RATHBONES

Rathbones Group Plc (the "Company" and/or the "Group")
Group Risk Committee ("Committee")
Terms of reference

These terms of reference were approved by the Committee on 18 November 2025.

1. Purpose and authority

1.1 The Committee is a committee of the Board from which it derives its authority and to which it reports. The Committee has delegated authority from the Board in respect of the duties, authority and responsibilities set out in these Terms of Reference.

1.2 The Committee has responsibility for risk management oversight of Rathbones Group plc ("Group") and each of its subsidiaries. Accordingly, unless the context requires otherwise, the duties and responsibilities of the Committee in these Terms of Reference shall cover the Group.

1.3 The Committee provides oversight and advice to the Board on:-

- Group Risk Appetite
- Group Risk Profile and alignment to risk appetite
- Risk management framework and compliance systems
- Alignment of reward structures to risk appetite
- Risk management culture.

1.4 In carrying out its duties, the Committee will act in accordance with relevant legislative and regulatory requirements. In particular, the Committee members will take into account the directors' duties contained in the Companies Act 2006 and will consider the factors listed in section 172 of the Act and any other relevant factors.

2. Membership

2.1 Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee in consultation with the Chair of the Committee. The Committee shall be made up of at least three members and should include the Chair of the Audit Committee. All of the members should be independent non-executive directors. Members as a whole shall have appropriate knowledge, skills and experience to fully understand risk appetite and strategy. The Committee as a whole shall have competence relevant to the sector in which the Group operates.

2.2 The Group Chief Executive, Group Chief Financial Officer, Chief Risk Officer, and Head of Internal Audit shall be in attendance at all meetings.

2.3 Only members of the Committee have the right to attend committee meetings. However, other individuals such as the Chair of the Board, and other representatives of the risk function, compliance, and internal and external audit may be invited to attend all or part of any meeting as and when appropriate and necessary.

2.4 The Board shall appoint the Committee Chair who shall be a non-executive director. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3. Secretary

The company secretary or his or her nominee shall act as the secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee 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.

5. Frequency of meetings

The Committee shall meet at least five times a year at appropriate times and otherwise as required.

6. Notice of meetings

6.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of any of its members or at the request of the chief risk officer if he or she considers it necessary.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend and all other non-executive directors, 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.

7. Minutes of meetings

7.1 The secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the board unless it would be inappropriate to do so.

8. Engagement with shareholders

The Chair shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities. In addition, the Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility as appropriate.

9. Duties

The Committee should carry out the duties below for the Company, major subsidiary undertakings and the Group as a whole, as appropriate.

Within the duties set out below, there are certain duties that could be undertaken by either the Audit Committee or the Risk Committee and there is some overlap in duties. The precise allocation of responsibilities should be detailed in the terms of reference for the Audit Committee and the terms of reference for the Risk Committee and should be agreed by the Board.

The Committee shall

9.1 **Group risk appetite**

- Review and recommend to the Board, the Group's overall risk appetite and a Group risk appetite statement; and
- Provide oversight and challenge of the metrics used to monitor the Group's risk management performance.

9.2 **Group risk profile and alignment to risk appetite**
Understand, oversee management of, and provide advice to the Board on, the current risk exposures of the Group with particular emphasis on prudential and conduct risks.

9.3 Consider and monitor the Group's risk profile in relation to current and future Group strategy and ensure that it is consistent with the Group's risk appetite.

9.4 Review and assess the Group's liquidity profile, the effectiveness of the Group's liquidity management systems and the overall liquidity risk framework prior to approval by the Board;

9.5 Before a decision to proceed is taken by the Board, advise the Board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focussing in particular on risk aspects and implications for the risk appetite and tolerance of the company, and taking independent external advice where appropriate and available.

Involvement of the Committee is required where:

- The proposed transaction involves the taking of an equity stake in another business;
- The proposed transaction involves the issue of Rathbones Group Plc shares;
- The consideration payable may exceed £10 million;
- There are potential reputational risk concerns;
- The proposed transaction involves a significant change to strategy and/or geographical markets.

