



RISK, REGULATORY & COMPLIANCE COMMITTEE CHARTER

Southern Cross Media Group Limited

ABN 91 116 024 536

Issue Date: October 2026

Status: Final

1.1 MEMBERSHIP

The Risk, Regulatory & Compliance Committee (Committee) will be appointed by the Board of Directors (Board) of Southern Cross Media Group Limited (Company) and will consist of a minimum of three members. All members of the Committee must be Non-executive Directors, and a majority of the members must be Independent Directors.

The Board will appoint the Chair of the Committee. The Chair must be an Independent Director who is not the Chair of the Board.

The Board may appoint such additional Directors to the Committee or remove and replace members of the Committee by resolution. Members may withdraw from membership by written notification to the Board.

It is intended that the members of the Committee, between them, should have a sound understanding of risk management, regulatory affairs and compliance matters, and a sufficient understanding of the industries and regulatory environments in which the Group operates, to be able to discharge the Committee's mandate effectively.

The Company Secretary must attend all Committee meetings as minute secretary.

1.2 CONDUCT OF MEETINGS

- (a) The quorum for any meeting shall be at least two members.
- (b) The Committee is to meet at least four times per year, and at such additional times as the Chair may decide in order to fulfil its duties.
- (c) Each director may attend meetings of the Committee and have access to papers for or from any meeting but does not have voting rights (unless a Committee member). The Committee may require a non-Committee member to withdraw from a meeting, or may withhold papers from that member, only to the extent necessary to protect information that would identify a discloser under the Company's whistleblower policy (to the extent the law requires) or where that member has a material personal interest in the matter. Management attendance at Committee meetings will be at the invitation of the Committee.
- (d) Committee members will be provided with papers by management in relation to the agenda items.
- (e) The Committee will liaise with the Audit Committee to ensure appropriate coordination and information-sharing on matters of common interest, including any risk management or compliance matters arising from the internal audit function's work, including having regard to any summary of any Internal Audit Report provided by the Audit Committee which is relevant to the Committee's oversight of the Company's risk management framework.

- (f) Matters will be decided by a majority of votes of Committee members present at meetings. The Committee Chair does not have a casting vote.
- (g) In the absence of the Chair of the Committee, the Committee members must elect one of their number as Chair for that meeting.

1.3 ACCESS TO RESOURCES, MANAGEMENT AND ADVISORS

The Committee is entitled to consult with expert advisers and seek their advice at the expense of the Company where it considers it necessary or appropriate to carry out its duties.

The Committee will have unlimited rights to access senior management and, where relevant to the Committee's mandate, the internal and external auditors (with or without management present). The Committee will also meet separately with senior management from time to time as necessary.

The Committee shall have the authority of the Board to seek any information it requires from any officer or employee.

1.4 REPORTING

The Committee Chair will report to the Board after each Committee meeting on material matters arising and any recommendations for Board decision.

Minutes of meetings of the Committee must be kept by the Company Secretary and, after approval by the Committee Chair, be presented at the next Board meeting. All minutes of the Committee must be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

All Directors will be permitted, within the Board meeting, to request information of the Chair of the Committee or members of the Committee.

1.5 OBJECTIVES

The objectives of the Committee are to assist the Board in its oversight of:

- (a) the effectiveness of the Company's risk management framework in ensuring the Company operates within the risk appetite set by the Board;
- (b) the Company's compliance with applicable laws, regulations and the requirements of its sector regulators;
- (c) the Company's whistleblower framework; and
- (d) the Company's insurance program and other risk transfer arrangements.

1.6 ROLE AND RESPONSIBILITIES – RISK

The Committee assists the Board with oversight of the Company's risk management framework. The main responsibilities of the Committee in relation to risk are:

- (a) Review and make recommendations to the Board in relation to the design and appropriateness of the Company's risk management framework.
- (b) Review reports from management on new and emerging sources of financial and non-financial risk (including treasury, taxation, cyber security, environmental, social and

climate related risks) and the risk controls and mitigation measures that management has put in place to deal with those risks.

- (c) Oversee, evaluate and make recommendations to the Board in relation to, the adequacy and effectiveness of the risk management framework and the risk management systems and processes in place, and be assured and in a position to report to the Board that material risks have been identified and appropriate policies and processes are in place to manage them.
- (d) Monitor management's performance against the Company's risk management framework and the implementation of corporate and business unit risk management plans.
- (e) Review, and make recommendations to the Board in relation to, management's annual report on the effectiveness of the risk management systems and internal control framework. Before the Audit Committee recommends the Company's financial statements to the Board for each reporting period, report to the Audit Committee on the Committee's assessment of whether the risk management systems and internal control framework are operating effectively.
- (f) Review, at least annually, the Company's risk management framework to satisfy itself that it continues to be sound and that the Company is operating with due regard to the risk appetite set by the Board. Report to the Board regarding the review and any recommended changes to the risk management framework.
- (g) Consider climate related risks and opportunities as part of the Committee's risk assessment processes, noting that the Audit Committee is responsible for the annual review of the Company's climate related risks and opportunities assessment as outlined in AASB S2, and report any relevant matters to the Audit Committee.
- (h) Review, and make recommendations to the Board in relation to, the Company's insurance program and other risk transfer arrangements having regard to the Company's business and the insurable risks associated with it, and be assured that appropriate coverage is in place.

1.7 ROLE AND RESPONSIBILITIES – REGULATORY AND COMPLIANCE

The main responsibilities of the Committee in relation to regulatory and compliance matters are:

- (a) Monitor the Company's compliance with applicable laws and regulations and be assured that material compliance risks have been identified, other than matters allocated to the Audit Committee, including financial reporting, taxation and fraud, anti-bribery and corruption controls.
- (b) Review the Company's engagement with, and compliance with requirements imposed by, its sector regulators (including the Australian Communications and Media Authority) and monitor material regulatory developments relevant to the Company's business, reporting to the Board as appropriate.
- (c) Whistleblower Policy

The Committee will ensure the Company:

- (i) Has and discloses a whistleblower policy and maintains an external reporting service for the receipt of disclosures under the Company's whistleblower policy; and

- (ii) Has implemented appropriate procedures for the handling and investigation of disclosures made under the whistleblower policy, including a requirement to report all disclosures made under the whistleblower policy to the Chair of the Committee, a requirement to report any material incidents reported under the policy to the Board, and a requirement that the Chair of the Committee promptly notify the Chair of the Audit Committee of any disclosure that relates to financial reporting, accounting, internal controls, audit matters or fraud, subject to the disclosure and escalation processes set out in the Company's Whistleblower Policy.
- (d) Receive reports from management on breaches of the Company's code of conduct and report any material breaches to the Board.
- (e) Review the Company's annual Modern Slavery Statement and make recommendations to the Board, which approves the Statement.

1.8 REVIEW

The Committee will review the membership and Charter of the Committee every two years, or more frequently if required by regulatory, legal or governance developments, and make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.

Charter approved in October 2026.