

Risk Committee Charter

Document Location

AP+ Intranet

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Approval and Distribution

The following table lists the Reviewers (R), the Approver (A) and the Distribution (D) of this document.

Name	Position	R/A/D	Signature	Date
Nancy Bryla	General Counsel	R		20 August 2025
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1. PURPOSE OF CHARTER

This Risk Committee Charter (**Charter**) sets out the role, functions, structures and processes of the Risk Committee (**Committee**) of Australian Payments Plus Ltd (**AP+**) and each of its wholly owned subsidiaries (the **Company** or **AP+ Group**).

2. COMMITTEE OBJECTIVES

This Committee was established by the Board of the Company through delegated authority under its constitution. The Committee's objectives are to assist the Board of the Company to fulfil its obligations with respect to:

- the oversight and governance of risks across the AP+ Group, including the design, implementation and operation of the Company's Risk Management Strategy and Framework, Risk Appetite Framework, and risk management policies and practices;
- the adequacy and effectiveness of the internal controls and risk management environment within the set risk appetite parameters;
- the operations and reporting of the internal audit function;
- the Company's processes for monitoring the effectiveness of the Company's risk and compliance with relevant laws and regulations;
- the provision of a forum for communication between the Board, its various committees, the management team and the internal auditors; and
- any other responsibilities delegated to the Committee by the Board from time to time.

3. ROLE OF THE COMMITTEE

3.1 Responsibilities – risk reporting oversight and management

The Committee is responsible for:

- a) overseeing changes to the Company's risk management strategy and framework or to the risk appetite for the AP+ Group and its operational business lines, where required;
- b) reviewing and approving certain risk management policies and practices and ensuring that it continues to operate effectively within the Risk Appetite Framework;
- c) monitoring the Company's performance and regularly assess, monitor, and take action to manage risks in accordance with the Risk Appetite Framework;
- d) reviewing any material incident involving cyber security, fraud or a breakdown of the Company's risk controls;
- e) receiving management updates on emerging risks and the controls and mitigation measures implemented to address them; and
- f) overseeing the management of the AP+ Group insurance program, having regard to the Company's business lines and associated insurable risks, including approving policies and practices for managing these risks, assessing the adequacy of insurance coverage, and recommending changes to the Board where appropriate.

3.2 Responsibilities – Internal Controls

The Committee is responsible for:

- a) overseeing the design and implementation of AP+ Group's internal controls and the processes for assessing the effectiveness of the internal controls;
- b) obtaining assurance from management and internal audit on a periodic basis, and reporting to the Board on the adequacy and effectiveness of the AP+ Group internal controls and the implementation of supporting frameworks (e.g. business continuity management, third party and technology risk,); and
- c) monitoring the resolution of significant internal control deficiencies identified by the Board, Board committees, internal or external auditor, management or regulators in a timely manner.

3.3 Responsibilities – Compliance

The Committee is responsible for:

- a) reviewing the effectiveness of the Company's systems for monitoring compliance with laws, regulations and any actions taken by management in the event of non-compliance;
- b) reviewing the design of the compliance frameworks and governance structures in keeping with relevant global standards and stakeholder expectations in relation to environmental, social and governance issues;
- c) obtaining regular updates from management and, where appropriate, legal advisors on fraud and scams, compliance matters, disputes, claims and protected disclosures under applicable whistleblower laws or policies that may have a material impact on the Company's reputation;
- d) liaising with management and, where necessary, regulators and appropriate authorities about the results of any examination or investigation of the Company's compliance practices including any breaches of processes, system failures or any incidents, or investigations, where appropriate;
- e) periodically reviewing management reports on the Company's systems, approach and compliance requirements with relevant regulators (including but not limited to the Australian Competition & Consumer Commission, the Reserve Bank of Australia, and the Australian Securities & Investments Commission); and
- f) overseeing any other sustainability or responsible business reporting as required from time to time.

3.4 Responsibilities – Internal Audit

The Committee is responsible for:

- a) reviewing and endorsing changes to the Internal Audit Charter for Board approval;
- b) approving the internal audit plan, any significant changes to the internal audit plan, and overseeing progress against the internal audit plan;
- c) reviewing the adequacy and effectiveness of the internal audit function and, where appropriate, recommending changes to the Board;
- d) regularly reviewing the performance of the General Manager of Internal Audit;
- e) meeting at least annually, or as required, with the General Manager of Internal Audit, without management or others present; and
- f) approving the appointment of, and if required, the termination of, the General Manager of Internal Audit.

3.5 Responsibilities – Policies

The Committee has delegated authority from the Board to approve new operational policies and amendments to existing policies within its scope of responsibility relating to risk and compliance matters, other than those policies reserved for Board approval.

