

Risk Committee Terms of Reference

1. Purpose

- 1.1 The purpose of the Committee is to provide oversight of the risk management process for Oakley Capital Investments Limited (the “Company”) and ensure that risks are identified, assessed, monitored and mitigated in accordance with the Company’s risk appetite. The Committee has received delegated authority from the Board of Directors of the Company (the “Board”) in respect of the functions and powers set out in these terms of reference.
- 1.2 The Committee plays a central role in ensuring that material emerging risks that have the potential to affect the Company are identified in a timely manner and managed in an appropriate fashion and hence has the responsibility to ensure that there is and remains in place a capable, effective, forward looking risk organisation that is well placed to identify and manage emerging risks for the Company.
- 1.3 In discharging its responsibilities, the Committee is responsible for monitoring the risk and compliance activities undertaken by the Company in accordance with internal policies and all relevant regulations. Material issues and risks are required to be escalated to the Board.
- 1.4 The Committee will have oversight of management of compliance and operational risk, reputational risk, liquidity risk, and other financial risks in line with the Company’s strategy and defined risk appetite.

2. Membership

- 2.1 The Board shall appoint the Committee Chair. In the absence of the Committee Chair and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.2 The Chair may at any time appoint additional members to the Committee or remove or replace members of the Committee. This will generally be done in consultation with the full Board.
- 2.3 The number of members of the Committee must be sufficient to support the purpose of the Committee.
- 2.4 In the event of a member of the Committee having a conflict of interest in relation to any matter to be considered by the Committee then the Committee member concerned should make this known and, if required, stand down from the Committee for the relevant part of the meeting.
- 2.5 Members of the Committee are expected to attend all meetings. However, in exceptional circumstances, a member can appoint an alternate to attend in their place, i.e. for no more than 25% of the meetings held each year, subject to the discretion of the Chair.

3. Meetings of the Committee

- 3.1 The Committee will meet at least two times a year with papers circulated at least 2 working days before the meeting. These scheduled meetings will generally be held shortly before the Company’s quarterly Board meetings to enable regular reporting to the Board.
- 3.2 The Chair may call an ad-hoc meeting of the Committee at any time providing that at least 48 hours’ prior notice is given to each member of the Committee and that papers are distributed at least 24 hours before the meeting.

- 3.3 The quorum necessary for the transaction of business at a Committee meeting shall be two members including the Chair. In cases of disagreement, appropriate reasoning will be documented and reported to the Board. Where there is no clear prevailing view, the Chairperson will determine the appropriate course of action.
- 3.4 The Committee will receive regular reports from the Investment Adviser, Oakley Capital Limited, regarding the application of the Company's procedures, including the Risk Policy.
- 3.5 The Committee may invite or require other persons to attend meetings where appropriate to assist the Committee in fulfilling its duties.
- 3.6 A copy of the minutes of Committee meetings, as approved by the Chair of the Committee, will be circulated to all members of the Committee as soon as practicable following the meeting to which the minutes relate. Once approved, the minutes will be made available to the Board.

4. Authority of the Committee

The Committee is authorised by the Board to:

- a) Ensure the approval and implementation of the risk appetite framework, including the approval of the Risk Policy;
- b) Request and receive sufficient information to satisfy itself that the Risk function is operating as intended;
- c) Commission root cause analyses into significant breaches or control breakdowns;
- d) Investigate any matters of concern of a risk nature; and
- e) Report the findings of its reviews to the Board.

5. Responsibilities

- 5.1 The Committee will be responsible for ensuring the effective operation of the risk management function in relation to all risk types, except for Investment Risk on Oakley Fund investments, which is reported in detail to the Board by the Investment Adviser, Oakley Capital Limited, and for which responsibility sits with the Board.
- 5.2 This will be undertaken through an ongoing process of identification, evaluation and management of material risks, particularly emerging longer-term and strategic threats to the Company.
- 5.3 The responsibilities of the Committee include the following:
 - a) Monitor the Company's risk profile to confirm that the Company is operating within the Board-approved risk appetite;
 - b) set risk limits within the risk appetite criteria;
 - c) review and maintain a listing of material key risk indicators across the Company;
 - d) review risk exposures and ensure appropriate action is taken where necessary;
 - e) risk assessment and review of opportunities and investment decisions related to co-investment by the Company and provision of any debt facilities;
 - f) receive notification of any material breaches of risk limits or procedures and agree proposed action;
 - g) ensure there is a suitable structure in place to identify the changing nature of risks and to react to forward-looking risk issues;
 - h) review risk training programmes to ensure the strengthening of a risk aware culture in the Company;

- i) ensure that policies and procedures in place are approved by the Board and implemented as intended;
- j) review the assessment of the alignment to relevant Bermudian, UK and EU regulatory standards in all the Company's systems, controls and conduct of business;
- k) ensure the performance of all periodic reviews of committee terms of reference, policies, procedures, and other reviews as agreed with the Board;
- l) maintenance of the register of Directors' interests, conflicts, gifts and hospitality; and
- m) approval of the risk reporting regime, review and challenge, from a Risk perspective, any of the information that is being reported upon by Investment Adviser.

5.4 The limited responsibility for the Risk Committee in relation to Investment Risk for investment in Oakley Funds is the oversight, assessment and management of the impact of investments and related decisions on:

- a) Liquidity risk;
- b) concentration risk; and
- c) overall exposure to foreign exchange risk.

6. Procedures and Processes

- 6.1 A formal review of these Terms of Reference and the effectiveness of the Committee will take place at least annually, making recommendations to the Board for approval.
- 6.2 The Chair will ensure during the annual review of the Committee's performance or the appointment of a new member that the individual members possess the relevant skills and experience.
- 6.3 The Committee Chair or designated member will report to the Company Board on a regular basis on all material matters.