

GENUIT GROUP PLC

RISK COMMITTEE – TERMS OF REFERENCE

GENUIT GROUP PLC (the "Company")

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CONSTITUTION

1. The Risk Committee (the "**Committee**") shall consist of a minimum of 3 members appointed by the Board of the Company (the "**Board**"), all of whom shall have appropriate knowledge, skills and expertise to fully understand risk appetite and strategy. Members of the Committee as a whole shall have competence relevant to the sector in which the Company operates.
2. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Risk Committee. Appointments to the Committee shall be for a period for up to three years, which may be extended by no more than two further three-year periods, provided the members still meet the criteria for membership of the Committee.
3. The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or an appointed deputy at a Committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
4. The Company Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues and shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
5. The quorum for decisions of the Committee shall be any 2 members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
6. Only members of the Committee have the right to attend Committee meetings. It is for the Committee to decide if non-members should be invited to attend as and when appropriate and necessary.

ROLE

7. The Committee should have oversight of the Group as a whole and, unless required otherwise by regulation, carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate:

7.1 Risk appetite, tolerance and strategy

The Committee shall:

- 7.1.1** Advise the Board on the Company's overall risk appetite, tolerance and strategy, and the principal and emerging risks the Company is willing to take in order to achieve its long-term strategic objectives.
- 7.1.2** The Committee should seek assurance on the risks the Company identifies as those to which the businesses may be exposed. The risks will be specific to the Company's sector, operations and circumstances.
- 7.1.3** Advise the Board on the likelihood and the impact of principal risks materialising, and the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact.
- 7.1.4** Advise the Board on the risk aspects of proposed changes to strategy and strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focussing in particular on implications for the risk appetite, tolerance and strategy of the Company, and taking independent external advice where appropriate and available.

7.2 Narrative reporting

The Committee shall carry out the following duties to assist the Board in fulfilling its reporting responsibilities in the annual report:

- 7.2.1** monitor and review the effectiveness of the Company's risk management and internal control systems;
- 7.2.2** review the Company's procedures to manage or mitigate principal risks and to identify emerging risks, to assist in the Board's assessment of principal and emerging risks;
- 7.2.3** review and assess the Company's risk appetite and associated stress testing;
- 7.2.4** evaluate the Company's principal risks, to be taken into account by the Board when assessing the Company's prospects; and
- 7.2.5** review and approve the statements to be included in the annual report concerning internal controls and risk management.

7.3 Internal controls and risk management systems

The Committee shall oversee and seek suitable assurance regarding:

- 7.3.1** the risk exposures of the Company, including risk to the Company's business model, and solvency and liquidity risks;
- 7.3.2** the adequacy and effectiveness of the Company's processes and procedures to manage risk and the internal control framework, including the design, implementation and effectiveness of those systems;
- 7.3.3** the ability of the Company's risk management and internal control systems to identify the risks facing the Company and enable a robust assessment of principal risks;
- 7.3.4** the Company's capability to identify and manage new and emerging risks;
- 7.3.5** the effectiveness and relative costs and benefit of particular controls;
- 7.3.6** the effectiveness of management's processes for monitoring and reviewing the effectiveness of risk management and internal control systems and ensuring corrective action is taken when necessary;
- 7.3.7** the Company's ability to reduce the likelihood of principal risks materialising and the impact on the business of risks that do materialise;
- 7.3.8** the appropriateness of the Company's values and culture and reward systems for managing risk and internal controls, and the extent to which the culture and values are embedded at all levels of the Company; and
- 7.3.9** the Committee Chair's right of direct access to the Chairman of the Board.

7.4 Reporting responsibilities

- 7.4.1** All proceedings of the Committee shall be reported formally to the Board by the Committee Chairman on all matters within its duties and responsibilities.
- 7.4.2** The Committee shall provide advice to the Remuneration Committee on any risk weightings to be applied to performance objectives incorporated in the incentive structure for executive remuneration and make recommendations to the Remuneration Committee on clawback

provisions.

7.4.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7.4.4 The Committee shall compile a report on its activities to be included in the Company's annual report and accounts, describing the work of the Committee.

7.5 Other matters

7.5.1 The Committee shall:

- (a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- (b) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (c) give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- (d) oversee any investigation of activities which are within its terms of reference;
- (e) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- (f) work and liaise as necessary with all other Board Committees ensuring interaction between Committees and with the Board is reviewed regularly, taking particular account of the impact of risk management and internal controls on the work of other Committees.

PROCEDURE

8. The Committee shall meet at least twice each year at appropriate intervals in the financial reporting cycle and at such other times as required.
9. At least 5 working days' notice of any meeting of the Committee shall be given, although such notice period may be waived or shortened with the consent in writing of all the members of the Committee for the time being. Notice of the meeting shall confirm the venue, time and date together with an agenda of items to be discussed. Notice shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time. Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.
10. The minutes of the meetings of the Committee shall be agreed with the Committee Chairman and then circulated to all members of the Committee and, once agreed, to the Board unless it would be inappropriate to do so in the opinion of the Committee Chairman.
11. The Chairman of the Committee shall attend the Company's Annual General Meeting prepared to respond to any shareholder questions on the Committee and its activities and responsibilities. In addition, the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
12. The Committee is authorised:
 - 12.1 to investigate any activity within its terms of reference and seek directly any information it requires from any employee or contractor of the Company (all such persons being directed to co-operate with any such request by the Committee);
 - 12.2 to obtain outside legal or other independent professional advice at the cost of the Company to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary (but such persons shall not be members of the Committee);
 - 12.3 delegate any matter or matters to another committee or person(s) as it deems appropriate; and
 - 12.4 to call any employee to be questioned at a meeting of the Committee as and when required.

13. References in these terms of reference to the "**Group**" mean the Company, its subsidiaries and its subsidiary undertakings.

APPROVAL

14. These terms of reference were adopted by the Board on 3 February 2022.

These terms of reference should be made available on the Company's website:
www.genuitgroup.com