

HUB24 Limited
ABN 87 124 891 685
Risk Committee Charter
May 2026

HUB²⁴

| Overview | |
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| Purpose | The HUB24 Limited Risk Committee Charter sets out the key roles and responsibilities of the HUB24 Risk Committee Members and management. |
| Scope | HUB24 Limited |
| Application | All HUB24 People |
| Document Control | |
| Executive Owner | Company Secretary |
| Operational Owner | Company Secretary |
| Date | May 2026 |
| Next Review Date | May 2027 |

1. Introduction

- 1.1. The Risk Committee (**RC**) is a Committee of the Board of HUB24 Limited (**HUB24**).
- 1.2. The Board established the RC in accordance with HUB24's Constitution.
- 1.3. This Charter sets out the RC's role and the scope of its responsibilities in relation to HUB24 and its controlled entities (collectively referred to as the **HUB24 Group**).
- 1.4. The Board has delegated authority to the RC to fulfil its responsibilities as set out in this Charter. The Board may make other delegations to the RC from time to time.
- 1.5. The role of the RC is not an executive role.

2. Role

- 2.1. The role of the RC is to assist the Board discharge its responsibilities in relation to the following:
 - 2.1.1. Instilling and continually reinforcing a culture across the HUB24 Group of acting lawfully, ethically and responsibly;
 - 2.1.2. Reviewing and monitoring the independence, appointment, performance and removal of any Internal Auditor;
 - 2.1.3. Ensuring that the HUB24 Group has established a sound risk management framework and that periodically the effectiveness of that framework is reviewed;
 - 2.1.4. Ensuring that the HUB24 Group has established a sound compliance framework and internal controls environment and that periodically the effectiveness of that framework and controls environment is reviewed; and
 - 2.1.5. Reviewing and monitoring the appropriateness of the HUB24 Group's insurance program, having regard to HUB24 Group's business and the insurable risks associated with its business.

3. Responsibilities

- 3.1. Without limiting its scope, the RC is responsible for the following:
 - 3.1.1. **Risk Culture**
 - 3.1.1.1. Reviewing and making recommendations to the Board in relation to the HUB24 Group's Code of Conduct and Ethics; and
 - 3.1.1.2. Promoting the quality and transparency of reporting and accountability with a view to ensuring the RC and the Board are receiving the right information to fulfil their roles.

3.1.2. Internal Control and Internal Audit

- 3.1.2.1. Reviewing and monitoring the effectiveness of the HUB24 Group's internal control systems, or referring relevant matters to the appropriate Committee of HUB24;
- 3.1.2.2. Reviewing and approving the appointment, removal and remuneration of any Internal Auditor (including any external service provider engaged to undertake that function);
- 3.1.2.3. Reviewing and approving the internal audit plan and activities for the internal audit function;
- 3.1.2.4. Reviewing internal audit reviews undertaken and any recommendations made, or referring relevant matters to the appropriate Committee of HUB24;
- 3.1.2.5. Reviewing Management's response to internal audit review findings and recommendations and monitoring Management's implementation of relevant actions, or referring relevant matters to the appropriate Committee of HUB24;
- 3.1.2.6. Assessing (at least annually) the performance, effectiveness and independence of the Internal Audit function; and
- 3.1.2.7. Overseeing the coordination between the External Audit and Internal Audit.

3.1.3. Risk Management

- 3.1.3.1. Reviewing the HUB24 Group's Risk Management Framework for identifying, monitoring and managing significant business risks across the HUB24 Group and considering whether the risk management framework and internal controls effectively identify areas of potential material risk;
- 3.1.3.2. Monitoring Management's performance against the HUB24 Group's Risk Management Framework, including whether Management is operating within the Risk Appetite Statement set by the Board;
- 3.1.3.3. Reviewing any material incidents, including fraud incidents or a material controls breakdown and the appropriateness of the action taken by Management to address the matter;
- 3.1.3.4. Receiving reports from Management on new and emerging sources of risk and the risk controls and mitigation measures that Management has or proposes to put in place to deal with those risks; and
- 3.1.3.5. Review and make recommendations to the Board in relation to changes that should be made to the entity's Risk Management Framework or to the Risk Appetite Statement set by the Board.

3.1.4. Insurance

- 3.1.4.1. Overseeing the HUB24 Group's insurance program at least annually, having regard to the HUB24 Group's business and its insurable risks.

3.1.5. **Cyber and Artificial Intelligence Risk Management**

- 3.1.5.1. Overseeing the HUB24 Group's framework for identifying, mitigating and managing HUB24 Group's cyber and Artificial Intelligence (AI) risks; and
- 3.1.5.2. Considering the effectiveness of the HUB24 Group's cyber resilience, risk control systems.

3.1.6. **Environmental, Social and Governance**

- 3.1.6.1. Overseeing the HUB24 Group's identification, mitigation and managing of HUB24 Group's Environmental (including Climate-related), Social and Governance (**ESG**) risks and opportunities.

3.1.7. **Compliance**

- 3.1.7.1. Monitoring the extent to which the HUB24 Group complies with its legal and regulatory obligations;
- 3.1.7.2. Reviewing any material breaches that Management has identified including those reported to a Regulatory Authority (for example, ASIC) and the appropriateness of the actions taken to address the matter;
- 3.1.7.3. Receiving reports from Management on new or proposed law reform or regulatory change and Management's assessment of the implications and proposed approach to addressing any applicable changes;
- 3.1.7.4. Reviewing significant correspondence with relevant Regulatory Authorities and receiving reports from Management on the status of our regulatory relationships; and
- 3.1.7.5. Reviewing and making recommendations to the Board in relation to HUB24 Group compliance policies.

