

ASX Announcement

15 July 2020

Openpay achieves record growth across leading indicators in Q4 FY20, supported by a strong cash position, increased UK debt funding and rapid UK business growth

Key highlights

- **Record growth for Q4 FY20 across leading indicators:**
 - Active Plans up 229% - new record - relative to pcp¹;
 - Active Customers up 141% - new record - relative to pcp, with increased repeat usage²;
 - Active Merchants grew 52% relative to pcp
- **Total Transaction Value (TTV) grew to a record \$192.8m for the full year, up 98.2% compared to FY 2019 and up 119% for the quarter (vs pcp)**
- **Strong revenue of \$4.5m for Q4 FY20^{3, 4}, up 45% vs pcp and \$18m for FY20, up 64% relative to pcp**
- **Significant shift to online with Openpay Australia online channel contributions increasing to 39% of plan originations for Q4 FY20, versus 14% for Q4 FY19, supported by Openpay's seamless online integration**
- **Openpay UK business surged, with 109k Active Customers (up 95% from end March 2020) and 187k Active Plans (up 103% from March 2020). Major UK agreement launched with JD Sports in May, a £2.1b retailer, with initial trading well above expectations**
- **'OpenMay', Openpay's flagship month of special promotions with Merchant partners drove new record month in May 2020, with a TTV of \$22.7m, and June 2020 TTV of \$22.5m**
- **Net Bad Debts as a percentage of TTV decreased significantly to less than 2.9% (down from 4.7% in Q3 FY20) due to improvements to 'ARM' system's fraud capabilities**
- **Hardship requests returned to normalised levels**
- **Integration of Openpay for Business with Woolworths well progressed to deliver revenues in 1H FY21**
- **£25 million debt facility secured with leading UK financier, Global Growth Capital and \$33.77m equity capital raise completed, solidifying Openpay's strong funding position; cash on hand at quarter's end of \$70.1m, and undrawn debt facilities of \$45m in Australia and £20m in the UK**

MELBOURNE Australia, 15 July 2020: Buy now, pay smarter company, Openpay Group Ltd (ASX: OPY) (**Openpay** or the **Company**) is pleased to release its quarterly business update for the period ended 30 June 2020 (**Q4 FY20**). Openpay achieved record growth across leading indicators of Active Plans, Active Customers and Total Transaction Value (**TTV**), driven by *OpenMay* initiatives and a surge in UK business, underpinned by further debt and equity funding which was secured during the quarter.

Openpay CEO, Michael Eidel commented: "This period of historic growth for Openpay was set against a backdrop of COVID-19 related global market volatility. We acted quickly to ensure the continued safety of our people, merchants and customers, while providing the flexibility our customers needed to responsibly utilise

¹ Prior comparable period Q4 FY19

² A Repeat Customer is defined as a customer who has made more than one purchase with Openpay

³ All financial metrics in this release are unaudited

⁴ Revenue of \$4.5m impacted by the deferral of \$0.6m in revenue relating to the first-time application of AASB 9 in the UK

our plans. We have continued our close dialogue with merchants and customers affected by the recent Melbourne lockdown, and have ensured that our staff continue to operate safely from home.”

“As more consumers sought better ways to structure purchases across their life needs, we saw a strong surge in new customers and plans. This was particularly evident in the UK, where our business more than doubled during the period as a result of our OpenMay promotions and the launch of major retailer, JD Sports. In recognition of this fact, we welcome the support from Global Growth Capital via our inaugural UK debt facility of £25 million to bolster our UK growth targets. We also want to welcome a number of quality Australian institutional investors as Openpay shareholders via our \$33.77m equity raising in early June. It’s been gratifying to make a difference to our customers and deliver on so many aspects of our strategic growth plan across this very challenging period.”

