# StoneX<sup>\*</sup>

## Charter of the StoneX Group Inc. Risk Committee of the Board of Directors

### Purpose

The purpose of the Risk Committee (the "Committee") is to assist the Board of Directors (the "Board") of StoneX Group Inc. (the "Company") in fulfilling its oversight responsibilities with regard to the Company's risk-taking tolerance and management of financial and operational risks, including but not limited to credit risk, market risk, liquidity risk and casualty risk. The Committee's responsibility is one of oversight and review. Risk assessment and risk management are the responsibility of the Company's management.

For the avoidance of doubt, the Committee shall not be responsible for overseeing the Company's accounting, preparation of financial statements, reporting to the Securities and Exchange Commission ("SEC") or other regulatory bodies, the engagement and oversight of the Company's independent auditor, and such other matters as are set forth in the charter of the Audit Committee of the Board; oversight over such matters will remain the responsibility of the Audit Committee.

#### Composition

The Committee shall consist of not fewer than three directors who meet the independence requirements of the SEC, The Nasdaq Stock Market LLC ("Nasdaq") and any other rules applicable to the Company (but not such rules that are applicable to Audit Committee members). Appointment to the Committee, including Chair of the Committee, shall be made on an annual basis by the full Board on the recommendation of the Nominating and Governance Committee at the first organizational meeting of the Board held after the annual shareholders' meeting.

Given the multiple business segments reflecting the diverse global financial services provided by the Company and its subsidiaries, the Committee shall consist of a complement of members who, through their educational and professional backgrounds, reflect an understanding of the risks the Company encounters on a regular basis, including but not limited to the topics of risk management, financial liquidity and capital management and physical commodity transactions.

Meetings of the Committee shall be held at such times and places as the Committee shall determine, but not less frequently than quarterly. A meeting of the Committee may be called by its Chair or any member. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Meetings of the Committee may be held telephonically or by videoconference.

The Committee may request any officer or employee of the Company, or any consultant, counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee. The Committee may meet in executive session with management, including the Chief Risk Officer or similar officer, the independent auditors or any



consultant, advisor or counsel to discuss any matters the Committee or these groups believe should be discussed.

Minutes of its meetings will be approved by the Committee and maintained on behalf of the Committee. The Committee shall report its activities to the Board on a regular basis and make such recommendations as it deems necessary or appropriate.

There shall be an annual performance evaluation of the Committee, which may be a selfevaluation or an evaluation employing such other resources or procedures as the Committee and the Nominating and Governance Committee may deem appropriate. The Committee will review and assess the adequacy of this Charter annually and recommend changes to the Board when necessary.

#### **Resources and Duties**

The Committee shall:

- Work with management to set the tone and develop a corporate culture of risk management where people at all levels of the Company manage risks rather than avoid or heedlessly take them.
- Review and approve the Company's risk tolerance and risk appetite statements.
- Review and discuss with management the Company's capital plan, regulatory capital and internal capital adequacy assessment process and its related policies.
- Review and discuss with management the Company's liquidity, funding policies and controls, as well as the Company's contingency funding plan, and its compliance with said policies.
- Review and discuss with management the Company's market risk, credit risk and operational risk management strategies including risk assessments, policies and controls, and its compliance with said policies and controls.
- Review and discuss with management the effectiveness of the Company's financial and operational risk management policies and controls.
- Review and discuss risk exposure reporting presented by the Chief Risk Officer.
- Ensure that the Company's Chief Risk Officer has sufficient stature, authority and seniority within the organization.
- Review the appointment, performance and replacement of the Chief Risk Officer in consultation with the Board.
- Provide input to management regarding the Company's disclosure of risks in all filings with the SEC, including the Annual Report on Form 10-K and interim filings, (which input may be from the Committee's Chair).
- Oversee the Company's compliance with its risk policies by means of oversight of the Chief Risk Officer and the Company's management level Risk Management Committee, and such other oversight as it shall deem necessary.
- Perform any other duties or responsibilities delegated to the Committee by the Board from time to time.



 Coordinate with management, the Audit Committee and the Technology and Operations Committee (which coordination may be through the Committees' Chairs) to help ensure that the Committee and such other Board committees have received the information necessary to permit them to fulfill their respective duties and responsibilities. In particular, as appropriate, the Technology and Operations Committee will report (which reporting may be through the Technology and Operations Committee's Chair) to the Committee regarding risks associated with technology, operations and the other matters overseen by such committee.

#### **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to consult such regular, special or independent consultants, advisors or internal or external counsel to the Company or Committee as it may deem necessary or helpful in carrying out its responsibilities. The Committee may, on its sole authority, engage or terminate special or independent consultants, advisors or external counsel to the Committee and establish the fees and other terms for the retention of such consultants, advisors and counsel, with all such fees to be borne by the Company.

The Committee shall have direct access to, and receive regular reports from, management, including the Chief Risk Officer, and shall be provided by the Company with any information it may request in connection with the discharge of its responsibilities under this Charter.

#### **Disclosure of Charter**

This Charter will be made available on the Company's Web site at <u>www.stonex.com</u>.

Updated May 21, 2021. Approved 5/21/2021