3.1.8. **Group implications**

- 3.1.8.1. Advising other HUB24 Committees of any matters that it believes warrants consideration (for example, relating to financial, internal controls, compliance or ethical behaviour outcomes of HUB24 staff) when considering matters relating to the responsibilities of that Committee; and
- 3.1.8.2. Any other matter delegated to the RC from time to time by the Board.

4. **Composition**

- 4.1. The RC shall comprise at least three (3) Non-Executive Directors of HUB24, the majority of whom shall be independent.
- 4.2. The Board appoints the RC Members and the Chair of the RC.
- 4.3. The term of appointment of the RC Members will coincide with their Board tenure unless the Board determines otherwise.
- 4.4. The Chair of the RC will be an independent Director and must not be the Chair of HUB24.
- 4.5. The Chair of the RC is responsible for leading the RC and overseeing processes for the RC's performance in its role in accordance with this Charter.

- 4.6. Members of the RC must collectively have the skills, and knowledge of the HUB24 Group and the industry in which it operates, to enable the RC to discharge its role and responsibilities effectively and to add value. This includes, for example, having appropriate knowledge of applicable legislative and regulatory compliance obligations.
- 4.7. At least one RC Member will be a Member of the HUB24 People and Culture Committee and at least one Member will be a Member of the Audit Committee.

5. Invitees

- 5.1. The RC may invite other people to attend a meeting, consult other people or seek any information considered necessary to fulfil its responsibilities.
- 5.2. All HUB24 Directors have a standing invitation to attend the RC meetings.
- 5.3. HUB24's Managing Director, CFO, Chief Risk Officer (**CRO**), senior Legal Counsel, representatives of HUB24's External Auditor and representatives of the Internal Auditor will have a standing invitation to attend RC meetings.
- 5.4. Non-Committee members, including members of Management, specialists and advisers may attend all or parts of the RC meetings at the invitation of the Chair.

6. RC Meetings

- 6.1. The RC will meet at least four (4) times per year or more frequently as required.
- 6.2. The Chair of the RC may determine to call an RC meeting and will call a meeting if requested by any Member of the RC, the External Auditor, any Internal Auditor or the Chair of the HUB24 Board.
- 6.3. A meeting of the RC may be held using any technology which permits attendees to hear and be heard by others at the meeting.
- 6.4. Two (2) Members of the RC, one of whom must be an independent Non-Executive Director of HUB24, shall constitute a quorum.
- 6.5. A Company Secretary of HUB24 or such other person as is nominated by the Chair of the RC shall act as the secretary of the RC.
- 6.6. The secretary of the RC will circulate the agenda and papers to all RC Members within a reasonable time prior to the meeting.
- 6.7. Minutes must be prepared, approved by the Chair and circulated to the Members within a reasonable time of a Committee meeting. The minutes must be ratified and signed by the Chair at the following meeting.
- 6.8. Minutes of Committee meetings will be made available to all Board Directors.
- 6.9. All HUB24 Directors will have access to the RC papers.
- 6.10. The RC will meet periodically and separately with the Internal Auditor without Management being present.
- 6.11. The RC may meet periodically and separately meet with such members of HUB24 Management and staff as it regards as appropriate.

7. Access, Reliance and Advice

- 7.1. Management is responsible for the preparation, presentation and integrity of information provided to the RC.
- 7.2. The RC may seek any information it considers appropriate to fulfil its responsibilities.
- 7.3. The RC will have unrestricted access to:
 - 7.3.1. Management, employees and contractors and other relevant internal and external parties to seek explanations and information from them so that it may discharge its responsibilities; and
 - 7.3.2. External Auditors and any Internal Auditors to seek explanations and information from them, including without Management being present.
- 7.4. The CFO, CRO, Chief Operating Officer, Company Secretary, senior Legal Counsel, as applicable also have free and unrestricted access to the RC to provide information.
- 7.5. The RC may reasonably engage external specialists and advisers and be provided with sufficient resources to facilitate such engagements in order to assist it discharge its responsibilities under this Charter.
- 7.6. RC Members are entitled to rely on information and advice provided by Management on matters within their responsibility and on the expertise of independent experts, as long as they are not aware of any reasonable grounds where such reliance is inappropriate. For the avoidance of doubt, this does not limit the Members' obligation to act in good faith and to independently assess the information or advice provided to them.

8. Voting

- 8.1. Matters will generally be decided by consensus or, if a consensus cannot be reached, by a majority of votes from the Members present.

9. Conflicts of Interest

- 9.1. RC Members will be invited to disclose conflicts of interest at the start of each meeting.
- 9.2. Ongoing conflicts of interest need not be disclosed at each meeting once they have been acknowledged. Where Members or invitees are deemed to have a real or perceived conflict of interest, they may be excused from RC discussions about the issue.

10. Reporting to the Board

- 10.1. The Chair of the RC will report on the business of the RC meetings to the next Board meeting and will bring forward RC recommendations to the Board.

11. Performance and Charter Review

- 11.1. The RC will review its performance on an annual basis. The review may be conducted as a self-assessment and will be co-ordinated by the Chair. The assessment may seek input from any person. Training needs will be monitored by the Chair.
 - 11.2. The RC will review this Charter annually to ensure that it remains consistent with the Board's objectives and responsibilities.
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