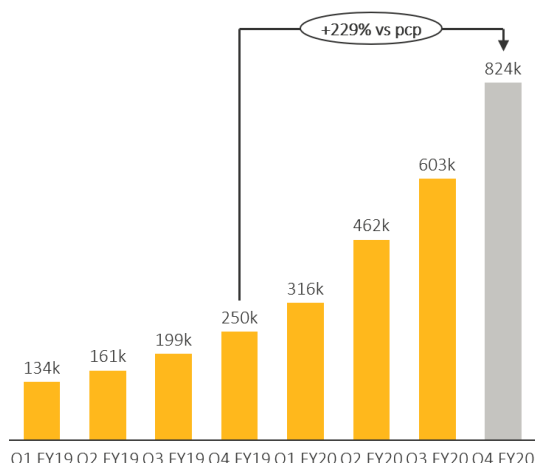
Continued strong growth in Active Customers, Active Plans and propensity of use

As at Q4 FY20, more than 824k Active Plans were recorded, up 229% vs pcp. Notable improvements were seen in Active Plans across the Healthcare vertical (+127%), Retail (+168%) and Automotive (+92%). The UK business contributed significantly to this record, increasing to 187k Active Plans (92k as at 31 March 2020), all of which were generated through the online retail channel.

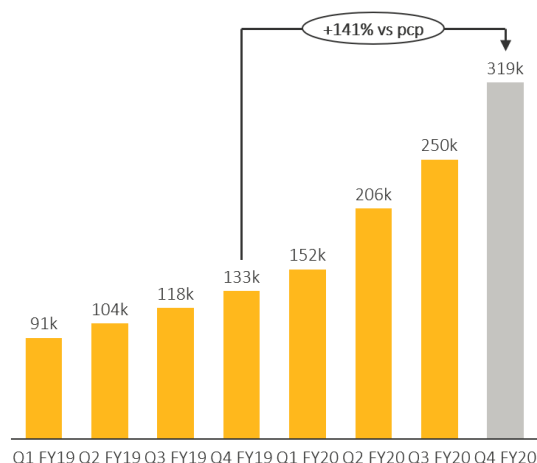
Further increased repeat usage of Openpay plans was recorded (with 70% Repeat Customers) and concurrent plans (42% of customers with multiple Active Plans), both contributing to this strong growth.

Openpay finished the quarter with more than 319k Active Customers, up 141% vs pcp, achieving Active Plans growth of 229% (vs pcp).

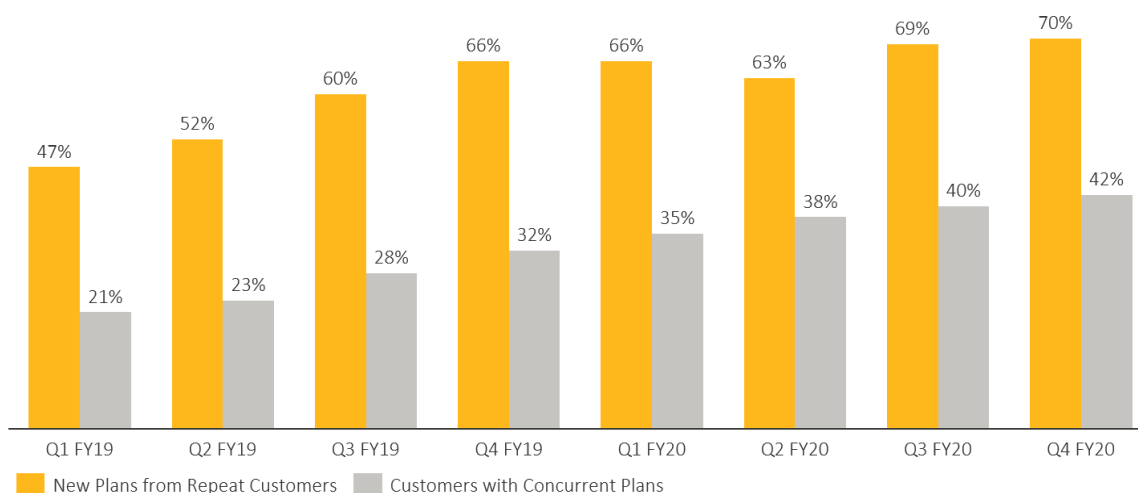
Number of Active Plans as at end Q4 FY20



Number of Active Customers as at end Q4 FY20



Percentage of New Plans from Repeat Customers & Customers with Concurrent Plans



New merchant wins across all verticals

Amidst national lockdowns and forced business closures due to COVID-19, Active Merchants still increased by 52% (vs pcp) to 2,162 as at end Q4 FY20 with additions across all verticals, particularly in Automotive (+65% versus pcp) and Healthcare (+42% versus pcp), where Openpay is typically either the sole BNPL provider or one of only two. Retail Merchants increased by 82% for the quarter.

