

DOCUMENT MANAGEMENT

Version	Date	Submitted By	Position
1.0	16 May 2022	Charles Sweeney and Rebecca Weir	Risk & Compliance Committee Chair and Company Secretary
Authorised By: Board of Directors of Sequoia Financial Group ("SFG")			

1. BACKGROUND

This Committee Charter sets out the purpose, membership, roles and responsibilities of the Sequoia Financial Group Limited (**SFG**) Risk and Compliance Committee (**RCC**).

2. PURPOSE

The purpose of the RCC (or "**Committee**") is to supervise, monitor and oversee the risk and compliance activities of SFG and its subsidiaries, particularly those operating under an Australian Financial Services Licence or acting as authorised representatives of any of those AFSL holders.

A list of this group of companies is maintained by the Company Secretary.

3. DELEGATED AUTHORITY OF THE RCC

The RCC is appointed by the SFG Board and may take or instigate any action that, in its opinion, supports the abovementioned purpose. The RCC is a subcommittee of the Board and reports to the Board on a quarterly basis. The RCC will also provide updates to the Board on an ad hoc basis if required.

4. MEMBERSHIP OF THE RCC

The Committee will consist of not less than 3 members. Members will be appointed by the Board from a majority of directors. The Board may remove or replace members of the Committee.

4.1. Chairperson

The Board will appoint a non-executive director to be the Chair of the Committee.

4.2. Secretary

The Board will appoint:

- an executive from within SFG subsidiaries issued with an Australian Financial Services Licence; or
- the Group Company Secretary

to be Secretary of the Committee.

4.3. Other Participants

The RCC reserves the right to invite SFG executives and other members of senior management or any other person with detailed knowledge on a particular matter to RCC meetings when any RCC member deems it appropriate. Any such invitee will not be deemed a member of the RCC.

4.4. Compensation

The members of the RCC may be entitled to membership fees for their participation on the RCC. These fees are in addition to the Director's fees to which they are entitled.

5. CONDUCT OF COMMITTEE

5.1. Meetings

The Secretary will convene a meeting of the RCC as required or as requested by a RCC member, but at least quarterly, giving reasonable notice to each member of the Committee.

5.2. Reports

Reports will be circulated in advance of each meeting by the RCC Secretary.

5.3. Quorum

At least 2 RCC members (or their delegates) are required to constitute a quorum. If the Chairperson is absent, his delegate will act as the Chairperson for that meeting.

5.4. Voting

All members of the RCC have one (1) voting right. A motion shall be passed by a simple majority of votes cast in favour by members present. Resolutions made will be documented in writing and signed as approved by the Chairperson of the RCC.

5.5. Confidentiality

Issues discussed at the RCC meetings as well as reports and other documents are considered sensitive and will be treated by members and other persons attending the RCC meetings as confidential.

Issues discussed at the RCC meetings must not be disclosed outside those meetings except with persons who are entitled to attend those meetings under this Charter or who otherwise have a legitimate need to know about issues in connection with their duties as an employee of SFG.

Reports and other documents tabled at RCC meetings must not be copied or distributed except to persons who are entitled to receive them under this Charter or who otherwise have a legitimate need to know about issues in connection with their duties as an employee of SFG.

6. COMMITTEE MEMBER ROLES AND RESPONSIBILITIES

The roles and responsibilities of Committee members include but are not limited to:

6.1. Chairperson

The Chairperson is responsible for leading and conducting RCC meetings.

6.2. Secretary

- The Secretary is the central point of contact for all RCC matters.
- The Secretary will convene monthly meetings, compile and distribute all relevant material, including the RCC Agenda, Minutes, papers and memorandums and any other documents to Committee members prior to meetings.
- The Secretary will capture and follow up action items.
- The Secretary is responsible for reviewing the Committee's Charter and obtaining annual approval from the SFG Board.



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7. REPORTING

The RCC is required to make recommendations to the Board on all matters within its responsibility. These recommendations will be made from reports and matters reviewed by, or brought to the attention of, the RCC.

The Committee will keep Minutes of its meetings. The RCC Secretary will provide each RCC member with Minutes of RCC meetings for comment and any required amendments, before being signed by the Chair of the RCC and circulated to the Board. The Minutes are tabled at the Board meeting following the RCC meeting along with any recommendations of the Committee.

8. CHARTER

This Charter will be reviewed by the Committee on a tri-annual basis, with any amendments to be approved by the SFG Board.