



# Credit Committee Charter

## Purpose of Charter

1. This Charter governs the operations of the Credit Committee (the Committee). It sets out the Committee's roles and responsibilities, composition, structure and membership requirements. This Charter sets out the composition, structure, membership requirements and the authority to perform the roles and responsibilities delegated to it by the Board. The Committee has been established to assist the Board of directors (the Board) of Angas Securities Limited (the Company) in the objective oversight of the Company's credit risk profile and implementation of the Policy taking into account the risk appetite of the Company.
2. The Committee will primarily fulfil these responsibilities by carrying out the activities outlined in the Duties and Responsibilities section of this Charter.

## Membership

3. The Committee shall consist of:
  - 3.1. The Head of Credit (HoC)
  - 3.2. One director nominated by the Board
  - 3.3. The Chief Executive Officer (CEO)
  - 3.4. Such other Members as may be nominated by the Board.
4. All Committee Members (Members) shall be financially literate and have a good understanding of credit risk.
5. All Members will be appointed for a term (the Term) of three (3) years. Members are eligible for re-appointment. The Member's Term terminates when:
  - 5.1 Having been a director, the Member ceases to be on the Board;
  - 5.2 Having been an independent director, the Member ceases to be independent, noting the Board may resolve to reappoint the director as a Member;
  - 5.3 The Member having tendered a notice of resignation, the reasonable notice period expires;
  - 5.4 The Board having so resolved and notice in writing under the hand of the Company Chairman is given.

## Meetings

6. The Committee shall meet often enough to undertake its role effectively. In the ordinary course, the Committee shall meet at least once every two to three weeks.

7. The Committee may request any officer or employee of the Company, external legal counsel or any person or group with relevant experience or expertise to attend meetings of the Committee or to meet with any members or consultants to the Committee.
8. Other directors of the Board are entitled to attend the Committee meetings.
9. A quorum for any meeting will be two (2) members.

#### **Delegated Authority**

10. The Board authorises the Committee, within the scope of its responsibilities, to:
  - 10.1. investigate any matter brought to its attention with full access to all books, records and facilities;
  - 10.2. seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;
  - 10.3. obtain outside accounting, legal, compliance, risk management or other professional advice as it determines necessary to carry out its duties;
  - 10.4. ensure the attendance of Company officers at meetings as it thinks appropriate;
  - 10.5. have loan approval authority including assessment and approval/rejection of credit submissions and on-going monitoring of the portfolio and individual loans as required;
  - 10.6. oversee and approve any default management strategy and implementation and resolution;
  - 10.7. review and recommend changes to Credit Policy to the Board;
  - 10.8. appoint the Panel Solicitors, Panel Valuers, Panel Quantity Surveyors and other third party professionals subject to a recommendation from the HoC;
  - 10.9. value investment performance of the mortgage trusts. The evaluation will take into account compliance with investment guidelines and following this, inform the Board as to compliance with the stated objectives and benchmarks; and
  - 10.10. consider the overall investment strategies of the mortgage trusts in light of changes in the national and local property and credit markets and the economy generally.

#### **Reporting**

11. No formal minutes shall be kept of Committee Meetings and there shall be no formal reporting to the Board.
12. The CEO shall regularly update the Board about Committee activities and make appropriate recommendations.

#### **Duties and Responsibilities**

13. The Committee shall:
  - 13.1. Oversee the Company's credit risk appetite and credit risk management strategy taking into account the size and complexity of the Company. This includes constructively testing and challenging management proposals and decisions on all aspects of credit risk management including hindsight reviews.

- 13.2. Review and decide on recommended changes to the Company's Credit Policy and monitor compliance with this Policy. The review shall take place every two to three years.
- 13.3. Monitor the Company's loan portfolio and provide direction to the Lending Department as to loan approvals, extensions, pricing and enforcement of loans.
- 13.4. Any other responsibilities delegated to the Committee by the Board from time to time relating to credit risk management.

#### **Delegation**

14. Members are required to conduct themselves in accordance with the ethical policies of the Company and be meticulous in their disclosure of any material contract or relationship. This disclosure extends to the interests of family companies and spouses.
15. The Committee may initiate reviews as needed, to fulfil the Committee's responsibilities under this Charter and report to the Board on any new or significant credit risk developments.

#### **Review of Charter**

16. The Board will review this Charter periodically to ensure it remains consistent with the Board's objectives and responsibilities.

#### **Publication of the Charter**

17. A copy of the Charter is available at [www.angassecurities.com](http://www.angassecurities.com).

This Charter was adopted by the Board of Directors on 3 May 2024.