

Terms of Reference

Group Risk Committee of Mortgage Advice Bureau (Holdings) plc

Adopted on 1 May 2026

Terms of Reference for the Group Risk Committee (the Committee) of Mortgage Advice Bureau (Holdings) plc (the Company)

1. Purpose

- 1.1. The purpose of these terms of reference is to identify and formalise the roles, tasks and responsibilities of the Committee and to assist the Committee in achieving best practice in corporate governance for the Company and its subsidiaries (the **Group**), including to review and oversee the Company's risk management systems and internal control framework and to advise the board of directors (**Board**) on the Company's risk strategy, policies and potential exposures.
- 1.2. The Committee has the delegated authority of the Board in respect of the functions and powers set out in these terms of reference.

2. Membership

- 2.1. The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The Committee shall include at least one member of the Audit Committee and Remuneration Committee and/or include at least one non-executive director specifically responsible for risk. Members shall have appropriate knowledge, skills and expertise to fully understand risk appetite and strategy/members as a whole shall have relevant risk expertise. The Committee as a whole shall have competence relevant to the sector in which the Company operates.
- 2.2. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination committee and in consultation with the Chair of the Committee. Appointments shall be for a period of up to three years which may be extended for up to two additional three-year periods, provided the director still meets the criteria for membership of the Committee.
- 2.3. Only members of the Committee have the right to attend and vote at Committee meetings. However, the Company's Chief Financial Officer and the Company's Chief Risk Officer shall be expected to attend all meetings of the Committee on a regular basis and other individuals such as the Chair of the Board, the Chief Executive Officer, any other director of the Company, any representatives of the risk function, compliance function and internal and external audit team of the Company may be invited to attend all or part of any meeting as and when deemed appropriate. The Chair of the Audit Committee should be included in the activities of the Committee by ensuring the Chairs of each of the Audit and the Group Risk Committee meet regularly.
- 2.4. 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.

3. Secretary

- 3.1. The Company Secretary, or their 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. Where the Company Secretary is also an executive director from time to time, the Committee may nominate one of its members to act as secretary for any meeting which the Committee wishes to hold without executive directors being present.

4. Quorum and voting arrangements

- 4.1. The quorum necessary for the transaction of business shall be two members, at least one of whom has recent and relevant financial experience, present in person or by audio or video conference or such other electronic facility as provided an electronic means of attendance and participation in the meeting, enabling all attending to be heard by and be able to communicate with all other attendees.
- 4.2. A duly convened meeting 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.
- 4.3. Each Committee member shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting.
- 4.4. If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.

5. Frequency of meetings

- 5.1. The Committee shall meet at least four times a year at appropriate times and otherwise as required.
- 5.2. Outside of the formal meeting programme, the Committee Chair will maintain a dialogue with key individuals involved in the Company's governance, including the Chair of the Board, the Chief Executive Officer and the Chief Financial Officer.

6. Meetings

- 6.1. Meetings of the Committee shall be called by the secretary of the Committee at the request of the Committee Chair or any of its members, or at the request of the Chief Risk Officer (or other head of risk) if they consider it necessary.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time. Committee papers may be forwarded at shorter notice with the approval of the Committee Chair.
- 6.3. Notices of meeting, agendas and supporting papers may be available in electronic format.
- 6.4. Decisions of the Committee will be made by majority vote. In the event of an equality of votes, the Committee Chair will have a second or casting vote.
- 6.5. Meetings of the Committee may be conducted when the members are physically present or in the form of video or audio conferences or some other electronic means enabling attendance and participation in the meeting.

7. Minutes of meetings

- 7.1. The secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2. The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest, or any personal financial interest (other than as a shareholder) in any matter to be decided on, or any other matter which may compromise independence as a non-executive director and minute them accordingly.
- 7.3. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless, exceptionally, it would be inappropriate to do so in the opinion of the chair of the Committee.

