Audit and Risk Management Charter

September 2025

Plenti Group Limited

1. Introduction

1.1 Purpose and authority

(a) This Charter governs the operations of the Committee.

(b) This Charter should be read in conjunction with the Board Charter. In the event that there is a conflict between this Charter and the Board Charter, the Board Charter will prevail.

1.2 Objectives

(a) The objectives of the Committee are to assist the Board in fulfilling its corporate governance responsibilities with regards to the design, accuracy and effectiveness of the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions.

(b) The Committee is empowered to investigate any matter pertaining to the powers or duties of the Committee or the responsibilities of the Committee with:

(i) full access to all books, records, company operations, and people of the Company; and

(ii) the authority to engage independent accounting, legal, compliance, risk management or other professional advisers as it considers necessary or appropriate.

(c) The Committee has the authority and power to exercise the role and responsibilities set out in this charter and granted to it under separate resolutions of the Board from time to time.

1.3 Definition

In this charter:

AGM means an annual general meeting.

ASX means the Australian Securities Exchange.

Board means the board of directors of the Company.

Company means Plenti Group Limited ACN 643 435 492.

Corporations Act means the *Corporations Act 2001* (Cth).

Committee means the Audit and Risk Management Committee established by the Board.

Committee Chair means the chair of the Committee appointed from time to time.

Committee Member means a member of the Committee nominated by the Board from time to time.

2. Membership

2.1 The Committee should to the extent practicable given the size and composition of the Board from time to time, and at all times while the Company is listed in the ASX-300, comprise:

(a) at least three members, each of whom must be a non-executive director;

(b) a majority of directors who are independent (and it must satisfy this description if required by statute or regulation); and

c) at least one member should have relevant qualifications and experience in accounting and/or experience in financial management.

2.2 All Committee Members:

(a) should be financially literate (that is, be able to read and understand financial statements); and

(b) have an understanding of the Company's business, the industry in which it operates and the appropriateness of the risk management tools and framework it uses;

(c) have a sound understanding of risk management tools and frameworks and good practice.

2.3 The Committee Chair should be an independent director (and must satisfy this description if required by statute or regulation) who does not chair the Board.

2.4 Committee Members will be appointed for a fixed period of no more than three years. They may be re-appointed for so long as they meet the relevant criteria set out in section 2.1.

2.5 The appointment and removal of Committee Members are the responsibility of the Board.

2.6 A Committee Member may withdraw its membership from the Committee upon reasonable notice in writing to the Committee Chair.

2.7 If a Committee Member ceases to be a director of the Board, its appointment as a member of the Committee is automatically terminated with immediate effect.

2.8 The company secretary is secretary to the Committee.

---

3. Meetings

3.1 The Committee will meet at least two times annually or as frequently as is required to undertake its role effectively. At the end of each reporting period, the number of times the Committee met throughout the period and the individual attendances of the Committee Members at those meetings should be included in the Company's annual report.

3.2 The Committee will meet in private with each of the chief financial officer, the external auditor and, if any, the internal auditor and the head of compliance at least once each year and at other times as considered appropriate.

3.3 The Committee will ensure that its external auditor attends its AGM, and is available to answer questions from shareholders relevant to any external audit during the AGM.

3.4 Any Committee Member may, and the company secretary must upon request from any Committee Member, convene a meeting of the Committee. Notice must be given to every Committee Member of every meeting of the Committee at that Committee Member's advised address for service of notice (or such other pre-notified interim address where relevant). There is no minimum notice period and acknowledgement of receipt of notice by all Committee Members is not required before the meeting may be validly held.

3.5 The chief executive officer, chief financial officer, internal audit manager (if any) and the partner in charge of the external audit will be routinely invited to attend meetings of the Committee unless the Committee Chair decides otherwise. Other senior managers may be asked to attend when the Committee is reviewing specific agenda items.

3.6 All other non-executive directors may attend Committee meetings at their discretion.

3.7 Minutes of the proceedings of all meetings will be taken by the company secretary. All minutes of the Committee will be entered into a minute book and will be available for inspection by any director upon request.

3.8 In the absence of the Committee Chair, one of the Committee Members (either nominated by the Committee Chair or elected by the Committee) will act as the Committee Chair for that meeting.

3.9 A quorum for any meeting of the Committee will be at least two Committee Members, of whom at least one must be an independent director.

