RESIMAC GROUP LTD

Risk & Compliance Committee Charter

September 2026

Contents

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Purpose

This Charter governs the operations of the Risk & Compliance Committee.

This Charter should be read in conjunction with the Board of Director's Charter. In the event that there is a conflict between the Committee Charter and the Board Charter, the Board Charter will prevail.

The Committee has been established to monitor the effectiveness of the risk management and compliance frameworks of the Resimac Group's (the Group) operations. The Group includes but is not limited to Resimac Group Ltd (ACL), Resimac Ltd (AFSL and ACL), Resimac Financial Services Pty Ltd (ACL), The Servicing Co Pty Ltd (ACL), Homeloans.com.au Pty Ltd (ACL), FAI First Mortgage Pty Ltd (ACL) and Resimac Asset Finance Pty Ltd (ACL).

The Committee's activities exclude oversight of financial reporting, taxation and independence of the internal and external auditors. These activities are the responsibility of the Audit Committee.

Objectives

The primary objectives of the Committee are to monitor and seek assurance that:

- Assist the Board to fulfill its obligations imposed on the Company, its directors and officers;
- Appropriate and robust compliance and risk management frameworks are in place;
- The operation of the business is conducted within the scope of those frameworks; and
- Management ensures relevant, appropriate and proper attention is given by assigned employees to compliance and risk management matters to foster a culture of compliance and risk.

Membership

The Committee will consist of a minimum of two directors. Members will be appointed by the Board and will service for such term as the Board may determine.

Relationship with Audit Committee

The Committee will have an ongoing relationship with the Audit Committee. To facilitate this relationship steps will include the Committee Chair being a member of the Audit Committee; identification of issues that affect both Committees to be dealt with by each and regular meetings between the Chairs of both Committees.

Chair

The Chair of the Committee must be a director. Should the Chair of the Committee be absent from a meeting, the members of the Committee that are present must appoint a Chair for that particular meeting.

Meetings

The Committee will meet a minimum of four (4) times per annum. Further meetings of the Committee are to be called as considered necessary by the Chair of the Committee or as requested by a member of the Committee.

Committee meetings may be held by means of conference call, videoconference or similar communication means, as consented to by all directors, in accordance with section 248D of the Corporations Act.

Quorum

A quorum consists of two members of the Committee.

Attendance

The Chief Risk Officer (or delegate) and Chief Executive Officer will be a standing attendees.

The Committee may agree to have “in camera” session from time-to-time.

The Chair of the committee may invite any employee of the company attend part of the meeting from time-to-time.

Minutes

Minutes of the meetings of the Committee must be prepared by the Company Secretary or Assistant Company Secretary, approved by the Chair of the Committee and circulated to all members of the Committee for review. Minutes of meetings must be confirmed and signed at the next subsequent meeting of the Committee. The minutes must be provided to all directors at the first Resimac Group Ltd Board meeting held after the Committee has met.

Responsibilities and scope

The Committee's functions will include, but are not limited to, the following areas:

Enterprise Risk Management

- Assist in identifying, evaluating, mitigating and monitoring the business risks that the Group faces during the course of its operations.
- Monitor the effectiveness of the risk appetite against performance and strategy.
- Review and update risk management policies and procedures and implement submissions from management, auditors and where appropriate to recommend their approval by the Board.
- Monitor the adequacy and effectiveness of the company’s policies and internal control mechanisms by reviewing the appropriate reports submitted from management, internal audit and the external auditors.
- Monitor accountability at senior management level for risk oversight and management.
- Review the Group’s risk profile, requiring management to regularly update and include assessment and prioritisation of risks.
- Provide overview to the exposure to fraud. Review policies and procedures in place to minimise and detect fraud and make recommendations to the Board to enhance such policies and procedures.
- Provide a review of the effectiveness of a business continuity, disaster recovery, and crisis management plans.
- Oversee the Group’s technology and cyber risks, including:
  - The stability, availability, and resilience of key technology platforms
  - Lifecycle planning and obsolescence risk for critical systems
  - Cybersecurity controls, policies, and protective measures

- Ensure unresolved risk exposures are escalated to the Board where remediation is not feasible within expected timeframes.

Climate-Related Risk Oversight

- The Committee is designated as the primary oversight body for climate-related risks within the Group and is responsible for reporting of material climate-related risk exposures to the Board.
- The Committee shall oversee the activities of the ESG Committee, ensuring alignment with the Group's climate-related risk management objectives.
- The Committee is delegated authority to review and escalate climate-related risk matters to the Board where appropriate
- The Committee will undertake the detailed review of the annual Climate Report including:
    - Climate-related governance disclosures.
    - Climate strategy and transition considerations.
    - Climate-related risks and opportunities.
    - Risk management processes.
    - Scenario analysis and resilience assessments
    - Climate-related metrics and targets.