9.6 Review and challenge reports (including periodic portfolio reviews presented to the Committee) and recommendations regarding the Group's current risk exposures and overall risk strategy and discuss mitigation with the executive, providing advice as appropriate;

9.7 Consider the material findings of Risk and Compliance reviews and associated recommendations and monitor resolution;

9.8 Together with the Audit Committee where appropriate, consider the material recommendations of the Group's internal or external auditors on matters within the remit of the Committee;

9.9 Consider and review the current and prospective macro-economic and financial environment, drawing on financial stability assessment such as those published by the Bank of England, the PRA, FCA and other sources that may be relevant to the impact on current and emerging risks;

9.10 Identify, review and assess emerging and principal risks and risk issues, and consider the Group's capability to identify and manage these appropriately. Approve and monitor early warning indicators where appropriate;

9.11 Advise the Board on the likelihood and impact of principal risks materialising and the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact;

9.12 Oversee and challenge the risk framework employed by the Group to manage the financial risks from climate change;

9.13 Assess risk management matters raised by the Group's regulators and actions being taken by management to respond;

9.14 Review and recommend to the Board for approval, the Group's Internal Capital Adequacy Assessment Process (ICAAP) (and Internal Capital Adequacy Risk Assessment (ICARA) for IW&I) and Individual Liquidity Adequacy Assessment (ILAAP) to fulfil its regulatory obligations under the Capital Requirements Directive and to assess whether the Pillar 2 calculations and Pillar 3 disclosures remain appropriate;

9.15 Within the context of the Operational Resilience Framework, ratify important business services across the Group, agree impact tolerances in respect thereof, and periodically review the Group's capacity to operate important business services within agreed impact tolerances.

9.16 Review the Company's procedures for detecting fraud;

9.17 Review the Company's procedures for the prevention of bribery;

9.18 Review the Company's anti-money laundering procedures;

9.19 **Risk management framework**

Establish and maintain an effective risk management and internal control framework and determine the nature and extent of the principal risks the Company is willing to take in order to achieve its long-term strategic objectives.

9.20 Provide oversight and challenge to the appropriateness and effectiveness of the Group's risk management and internal control framework and compliance systems including the ongoing risk management and oversight arrangements of the executive.

9.21 In conjunction with the Audit Committee, keep under review and monitor the effectiveness of the Group's internal control and risk management systems and, at least, annually, carry out a review of its effectiveness;

9.22 Review and approve the statements to be included in the Annual Report concerning risk management, including the assessment of principal risks and emerging risks;

9.23 Consider, oversee and challenge the design and execution of stress and scenario testing, including oversight and challenge of the ICAAP, ICARA and ILAAP processes;

9.24 Review and challenge reports from the Chief Risk Officer on relevant matters;

9.25 Where considered appropriate, provide input or advice on the appointment of external consultants or advisers that the Board or other Board Committees may decide to engage;

9.26 Review and approve the Risk and Compliance Assurance Plan at least annually, including any significant changes made thereto over the course of the year; and

9.27 Provide oversight of whether individual and collective risk and control accountabilities, as required under the UK Senior Managers and Certification Regime and other similar regimes, are clearly and adequately documented, communicated and embedded.

9.28 **Alignment of remuneration and risk appetite**

Provide qualitative and quantitative advice to the Remuneration Committee on risk weightings to be applied to performance objectives incorporated in executive remuneration;

9.29 **Risk management culture**

Ensure the risk and compliance functions have adequate independence and are free from management influence or other restrictions and that the Chief Risk Officer has direct access to the Chair of the Committee, the Committee, and the Chair of the Board;

9.30 Provide the advice, oversight and challenge necessary to embed and maintain a supportive risk culture throughout the Group which reinforces positive client outcomes

10. Reporting responsibilities

10.1 The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;

10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

10.3 The Committee shall produce a report of its activities and the Company's risk management and strategy to be included in the Company's annual report.

11. Other matters

The Committee shall

11.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

11.2 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;

11.3 give due consideration to laws and regulations, the provisions of the 2024 UK Corporate Governance Code, the requirements of the Financial Conduct Authority (FCA) UK Listing Rules (UKLR), Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate;

11.4 oversee any investigation of activities which are within its terms of reference;

11.5 Oversee the policies and overall process for identifying and assessing risks and managing their impact on the Group including updates on the Policy suite and compliance with these policies. For the avoidance of doubt, the annual review of the whistle-blowing policy shall be undertaken by the Audit Committee;

11.6 arrange for periodic reviews of its own performance and, 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;

11.7 meet with the Chief Risk Officer once a year without management being present.

11.8 The Chief Risk Officer will meet regularly with the Chair of the Committee and will have the right and responsibility to elevate issues to the Chair whenever such action is necessary to discharge their responsibilities;

11.9 satisfy itself that the Risk Team is adequately resourced, has appropriate access to information, has adequate independence and is free from constraint by management or other restrictions so as to be able to perform its function effectively and in accordance with the relevant professional standards;

11.10 Consider and approve the appointment and dismissal of the Chief Risk Officer who shall report to and whose performance will be reviewed by the Group Chief Executive Officer and the Chair of the Committee.

12. Authority

The Committee is authorised

12.1 to seek any information it requires from any employee of the Company in order to perform its duties;

12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;

12.3 to call any employee to attend a meeting of the Committee as and when required.