

## 1. Purpose

- 1.1 The Risk Committee (hereinafter referred to as ‘the Committee’) assists the Board of Directors in fulfilling its oversight responsibilities related to risk management. The Committee shall provide support to the Board on risk management for the Group and identify the risk areas of the Group’s operations to be covered in the scope of the internal and external audits.

## 2. Membership

- 2.1 The Committee shall comprise of at least three (3) non-executive directors appointed by the Board and where possible independent non-executive directors
- 2.2 The Board shall appoint a Chairperson from the non-executive members of the Committee. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 2.3 The Chairperson of the Board shall not be eligible to be appointed as Chairperson of the Committee.
- 2.4 The Board shall have the power at any time to remove any members from the Committee and to fill any vacancies created by such removal.
- 2.5 Only members of the Committee shall attend Committee meetings. However, the Committee may invite other persons to attend all or part of any meeting, as deemed necessary and appropriate.
- 2.6 The Committee is authorised by the Board to obtain, at the company’s expense, external actuarial, financial, legal or other professional advice on any matter within its terms of reference, if required.
- 2.7 The Committee may also hold its meetings online.

## 3. Secretary

- 3.1 The Company Secretary shall act as the Secretary of the Committee.

## 4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be at least two (2) members, one of whom must be an independent director.

## 5. Frequency of meetings

- 5.1 The Committee shall meet at least four (4) times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

## 6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chairperson or any of its members or at the request of the Risk Officer if they consider it necessary.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to Committee members and any other attendees before the date of the meeting.

## 7. Minutes of meetings

- 7.1 The Secretary shall take the minutes of proceedings of all Committee meetings and shall circulate them to all members after they are approved and signed by the Chairperson.

## 8. Written resolutions

- 8.1 Decisions may also be taken by way of written resolutions signed by all members of the Committee.

## 9. Terms of reference

The Committee shall fulfill its duties and responsibilities as follows:

- 9.1 Review and annually recommend the Enterprise Risk Management Framework to the Board for consideration and approval;
- 9.2 Review and annually recommend the Own Risk and Solvency Assessment report to the Board for consideration and approval;
- 9.3 Review and ensure that the risk management practices are effectively embedded within the day-to-day operations of the business and are supported by appropriate metrics;
- 9.4 Review and ensure that Cyber security is managed effectively;
- 9.5 Review and annually recommend the Risk Appetite Statements and Risk Tolerance Levels for the list of key risks to the Board for consideration and approval;
- 9.6 Monitor the actual Key Risks Indicators against the Risk Appetite and Tolerance Levels approved by the Board;
- 9.7 Request, receive and consider reports on key risk issues;
- 9.8 Consider stress testing and reverse stress testing scenarios and their impact on the Company;
- 9.9 Review policies for the management of main risks, including liquidity risk;

- 9.10 Review adequacy of insurance coverage, material outsourcing arrangements, the Disaster Recovery Plan and Business Continuity Plan;
- 9.11 Ensure that emerging risks are identified and monitored;
- 9.12 Ensure that the Risk Management Function is adequately resourced, with the right sets of skills;
- 9.13 The Committee Chairperson may at any time communicate with the Risk Officer without the presence of management, and the Risk Officer shall have unrestricted access to the Committee Chairperson;
- 9.14 Review of Asset-Liability Committee ('ALCO') reports.

## **10. Reporting responsibilities**

- 10.1 The Committee Chairperson shall report to the Board on its proceedings.
- 10.2 The Committee shall make recommendations to the Board as it deems appropriate, on any area within its remit where action or improvement is needed.

## **11. Other matters**

The Committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.
- 11.2 Work and liaise as necessary with all other Board committees.
- 11.3 Arrange for periodic reviews of its own performance and, as when required, review its charter to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

21 June 2021