

**CANACCORD GENUITY GROUP INC.  
CHARTER AND TERMS OF REFERENCE  
OF THE RISK COMMITTEE**

(As approved by the Board of Directors on September 9, 2024)

**1. MANDATE**

The primary mandate of the Risk Committee (the “Committee”) of the Board of Directors of the Company (the “Board”) is to assist the Board in overseeing risk management of the Company. This oversight includes:

- (a) reviewing, on an enterprise-wide basis, the significant risks to which the Company is exposed and assessing whether trends and emerging risks have been identified, measured, mitigated, monitored and reported;
- (b) approving risk management policies that establish the appropriate approval levels for decisions and other checks and balances to manage risk; and
- (c) satisfying itself that policies are in place to manage the risks to which the Company is exposed, including market, operational, liquidity, credit, regulatory, legal, cybersecurity and reputational risk.

**2. COMPOSITION AND ORGANIZATION OF THE COMMITTEE**

2.1 The Committee must have at least three directors.

2.2 Subject to the applicable securities legislation (including exemptions), every Committee member must be independent. A member of the Committee is independent if the member has no direct or indirect material relationship with an issuer. A material relationship means a relationship which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of a member’s independent judgment.

2.3 Every Committee member must possess sufficient knowledge of risk management.

2.4 The Board will appoint from themselves the members of the Committee on an annual basis for one-year terms. Members may serve for consecutive terms.

2.5 The Board will also appoint a chair of the Committee (the “Chair of the Committee”) for a one-year term. The Chair of the Committee may serve as the chair of the committee for any number of consecutive terms.

2.6 A member of the Committee may be removed or replaced at any time by the Board. The Board will fill any vacancies in the Committee by appointment from among members of the Board.

**3. MEETINGS**

3.1 The Committee will meet at least four times a year. Special meetings may be called by the Chair of the Committee as required.

3.2 Quorum for a meeting of the Committee will be a majority of the members in attendance.

3.3 Members may attend meetings of the Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.

3.4 The Committee Chair will set the agenda for each meeting, after consulting with management. Agenda materials must be circulated to Committee members for members to have a reasonable time to review the materials prior to the meeting.

3.5 Minutes of the Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board, the Chief Executive Officer, the Chief Financial Officer, the Chief Risk Officer and the Chief Legal Officer.

#### **4. RESPONSIBILITIES OF THE COMMITTEE**

4.1 To assist the Board, the Committee will:

##### **Promote Risk Aware Culture**

- (a) Oversee the practices and promotion by the CEO of a sound risk-aware tone and culture of regulatory compliance throughout the organization, promote open discussion regarding risk, integrate risk management and regulatory compliance into the organization's goals and compensation structure, and foster a corporate culture such that people at all levels manage risks appropriately and support regulatory compliance;

##### **Risk Management**

- (b) receive reports on a quarterly basis from the Chief Risk Officer on enterprise risk management program, with a briefing on macroeconomic trends, principal risks (including market, credit, liquidity & treasury, operational and people);
- (c) assist management to identify the Company's principal business risks (including market, operational, liquidity, credit, regulatory and legal, and reputational risk) and trends;
- (d) review with management the Company's policies and procedures on risk identification and monitoring including emerging risk identification;
- (e) approve, where appropriate, policies developed and implemented to measure the Company's risk exposures and for identifying, evaluating and managing the significant risks to which the Company is exposed, and review such policies and procedures at least once a year to satisfy itself that they remain appropriate and prudent;

- (f) monitor, on a regular basis, the Company's risk management performance and obtain, on a regular basis, reasonable assurance that the Company's risk management policies are being adhered to;
- (g) maintain an oversight role in the risk review activities driven from strategic plan related to decisions (e.g. acquisitions), initiatives (e.g. new business lines), and transactions and exposures.

### **Legal**

- (h) receive reports from the Chief Legal Officer on current and prospective material legal actions involving the Company and its subsidiaries and consider the Company's risk exposure, including financial and reputational, with respect to such actions;

### **Regulatory Compliance**

- (i) receive quarterly reports from the Chief Legal Officer on material regulatory compliance matters impacting the Company and its regulated subsidiaries in each jurisdiction, including status of material examinations, investigations, enforcement proceedings and other regulatory actions by regulatory authorities;
- (j) review on a regular basis, management's assessment of regulatory risk, including risk management regulatory reports and findings of regulators, and management's remediation plans and progress against such regulatory findings;
- (k) annually review global compliance structure and key roles and make recommendations to the Board;

### **Information Systems and Cybersecurity**

- (l) receive quarterly reports from the Chief Technology Officer to obtain assurance that the Company has a comprehensive information security risk management program in place, which includes policies, controls, and procedures to identify, manage, and mitigate risks related to information security, including cybersecurity;
- (m) review quarterly the status of the Company's security of information, information systems and recovery plans and cyber security testing and employee training programs
- (n) receive reports on material cyber security incidents from Chief Technology Officer impacting the Company, its subsidiaries or their vendors or clients and remediation and mitigation steps as applicable;
- (o) review material changes to the Company's cyber security policies and controls;

### **Insurance**

- (p) annually review the Company's insurance program and renewal, including the various lines of cover, premiums, retention and consider material changes to such cover, and provide recommendations to the Board;

**Other**

- (q) conduct special reviews and/or other assignments from time to time as requested by the Board.

**5. REPORTING**

5.1 The Committee will report to the Board on:

- (a) its review of risk management policies, risk management performance and any material risk management issues;
- (b) the Company's compliance with legal and regulatory matters to the extent they affect risk management of the Company; and
- (c) all other material matters dealt with by the Committee.

**6. AUTHORITY OF THE COMMITTEE**

6.1 The Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Committee may at any time retain outside financial, legal or other advisors at the expense of the Company without approval of management.