





## Risk Committee Charter

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## 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.

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## 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.

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## 3. Membership

### 3.1 Composition and size

The Committee will consist of:

- (a) A majority of independent directors; and
- (b) at least 3 members.

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.

At least one member of the Committee will be a member of the Remuneration & People Committee and the Technology Committee.

### 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.

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### 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 Skills development**

If the Committee Chair approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

### **3.5 Commitment of Committee members**

Committee members should devote the necessary time and attention for the Committee to carry out its responsibilities.

### **3.6 Secretary**

The Company Secretary is the Secretary of the Committee.

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## **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 and material**

The Chair of the Committee determines the meeting agenda after appropriate consultation.



The Secretary will distribute the notice of meeting, the agenda of items to be discussed and related material to all Committee members and other attendees before each proposed meeting of the Committee.

#### 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.

The Committee also has the authority to conduct or direct any investigation required to fulfill its responsibilities.

#### 4.7 Minutes

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. Minutes of Committee meetings will be included in the papers for the next Board meeting.

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## 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 (such as market risk, conduct risk, digital disruption, cyber-security, privacy and data breaches, sustainability, social risk and climate change) 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;
- (i) **disclosure:** overseeing the preparation of summaries and making recommendations to the Board about:
  - **the Directors' Report:** the main internal and external risk sources that could



adversely affect the Company's prospects for future financial years, for inclusion in the operating and financial review section of the Directors' Report;

- **the Corporate Governance Statement** in the Company's Annual Report or on its website in relation to each reporting period regarding:
  - whether a review of the Company's risk management framework has taken place and, if appropriate, insights gained from the review and changes made as a result;
  - whether the Company has any material exposure to economic, environmental and social sustainability risks and if so how the Company intends to manage those risks; and

## 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 the Code of Conduct; 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 (technology breach, reputational or social licences, climate change event, social disruption, etc), including appropriate remedial actions and the "lessons learned"; and
- (d) **internal audit issues:** considering any issues raised by the Board Audit Committee or internal auditor that affect the appropriateness of the Group's risk management framework or the management of risk or compliance issues.

## 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.



## **5.5 Reward and culture**

The Committee will liaise with the Remuneration and People Committee and the Board in relation to the oversight of culture, and the Remuneration and People Committee's oversight of culture generally.

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## **6. Committee's performance evaluation**

The Committee will review its performance from time to time.

Committee members must be available to meet with external bodies if requested to do so in accordance with relevant laws, regulations or prudential standards.

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## **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.