

Saga plc (the Company)
Terms of Reference of the Risk Committee (the Committee) of the Board
of Directors of the Company (the Board)
 adopted by the Board on 20 September 2021

Constitution	The following are the terms of reference of the Risk Committee of Saga plc and its subsidiaries (together, the Group), save to the extent that the subsidiaries have their own risk committees.
Reports to	Saga plc Board of Directors (at each Board meeting, via the Committee Chair (the Chair) and Group Chief Risk & Compliance Officer).
Sub-Committee	The Executive Leadership Risk Committee reports to the Committee (at each Committee meeting, via the Group Chief Risk Officer).
Purpose	The principal role of the Committee is to assist the Board in articulating and developing its risk management strategy and providing oversight of risk across the Group.
Membership	<ul style="list-style-type: none"> • At least three members, all of whom shall be independent non-executive directors. • The Committee shall include at least one member of the Audit Committee and/or Remuneration Committee. • Members shall have appropriate knowledge, skills and expertise to fully understand risk appetite and strategy/members as a whole shall have relevant risk expertise. The Committee as a whole shall have competence relevant to the sector in which the company operates. • Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair. • Appointments to the Committee shall be for a period of up to three years, extendable for up to two further periods of up to three years, provided the member still meets the criteria for membership of the Committee. • The Chairman of the Board shall not be a member of the Committee.
Chair	<ul style="list-style-type: none"> • The Board shall appoint the chair of the Committee. • In the absence of the Chair and/or an appointed deputy, the remaining Committee members present shall elect one of themselves to chair the meeting. • The Chair shall attend the AGM of the Company prepared to respond to any shareholder questions on the Committee's activities and responsibilities. • The Chair should seek engagement with shareholders on significant matters related to the Committee's areas of responsibility.
Secretary	The Company Secretary (the Secretary), or their nominee, shall act as secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.
Quorum	<ul style="list-style-type: none"> • Two members of the Committee.

	<ul style="list-style-type: none"> All Committee members may participate in a meeting of the Committee via a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A member of the Committee so participating shall be deemed to be present in person at the meeting and shall be entitled to fully participate and be counted in the quorum.
Attendance	Only Committee members have the right to attend and vote at Committee meetings. However, the Committee may invite any directors or other executives of the Company, including, but not limited to, the Group Chief Executive Officer, the Group Chief Financial Officer, the Chief Risk and Compliance Officer (the CRCO), Internal Audit Director, other representatives of the risk function, compliance, and internal and external audit or any external professional advisors to attend all or part of any meetings as and when deemed appropriate and necessary by the Board or the Committee.
Frequency	The Committee shall meet at least three times a year at appropriate times and otherwise as required.
Notice	<ul style="list-style-type: none"> Meetings of the Committee shall be convened by the Secretary at the request of any of its members or at the request of the CRCO if he or she considers a meeting necessary. Unless otherwise agreed by all Committee members, notice of each meeting confirming the venue, time and date and dial in details (if required) of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other non-executive directors and any other person required to attend as soon as practicable, and in any event no later than five working days before the date of the meeting.
Minutes	<ul style="list-style-type: none"> The Secretary, or his or her nominee, shall minute the proceedings of all meetings of the Committee, including recording the names and job titles of those present and in attendance. Draft minutes of Committee meetings shall be circulated promptly to the Chair and, once agreed, to all members of the Committee and to all other members of the Board, unless in the opinion of the Chair it would be inappropriate to do so.
Review	At least annually, review performance and terms of reference to ensure it is operating at maximum effectiveness and recommend to the Board for approval any changes it considers necessary.
Duties	<p>The Committee shall consider any matters relevant to the Committee's remit that are referred to it by the Board or Board committees. The Committee shall:</p> <ol style="list-style-type: none"> Risk appetite, tolerance, strategy and assessment process <ol style="list-style-type: none"> Oversee the current and future risk exposures and risk strategy, develop and monitor the effectiveness of the risk management and internal control framework including risk appetite and associated stress testing, risk policy, key processes and controls, business continuity, and the promotion of a risk aware culture throughout the Group. Advise the Board on the Group's overall risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment. Consider and recommend to the Board the nature and extent of the principal and emerging risks that the Group is willing to take in achieving its strategic objectives.