---

4. Duties and Responsibilities

4.1 The Committee's key responsibilities and functions are to assist the Board in discharging its responsibilities:

(a) in overseeing the preparation of and present the Company's financial statements and reports;

(b) in relation to the Company's financial reporting, which, without limitation, includes:

(i) reviewing the suitability of the Company's accounting policies and principles, how they are applied and ensuring they are used in accordance with the statutory financial reporting framework;

(ii) reviewing whether the financial disclosures in the notes to the financial reports made by management accurately portray the Company's financial condition, plans and long term commitments;

(iii) assessing significant estimates and judgements in financial reports;

(iv) assessing information from internal and external auditors to ensure the quality of financial reports; and

(v) recommending to the Board whether the financial and associated non-financial statements should be signed based on the Committee's assessment of them;

(c) in relation to the entry into, approval or disclosure of related party transactions (if any);

(d) in overseeing the Company's financial controls and systems;

(e) to review, monitor and approve the Company's risk management policies, procedures, systems and controls;

(f) in overseeing the effectiveness of the Company's policies and practices that relate to compliance with relevant laws, regulations, and accounting standards, including the ongoing effectiveness of the Company's Whistleblower Policy;

(g) to manage the Company's audit arrangements and auditor independence; and

(h) to ensure alignment between the risk position of the business and the RAS and approved budgets for operational, fraud and credit losses.

---

5. Reporting

5.1 The Committee will:

(a) regularly report to the Board on all matters relevant to the Committee's role and responsibilities;

(b) report and, as appropriate, make recommendations to the Board after each Committee meeting on matters dealt with by the Committee;

(c) as and when appropriate, seek direction and guidance from the Board on audit, risk management and compliance matters;

(d) advise the Board of audit, financial reporting, internal control, risk management and compliance matters that may significantly impact upon the Company.

5.2 Minutes of Committee meetings are available to the Board members at any time.

---

6. Financial reporting

6.1 The Committee will:

(a) after review with management and the external auditor, recommend to the Board the half year and full year financial statements, the preliminary financial reports to be lodged with ASX and all related financial reports and statements;

(b) review representation letters to be signed by management to ensure that all relevant matters are addressed;

(c) discuss matters raised by the external auditor as a result of their work;

(d) assess the impact of changes in accounting standards and review recommendations for adoption of such changes in the financial accounts;

(e) ensure that appropriate processes are in place to form the basis upon which the chief executive officer and chief financial officer execute their certifications under section 295A of the Corporations Act to the Board at year end in relation to the systems of internal controls, and that that system is operating effectively in all material respects in relation to financial reporting risks;

(f) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company regarding questionable accounting or auditing matters;

(g) review corporate legal reports of evidence of any material violation of the Corporations Act, ASX Listing Rules or breaches of fiduciary duties; and

(h) assess effectiveness of controls in delivering the approved RAS and loss budgets

---

7. Internal controls and risk management

7.1 The Committee will oversee the effectiveness of the Company's financial controls and systems, oversee the risk management function (as detailed below) and evaluate the structure and adequacy of the Company's insurance coverage periodically.

7.2 The risks faced by the Company include regulatory and compliance risk, investment risk, legal risk, financial risk, reputation risk, operational and execution risk and strategic risk.

7.3 Responsibility for risk management is shared across the organisation. Key responsibilities are set out below:

(a) the Board is responsible for overseeing the establishment and approving the risk management strategy and policies of the Company;

(b) the Board has delegated to the Committee responsibility for:

(i) identifying major risk areas;

(ii) reviewing, monitoring and approving the Company's risk management framework at least annually to provide assurance that major business risks are identified, appropriately self-rated, consistently assessed and appropriately addressed. The Committee will disclose in each reporting period, whether such a review has taken place;

(iii) ensuring that risk considerations are incorporated into strategic and business planning;

(iv) evaluating the adequacy and effectiveness of the Company's identification and management of economic, environmental and social sustainability risks. The Committee will disclose in its annual report, whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks;

(v) evaluating the Company's exposure to fraud, overseeing investigations of allegations of fraud or malfeasance and making recommendations to the Board in relation to any incident involving fraud or other break down of the Company's internal controls;

(vi) providing risk management updates to the Board and any supplementary information required to provide the Board with confidence that key risks are being appropriately managed (including evaluating and making recommendations to the Board in relation to the structure and adequacy of the Company's insurance program);

(vii) reviewing reports from management concerning compliance with key laws, regulations, licences and standards which the Company is required to satisfy to operate;

(viii) reviewing reports from management on new and emerging sources of risk and the risk controls and mitigation measures that management has put in place to deal with those risks;

(ix) overseeing tax compliance and tax risk management;

(x) reviewing any significant findings of any examinations by regulatory agencies;

(xi) reviewing the scope of the internal and external auditors' review of internal controls and risk management, and review reports on significant findings and recommendations, together with management's responses;

(xii) reviewing and monitoring the procedure the Company has in place to ensure compliance with laws and regulations (particularly those which have a major potential impact on the Company in areas such as occupational health and safety and the environment);

(xiii) reviewing the Company's risk management framework at least annually to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. The Committee should satisfy itself that the risk management framework deals adequately with contemporary and emerging risks including:

(1) the risk of inappropriate, unethical or unlawful behaviour on the part of the Company's management or employees; and

(2) digital disruption, cyber security, and privacy and data breaches;

(xiv) reviewing the Company's policies with respect to the establishment and observance of appropriate ethical standards;

(xv) monitoring treasury performance to ensure that the Trusts managed by the Group are sufficiently hedged to mitigate risk of interest rate and cross currency movement exposure;

(c) the Company's senior management is responsible for overseeing and establishing the Company's risk management framework, including developing the Company's risk management policies and procedures, which are designed effectively to identify, treat, monitor, report and manage key business risks;

(d) the chief executive officer and chief financial officer are to provide to the Board declarations in accordance with section 295A of the Corporations Act; and

(e) each employee and contractor of the Company is expected to understand and manage the risks within their responsibility and boundaries of authority when making decisions.