In Q4 FY20, Openpay successfully added strategic integration partners to its specialised verticals to increase reach and scale.

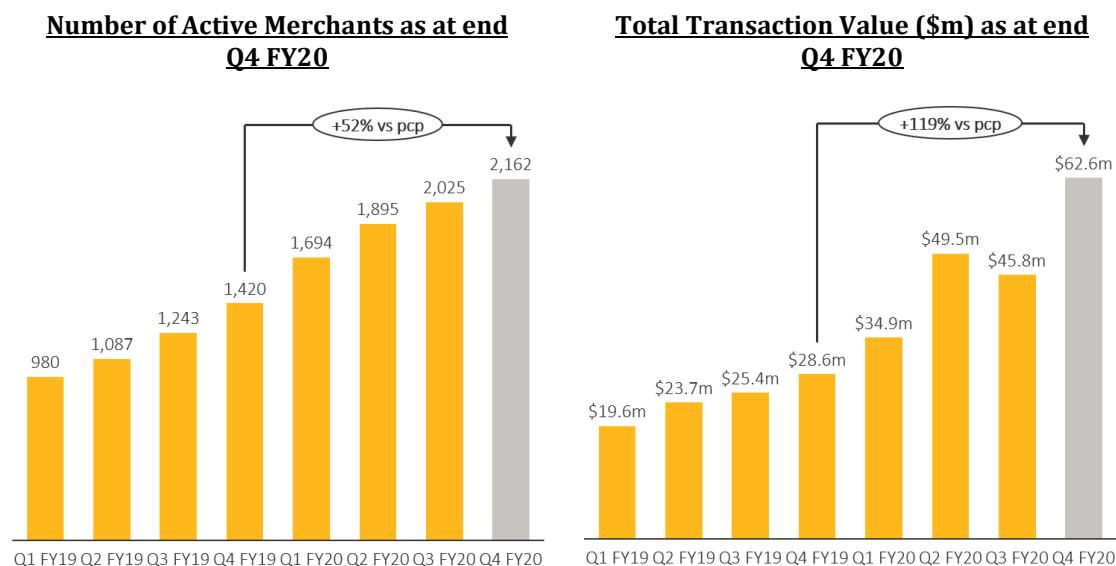
These include a strategic revenue share partnership agreement that was signed in the Healthcare vertical with digital health group 1st Group (ASX: 1ST) in June. In recognition of the fact that BNPL payment options are increasingly being offered by pharmacy, optometry, dental and veterinary businesses, the agreement will see Openpay plans offered to patients of practices that provide services through the MyHealth1st.com.au health services portal. The agreement has an initial 3-year term and will involve a phased rollout across the MyHealth1st network, with an initial rollout across approximately 60 sites in Q1 FY21. Under the partnership, Openpay will also market the MyHealth1st platform to existing healthcare practices within its Merchant network. Another key integration in the Healthcare vertical was with Henry Schein’s practice management software which is a leading system used by many dental clinics.

These partnerships in the Healthcare vertical add to the exclusive multi-year agreement which Openpay announced in March to integrate its ‘Buy now, pay smarter’ offering into Pentana Solutions’ leading car dealer management software, which services more than 60% of the Australian car dealer market. The integration of Openpay into EraPower, to offer its product for car services, parts and aftermarket products is on track, with revenues expected from H1 FY21.

Sample Merchant wins from the period include Southern Cross Veterinary Group and Veterinary Specialists of Sydney in Healthcare; Ryde Motor Group and Zagame Group in Automotive; and National Tiles in Home Improvement.

In Retail, new Merchants like Tell Me Baby, Silver Cross Prams and Baby Mode demonstrate Openpay’s entry into the “baby” Merchant category. Other significant wins include Retail Apparel Group, boasting five

well-known brands including yd., Tarocash, and Hotsprings whose brands include the popular Activewear brand P.E Nation.



