

Finance, Capital and Investment

InvoCare Limited

Committee Charter

1 INTRODUCTION

The Finance, Capital and 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) capital management policies and plans related to capital structures (ie. the mix of debt and equity), capital raisings and reductions (of debt or equity) and defensive hedging, ensuring an acceptable level of cost, financial risk and flexibility to meet business objectives and enabling delivery of optimum returns to shareholders;
- 2) the deployment of capital, including mergers, acquisitions, divestitures, significant asset investments or sales and other extraordinary transactions; 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:
 - a. the cost of capital,
 - b. rates of return on capital,
 - c. gearing levels,
 - d. exposures to currency and interest rate risk,
 - e. material investments, including business acquisitions,
 - f. shareholder dividend distributions, in particular setting in April each year annual dividend payout expectations to guide the Audit, Risk and Compliance Committee in making its interim and final dividend recommendations to the Board, and
 - g. other capital management issues;
- 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) monitoring drawn and undrawn debt facilities, including terms and duration;
- 4) monitoring interest rate and foreign currency trends and implications;
- 5) reviewing and recommending to the Board for approval material:
 - a. debt financing or refinancing arrangements;
 - b. interest rate and currency hedging arrangements;
 - c. equity related corporate actions, such as raisings, buy-backs and special dividends;

- d. mergers, acquisitions or sales of businesses or business interests;
 - e. investment in new or existing assets;
 - f. sales or disposals of assets; and
 - g. major contractual commitments.
- 6) reviewing taxation implications of significant capital management actions;
 - 7) monitoring and making recommendations to the Board on pre-need funds under management, including suitable asset allocations, returns, volatility and risk;
 - 8) monitoring capital allocations and returns on capital deployed, including assessment of proposed investments and the performance of past investments;
 - 9) reviewing and determining the process and procedural requirements, including setting financial performance parameters, that management must follow for the support of proposals for capital management actions, investments, divestments or major contractual commitments; and
 - 10) reviewing papers submitted by Management's Finance, Capital and Investment Committee.

4 MEMBERSHIP

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.

At least one member of the Committee must have financial management expertise.

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 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 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 Board Chairman.

REPORTING TO THE BOARD

The Committee must promptly provide the Board with minutes of its meetings and for inclusion in the Board papers of the next Board meeting.

The Committee must also report to the Board in relation to all matters relevant to the Committee's role and responsibilities set out in this Charter.

InvoCare Limited Finance, Capital and Investment Committee charter last updated 27 April 2018