

## Investment Committee

InvoCare Limited

# Committee Charter

## 1 INTRODUCTION

The Investment Committee (the “Committee”) is a committee of the Board of directors of InvoCare Limited (“Company”) established under article 10.6 of the Company’s constitution.

This Charter sets out the role, responsibilities, composition, operation and authority of the Committee.

In this Charter, the Company and its subsidiaries are collectively called the “Group”.

## 2 ROLE

The role of the Committee is to assist the Board in the effective discharge of its responsibilities in relation to:

- 1) the deployment of capital, including mergers, acquisitions, divestitures, significant asset investments or sales and other extraordinary transactions;
- 2) the financial performance of acquisitions, significant asset investments and major projects; and
- 3) the investment performance of pre-need funds under management.

## 3 RESPONSIBILITIES

The Committee is responsible for:

- 1) determining and reviewing, at least annually, appropriate policies, guidelines and targets for approval by the Board for financial performance of material investments, including business acquisitions;
- 2) overseeing, responding to and reporting to the Board about the Group’s compliance with the approved policies and guidelines and the achievement of approved targets set out in 1) above;
- 3) reviewing and endorsing key investment performance indicators annually;
- 4) monitoring capital allocations and returns on capital deployed, including assessment of proposed investments and the performance of past investments;
- 5) reviewing and recommending to the Board for approval of **material**:
  - a. mergers, acquisitions or sales of businesses or business interests;
  - b. investment in new or existing assets;
  - c. sales or disposals of assets; and
  - d. major contractual commitments.
- 6) reviewing and approving investment and acquisition businesses cases within the approved operational budget;
- 7) reviewing and determining the process and procedural requirements, including setting financial performance parameters, that management must follow for the support of proposals for acquisitions, investments, divestments or major contractual commitments;
- 8) reviewing investment/divestment strategies (including financial implication of business cases and material commercial contracts);
- 9) monitoring and making recommendations to the Board on pre-need funds under management, including returns, volatility and risk;
- 10) reviewing and evaluating the performance of the pre-needs funds’ managers;

- 11) reviewing transactions or financial issues that management or the Board requests that the Committee review; and
- 12) reviewing papers submitted by Management's Investment Committee.

## 4 MEMBERSHIP

The Board determines the membership of the Committee.

The Board must ensure that members of the Committee collectively have the skills and experience needed to carry out the Committee's function.

The Committee shall consist of at least three members all of whom are independent non-executive directors, one of whom will be the chair.

The Chair of this Committee shall not also be chair of the Board.

Each member of the Committee must be free of any relationship that may interfere with the exercise of independent judgement and be financially literate.

The Board shall elect both the chair and the members of the Committee and ensure the Committee remains of sufficient size, independence and technical expertise to discharge its mandate effectively.

## 5 MEETINGS

The Committee shall meet quarterly and at such other times as are required to perform its functions.

The quorum for meetings of the Committee is two members of the Committee.

Except as otherwise stated in this Charter, the meetings will be conducted in the same manner and under the rules as Board meetings.

Any Board member who is not a member of the Committee may attend meetings of the Committee.

The Committee may request attendance of management or any other parties at its meetings.

## 6 ANNUAL REVIEW

When appropriate, but at least on an annual basis, the Committee shall review this charter and, if necessary, recommend changes to the Board.

## 7 AUTHORITY

The Committee has the authority from the Board to review and investigate any matter within the scope of its Charter and make recommendations to the Board in relation to outcomes. The Committee has no delegated authority from the Board to determine the outcomes of its reviews and investigations and the Board retains its authority over such matters.

The Committee, subject to approval of the Chair of the Board, has unrestricted access to employees, records, internal and external auditors, tax and other financial or legal advisers engaged by the Group. The Committee is authorised to take advice from any external parties as appropriate and at the Group's expense, as approved by the Chair of the Board.

## 8 REPORTING TO THE BOARD

The Committee must, through its Chair, regularly report to the Board on all matters relevant to the Committee's role and responsibilities and make appropriate recommendations for approval by the board.

## 9 EVALUATING PERFORMANCE

In order to ensure that the committee is fulfilling its duties, the committee will periodically:

- 1) obtain feedback from the board on the committee's performance and implement any agreed actions; and
- 2) provide any information the board may request to facilitate its review of the committee's performance.

*InvoCare Limited Investment Committee charter last updated 17 June 2019*