Solid financial performance

TTV grew by 119% vs pcp (\$28.6m in Q4 FY19), with volumes jumping from \$45.8m in the March quarter to \$62.6m at the end of June. This TTV improvement was driven by two major factors: 1) a record month in May as a result of Merchant marketing initiatives across all industry verticals during 'OpenMay', Openpay's own flagship promotional month and 2) an increase in UK trading volumes, related to the launch of major retailer, JD Sports in May.

As noted above, OpenMay promotions drove TTV to record levels, with TTV for the month of May finishing at \$22.7m. June TTV closed at similar levels of \$22.5m, making it the second best month in Openpay's history.

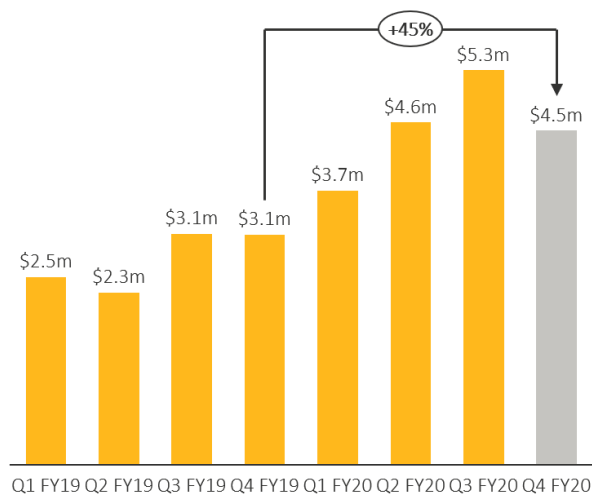
Trends identified earlier in Q4 following lockdown in Openpay's key markets have prevailed: across all industries, there has been a continued shift in channel usage as Australian online business contributed 28% of TTV and 39% of plan originations for Q4 FY20, versus 9% and 14% respectively for Q4 FY19. 100% of the Openpay UK business is online. Openpay continues to support its Merchants through this shift to online via its seamless offering and integration.

Whilst the trend toward a strong increase in eCommerce usage in absolute and relative terms has continued, Openpay has observed that previously deferred purchases and consumption of essential services in Healthcare (e.g. dental treatments) and Automotive (e.g. car servicing), which typically happen in-store have started picking up again in late June. This provides a stronger base from which to grow the business both in-store and online across all verticals over the coming quarters. Through the lockdown period, Openpay has worked positively and flexibly with Merchant partners, introducing a number of product suite variations and delivering more essential services (such as the introduction of more mobile car and tyre services) to respond to customer needs.

Revenue for FY20 increased to \$18.0m (+64% vs \$11m for FY19), reflective of the continued strong growth in customers, plan volumes and the propensity of use. Revenue for Q4 FY20 closed at \$4.5m, up 45% vs

pcp, and down from Q3 FY20 (\$5.3m), impacted by the deferral of \$0.6m in revenue relating to the first-time application of AASB 9 in the UK⁵.

Revenue Q4 FY19 vs Q4 FY20



Gross revenue yield as a percentage of TTV for H2 FY20 was 9%, down slightly from H2 FY19 (11%), reflective of a stronger weighting to the Retail segment, particularly due to the COVID-19 lockdown environment. This metric has been trending consistently between 9% and 12% over recent quarters, in line with respective business mix movements.

Following the lifting of strict lockdown regulations in June, business activity in Healthcare and Automotive has started increasing again to the strong pre-COVID-19 levels, with related revenue and gross revenue yield expected to normalise over the coming quarters.

Net Bad Debts for the quarter as a percentage of TTV decreased significantly to less than 2.9%, relative to Q3 FY20 (4.7%) as improvements made to Openpay’s Automated Risk Management (ARM) system in March took immediate effect. Further benefits are expected over the next quarter as the full impact of the new system materialises.

