's risk management framework and supporting risk management systems.

Refer to the Audit and Risk Management Committee Charter for a detailed outline of the purpose and duties of the Audit and Risk Management Committee.

5.3 Senior Management

Members of the executive management of the Company ("**Senior Management**") are responsible to ensure that systems, processes and controls are in place to minimise identified risk to an acceptable level.

5.4 Employee responsibility

All employees of the Company must report any new risks or changes to existing risks to their managers or supervisors as soon as they become aware of the risk.

5.5 External auditor

The external auditor is responsible for providing an independent opinion of the financial results of the Company. In undertaking this role, the external auditor also provides comments on the management of risk and assists the Company in the identification of risk.

5.6 Internal auditor

The Company does not currently have an internal audit function, although the Board and the Audit and Risk Management Committee periodically review the Company's operations to evaluate the effectiveness of the risk management and internal control processes of the Company. In addition, the Board and the Audit and Risk Management Committee (as applicable) directly monitor the potential exposures facing the Company through ongoing reporting by the Chief Financial Officer. As and when required, the Board and the Audit and Risk Management Committee (as applicable) will engage external consultants to also review and evaluate the effectiveness of the Company's risk management and internal control processes.

6 Reporting

6.1 Senior Management of the Company must report new risks or changes to existing risks to the Chief Financial Officer as soon as practicable after becoming aware of the risk.

6.2 The intended outcomes of the risk management programme include:

- (a) the establishment of a robust risk management framework and internal control system that enhances the Company's ability to meet its strategic objectives;
- (b) improved operating performance and reliable internal and external reporting;
- (c) increased awareness and management of risk;
- (d) compliance with policies and procedures and applicable laws and regulations.

6.3 This policy will be reviewed at least annually by the Board and the Audit and Risk Management Committee to ensure its effectiveness, continued application and relevance. At the same time, the Board and the Audit and Risk Management Committee (as applicable) will also review the Company's general risk management framework to satisfy itself that it continues to be sound.