

## CIM FINANCIAL SERVICES LTD ('CFSL')

### Audit and Compliance Committee (ACC) Charter

<b>1.</b>	<b>Membership</b>	<p>(i) The ACC shall consist of a minimum of three [3] and a maximum of six [6] members, with:</p> <ol style="list-style-type: none"> <li>a. At least two [2] independent non-executive directors;</li> <li>b. at least one [1] committee member to be both independent and financially literate; and</li> <li>c. at least one [1] member to be designated as the "financial expert," as defined by applicable legislation and regulation.</li> </ol> <p>(ii) The Chief Executive Officer (CEO) of the Company shall not be a member of the ACC.</p> <p>(iii) The Board shall appoint the Chairperson of the ACC. The Chairperson of the ACC shall be an independent director.</p> <p>(iv) The Chairperson of the Committee may in case of absence designate an alternate. In case of absence of the Chairperson and where no alternate has been designated, the members of the Committee shall appoint an independent director or a non-executive director to chair the meeting.</p>
<b>2.</b>	<b>Attendance by Invitation</b>	<p>(i) The Chief Financial Officer, the Head of Operations, the Head of Internal Audit and the Head of Compliance shall have a standing invitation to attend meetings of the Committee. The Head of Internal Audit and the Head of Compliance shall attend only for those parts of the meeting relevant to their respective functions, as determined by the Chair.</p> <p>(ii) The Chairperson may, at his/her discretion, invite other members of management or external advisers to attend the meeting as deemed appropriate.</p>
<b>3.</b>	<b>Quorum</b>	A quorum shall be a majority of the members of the Committee, with the presence of at least one [1] independent non-executive director and one [1] non-executive director.
<b>4.</b>	<b>Secretary</b>	The Company Secretary or his or her nominee shall be the 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.
<b>5.</b>	<b>Meetings</b>	<p>(i) Meetings of the ACC will be held on a quarterly basis.</p> <p>(ii) The Chairperson of the ACC may call a meeting at any other time. The Chairperson may also convene a meeting upon the request of any Committee member who considers it necessary.</p>

5.	<b>Notice of Meetings</b>	<p>(i) Meetings of the committee shall be called by the Secretary of the committee at the request of the committee Chairperson.</p> <p>(ii) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall, other than under exceptional circumstances, be forwarded to each member of the committee, 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.</p>
6.	<b>Minutes of Meetings</b>	The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
7.	<b>Annual general meeting</b>	The committee Chairperson should attend the annual general meeting to answer any shareholder questions on the committee's activities.
8.	<b>Duties</b>	<p>To assist the Board in fulfilling its oversight responsibilities in terms of the following functions:</p> <p>8.1 Audit function, with key duties as follows:</p> <p>8.1.1 Setting and overseeing the overall standard for financial reporting and internal controls;</p> <p>8.1.2 Perform periodic independent reviews of the compliance risk and function to ensure adequacy and effectiveness of controls;</p> <p>8.1.3 Reviewing and assessing the quality of work done by the professionals responsible for financial reporting and internal controls, if any;</p> <p>8.1.4 Engaging in discussions with external and internal auditors on the quality and acceptability of the control environment and reporting structures.</p> <p>8.2 Compliance function, with key duties as follows:</p> <p>8.2.1 Managing the compliance risks, which are defined as risks arising from failure by the organisation to comply with laws, regulations and codes, as appropriate;</p> <p>8.2.2 Maintaining internal controls through support/advice to ensure that Cim is meeting its regulatory requirements and complying with established policies, procedures and controls;</p> <p>8.2.3 Ensuring that the organisation operates with integrity and that changes in applicable laws, regulations and other compliance obligations are promptly disseminated within the organisation for implementation and monitoring thereafter;</p> <p>8.2.4 Promoting a strong compliance culture and implementation of an effective governance and risk management framework for compliance risk across the organisation; and</p> <p>8.2.5 Implementing internal controls and other procedures and/or policies to combat money laundering, the financing of terrorism and proliferation which among other things include establishing and maintaining a manual of compliance procedures in relation to money laundering and programmes for assessing risks relating to money laundering, the financing of terrorism and proliferation.</p> <p>The Committee will fulfil these responsibilities by primarily carrying out the activities described in Appendix I below. These responsibilities may be amended as and when required, subject to the approval of the Board.</p>