UK business surges, led by increased market awareness and online launch of JD Sports

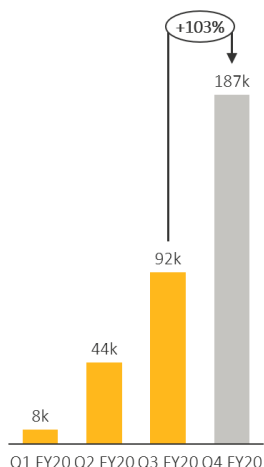
Openpay’s UK business recorded a substantial increase in activity during the quarter, with TTV for the period up by 88%, compared to the March quarter. Active Plans were up 103% to 187k and Active Customers up 95% to 109k, both compared to 31 March 2020. 48% of new plans were generated from existing customers during Q4 FY20. The UK business, which launched in June 2019 continues to operate in the online channel only.

The main Merchant addition during the quarter has been major UK retailer JD Sports, which went live on 12 May. To enable this launch, the Openpay team worked very closely with the technology and marketing teams of JD Sports to embed Openpay’s unique three-month plan into their eCommerce platform. Whilst this merchant partnership remains fairly new, strong growth in newly acquired customers and TTV has been observed. Further growth has been achieved across existing merchants with KC Sofas and Instasmile

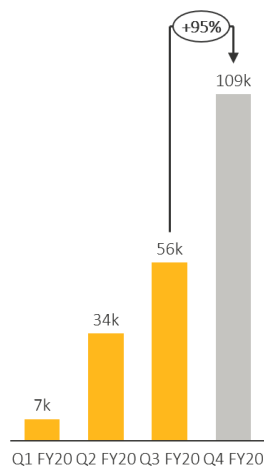
⁵ AASB 9 was applied to Openpay UK reporting for FY20 during Q4, leading to the \$0.6m revenue deferral. Application of AASB 9 will be part of the normal process for revenue reporting moving forward.

trading particularly well during COVID-19. In June 2020, Openpay also signed Watch Nation and Aristocrat Clothing, both expected to go live in early Q1 FY21, as well as Rug Company and Murdock.

Growth in UK Active Plans (000's)



Growth in UK Active Customers (000's)



OpenMay leads to record TTV for May 2020

As noted earlier, OpenMay, Openpay’s flagship annual month of special promotions with Merchant partners in Australia across all industry verticals drove a new record month in May 2020, with TTV of \$22.7m, strong growth in plans, new customer acquisition and Repeat Customers.

The event ran for the entire month and included exclusive deals and competitions with key Merchant partners. There was an 81% YoY increase in Merchant participation with Openpay featuring across several Merchant partner websites and communications as well as extensive promotion through all Openpay owned channels. Over 5 million Australians were reached via the OpenMay campaign. A sample of campaign visuals is provided below.



£25m UK debt facility and \$33.77m capital raise provide strong backing for further growth

On 1 June, Openpay was pleased to advise that it had secured a new debt facility to provide growth funding of £25 million for its UK BNPL business with specialist technology finance provider Global Growth Capital (GGC). Under the terms of the funding agreement, Openpay was able to immediately access £10 million of committed funding (of which Openpay has drawn £5 million as at 30 June 2020), with a further £15 million to be made available upon Openpay’s satisfaction of a number of conditions. The new facility, which has a

21-month term, is in addition to Openpay's existing \$75 million debt facilities (of which \$45 million remains undrawn) and has a maximum advance rate of 80%.

On 4 June, following strong inbound interest from Australian institutional investors, Openpay announced a private placement to further accelerate the Company's growth plans. Under the strongly oversubscribed placement, Openpay issued 14,069,742 new shares, raising approximately \$33.77m at \$2.40 per share, a 50% premium to Openpay's IPO price of \$1.60 in December 2019.

Interest in debt and equity funding for Openpay despite challenging market conditions provides strong validation from investors that Openpay has an important role to play in the consumer payments ecosystem. This debt and equity funding adds further to Openpay's strong balance sheet, providing the Company with ample funding to support the delivery of its current strategic growth plans.