3.6 Responsibilities – Risk Performance

The Committee has delegated authority from the Board to make recommendations to the Talent & Reward Committee on remuneration related matters including but not limited to:

- a) potential risk-based remuneration adjustments arising from any material risk events; and
- b) providing input on the performance measures and remuneration outcomes for any critical risk roles within the business, such as the Chief Risk Officer and General Manager Internal Audit.

3.7 Not A Responsibility – Financial Reporting Risks

For clarity, this Committee is not responsible for assisting the Board in the effective identification and management of the Company's financial, tax and accounting risks and controls. The Company's Audit Committee is responsible for assisting the Board in the identification and management of the Company's financial, tax and accounting risks and controls.

3.8 Investigation

The Committee has the authority to at any time, conduct or direct any investigation it considers necessary to fulfill its responsibilities and to seek any information it requires from employees, who are directed to co-operate with the Committee's requests, or from external parties.

4 DELEGATION

The Committee may at any time establish and delegate authority to a sub-committee or seek external advice as it considers necessary or appropriate to support the performance of its functions.

5 MEMBERSHIP

5.1 Composition

- a) The Chair and members of the Committee are appointed and removed by the Board.
- b) The Committee will consist of at least three independent non-executive directors and the Chief Executive Officer.
- c) The members of the Committee will collectively have expertise in risk management, regulatory compliance and a contemporary knowledge of the banking and payments ecosystem.
- d) The Chief Executive Officer will be a permanent member of the Committee. The term of appointment of members (other than the Chief Executive Officer) is three years. Members may be appointed for additional terms as approved by the Board.
- e) If the Board determines that a Committee member is unable to perform the role of Committee member due to illness, incapacity, conflict of interest, or extended absence, the Board may remove and replace that member with another director.

5.2 Chair

The chair of the Committee must be an Independent Director but may not be the chair of the Board.

5.3 Secretary

The company secretary is the secretary of the Committee and will undertake the duties of secretariat.

6 COMMITTEE MEETINGS AND PROCESS

6.1 Meetings

Meetings and proceedings of the Committee are governed by the Board Charter and the provisions in AP+'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 Committee meeting may be called or held using any technology as determined by the Chair.

6.2 Frequency of meetings

The Committee will meet as frequently as required to perform its functions but not less than four times a year.

The Chair of the Committee may call a meeting of the Committee if requested by:

- a) any member of the Committee;
- b) the Chair of the Board;
- c) the external auditor; or
- d) the internal auditor of the AP+ Group.

6.3 Quorum

The quorum for a meeting of the Committee is a majority of Committee members. However, where there is a temporary absence of a quorum because some members are absent by reason of clause 6.5 below, then the remaining member(s) who are present (without the material personal interest) may act in relation to the matter requiring such absence as if the member(s) present were the full Committee.

6.4 Attendance by management and advisers

The Committee may invite non-members to its meetings to provide advice from time to time and may also call on independent expertise as required. The Committee is authorised to obtain, at the Company's reasonable expense, external legal or other professional advice on any matter within its charter, subject to Board approval.

At times the Chief Executive Officer and management personnel will be invited to leave the meeting to allow the Committee to have a closed session either with or without the presence of the external or internal auditor.

6.5 Conflicts

A member or invitee of the Committee who has a material personal interest in a matter that is being considered at a meeting of the Committee may be asked:

- a) to either be present for the discussion despite the conflict, or where appropriate, to recuse themselves while the matter is being considered at the meeting; and
- b) not vote on the matter.

Committee members shall disclose conflicts of interests at the commencement of each meeting.

6.6 Conflicts – exceptions

Despite clause 6.5, a Committee member may be present and vote if the Committee members who do not have a material personal interest in the matter have passed a resolution that identifies the Committee member, the nature and extent of the Committee member's interest in the matter and its relation to the affairs of the Company, and states that those Committee members are satisfied that the interest should not disqualify the Committee member from voting or being present.

6.7 Voting

The Committee will seek to make unanimous decisions in the first instance. If unanimity cannot be reached and the matter requires a decision, the Committee may vote on the matter. Each member has one vote other than the Chief Executive Officer. Support of a simple majority of voting members present is required for a decision to be made.

7 COMMITTEE'S PERFORMANCE EVALUATION

The Committee will review its performance at least annually.

The performance evaluation of the Committee will have regard to the extent to which it has met its responsibilities in terms of this Charter.

Members of the Committee must be available to meet with external bodies if requested to do so in accordance with relevant laws and regulations.

8 REVIEW

The Committee may at any time review the adequacy of this Charter on a periodic basis and no less than every two (2) years and recommend to the Board of any changes to the Charter that the Committee considers desirable.