



Westminster Group Plc

Terms of Reference of the Risk Committee

1. Purpose

- 1.1 The purpose of the Risk Committee (the "Committee") is to perform centralized oversight and policy setting of risk management activities and to provide communication to the Board of Directors (the Board) of the Westminster Group (the Company) regarding important risks and related risk management activities.
- 1.2 These Terms of Reference are defined by the Board and may be amended by the Board at any time. In particular, the Committee shall assist the Board in fulfilling its responsibilities in relation to the Company's:
 - a) Oversight of risk;
 - b) Adherence to internal risk management policies and procedures; and
 - c) Compliance with risk-related regulatory requirements.
 - d) External risk assessments in relation to the company's international business.

2. Membership and Organization

- 2.1 The Committee shall be appointed by the Board and shall consist of no less than 3 members.
- 2.2 The Committee will consist of executive directors and senior management as deemed fit.
- 2.3 The members of the Committee shall be elected for a period of three years by the full Board and will serve on an annual basis thereafter.
- 2.4 The Risk Committee reports to the Audit Committee.

3. Chairman

- 3.1 The Chairman of the Committee ("Chairman") shall be appointed by the Board which shall determine the period for which he/she shall hold office.
- 3.2 The Chairman will be an executive director of the Company, but not the Chairman of the Board.
- 3.3 In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting.
- 3.4 The Chairman shall be available at the Annual General meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.



4. Secretary

4.1 The Chairman of the Committee shall appoint the Company Secretary or one of the other Committee members to be the Secretary for the Committee. In the absence of the Secretary, the remaining members present shall elect one of themselves to act as Secretary for that meeting.

5. Quorum

5.1 A quorum shall be two members.

5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. Meetings

6.1 Meetings shall be held at least twice a year and at such other times as shall be necessary or appropriate, as determined by the Chairman.

6.2 The Committee will meet with representatives of the Company's Insurers at least once a year and non-executive directors will be invited to attend.

6.3 The Company's Auditors and any member of the Committee may request a meeting if they consider that one is necessary.

6.4 The Committee shall meet in person or by telephone/video conference as appropriate.

7. Notice of Meetings

7.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

7.2 Unless otherwise agreed, notice of each meeting confirming the date, venue and time, together with an agenda of items to be discussed and any backing papers, shall be forwarded to each member of the Committee and any other person invited to attend the meeting no later than five working days prior to the planned meeting. However such notice may be waived or shortened with consent of all members of the Committee.

8. Minutes

8.1 The Secretary shall produce the minutes of meetings of the Committee. All such minutes shall be circulated to members of the Committee and, once agreed, to the Board.



9. Authority

The Committee is authorised by the Board to:

- 9.1 investigate any activity within its terms of reference;
- 9.2 seek any information that it reasonably requires from any employee of the Company or subsidiaries of the Company in order to effectively perform its duties;
- 9.3 obtain, at the Company's expense, external professional advice as necessary and in particular, from the Company's external Insurance brokers and legal advisers;
- 9.4 secure the attendance at meetings of the Committee of outsiders with relevant experience and expertise if the Committee considers this necessary.

10. Responsibilities and Duties

The Committee shall be responsible for the following activities:

- 10.1 approve the design of the Company's enterprise-wide risk management framework, including supporting methods, risk policies, risk inventories, and the risk ranking methodology, as they relate to financial, operational, strategic and compliance risks;
- 10.2 review and advise the Audit Committee on the risk impact of strategic business decisions and assess strategic alignment with the Company's risk appetite;
- 10.3 review significant aggregate risk concentrations and other escalations and approve significant corrective actions recommended by Management;
- 10.4 review reports provided by the MRC and recommendations related to the Company's strategic, financial, operational, and compliance risks;
- 10.5 report to the Audit Committee on the Company's most significant risks, risk trends, as well as related risk response strategies and the performance of the Company's risk management capabilities;
- 10.6 oversee the implementation of and adherence to corporate risk policies, processes, and other risk guidance;
- 10.7 at least annually, review and approve risk management policies and the MRC mandate and membership with amendments as needed;
- 10.8 review the public disclosure of risk information and risk management practices (e.g., RNS announcements, proxy statements, other regulatory disclosures); and



10.9 confirm that activities of discrete risk management disciplines within the Company are appropriately coordinated.

11. Responsibility

11.1 The Risk Committee shall not be construed in a manner that imposes upon the Risk Committee members additional duties and responsibilities or a higher standard of conduct or care than that imposed upon directors or committees of boards of directors generally, pursuant to applicable law.

12. Review

12.1 The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Approved and adopted by the Board:



Board Member

31 MARCH 2020

Date