Continued investment in growth

Notwithstanding the current COVID-19 pandemic environment, Openpay achieved several key milestones under its strategy to extend product and platform capabilities during Q4 FY20. These deliverables will have a positive impact on customer experience, business growth and flexible funding arrangements in FY21 and beyond:

- Soft launch of new industry verticals: Openpay plans within the Education and Memberships verticals have seen a promising start through partnerships with a number of Active Merchants, including The Entrepreneurs' Organisation, MP Training & Recruitment and Digital Picnic in the Education vertical, and Golftec, Club Marconi and North Gold Coast Seahawks Basketball Association in the Memberships vertical. There is a significant pipeline, also driven by newly established partnerships, with the Australian Society of Association Executives, Sports Community and others
- Integrations built out with leading platforms in the Retail vertical, including the eCommerce platforms Big Commerce and Hybris, and in-store POS-system Futura4POS. These integrations extend Openpay's possible reach into thousands of additional Merchants in Australia and the UK
- Establishment of flexible special purpose vehicles to accommodate additional funders' specific debt covenant requirements across the Company's industries and geographies, supporting the recent addition of GGC as the Company's first debt funder in the UK
- New data and advanced analytics infrastructure introduced to enhance credit risk decisioning. This has enabled the targeted adaptation of credit rules in response to the challenges of COVID-19, keeping credit risk healthy and minimising financial hardship
- Addition of a configurable, dynamic section of Openpay's new app to promote Merchants and offers, launched in time to support successful *OpenMay* promotions.

Authorised by
Michael Eidel
CEO and Managing Director
Openpay Group Ltd

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About Openpay - see more at openpay.com.au

Openpay Group Ltd (ASX: OPY) is a well-established player in the fast-growing global market for 'Buy now pay later' (BNPL) payment solutions. Openpay partners with merchants to provide BNPL repayment plans to customers in-store, in-app and online. Openpay's BNPL offering allows customers to purchase what they want and need while spreading repayments over time with no interest costs.

By providing flexible payment solutions to customers, Openpay's BNPL offering also facilitates increased transaction values and conversion rates for merchants at checkout.

Openpay provides services to Customers and Merchants in Australia, United Kingdom and New Zealand.

Annexure

In accordance with ASX Listing Rule 4.7C Openpay provides the following information:

The 6 months ended 30 June 2020 is covered by the “Use of Funds Statement” as in the Openpay Prospectus, dated 22 November 2019. As Openpay listed on the ASX on 16 December 2019 with an existing cash balance, the company has reflected the cashflows since 1 January 2020 to satisfy ASX Listing Rule 4.7C, except for the costs of the initial public offering transactions which have been captured from the date of listing.

A summary of the expenditure for the period ended 30 June 2020 is outlined below:

Uses of Offer Proceeds	Per Prospectus AUD\$M	Period ended 30 June 2020 AUD\$M
UK staffing investment ¹	8.0	1.8
UK marketing and customer acquisition ²	2.3	1.8
Development and engineering ³	13.9	4.1
Funding Australian receivables growth ⁴	6.4	0.0
Funding UK receivables growth ⁵	10.0	0.5
Working capital and other ⁶	3.6	0.6
Costs of the offer from 16 December 2019	5.8	5.1
Total uses	50.0	13.9

1. UK staffing investment includes the increase in headcount across all functions to support the future growth in this jurisdiction.
2. UK marketing and customer acquisition include costs incurred to build up the brand presence in the UK with digital advertising, sponsorship and other associated marketing costs.
3. Development and engineering costs include investments in integrations, development and enhancement of the Openpay platform and system integrations, implementation and upgrade of fraud checking tools, and maintenance of the platform.
4. Funding Australian receivables growth relates to the equity funded portion of the Australian receivables.
5. Funding UK receivables growth relates to the equity funded portion of the UK receivables.
6. Working capital and other mainly relates to funding of the day to day operations of the Group.

Payments to Directors and related parties during Q4 FY20 totaled \$241,000.

Appendix 4C

Quarterly cash flow report for entities subject to Listing Rule 4.7B

Name of entity

Openpay Group Limited

ABN

97 637 148 200

Quarter ended ("current quarter")

