



Risk Committee Charter

Latitude Group Holdings Limited (the “Company”)

ACN: 604 747 391

Approved by the Board on 22 May 2025



Risk Committee Charter

Contents

1.	Purpose and authority	3
2.	Duties.....	3
3.	Membership	3
3.1	Composition and size.....	3
3.2	Chair.....	3
3.3	Technical expertise	4
3.4	Skills development.....	4
3.5	Commitment of Committee members.....	4
3.6	Secretary	4
4.	Committee meetings and processes.....	4
4.1	Meetings	4
4.2	Frequency and calling of meetings.....	4
4.3	Quorum	4
4.4	Attendance by management and advisors	5
4.5	Notice, agenda and material.....	5
4.6	Access to information and advisors.....	5
4.7	Minutes.....	5
5.	Committee Responsibilities.....	5
5.1	Enterprise-Wide Risk Management	5
5.2	Compliance	6
5.3	Breaches and Issues	6
5.4	Treasury	7
5.5	Reward and culture.....	7
6.	Committee's performance evaluation.....	7
7.	Review and publication of charter	7



1. Purpose and authority

The Risk Committee (“**Committee**”) is a committee of the board of directors of the Company (“**Board**”) established in accordance with the Company’s constitution. It has the authority delegated to it by the Board, and power to undertake the roles and exercise the responsibilities, as set out in this Charter and under any separate resolutions of the Board from time to time.

2. Duties

The role of the Committee is to support the Board in overseeing the risk management of the Company and its related entities (together the “Group”).

In particular, the Committee is responsible for overseeing:

- (a) enterprise-wide risk management;
- (b) risk and risk-related activities, including adequacy of controls established by senior management to identify and manage areas of potential risk and to safeguard the assets of the Group (other than those that are the responsibility of other Committees);
- (c) compliance with legal and regulatory requirements and the Group’s policies and codes of conduct; and
- (d) treasury performance and market-related risks.

3. Membership

3.1 Composition and size

The Committee will consist of:

- (a) A majority of independent directors; and
- (b) at least 3 members
- (c) Some overlap in committee membership across the Risk, Technology and Remuneration Committees, to ensure the flow of relevant information

The Board may from time to time appoint external subject matter experts to the Committee as a member.

Membership is reviewed periodically and re-appointment to the Committee is not automatic. Appointments and resignations are decided by the Board.

3.2 Chair

The Chair of the Committee must be an independent non-executive director who is not the Chair of the Board.

The Chair of the Committee is appointed by the Board. If, for a particular Committee meeting, the Committee Chair is not present within 30 minutes of the nominated starting time of the meeting, the Committee may elect a Chair for the meeting.



3.3 Technical expertise

The Committee is intended to be structured so that between them, the members of the Committee should have the necessary technical expertise and a sufficient understanding of the industry and the circumstances in which the Company operates to be able to discharge the Committee's duties effectively.

3.4 Secretary

The Company Secretary is the Secretary of the Committee.

4. Committee meetings and processes

4.1 Meetings

Meetings and proceedings of the Committee are governed by the provisions in the Company's constitution regulating meetings and proceedings of the Board and committees of the Board in so far as they are applicable and not inconsistent with this charter.

The Board will disclose the number of times the Committee met throughout each financial year and the individual attendance of each Committee member at those meetings.

4.2 Frequency and calling of meetings

The Committee will meet (in-person or virtually) as frequently as required to undertake its role effectively, but not less than quarterly. The Chair must call a meeting of the Committee if requested by any member of the Committee, the external auditor, the internal auditor, the Chief Risk Officer or the Chair of the Board.

4.3 Quorum

Two members constitute a quorum for meetings of the Committee.

4.4 Attendance by management and advisors

The Chief Executive Officer, Chief Risk Officer and internal auditors will each have a standing invitation to attend each meeting.

The Committee Chair may also invite directors who are not members of the Committee, the Chief Financial Officer and other senior managers or external advisors to attend meetings of the Committee. The Committee may request management and/or others to provide such input and advice as is required.

4.5 Notice, agenda, minutes and material

The Chair of the Committee determines the meeting agenda after appropriate consultation. The Secretary will distribute meeting materials to all Committee members and other attendees before each proposed meeting of the Committee.

The Secretary will keep minute books to record the proceedings and resolutions of Committee meetings.

The Chair of the Committee, or their delegate, will report to the Board after each Committee meeting.



4.6 Access to information and advisors

The Committee has direct and unlimited access to all resources necessary to discharge its duties and responsibilities, including engaging counsel, accountants or other experts as it considers appropriate.

5. Committee Responsibilities

5.1 Enterprise-Wide Risk Management

In the area of enterprise-wide risk management, the Committee is responsible for:

- (c) **risk appetite statement:** considering and recommending to the Board the Group's risk appetite statement, including its alignment to strategy and implementation and monitoring whether the Group is operating within the risk appetite set by the Board;
- (d) **enterprise risk management framework:** overseeing the establishment and maintenance of the Group's enterprise risk management policies and processes which aim to identify, protect against, detect, respond to and recover from risks, in accordance with the Group's risk appetite;
- (e) **annual review of the enterprise risk management framework:** reviewing the risk management framework at least annually to determine that it continues to be sound, and to identify any changes to material or emerging risks and whether they remain within the risk appetite set by the Board;
- (f) **structure:** reviewing changes to the operational and governance structure to ensure they facilitate effective risk management;
- (g) **remuneration:** assessing and advising the Remuneration Committee of any material risk issues that warrant consideration when it considers variable remuneration outcomes for the Chief Executive Officer and executives reporting to the Chief Executive Officer;
- (h) **risk culture:** overseeing management in maintaining risk as a core feature of the organisation's culture; and
- (i) **disclosure:** overseeing the preparation of summaries and making recommendations to the Board about the Directors' Report and the Corporate Governance Statement in the Company's Annual Report.

5.2 Compliance

In the area of compliance, the Committee is responsible for:

- (j) **compliance:** reviewing and evaluating the material policies and procedures the Group has in place to ensure compliance with laws and regulations and Company Policies; and
- (k) **whistleblowing:** overseeing the policy and processes in place for the receipt, retention and treatment of complaints received by the Group or concerns raised regarding business conduct and integrity issues, and procedures for the confidential, anonymous submission of concerns or claims regarding those matters consistent with the Concern Raising and Whistleblower Policy.

5.3 Breaches and Issues

The Committee is responsible for:



- (a) **receiving reports:** reviewing reports from management on any significant breaches of, or material deviation from the Group's risk appetite statement, risk management or compliance frameworks;
- (b) **monitoring issues:** evaluating management's response to significant risk or compliance related matters or incidents, including monitoring management's remediation plans and associated timeframes;
- (c) **material incidents:** reviewing any material incident involving fraud or a break-down of the entity's risk controls or any event creating a material risk exposure, including appropriate remedial actions and the "lessons learned"; and

5.4 Treasury

In the area of treasury the Committee is responsible for overseeing the Group's Treasury Policy, and related capital management, liquidity and funding performance and risks.

6. Committee's performance evaluation

The Committee will review its performance from time to time.

7. Review and publication of charter

The Board will review this charter annually to assess whether it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The charter is available on the Company's website and the key features are published in the annual report.