9.	<b>Reporting responsibilities</b>	<p>(i) The committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.</p> <p>(ii) The committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.</p>
10.	<b>Remuneration</b>	The members of the ACC shall be remunerated on the same basis as for fees paid for other Board committees.
11.	<b>Authority</b>	<p>The Committee has authority to conduct or authorise investigations into any matters within its scope of responsibility. It is empowered to:</p> <p>(i) Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organisation;</p> <p>(ii) Resolve any disagreements between management and the auditor regarding financial reporting;</p> <p>(iii) Pre-approve all auditing and non-audit services as well as the annual Compliance Plan;</p> <p>(iv) Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation and/or request assistance from specialists/expert in respect to compliance function from any service provider, as appropriate;</p> <p>(v) Seek any information it requires from employees-all of whom are directed to cooperate with the Committee's requests-or external parties; and</p> <p>(vi) Meet with company officers, external auditors, regulators and/or outside counsel, as necessary.</p>
12.	<b>Review of Terms of Reference</b>	This Charter shall be reviewed annually, or as deemed necessary by the Board, and any revisions shall be subject to the Board's approval.
13.	<b>Approval</b>	Updated version approved by the Board on 11May 2026

## Appendix I

The committee will carry out the following responsibilities:

### A. Audit function

#### Financial Statements

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit, including any difficulties encountered.
3. Review the interim financial statements and annual report (including the financial statements), and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
4. Review other sections of the interim financial statements and annual report (including the financial statements) and related regulatory filings and consider the accuracy and completeness of the information before release for publication and to appropriate regulatory bodies.
5. Review with management and the external auditors all matters required to be communicated to the committee under generally accepted auditing standards
6. Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
7. Review interim financial reports with management and the external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.

#### Internal Control

8. Consider the effectiveness of the organisation's internal control system, including information technology security and control.
9. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

#### Internal Audit

10. Approve the internal audit charter.
11. Approve decisions regarding the appointment and removal of the Head of Internal Audit. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Head of Internal Audit.
12. Approve the annual audit plan and all major changes to the plan. Review the internal audit activity's performance relative to its plan.
13. Review with the Head of Internal Audit the internal audit budget, resource plan, activities, and organisational structure of the internal audit function.
14. At least once per year, review the performance of the Head of Internal Audit and concur with the annual compensation and salary adjustment.
15. Review the effectiveness of the internal audit function, including alignment with The Institute of Internal Auditors' the Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.
16. On a regular basis, meet separately with the Head of Internal Audit to discuss any matters that the committee or internal audit believes should be discussed privately.

The Committee will ensure that the Internal Audit Department performs the following:

#### **Reports to the Committee**

17. Periodic reports shall be issued to the Audit and Compliance Committee on:
18. Internal Audit work performed in accordance with the Audit Work Plan where a high level summary of significant risk exposures, corporate governance and control issues are reported;

19. Status of implementation of agreed action plans with process owners;
20. Any unplanned work (special audits, investigations, etc.) or significant deviation from the formally approved Plan with justification;
21. Confirm the organizational independence of internal audit activity (annually); and
22. Other matters needed or requested by the Committee.

#### **Monitoring and follow up**

23. Internal audit shall perform monthly follow up on all observations identified which have reached their due dates at that time.
24. Management shall state whether the action plans have been implemented with details of the actions taken together with relevant evidences, or if still open/in progress, provide relevant justifications.
25. A status on the follow up results will be provided to the Board on a quarterly basis with specific attention on critical/high risk issues.

#### **Documentation**

The Head of Internal Audit shall maintain appropriate documentation / audit file that:

26. Provides evidence that the audit was planned and performed in a professional manner.
27. Clearly enables understanding of the tests performed, the results and evidences obtained.
28. Highlights who performed and reviewed the audit work and the date it was completed.
29. Records discussions of significant matters with management, those charged with governance, and others, including the nature of the significant matters discussed and when and with whom the discussions took place.