7.4 Reporting is an important part of the risk management function and:

(a) it is the responsibility of the Committee to report to the Board about the Company's adherence to policies and guidelines approved by the Board for the management of risks; and

(b) the chief executive officer and chief financial officer are each responsible for reporting to:

(i) the Committee of any proposed changes to the risk management framework; and

(ii) the Committee and the Board of any exposures or breaches of key policies or incidence of risks, where significant.

7.5 Risk issues will be identified, analysed and ranked in a consistent manner. The Company will deal with risks in the following way:

(a) identify the nature of the risk;

(b) determine the seriousness of such risk, and who the risk is to be reported to;

(c) develop a risk mitigation plan;

(d) implement the risk mitigation plan; and

(e) monitor and report on the progress of the risk mitigation plan.

---

8. External Audit

8.1 The Committee:

(a) is responsible for making recommendations to the Board on the appointment, reappointment or replacement (subject to shareholder ratification, as required), remuneration, monitoring of the effectiveness, and independence of, the external auditor;

(b) will discuss annually with the external auditor the overall scope of the external audit;

(c) must pre-approve all audit and non-audit services provided by the external auditor (other than taxation services) and will not engage the external auditor to perform any non-audit or assurance services that may impair or appear to impair the external auditor's judgment or independence in respect of the Company. The Committee may delegate a pre-approval dollar limit to the chief financial officer and authority to a member of the Committee to pre-approve amounts in excess of this between Committee meetings;

(d) will advise the Board on statements to be made in the directors' report regarding non-audit services in accordance with the Corporations Act;

(e) will annually request from the external auditor a report which sets out all relationships that may affect its independence; and

(f) will review the procedures for selection and appointment of the external auditors and the rotation of the external audit engagement partner in accordance with the Corporations Act.

---

9. Internal audit and communication

9.1 Plenti currently does not have a stand alone internal audit function, however conducts some assurance through alternative sources. The Committee will annually consider whether it is appropriate to establish an internal audit function as the company grows.

9.2 In the event that the Company establishes an internal audit team:

(a) the Committee may recommend to the Board the appointment and dismissal of the internal audit manager;

(b) the internal audit manager must be independent of the external auditor, and will directly report to the Committee on matters within the scope of the internal audit plan;

(c) the Committee will review the scope of the internal audit plan with the internal audit manager, including the work program and quality control procedures; and

(d) the Committee will review the performance and objectivity of the internal audit function.

---

10. Compliance with Regulatory Obligations

10.1 The Committee will oversee the effectiveness of the Company's policies and practices that relate to compliance with relevant laws, regulations, and accounting standards.

10.2 Responsibility for compliance management is shared across the organisation. Key responsibilities are set out below:

(a) the Committee is responsible for overseeing the compliance arrangements and policies of the Company and will

(i) monitor and confirm that management has appropriate controls in place to:

(1) identify and implement legislative and regulatory changes that may impact the Company's operations;

(2) identify and escalate issues, incidents and breaches of regulatory requirements and ensure that significant breaches are reported to the relevant regulators; and

(3) monitor and affirm that the Company is complying with its regulatory obligations.

(ii) review the following reports and make recommendations to management (as required):

(1) reports to and from regulators;

(2) internal and external audit reports and recommendations;

(3) breach and incident reports including any rectification plans; and

(4) complaints reporting.

(b) The Committee has delegated to the board of Plenti RE Limited (and its related Compliance Committee) the requirement to monitor and oversee compliance and regulatory obligations relating to:

(i) financial services and credit laws, including the requirements of the Australian Securities and Investments Commission (ASIC);

(ii) privacy laws including requirements of the Office of the Australian Information Commissioner, Anti Money Laundering (AML) and Counter Terrorism Financing (CTF) laws;

(iii) Australian Transactions Reports and Analytics Centre (AUSTRAC);

(iv) Commonwealth taxation laws and directives from the Australian Taxation Office;

(v) Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS).

(c) The board of Plenti RE Limited must escalate significant breaches of the compliance and regulatory obligations it oversees to the Committee within a reasonable time frame.

11. Committee Performance

11.1 The Board will, at least once in each year, review the membership and this charter to determine their respective adequacy for current circumstances, and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

11.2 The Committee shall make an evaluation of its performance at least once every two years to determine whether it is functioning effectively by reference to current best practice.

12. Other matters

12.1 This charter can only be amended with the approval of the Board.

12.2 The Company Secretary will communicate any amendments to employees as appropriate.