30 June 2020

Consolidated statement of cash flows	Current quarter \$A'000	Year to date (12 months) \$A'000
1. Cash flows from operating activities		
1.1 Receipts from customers	60,674	186,782
1.2 Payments for		
research and development	-	-
product manufacturing and operating costs	(2,241)	(6,452)
advertising and marketing	(901)	(4,321)
leased assets	(317)	(905)
staff costs	(5,688)	(23,304)
administration and corporate costs	(1,449)	(9,479)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	64	173
1.5 Interest and other costs of finance paid	(1,031)	(5,647)
1.6 Income taxes paid	-	-
1.7 Government grants and tax incentives	-	-
1.8 Other (payments to merchants)	(64,860)	(195,523)
1.9 Net cash from / (used in) operating activities	(15,749)	(58,676)
2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) entities	-	-
businesses	-	-
property, plant and equipment	(40)	(780)
investments	-	-
intellectual property	-	-
other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
2.2	Proceeds from disposal of:		
	(a) entities	-	-
	businesses	-	-
	property, plant and equipment	-	-
	investments	-	-
	intellectual property	-	-
	other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	(40)	(780)

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	33,767	83,767
3.2	Proceeds from issue of convertible debt securities	-	26,200
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	(1,601)	(6,725)
3.5	Proceeds from borrowings	9,445	19,383
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (principal elements of lease payments)	(315)	(818)
3.10	Net cash from / (used in) financing activities	41,296	121,807

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	45,599	8,705
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(15,749)	(58,676)

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (12 months) \$A'000
4.3	Net cash from / (used in) investing activities (item 2.6 above)	(40)	(780)
4.4	Net cash from / (used in) financing activities (item 3.10 above)	41,296	121,807
4.5	Effect of movement in exchange rates on cash held	(1,047)	(997)
4.6	Cash and cash equivalents at end of period	70,059	70,059

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	67,422	43,599
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (Cash Suspense)	2,637	2,000
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	70,059	45,599

6. Payments to related parties of the entity and their associates

- 6.1 Aggregate amount of payments to related parties and their associates included in item 1
- 6.2 Aggregate amount of payments to related parties and their associates included in item 2

**Current quarter
\$A'000**

(241)

-

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments

Section 6.1 includes remuneration to executive and non-executive directors of Openpay Group.

7. Financing facilities

Note: the term 'facility' includes all forms of financing arrangements available to the entity.

Add notes as necessary for an understanding of the sources of finance available to the entity.

	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1 Loan facilities	119,755	38,951
7.2 Credit standby arrangements	-	-
7.3 Other (please specify)	-	-
7.4 Total financing facilities	119,755	38,951

7.5 **Unused financing facilities available at quarter end** 80,804

7.6 Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.

Loan facilities consist of a working capital facility with A H Meydan Pty Ltd, a commercial bill with GCI Consumer Credit Finance Trust 1 and a revolving credit facility with the Specialised Finance Warehouse Trust 1. Borrowings carry a fixed interest rate (working capital facility), an interest rate based on the Bank Bill Swap Rate (GCI) and RBA Cash Rate (Specialised Finance Warehouse Trust 1) plus a margin. The working capital facility offers a committed borrowing base of \$10 million. The commercial bill offers an available borrowing base of \$40 million of which \$30 million is committed and \$10 million is uncommitted. Of the \$30 million committed, \$30 million is drawn as of 30 June 2020. The revolving credit facility offers a committed borrowing base of \$25 million, with an option to extend to \$100 million. In June 2020, Openpay established a UK funding agreement with Global Growth Capital (GGC) of up to £25 million with an option to extend to £60 million, of which £10 million was immediately available, with a further £15 million to be made available on satisfaction of conditions precedent. £5 million of the available funding was drawn as of 30 June 2020. The GGC facility is for a 21-month term, with a fixed interest rate. There were no borrowings outstanding on the working capital facility nor the revolving credit facility as of 30 June 2020.

8. Estimated cash available for future operating activities	\$A'000
8.1 Net cash from / (used in) operating activities (Item 1.9)	(15,749)
8.2 Cash and cash equivalents at quarter end (Item 4.6)	70,059
8.3 Unused finance facilities available at quarter end (Item 7.5)	80,804
8.4 Total available funding (Item 8.2 + Item 8.3)	150,863
8.5 Estimated quarters of funding available (Item 8.4 divided by Item 8.1)	10

8.6 If Item 8.5 is less than 2 quarters, please provide answers to the following questions:

1. Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?

Answer: N/A

2. Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?

Answer: N/A

3. Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 15 JULY 2020

Authorised by: By the Board

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standard applies to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.