#### External Audit

30. Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
31. Review the performance of the external auditors, vet the appointment of the external auditors and seek final approval from the Board on the appointment, re-appointment, rotation or discharge of the auditors.
32. Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.
33. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

#### Reporting Responsibilities

34. Regularly report to the Board about committee activities, issues, and related recommendations.
35. Provide an open avenue of communication between internal audit, the external auditors, and the Board.
36. Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
37. Review any other reports the organisation issues that relate to committee responsibilities.

#### Other Responsibilities

38. Perform other activities related to this charter as requested by the Board.
39. Institute and oversee special investigations as needed.
40. Review and assess the adequacy of the committee charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
41. Confirm annually that all responsibilities outlined in this charter have been carried out.
42. Evaluate the committee's and individual members' performance on a regular basis.
43. Comply with any reporting requirements to regulators and attend any meeting with regulators as may be required.

## **B. Compliance function**

The Board has the ultimate responsibility to oversee the compliance practices within the company and to ensure that the company has implemented effective systems and practices to achieve compliance with laws, regulations and internal policies. This duty is delegated by the Board to the Committee.

The compliance function plays a crucial role in ensuring adherence to regulatory and legal requirements. The Committee shall ensure that the Compliance department discharges the following duties and responsibilities:

### **Support/ Advisory**

44. To provide advice and support on compliance matters affecting existing or new company products and services.
  45. To assist in the design simplified processes and systems to ensure effective implementation and ease understanding of staff
  46. To act as a business partner to support new initiatives within risk appetite of the organisation
  47. To escalate material compliance issues to the Group CEO and the relevant Board sub-committee.
- Education, training and awareness
48. To ensure that adequate compliance communication and training is delivered to all departments, as required.
  49. To maintain a repository/compilation of all policies/procedures and ensure their proper understanding by all employees under each department head supervision.
  50. To ensure that compliance personnel have sufficient knowledge and experience to carry out their compliance obligations.
  51. To foster the compliance culture across the organisation.

### **Monitoring**

52. Transactions are monitored on a regular basis and any suspicious transactions are reported to the MLRO.
53. To verify on a regular basis, compliance with policies, procedures and controls relating to money laundering and the financing of terrorism and proliferation.
54. To conduct periodical second line controls on first line controls/verification and ongoing monitoring activities.

### **Regulatory Change Management**

55. To conduct independent evaluation of the financial institution's own policies and procedures, including legal and regulatory requirements.
56. To monitor new legislations and regulations and advice on impact of legal/regulatory changes within the compliance framework.

### **Compliance reviews**

57. To execute the compliance plan to monitor compliance obligations throughout the company.
58. To carry out compliance reviews and report by exception on non-adherence to company policies and procedures.
59. To report by exception any non-adherence to regulatory requirements through the compliance register.
60. To follow up on the implementation of compliance and regulatory report recommendations.

### **Regulatory relationship and reporting**

61. To act as the regulator's point of contact, for first line contact with the Regulators.
62. Reporting by exception on any non-compliance with respect to regulatory requirements.

### **Reporting of Complaints**

63. To support the Customer Experience department with respect to regulatory complaints received from the office of the Ombudsperson for financial services or any other relevant authorities and ensure that there is no breach of regulatory requirements and laws.

Reporting of suspicious transactions

64. Any suspicious transactions are reported to the MLRO, or the deputy MLRO in his absence, if found suspicious are reported to the Financial Intelligence Unit for further investigations in line with established laws and regulations.

Assist in the maintenance of updated procedures and Policies manuals

65. To assist all departments in the review for updated policy/procedures for the observance of laws, policies, compliance regulations and codes of conduct within the company.

Compliance obligations of employees

66. All employees shall comply with all internal policies, procedures, applicable laws and regulations. Failure to meet these obligations should be taken up during performance reviews of employees and addressed in line with prevailing policies, procedures and standards.