8. Engagement with shareholders

- 8.1. The Committee Chair should attend the annual general meeting (the **AGM**) to answer any shareholder questions on the Committee's activities. In addition the Committee Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.

9. Interplay with the Risk and Compliance Committee

- 9.1. The day to day management of risk and compliance functions of the Company (including conduct risk) sits with the Risk & Compliance Committee (**RCC**). The RCC meets on a monthly basis to review the adequacy and effectiveness of the Company's internal controls framework, compliance and risk management systems, ensuring that it is fulfilling its regulatory responsibilities. The RCC reports to the Committee (and to the Board), escalating major risk events or regulatory changes as and when applicable.

10. Duties

- 10.1. The Committee should have oversight of the Mortgage Advice Bureau (Holdings) plc group of companies as a whole (**Group**) and, unless required otherwise by regulation, carry out the duties below for the Company and all major subsidiary undertakings, as appropriate.
- 10.2. Risk appetite, tolerance and strategy

The Committee shall:

- 10.2.1. 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;
- 10.2.2. seek assurance on the risks the Company identifies as those to which the business may be exposed. The risks will be specific to the Company's circumstances but are likely to include many of the following:
 - 10.2.2.1. Threats to the business model or future performance
 - 10.2.2.2. Operational risk
 - 10.2.2.3. Transactional risk
 - 10.2.2.4. Capital
 - 10.2.2.5. Insolvency

- 10.2.2.6. Market risk
- 10.2.2.7. Liquidity
- 10.2.2.8. Counterparty risk
- 10.2.2.9. Conduct risk
- 10.2.2.10. Material litigation
- 10.2.2.11. Reputational risk
- 10.2.2.12. Environmental, Social and Governance (**ESG**) and sustainability issues
- 10.2.2.13. Ethical codes
- 10.2.2.14. IT operations, including cyber risk
- 10.2.2.15. Health and safety
- 10.2.2.16. Pandemic risk
- 10.2.2.17. Business continuity plans
- 10.2.2.18. Duties under the Companies Act 2006

Other risks specific to the Company's sector and its operations need to be identified and may, for example, include:

- 10.2.2.19. Regulatory and legal risks
- 10.2.2.20. Investment risk
- 10.2.2.21. Insurance risk
- 10.2.2.22. Credit limits
- 10.2.2.23. Regulatory stress testing
- 10.2.2.24. Risk exposures and limits
- 10.2.2.25. Asset impairments
- 10.2.2.26. Risk trends, concentrations and correlations
- 10.2.2.27. Research and development
- 10.2.2.28. Manufacturing and supply chains
- 10.2.2.29. Terrorism
- 10.2.2.30. Major accident

- 10.2.3. 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;
- 10.2.4. 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;
- 10.2.5. receive reports from the Board Sustainability Committee and Group Sustainability Committee regarding emerging risk areas within ESG and Sustainability and communicate any updates in return;
- 10.2.6. review regular reports from the Chief Risk Officer and RCC; and
- 10.2.7. promote a risk awareness culture within the Company.

10.3. Narrative reporting

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

- 10.3.1. monitor and review the effectiveness of the Company's risk management and internal control systems;
- 10.3.2. 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;
- 10.3.3. review and assess the Company's risk appetite and associated stress testing;
- 10.3.4. evaluate the Company's principal risks, to be taken into account by the Board when assessing the Company's prospects; and
- 10.3.5. review and approve the statements to be included in the annual report concerning internal controls and risk management and the effectiveness of the controls.

