



Providence Life Limited, PCC

TERMS OF REFERENCE FOR
THE INVESTMENT COMMITTEE

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1. Preamble

The Investment Committee (the “Committee” or “IC”) shall operate as a sub-committee of the Board of Directors (the “Board”) of Providence Life Limited, PCC (“Providence” or “the Company”).

2. Membership

- 2.1 The Committee shall be made up of not less than three members and it is encouraged that the majority be non-executive directors.
- 2.2 The Chairperson of the Committee must be a Non-Executive Director and shall be appointed by the Board. The Committee shall also appoint a Vice-Chairperson.
- 2.3 Appointments to the Committee shall be for a period as determined by the Board.
- 2.4 The Chairperson of the Board shall not be the Chairperson of the Committee.
- 2.5 If any member of the Committee resigns or his appointment is terminated by the Board, the Board shall be entitled to appoint a replacement member to the Committee.

The members of the Committee shall be as set out in a Schedule and otherwise as appointed by the Board from time to time.

3. Secretary to the Committee

- 3.1 The Co-Company Secretary and the Corporate Company Secretary or its nominee (the “Secretary”) shall act as the Secretary of the Committee.
- 3.2 The Secretary shall be responsible for circulating agendas and documentation ahead of all meetings of the Committee and for keeping detailed minutes of all meetings, which shall be available for inspection by any member of the Committee at any time.

4. Quorum

- 4.1 Quorum for meetings of the Committee shall be no less than two members (being present or joining by telephone, videoconference or Microsoft Team call or video) provided that the Chairperson or Vice-Chairperson must be in attendance for a quorum to be achieved. No business may be transacted at a meeting of the Committee unless a quorum is achieved.
- 4.2 All meetings of the Committee shall be chaired by the Chairperson or in his/her absence the Vice-Chairperson.
- 4.3 All decisions at meetings of the Committee shall be taken by a majority decision, although unanimity will always be sought in the first instance. Each member shall have one vote and the Chairperson or the Vice-Chairperson shall have a casting vote in the event of a tie.

5. Frequency, Notice and Proceedings of Meetings

- 5.1 The Committee shall meet at least every 3 months and otherwise as required to resolve any matters within the Committee's duties.
- 5.2 The Committee shall endeavour to agree upon scheduled meeting dates at the beginning of each year, but in any event not less than three days' notice shall be given to the members of the Committee in respect of proposed meetings, although meetings may be convened in a shorter period if all of the members of the Committee agree and waive such requirement at the commencement of the meeting.
- 5.3 Members of the Committee may attend meetings by telephone, videoconference or Microsoft Team call or video, and such participation shall count towards the quorum of the meeting.
- 5.4 The notice of the meeting confirming the venue, time and date and a formal agenda of items to be discussed at any meeting of the Committee shall be circulated to each member at least three (3) working days in advance of the Committee meeting.
- 5.5 Any executive with responsibility, officers and external advisers reporting to (or assisting) the Committee may be invited to attend meetings, as required. Other Company executives and advisers, as the Chairperson thinks fit, may also be invited to attend meetings.
- 5.6 The Committee may obtain such external professional advice and assistance, to enable it to fulfil its responsibilities and duties, as it considers appropriate.

6. Minutes of Meetings

- 6.1 The Secretary or Chairperson of the Committee shall confirm at the beginning of each meeting whether quorum has been achieved.
- 6.2 The Secretary of the Committee shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.3 The Secretary of the Committee shall draft the minutes for the Chairperson and after an initial edit be responsible for circulating minutes of meetings of the Committee to the members as soon as possible following the conclusion of the meeting. All minutes shall be circulated to all Committee members and any objection shall be noted. The minutes shall be signed by the Chairperson and Company Secretary/Co-Company Secretary. Thereafter, the minutes shall be filed with the other corporate documents relating to the Company and reported to the Board as appropriate.

7. Duties

The Duties of the Committee shall include, but not limited to the following:

- 7.1 Review and approve the investment framework and strategy of the Company;
- 7.2 Monitor and if necessary review the risk appetite (as determined by the Board), investment parameters and fund objectives, and, where appropriate, make recommendations to the Board;
- 7.3 Review regulatory, industry and competitor investment developments and assess their impact on the investment strategy;
- 7.4 Determine suitability of new investment classes and approve any new funds or sub--- funds prior to being offered;

- 7.5 Oversee the governance of the relationships between the Company and all asset managers and custodians, including fee structures, service agreements ensuring all legal and compliance requirements are met, which must be evidenced by way of appropriate sign off and other policies such as corporate responsibility.
- 7.6 Monitor and review the performance of investments and fund managers, both in absolute terms and relative to benchmark targets; and
- 7.7 Review and oversee, if necessary, the authorization regime for custody and settlement of the Company's assets.

8. Reporting to the Board

- 8.1 The Chairperson of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is required.
- 8.3 The Committee shall ensure that all material resolutions arising out of its meetings are promptly forwarded to the Board for reporting and information purposes and shall otherwise make the minutes of its meetings available to the Board.

9. Approval and Review Mechanism

The Terms of Reference shall be approved by the Board and any amendments thereto submitted to the Board for approval.

This document will be reviewed and updated as and when required, at least on an annual basis.

Approved by the Board of Directors of Providence Life Limited, PCC on 20 June 2023.