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## AHF Credit Committee Terms of Reference

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### 1 Constitution

Affordable Housing Finance Plc (“AHF”) is a subsidiary company within the Housing Finance Corporation Limited (“THFC”) Group (together, “the Group”).

The AHF Credit Committee, (the “Committee”), is a committee of AHF’s Board and is chaired by a member of AHF’s Board. The Committee is empowered to act for AHF only.

### 2 Membership

The Committee members shall be appointed by the Board of AHF and shall comprise a minimum of four non-executive directors of AHF, together with the Group Chief Executive, the Group Marketing & Funding Director and the Group Credit and Risk Director. The non-executive directors nominated by the National Housing Federation and the Regulator of Social Housing shall not be permitted to be members of, or attend the Credit Committee. The Board shall appoint one of the eligible non-executive directors as Credit Committee Chair.

Mr Scott Bottles has been appointed Chair of Credit Committee.

### 3

[REDACTED]

[REDACTED]

[REDACTED]

### 4 Meetings

The Committee shall meet quarterly with additional meetings called as necessary to review individual credit proposals, or other urgent business.

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

### 5 Quorum

As a minimum, two non-executive directors and one of the Chief Executive, the Group Marketing & Funding Director or Credit and Risk Director shall constitute a quorum.

A member may attend (and be deemed present at) a meeting by video conference, telephone or any other electronic device.

If the Committee Chair is unable to attend, one of the other non-executive directors will be appointed Chair of the meeting. In exceptional circumstances, and if agreed by the non-executive directors present, the Group Chief Executive or Group Credit & Risk Director may chair the meeting.

### 6 Voting

The votes of both non-executive and executive members present (this includes those attending by telephone or any other electronic means) at any meeting will count in the quorum when voting on any decision of the Committee.

However, for a decision to be carried there must be a separate majority in favour of the decision from the non-executive members present and the executive members present.

Where appropriate the Chair will have a casting vote on any business of the meeting.

### 7 Attendance at Meetings

Attendees at the Committee meetings shall normally be any Relationship Manager presenting a paper to the Committee, together with the Group Company Secretary. Other directors may attend meetings and/or request papers, except where there are conflicts of interest.

Representatives from Homes England are permitted to attend Committee meetings as observers.

## 8 Decisions by written resolution

There may be matters arising between meetings of the Committee which are relatively minor and for which an immediate decision of the committee is required. Any such matters requiring a decision will be circulated to all credit committee members by E Mail, and provided at least 3 non-executives, and two executive members respond supporting the proposal, it will be approved and submitted to the next available committee meeting for ratification. Any member of the committee may ask that the proposal is referred to a full meeting of the committee, in which case decision by written resolution will not be permitted. Similarly if any committee member responds not supporting the proposal, it shall be referred to a full meeting of the committee for discussion. Proposals submitted via E Mail circulation will be deemed to have been approved, if the aforementioned 3 non-executives and 2 executive members have responded positively, and there have been no dissenting responses at the expiry of a 72 hour period.

## 9. Responsibilities

The Board is responsible for approving AHF's strategy and the overall level of acceptable risks. The Committee is primarily responsible for the assessment of individual credit propositions and ensuring appropriate review of the existing loan portfolios. The Committee reports periodically to the Board.

### a. Loan approvals

Following the cessation of new underwriting, the Committee's primary role is to review the performance of the portfolio and to consider any mergers, amendments or variation requests that require the approval of the Department of Levelling Up, Housing and Communities ("DLUHC"). It should be noted that DLUHC has delegated certain of its activities in conjunction with AHF to Homes England.

AHF has delegated authority to approve some mergers, acquisitions and subsidiary formations within a materiality threshold, as set out in the terms of the license.

The Committee has delegated authority to evaluate credit proposals and either to decline the proposal under notification to DLUHC, or where appropriate, make a positive recommendation to DLUHC.

[REDACTED]

[REDACTED]

Where a credit application highlights an area of risk that requires specific negotiation of a standard loan term, the Committee may delegate completion of the issue to the executive

[REDACTED]

### b. Breaches of covenant

Once a year the AHF board receives a detailed Exceptions Report setting out any borrower non-compliance with key covenants. The AHF board has delegated the review of this detailed report to the Committee, and this takes place on a quarterly basis.

### c. Borrower watch list

A watch-list is prepared by the relationship managers which is overseen by the Credit & Risk Team, and is reviewed quarterly by the Committee.

[REDACTED]

*d. Credit Proposals*

All borrowers are subject to an appropriate level of due diligence and a written credit proposal is prepared outlining the nature of any merger, amendment or variation. All such proposals are reviewed, recommended, approved or rejected by the Committee.

*e. Credit Grading Model*

The credit grading model used by AHF ranks all the current and prospective borrowers against a number of parameters. [REDACTED]

The Credit & Risk Director is responsible for the periodic review of the Credit Grading model.

*f. Portfolio and Liquidity Risk Reporting*

On a quarterly basis, the Committee is presented with the "Portfolio Dashboard" report [REDACTED]

A summary portfolio data of loans to borrowers is also included in the consolidated Group report and accounts.

*g. Periodic Review of the Portfolio*

In addition to the above, AHF undertakes written annual reviews for all borrowers each of which are then shared with Homes England on behalf of DLUHC and also discussed at a separate meeting with Homes England's risk directorate.

A report summarising reviews undertaken is circulated to Credit Committee members for information purposes at each quarterly committee.

**10 Delegations**

The credit committee has delegated certain decisions [REDACTED]

**11 Authorities**

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

**12 Reporting responsibilities**

The Committee shall:

- a. Report to the Board after each meeting on the nature, content of its discussion, recommendations and action to be taken.

Committee minutes shall be presented to the Board and the Chair of the Committee shall present any issues arising of which the Board should be made aware.

**13 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 26 March 2024.

**Julie Coetzee**  
**Company Secretary**  
**26 March 2024**



Affordable Housing  
Finance Plc