

RISK COMMITTEE CHARTER

SECTION 1. MEMBERSHIP AND ROLE

- 1.1** The Risk Committee (the “Committee”) of the Board of Directors (the “Board”) shall consist of not less than five Directors. All members of the Committee shall be Directors who are neither officers nor employees of IGM Financial Inc. (the “Corporation”) or its subsidiaries and are independent of management of the Corporation. An appropriate number of committee members shall have sufficient knowledge in the risk management of financial institutions and shall include individuals with technical knowledge in risk disciplines. Members of the Committee shall be appointed by the Board and shall serve as members at the pleasure of the Board. The Board shall also appoint the Chair of the Committee, who shall not be the Chair of the Board.
- 1.2** The Board has established the Committee to assist the Board in reviewing and overseeing the risk governance structure and risk management program of the Corporation. The executive management of the Corporation (including the executive Risk Management Committee) is responsible for establishing and maintaining the Corporation’s Risk Management Framework and Risk Policy, defining the Corporation’s risk appetite and ensuring that the Corporation’s risk profile and processes are aligned with its corporate strategy and risk appetite. Recognizing that management of the Corporation has greater knowledge of the material risks to which the Corporation is exposed, the Board and Committee expect that the Corporation’s executive management and the Risk Function will bring to the attention of the Committee any matters that should be considered by, known to or acted on by the Committee.

SECTION 2. PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

- 2.1 Meetings.** The Committee shall meet as often as may be necessary and at least one time in each financial quarter to discharge its duties and responsibilities hereunder. The Committee may meet at any place within or outside of Canada.
- 2.2 Joint Meetings with Audit Committee.** The Committee shall meet with the Audit Committee and the Head of Internal Audit function to review Internal Audit’s rolling audit plan on an annual basis, at minimum, including a review of results of Internal Audit work that provides assurance over the enterprise risks.
- 2.3 Advisors.** The Committee may, at the Corporation’s expense, engage such outside advisors as it determines necessary or advisable to permit it to carry out its duties and responsibilities.

- 2.4 Quorum.** A quorum at any meeting of the Committee shall be a majority of the Committee members.
- 2.5 Secretary.** The Corporate Secretary or an Associate Secretary or such other person as may be designated by the Chair (or, in the absence of the Chair, the acting Chair) of the Committee shall act as secretary of meetings of the Committee.
- 2.6 Calling of Meetings.** A meeting of the Committee may be called by the Chair of the Committee, by the Chair of the Board, by the Head of the Risk Function, by such other Director(s) as may from time to time be authorized by the Chair of the Committee, or by any other member of the Committee, on not less than 48 hours' notice to the **members** of the Committee specifying the place, date and time of the meeting. Meetings may be held at any time without notice if all members of the Committee waive notice provided that the attendance of a Committee member at any such meeting shall be a waiver of notice of that meeting except where the Committee member objects to the transaction of business on the grounds that the meeting had not been validly called. If a meeting of the Committee is called by anyone other than the Chair of the Board, the person(s) calling the meeting shall so inform the Chair of the Board and the Chair of the Committee.
- 2.7 In-Camera Sessions.** At every regularly-scheduled meeting, the members of the Committee who are independent of the Corporation's management shall meet without members of management present.
- 2.8 Delegation.** The Committee may, from time to time, designate a sub-committee of one or more members to review and report to the Committee on any matter for which the Committee is responsible.
- 2.9 Guests.** The Committee may from time to time invite such persons as it considers fit to attend its meetings and to take part in its discussions and the consideration of the matters before the Committee.

SECTION 3. DUTIES AND RESPONSIBILITIES

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee shall:

- 3.1** Advise and assist the Board in its oversight of the Corporation's principal risks, including, but not limited to financial, operational, governance and oversight, strategic, regulatory, business and environmental risks and in the oversight of the risk management systems implemented by management of the Corporation.
- 3.2** Meet with the Head of the Risk Function at least annually or more frequently, as required, without other members of management present.

- 3.3** Annually review and approve the mandate of the Head of the Risk Function (the “Head of the Risk Function Mandate”).
- 3.4** Annually review and approve the appropriate risk systems and Risk Function resources required to support the execution of risk processes.
- 3.5** Annually review and recommend to the Board for approval the Corporation’s Enterprise Risk Management Policy (the “ERM Policy”) and Risk Appetite Framework (the “RAF”) to ensure there is alignment with the Corporation’s annual business plan and strategy and shall:
 - a) annually review compliance with the ERM Policy, the RAF and matters that require attention such as policy breaches and exceptions, as reported by the Head of the Risk Function (or delegate);
 - b) ensure management has effective processes in place to support reporting of material breaches of the ERM Policy, the RAF or any other applicable policies to the Board; and
 - c) every two years, or more frequently if the Committee considers it advisable or required, review and approve the policies established by management of key risks (which, as of the date of adoption of this Charter, are Financial Risk; Operational Risk; Governance, Oversight and Strategic Risk; Regulatory Risk; Business Risk; and Environmental Risk).
- 3.6** Review Risk Function reports evidencing that effective processes are in place for management control over the identification, measurement, management, monitoring and reporting on significant current and emerging risks at the Corporation.
- 3.7** Upon identification by the Head of the Risk Function, advise the Board of any developments that would materially alter the risk profile of the Corporation.
- 3.8** Review, assess and report to the Board on such other matters relating to risk management as the Board may from time to time direct to the Committee.

SECTION 4. IN-CAMERA SESSIONS

The Committee shall periodically meet in-camera, as the Committee deems appropriate.

SECTION 5. ACCESS TO INFORMATION

The Committee shall have access to all information, documents and records of the Corporation that it determines necessary or advisable to enable it to perform its duties and to discharge its responsibilities under this Charter.

SECTION 6. REVIEW OF CHARTER

The Committee shall periodically review this Charter and recommend any changes to the Board that it deems appropriate.

SECTION 7. REPORTING

The Chair of the Committee shall report to the Board at its next regularly scheduled meeting on matters reviewed or considered by the Committee since the Chair's last report to the Board.

Adopted by the Board of Directors on June 19, 2020, as amended February 11, 2022.