

GATELEY (HOLDINGS) PLC
(the Company)

TERMS OF REFERENCE OF THE RISK COMMITTEE

(Approved at a meeting of the Board of Directors of the Company held on 24 September 2025)

1. CONSTITUTION

The Risk Committee (the 'Committee') was established with effect from 28 July 2025 by resolution of the Board on 25 July 2025.

2. MEMBERSHIP

2.1 Members of the Risk Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the chair of the Risk Committee, in accordance with the Company's articles of association. Appointments shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided members continue to be independent.

2.2 The Risk Committee shall be a standalone committee, distinct from the Audit Committee.

2.3 All members of the Risk Committee shall be independent non-executive directors. The Risk Committee shall consist of a minimum of two members, of which at least one member shall be the chair of the Audit Committee. At least one Risk Committee member shall have recent and relevant experience in risk management issues and practices.

2.4 The chair of the Risk Committee shall be an independent non-executive director and shall be appointed by the Board on the recommendation of the Nomination Committee from among the members of the Risk Committee. In the absence of the chair of the Risk Committee (and/or an appointed deputy or alternate chair), the members present at any meeting of the Risk Committee shall elect one of themselves to chair the meeting.

2.5 If any member of the Risk Committee is unable to act for any reason, the chair of the Risk Committee may appoint another independent non-executive director of the Company (agreed by the other members of the Risk Committee) to act as that member's alternate.

2.6 Only members of the Risk Committee have the right to attend Committee meetings. However, other Board Directors and other individuals (including representatives of external advisors) may be invited to attend all or part of any meeting as and when appropriate in the opinion of the chair of the Risk Committee or the majority of its members.

2.7 The Chief Risk Officer will normally be invited to attend meetings of the Committee on a regular basis.

3. SECRETARY

3.1 The Company Secretary or his or her nominee shall be the secretary of the Risk Committee. The secretary shall ensure that the Risk Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3.2 The secretary of the Risk Committee shall prepare minutes of proceedings and decisions for all meetings of the Risk Committee, including the names of those present and in attendance. The secretary shall circulate the draft minutes to the chair of the Risk Committee and, subject to the inclusion of any amendments from the chair of the Risk Committee, shall circulate the draft minutes to all members of the Risk Committee and to the chair of the Board and, once approved by the Risk Committee, obtain the signature of the chair of the Risk Committee and then circulate to all other members of the Board, unless it would be inappropriate to do so in the opinion of the chair of the Risk Committee.

4. QUORUM

The quorum for meetings of the Risk Committee shall be two members present throughout the meeting. A duly convened meeting of the Risk Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Risk Committee.

5. MEETINGS

- 5.1 The Risk Committee shall meet at least four times a year at appropriate times and otherwise as required.
- 5.2 Meetings of the Risk Committee shall be called by the secretary of the Risk Committee at the request of any member or at the request of the Chief Risk Officer if he or she considers it necessary.
- 5.3 Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers, where appropriate, shall be forwarded to each member of the Risk Committee and any person invited to attend no later than five working days prior to the date of the meeting. All reasonable efforts shall be made to give notice of meetings of the Risk Committee to all members of it and to arrange such meetings so that members are able to attend them.
- 5.4 A member of the Risk Committee may participate in Committee meetings in person, by telephone or by video conference.
- 5.5 In the event of an equality of votes, the chair of the Risk Committee shall have a casting vote.

6. ANNUAL GENERAL MEETING

The chair of the Risk Committee shall be available to answer questions about the Committee's activities at the annual general meeting of the Company. All members of the Risk Committee shall also attend the annual general meeting.

7. DUTIES OF THE RISK COMMITTEE

The Risk Committee should carry out the duties set out below for the Company and its subsidiary undertakings (together, the Group). The duties of the Risk Committee shall be:

7.1 Duties

- 7.1.1 to advise the Board on the Group's overall risk appetite, tolerance and strategy, and the principal and emerging risks the Company is willing to take in order to achieve its long-term strategic objectives whilst taking into account the current and prospective macroeconomic and financial environment;
- 7.1.2 to oversee and to advise the Board on the current risk exposures of the Group and future risk strategy;
- 7.1.3 in relation to risk assessment:
- (a) to 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;
 - (b) to review regularly and to approve the parameters used in these measures and the methodology adopted;
 - (c) to set a standard for the accurate and timely monitoring of large exposures and certain risk types of critical importance;
- 7.1.4 to review the capability of the Group to identify and manage new and emerging risk types;
- 7.1.5 where requested by the Board, to provide advice on the assessment of principal and emerging risks facing the Group, including the management and mitigation of those risks;
- 7.1.6 to review and assess the Group's risk appetite and associated stress testing;
- 7.1.7 before a decision to proceed is taken by the Board in relation to proposed strategic transactions including acquisitions or disposals, to advise the Board and to ensure that a due diligence appraisal of the proposition is undertaken, including a focus on risk aspects and implications for the risk appetite and tolerance of the Group. Independent external advice should be obtained where appropriate and available;