- 1.4. Advise the Board on the likelihood and the impact of principal risks materialising, and the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact.
 - 1.5. In relation to risk assessment and subject to overlap with the Audit Committee:
 - 1.5.1. keep under review the Group's overall risk assessment processes that inform the Board's decision making, ensuring both qualitative and quantitative metrics are used;
 - 1.5.2. review regularly and approve the parameters used in these measures and the methodology adopted; and
 - 1.5.3. set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance.
 - 1.6. Review the Group's capability to identify and manage new risk types and ensure that a supportive risk management culture and reward systems are embedded and maintained throughout the Group in conjunction with the Audit and Remuneration Committees.
 - 1.7. When requested by the Board, advise on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focusing in particular on risk aspects and implications for the risk appetite and tolerance of the Group, and taking independent external advice where appropriate and available.
 - 1.8. When requested by the Board, conduct post-investment reviews.
- 2. Effectiveness of the risk management and internal control systems**
- 2.1. Review of material breaches of risk appetite limits, black or red rated risks, or incidents/ near misses with a significant customer, brand or commercial impact and the adequacy of proposed action.
 - 2.2. Keep under review the effectiveness of the Group's risk management systems and review and recommend to the Board the statements to be included in the annual report concerning risk management.
 - 2.3. Review (at least annually) a report from the CRCO on the effectiveness of risk management operations.
- 3. Executive remuneration**
- 3.1. Provide qualitative and quantitative advice to the Remuneration Committee on risk weightings to be applied to performance objectives incorporated in executive remuneration.
- 4. Compliance, thematic reviews, subsidiaries and Board Committees**
- 4.1. Consider (by exception) or note a nil return (on an annual basis) the adequacy and effectiveness of the Company's anti-money laundering systems and controls.
 - 4.2. Review of breaches of regulation that are reportable to a regulator (or equivalent), including health and safety.
 - 4.3. Conduct deep dives into areas or risk associated with delivery of strategy and consider any other matters relevant to the Company's risk management that are referred to it by the Board or Board committees.
- 5. CRO and risk management function**
- 5.1. Consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence and is free from management and other restrictions.
 - 5.2. Recommend to the Board the appointment and/or removal of the CRCO.
 - 5.3. Review promptly all reports on the Group from the CRCO, such reports to include a review of the risk team and its performance.

	<p>5.4. Review and monitor management's responsiveness to the findings and recommendations of the CRCO.</p> <p>5.5. Ensure the CRCO shall be given the right of unfettered direct access to the Chairman of the Board, Committee Chair and Committee and is accountable to the Committee.</p> <p>5.6. Meet with the CRCO at least once a year without management present to discuss the CRCO's remit and any issues arising from risk reviews.</p> <p>5.7. The Chair shall (taking into account the views of the Group Chief Financial Officer and Committee members):</p> <p>5.7.1. review the objectives of the CRCO and appraise his/her performance against those objectives. This appraisal should consider the independence, objectivity and tenure of the CRCO; and</p> <p>5.7.2. recommend the remuneration of the CRCO to the Remuneration Committee, and ensure that the remuneration of the CRCO and other members of the risk team (i) is structured to avoid conflicts of interest; (ii) does not impair independence and objectivity; and (iii) is not directly or exclusively linked to the short term performance of the Group.</p>
Reporting to plc Board	<ul style="list-style-type: none"> • The Chair shall report (verbally or otherwise) to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities. • The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed. • The Committee shall review and confirm to the Board that the Group carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. • Any other matters that are reserved for the Board (as defined in the Matters Reserved for the Board) as amended from time to time.
Annual Report	<ul style="list-style-type: none"> • 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. This should contain: <ul style="list-style-type: none"> a. a description of principal risks; b. what procedures are in place to identify emerging risks; and c. an explanation of how they are managed or mitigated. • The directors' report in the annual report and accounts should set out risk management objectives and policies including in relation to financial instruments.
Authority	<p>The Committee is authorised to:</p> <ul style="list-style-type: none"> • undertake any activity within its terms of reference; • seek any information, it requires from any colleague/director of the Group in order to perform its duties; • obtain, at the Company's expense (within the limits authorised by the Board of the Company from time to time), external legal or other professional advice on any matter within its terms of reference where required and invite persons giving such advice to attend Committee meetings; • request the attendance of any colleague at a meeting of the Committee as and when required; and • delegate any of its powers to one or more of its members or the Secretary.

Conflicts of Interest	<ul style="list-style-type: none"> • All members of the Committee shall, at the beginning of each meeting, declare the existence of any conflicts of interest arising and the Secretary, or his or her nominee, shall minute them accordingly. • Any member declaring an interest in a matter may speak and be counted in the quorum for that business at the Chair's discretion (and subject to the Company's Articles of Association).
Governance and Process	<p>The Committee shall:</p> <ul style="list-style-type: none"> • Have access to sufficient resources to carry out its duties, including access to the Company Secretary and other Group functions for assistance as required. • Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members. If a member wishes to attend specific training, the member may notify the Company Secretary. • Give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure and Transparency Rules sourcebook and any other applicable rules, as appropriate.
Standing Agenda	<ul style="list-style-type: none"> • Welcome/Declaration of Interests • Group Risk Report • Minutes of last meeting(s)/matters arising • Any other business • Appendices – latest annual planner and rolling work plan.