RISK COMMITTEE CHARTER

Version: 1.0
Classification: Internal
Owner: Board of Directors
Approved by: Board of Directors
Last Updated: July 2026

1. PURPOSE

The Risk Committee supports the Board of Directors in overseeing the Group's Enterprise Risk Management Framework ("ERM").

The Committee ensures that risks are identified, assessed, managed and monitored in a manner consistent with Bitwisi Group's strategy, regulatory obligations and risk appetite.

2. AUTHORITY

The Risk Committee is authorized to:

- review enterprise risks;
- request information from management;
- review risk reports;
- challenge management decisions relating to risk;
- make recommendations to the Board.

The Committee does not manage day-to-day risks, which remain the responsibility of Executive Management.

3. RESPONSIBILITIES

The Committee shall oversee:

- Enterprise Risk Management;
- Risk Appetite;
- Operational Risk;
- Financial Risk;
- Liquidity Risk;
- Technology Risk;
- Cybersecurity Risk;
- Compliance Risk;
- Third-Party Risk;
- Business Continuity;
- Disaster Recovery;
- Emerging Risks.

4. RISK APPETITE

The Committee shall recommend the Group's Risk Appetite Statement to the Board.

The Risk Appetite shall define:

- acceptable risk levels;
- prohibited activities;
- escalation thresholds;
- risk tolerances.

The Committee shall periodically review whether the Group continues to operate within its approved Risk Appetite.

5. ENTERPRISE RISK MANAGEMENT

The Committee shall oversee the implementation and effectiveness of the Enterprise Risk Management Framework.

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POURQUOI CHOISIR BITWISI ?
Le Groupe BIWISI SarL s'engage à fournir des solutions technologiques fiables, sécurisées et innovantes afin d'accompagner durablement les entreprises et institutions dans leur transformation digitale.
Nous croyons en une Afrique connectée, moderne et prospère grâce à l'innovation.

PERSPECTIVES & AMBITIONS
- Développer nos solutions a l'échelle africaine
- Développer des solutions fintech innovantes
- Renforcer l'inclusion financière
- Accompagner la fintech locale et régionale
- Devenir une référence technologique en afrique centrale

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Management shall regularly report on:

- significant risks;
- changes in risk exposure;
- mitigation measures;
- residual risks.

6. TECHNOLOGY AND CYBERSECURITY RISK

The Committee shall receive regular updates regarding:

- cybersecurity threats;
- critical vulnerabilities;
- cloud security;
- system availability;
- technology resilience;
- cyber incidents.

Significant technology risks shall be escalated to the Board.

7. BUSINESS CONTINUITY AND OPERATIONAL RESILIENCE

The Committee shall oversee the Group's operational resilience arrangements, including:

- Business Continuity Planning (BCP);
- Disaster Recovery Planning (DRP);
- crisis management;
- operational incident response;
- resilience testing.

8. THIRD-PARTY RISK

The Committee shall oversee risks arising from:

- banking partners;
- payment processors;
- cloud service providers;
- technology vendors;
- outsourced service providers;
- strategic partners.

Management shall conduct appropriate due diligence before entering material third-party relationships.

9. RISK REPORTING

Management shall provide regular reports covering:

- key risks;
- Key Risk Indicators (KRIs);
- emerging risks;
- major incidents;
- risk appetite breaches;
- remediation progress.

The Committee may request additional reporting where necessary.

10. MEETINGS

The Committee shall meet at least quarterly.

Additional meetings may be convened when significant risks require urgent attention.

11. MEMBERSHIP

The Committee shall consist of Board members appointed by the Board.

Collectively, members should possess expertise in:

- enterprise risk management;
- financial services;
- technology;
- cybersecurity;
- operational resilience;
- regulatory compliance.

The Committee may invite members of Executive Management or external advisers to attend meetings when appropriate.

12. CHAIRPERSON

The Chairperson shall:

- approve meeting agendas;
- chair Committee meetings;

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- facilitate effective discussions;
- report significant matters to the Board;
- monitor implementation of Committee decisions.

13. REPORTING

After each meeting, the Committee shall provide a written report to the Board summarizing:

- matters reviewed;
- significant risks identified;
- recommendations;
- action items.

Material risks requiring Board attention shall be escalated without undue delay.

14. ANNUAL REVIEW

The Committee shall annually review:

- its effectiveness;
- the adequacy of the Enterprise Risk Management Framework;
- the Group's Risk Appetite;
- this Charter.

Recommendations for improvement shall be submitted to the Board.

DOCUMENT CONTROL

Version	Date	Description
1.0	July 2026	Initial Release

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Review Cycle: Annual

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