  The Committee's review will focus on ensuring the completeness, appropriateness and consistency of climate-related risk disclosures and management's approach to climate risk governance. Following its review, the Committee will provide feedback and endorse the Climate report for inclusion within the Group's Annual Report.

Corporate Governance

- Review and recommend any appropriate amendments to corporate governance policies and framework which are designed to promote an environment within the company where good corporate governance continues to be part of the fabric and culture of the Group.
- Monitor compliance, review and investigate allegations of any significant breach of corporate governance practice and to report to the Board on annual basis, or more frequently if circumstances require.
- Decide and/or offer advice on corporate governance and corporate ethics matters as are referred to the Committee by the Chair, the Board, other Board Committees or the CEO.
- Implement policies and procedures to ensure that the Board is informed of all material corporate governance matters affecting the company.

Compliance

- Ensure that a compliance structure is properly documented and maintained (continuously updated) exists throughout the Group and that proper compliance reporting and monitoring systems are in place.
- Ensure a culture of compliance is operating within the Group.
- Assess regularly the effectiveness of the compliance plan (framework) and whether it is adequate. This includes reporting to the Board/s on the assessment of the compliance plan and to make recommendations to the Board on any changes it considers should be made.
- Review the effectiveness and recommend any amendments to the compliance policies.
- Ensure employees have received regular compliance training and annual compliance competency testing.

- Review and monitor compliance with, and investigate any allegation of breach of regulatory obligations, internal controls and policies. Report to the Board if compliance breaches are not being resolved.
- Monitor the compliance of the Resimac Group Australian Financial Services Licence and Australian Credit Licences to current or proposed operations.
- Monitor to ensure each business meets its compliance KPIs.
- Monitor that appropriate due diligence is followed in respect of operations, projects and activities.
- The Committee has the power to appoint independent consultants and experts deemed necessary to perform special investigations as deemed necessary. The costs of such consultants and experts will be borne by the Group.

Compliance with regulatory obligations

- Monitor and oversee the Group's compliance and regulatory obligations which include but are not limited to:
  - Financial services and credit laws, including the requirements of the Australian Securities and Investments Commission (ASIC) and the Financial Markets Authority (New Zealand);
  - Privacy laws including requirements of the Office of the Australian Information Commissioner, Anti-Money Laundering (AML) and Counter Terrorism Financing (CTF) laws including requirements of the Australian Transactions Reports and Analytics Centre (AUSTRAC);
  - Commonwealth taxation laws and directives from the Australian Taxation Office;
  - Part 229 of the Securities Act of 1933 and the Securities Exchange Act of 1934; and
  - FACTA and CRS.
- Confirm that management has appropriate controls in place to:
  - Identify and implement legislative and regulatory changes that may impact the Group's operations;
  - Monitor and address the activities of authorised representatives;
  - Identify and escalate issues, incidents and breaches of regulatory requirements and ensure that significant breaches are reported to the relevant regulators; and
  - Monitor and affirm that the Group is complying with its regulatory obligations.
- Review the following reports and make recommendations to management (as required):
  - Reports to and from regulators;
  - Internal and external audit reports and recommendations;
  - Breach and incident reports including any rectification plans; and
  - Complaints reporting.

Internal Audit function

- Review reports and any other materials referred to the Committee by the Head of Audit and ensure that any findings and recommendations are actioned, as appropriate. Refer to Internal Audit any Risk or Compliance matters which require independent review or investigation.

Revision and publication

The Board will formally review and approve the Charter every two years. A copy of the Charter will be available on the Company's website www.resimac.com.au.

Review date	Reviewed by	Approved by
Jun 2017	Danielle Corcoran	September 2017
August 2017	Clare Kirkpatrick & Kerry Beebe	
August 2017	Risk & Compliance Committee	
March 2019	Change of Name, formatting & review – Peter Fitzpatrick Risk & Compliance Committee	Risk & Compliance Committee – March 2019 Board of Directors – May 2019
March 2020	Reviewed + Change Committee membership – Peter Fitzpatrick	Board – March 2020
June 2022	Reviewed + Change Committee membership – Katie Browne	
November 2024	Katie Browne	Risk & Compliance Committee
January 2025	Katie Browne	Approved at the meeting of the Board held 29 January 2025
September 2026	Peter Fitzpatrick	Board