Oakley Capital Investments

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.

2. Membership

2.1. Unless otherwise determined by the Board, the membership of the Committee shall be a minimum of two persons selected from all such persons who, for the time being, are appointed as Directors of the Company and are independent of the Investment Adviser and any other key service providers, including the Chairperson of the Board.

2.2. 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.

2.3. All members of the Board have the right to attend Committee meetings.

2.4. The Board shall appoint the Committee Chairperson. In the absence of the Chairperson and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2.5. The Chairperson 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 Board.

2.6. The number of members of the Committee must be sufficient to support the purpose of the Committee.

2.7. Subject to the terms of membership set out herein, any member of the Committee may appoint an alternate to attend a Meeting in their place, subject to the discretion of the Chairperson.

3. Meetings of the Committee

3.1. The Committee will meet at least two times a year with papers circulated at least two 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 Chairperson 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 Chairperson. 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 and Operational Service Provider, 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 Chairperson 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

4.1. The Committee is authorised to seek information, investigate, analyse, and make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed in order to discharge the responsibilities listed in section 5 below.

5. Responsibilities

5.1. The Committee will be responsible for carrying out the following responsibilities for the Company, with a view to 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:

a) 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

b) ensuring 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.

c) 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.

d) overseeing the 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.

e) overseeing and monitoring the design of implementation of appropriate risk management frameworks for the Company. Including risk identification, risk tolerances, risk mitigation, risk reporting, and approval for the Risk Policy.

f) monitoring the Company's risk profile to determine that the Company is operating within the Board-approved risk appetite;

g) setting risk limits within the risk appetite criteria;

h) reviewing and maintaining a listing of material key risk indicators across the Company;

i) reviewing risk exposures and ensure appropriate action is taken where necessary;

j) receiving notification of any material breaches of risk limits or procedures and agree proposed action;

k) ensuring there is a suitable structure in place to identify the changing nature of risks and to react to emerging risk issues;

l) conducting risk assessments and reviewing opportunities and investment decisions related to co-investment by the Company and provision of any debt facilities;

m) establishing and monitoring appropriate risk management policies and procedures at the Company. Monitor risk management practices at key service providers, including monitoring exception reports.

n) ensuring the performance of all periodic reviews of committee terms of reference, policies, procedures, and other reviews as agreed with the Board;

o) maintaining the register of Directors' interests, conflicts, gifts and hospitality;

p) requesting and receiving sufficient information to satisfy itself that the Risk function is operating as intended;

q) commissioning root cause analyses into significant breaches or control breakdowns;

r) investigating any matters of concern of a risk nature; and

s) reporting on findings of its reviews to the Board.

5.2. 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. The Committee's responsibilities 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.

6.2. 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.

6.3. The Chairperson 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.

6.4. The Chairperson or designated member will report to the Company Board on a regular basis on all material matters.