



New Business Committee Terms of Reference

1. CONSTITUTION

For the purposes of this document, references to The Housing Finance Corporation Limited includes the equivalent functions for all its subsidiary companies, together known as the 'Group'. The Committee is empowered to act for the Group.

2. MEMBERSHIP

The Committee shall comprise at least three independent non-executive directors and the Chief Executive.

The non-executive directors nominated by the National Housing Federation and the Regulator of Social Housing shall not be a members of, or attend, the New Business Committee.

The board shall appoint the committee chair. In the absence of the committee chair and/or an appointed deputy at a committee meeting, one of the other non-executive members shall be appointed chair of the meeting.

The Company Secretary or their nominee shall act as Secretary to the Committee.

3. MEETINGS

The Committee shall meet quarterly, with additional meetings called as necessary.

Meetings may be held virtually with the approval of the Chair.

4. QUORUM

As a minimum, two non-executive members and the Chief Executive (or a formally nominated member of the senior leadership team acting in their place) shall constitute a quorum.

A member may attend (and deemed to be present at the meeting) by electronic video-conferencing technology, e.g. Microsoft Teams.

5. VOTING

Decisions of the Committee shall be made by a majority of votes of the members present. In the event of an equality of votes, the Chair shall have a casting vote.

6. ATTENDANCE AT MEETINGS

In addition to the Committee members, other individuals may be invited to attend meetings where their attendance is considered appropriate to the business under discussion. Non-executive directors may attend meetings of the

Committee. Attendance by any other persons shall be at the invitation of the Committee and subject to its consideration of any potential conflicts of interest.

7. RESPONSIBILITIES

The Committee is responsible for the consideration and approval of individual credit propositions referred to it in accordance with the Group's Credit Risk Policy and delegated authorities, as well as for the raising of funds by issuance of Notes, Bonds, or other debt instruments, and for the assessment of any new products or solutions the Group may wish to offer that present risk profiles not covered by the Credit Risk Policy.

The Committee may refer any approval decision to the Board for endorsement for any reason.

7.1. CREDIT APPROVALS

The Committee has delegated authority from the Board to approve credit (loan) proposals that are referred to it by the Executive Credit and Issuance Committee where such proposals:

- i) do not meet the qualifying and decision criteria in the Credit Risk Policy; or
- ii) cannot be decided by the ECIC; or
- iii) exceed delegated monetary thresholds; or
- iv) are referred for any other reason.

All minutes and credit decisions should be advised to the Board for noting.

The Committee may delegate specific actions to the executive as part of its approval and require subsequent updates on progress on any such actions. The Committee may decide to defer its decision until specified actions are completed and/or require resubmission of the proposal at a future meeting. In all cases actions and responses should be minuted.

7.2. NEW FUNDING ISSUES

The Committee has delegated authority from the board to consider and approve any new funding proposals referred to it by the Executive Credit and Issuance Committee.

The Committee shall assess and, where appropriate, approve the creation of any new legal entities required for the funding purposes.

The Committee may refer new funding proposals to the Board for final approval if it considers it appropriate or for any other reason.

7.3. NEW PRODUCT APPROVALS

The Committee has delegated authority to approve the development of new products and/or significant investment in the development of new products.

New products should be presented to the Committee if they present risks not covered by the Credit Risk Policy.

The Committee will make its assessment balancing the impact of new risk against the business opportunity the new products provide.

The Committee will consider an initial approval of new products at Conceptualisation or early Development phases and consider a final approval at the Engagement phase prior to launch (see Appendix 1 for detail of product development phases).

The Committee may delegate specific actions to the executive as part of its approval and require subsequent updates on progress on any such actions. The Committee may decide to defer its decision until specified actions are completed and/or require resubmission of the proposal at a future meeting. In all cases actions and responses should be minuted.

7.4. CONTINGENCY FOR URGENT MATTERS

In circumstances where the Executive Credit and Issuance Committee is unable to form a quorum and urgent business requires resolution, such matters may be escalated to the Committee for consideration and approval.

8. AUTHORITIES

The Committee is authorised by the Board to obtain, at The Housing Finance Corporation Limited's expense, outside legal or other professional advice on any matters within its terms of reference.

9. REPORTING RESPONSIBILITIES

The Committee shall report to the Board at the following Board meeting.

10. ANNUAL REVIEW

The Committee is required to review annually its terms of reference and its own effectiveness and to recommend any necessary changes to the Board.

These terms of reference were last approved by the Board on 28 January 2026.

Appendix 1

NEW PRODUCT DEVELOPMENT PROCESS