10.4. Risk management and internal controls framework

The Committee shall on behalf of the Board monitor and review the Company's risk management and internal control framework. In doing so, the Committee shall assist the Board in monitoring the Company's risk management and internal control framework and shall cover all material controls including, its financial, operational, reporting and compliance controls and draw on the results of the on-going monitoring process to obtain sound, appropriately documented evidence to support the relevant statements and confirmations required from the Board in the annual report including seeking suitable assurance regarding:

- 10.4.1. that the Board has carried out a robust assessment of the emerging and principal risks facing the Company, including risk to the Company's business model, future performance, solvency or liquidity and the Board's description of those principal risks, its description of the procedures in place to identify and manage emerging risks and its explanation of how they are being managed or mitigated
- 10.4.2. 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;
- 10.4.3. the implementation and maintenance of the overall compliance and risk management framework and systems including the Company's Risk Register;
- 10.4.4. annual reviews into the effectiveness of the group's risk management and internal control framework, with that monitoring and review covering all material controls including, its financial, operational, reporting and compliance controls and the Board's report on that review;
- 10.4.5. that the material controls are effective at the balance sheet date;
- 10.4.6. the action taken or proposed to improve any previously reported issues if any material controls have not been operated effectively as at balance sheet date;
- 10.4.7. the effectiveness and relative costs and benefit of particular controls;
- 10.4.8. the effectiveness of management's processes for monitoring and reviewing the

effectiveness of risk management and internal control framework and ensuring corrective action is taken when necessary;

- 10.4.9. the Company's ability to reduce the likelihood of principal risks materialising and the impact on the business of risks that do materialise;
- 10.4.10. 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;
- 10.4.11. the Company's ability to fulfil its regulatory responsibilities;
- 10.4.12. the adequacy and security of the Company's arrangements for its employees, appointed representatives and advisers to raise concerns, in confidence, about possible wrongdoing in financial reporting, compliance or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
- 10.4.13. the Company's procedures for detecting fraud;
- 10.4.14. the Company's systems and controls for the prevention of bribery and corruption and receive reports on non-compliance;
- 10.4.15. review regular reports from the Money Laundering Reporting Officer and the adequacy and effectiveness of the Company's anti-money laundering systems and controls;
- 10.4.16. review regular reports from the Compliance Officer and keep under review the adequacy and effectiveness of the Company's compliance function;
- 10.4.17. the appointment and/or removal of the Company's Chief Risk Officer; and
- 10.4.18. the Chief Risk Officer's (or head of risk's) right of direct access to the Chair of the Board and to the Committee.

10.5. Other duties

The Committee shall ensure that throughout the year it discusses and reviews:

- 10.5.1. all major Company-related risks (existing and potential), including a full review of the Group's top risks, any RCC escalations and a fuller discussion about prevailing Group market and regulatory risks;
- 10.5.2. all relevant regulatory changes;
- 10.5.3. the Company's compliance with the Senior Managers & Certification Regime;
- 10.5.4. the Company's compliance with the General Data Protection Regulation;
- 10.5.5. the Company's operational resilience;
- 10.5.6. the Company's policies and procedures concerning Environmental, Social & Governance, Vulnerable Clients and Diversity; and

10.5.7. any other important and relevant regulatory themes.

11. Reporting responsibilities

- 11.1. The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2. In conjunction with the Audit Committee, 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.
- 11.3. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, and adequate time should be available for Board discussion when necessary.
- 11.4. The Committee shall compile a report of its activities to be included in the Company's annual report and accounts, describing the work of the Committee.

12. Other matters

The Committee shall:

- 12.1. have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required;
- 12.2. 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;
- 12.3. give due consideration to all relevant laws and regulations, the provisions of the Code and published guidance, the requirements of the Financial Conduct Authority's UK Listing Rules, the prospectus regime and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;
- 12.4. oversee any investigation of activities which are within its terms of reference;
- 12.5. 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;
- 12.6. ensure that a periodic evaluation of the Committee's performance is carried out; and
- 12.7. 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.

13. Authority

The Committee is authorised to:

- 13.1. request the attendance of any employee at a meeting of the Committee and/or seek any information it requires from any employee of the Company in order to perform its duties; and

13.2. obtain, at the Company's expense, independent legal or other professional advice on any matter within its terms of reference if it believes it necessary to do so.

Approved by the board of directors of Mortgage Advice Bureau (Holdings) plc on 30 March 2026.