- 7.1.8 to review reports on any material breaches of risk limits and the adequacy of proposed action;
 - 7.1.9 to review reports on material aspects of the Group's insurance cover, including professional indemnity insurance arrangements in relation to the Group's lawyers;
 - 7.1.10 to review the Group's procedures for detecting fraud;
 - 7.1.11 to review reports from management on the adequacy and effectiveness of the Group's risk management systems and controls to enable the Group's lawyers and others in the Group to comply with the rules of any relevant regulatory body including the Solicitors Regulation Authority;
 - 7.1.12 to review the Group's systems and controls for the prevention of bribery and receive reports on non-compliance;
 - 7.1.13 to review regular reports from the Money Laundering Reporting Officer and the adequacy and effectiveness of the Group's anti-money laundering systems and controls;
 - 7.1.14 to review regular reports from the Chief Risk Officer and the adequacy and effectiveness of the Group's compliance function;
 - 7.1.15 to consider the major findings of internal investigations and management's response;
 - 7.1.16 to seek suitable assurance on the Group's ability to reduce the likelihood of principal risks materialising and the impact on the business of risks that do materialise;
 - 7.1.17 to oversee and seek suitable assurance regarding the appropriateness of the Group's values and culture and reward systems for managing risks and internal controls, and the extent to which the culture and values are embedded within the Group;
 - 7.1.18 to consider and approve the remit of the risk management function to:
 - (a) 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; and
 - (b) ensure it has adequate independence, being free from management or other restrictions;
 - 7.1.19 to recommend to the Board the appointment and/or removal of the Chief Risk Officer;
 - 7.1.20 to review promptly all reports on the Group from the Chief Risk Officer;
 - 7.1.21 to review and monitor management's responsiveness to the findings and recommendations of the Chief Risk Officer;
 - 7.1.22 to give to the Chief Risk Officer the right of unfettered direct access to both the chair of the Board and the chair of the Risk Committee; and
 - 7.1.23 to consider any reports, findings and directives of the Group's legal professional regulators, as appropriate, and to provide guidance and advice to the Board on the policies, strategy and focus of these regulators to minimise risk to the Group.
- 7.2 The Risk Committee shall consider such other matters as may be requested by the Board from time to time.
- 7.3 The Risk Committee is authorised by the Board to investigate any activity within the scope of its duties.
- 8. REPORTING RESPONSIBILITIES**
- 8.1 The chair of the Risk Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also report formally

to the Board on how the Committee has discharged its responsibilities. This report shall include any matters on which the Board has requested the Risk Committee's opinion.

- 8.2 The Risk Committee shall compile a report of its activities to be included in the Company's annual report. The Risk Committee shall assist the Board by preparing a statement for inclusion in the annual report describing the roles and responsibilities of the Risk Committee and actions taken by the Committee to discharge those responsibilities, and shall assist with the review of the Board's viability statement.
- 8.3 In compiling its reports to the Board and to be included in the annual report, the Risk Committee should exercise judgement in deciding which of the issues it considers are significant, but should include at least the inputs to the Board's viability statement and the statement on corporate governance arrangements.
- 8.4 The Risk Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9. PERFORMANCE, RESOURCES AND TRAINING

9.1 The Risk Committee shall:

- 9.1.1 have access to sufficient resources to carry out its duties, including access to the Company Secretariat for assistance as required;
- 9.1.2 work and liaise as necessary with all other Board committees, taking particular account of the impact of internal controls being delegated to different committees;
- 9.1.3 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval;
- 9.1.4 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 9.1.5 give due consideration to laws and regulations, the provisions of the QCA Corporate Governance Code, the AIM Rules for Companies, the FCA's Disclosure Guidance and Transparency Rules (in so far as they apply to the Company), the legal professional duties of members of the legal profession within the Group, and any other applicable laws and guidance, as appropriate; and
- 9.1.6 oversee any investigation of activities which are within its terms of reference.

9.2 The Risk Committee is authorised to:

- 9.2.1 seek any information it requires from any partners or staff of the Group in order to perform its duties and to request the attendance of any partners or staff at any meetings of the Risk Committee;
- 9.2.2 obtain outside legal, accounting or other independent professional advice on any matter within its terms of reference and to secure the attendance of outsiders with relevant experience and expertise to meetings, if it reasonably considers this necessary, at the Company's expense (subject to any budgetary restraints imposed by the Board); and
- 9.2.3 have the right to publish in the Company's annual report, details of any issues that cannot be resolved between the Risk Committee and the Board.

10. RELATIONSHIP WITH AUDIT COMMITTEE

Where there is any overlap between the responsibilities of the Risk Committee and those of the Audit Committee of the Company, the respective chairs of the committees shall have the discretion to agree the most appropriate committee to fulfil any obligation. An obligation under the terms of reference of the Risk Committee or the Audit Committee will be deemed by the Board to have been fulfilled providing that it is dealt with by either the Risk Committee or the Audit Committee.