



Risk Committee Charter

Providing the necessary oversight on risk management practices.

Authorities

- The powers and authorities of the Risk Committee are delegated by the BOD through the approval of this Charter.

Composition

- The Risk Committee will consist of at least three members of the board of directors.
- The Risk Committee can appoint non board members as Committee members
- The board will appoint committee members and the committee chair. Its Chairman shall be a non-executive Board member.
- The Chairman of the board shall not be a member of that committee.
- The Chairman may also invite representatives from business functions to attend the meeting as deemed required. However, these representatives will not be having any voting rights.
- All administrative duties required for the functioning of the Risk Committee shall be carried out by a Secretary assigned by the Committee.

Meetings

- Hold periodic meetings, at least 4 times a year, also whenever needed.
- Committee members shall maintain at all times the confidentiality of the proceedings of the Committee and such papers associated with it.
- All committee members are expected to attend each meeting, in person or via tele- or video-conference.
- The Secretary of the Risk Committee shall record the meeting in minutes. The meeting minutes of the Risk Committee shall form part of the Company records.
- The Committee will normally seek to reach consensus on matters discussed. If consensus on an agenda item cannot be achieved, the Chairman or Vice Chairman whoever is present will call for a vote. Committee decisions shall be made by simple majority vote and the Secretary will record the results immediately against that item on the agenda. In the case of a draw the Chairman or Vice Chairman who ever is present will be granted an additional vote.

Risk Committee Responsibilities

1. Prepare and review risk management strategies and policies prior to getting them approved by the Board of directors and verify application of such strategies and policies and that they are appropriate to the nature and extent of the company activities.
2. Ensure provision of resources and systems sufficient for risk management.
3. Evaluate systems and mechanisms of identifying, measuring, following up various types of risks, to which the company may be exposed, in order to identify the forms of failure concerning them.

4. Assist the Board of directors to identify and evaluate the risks accepted in the company and verify that they don't exceed such level after it's approved by the Board of directors.
5. Review the organizational structure of the risk management and providing recommendations in this regards prior to being approved by the Board of directors.
6. Verify independence of the risk management employees from activities that cause the exposure to risks by the company.
7. Verify that the risk management employees fully understand the risks surrounding the company and raise awareness of employees concerning risk culture.
8. Prepare periodical reports concerning the nature of risks exposed by the company and submitting such reports to the company Board of directors.
9. Review issues aroused by the related Audit Committee, which may affect risk management in the company.

Meetings & Quorum

The committee convenes regularly for at least 4 times a year, and minutes of its meetings should be taken down. To be valid, a meeting to be attended by the Committee Chairman/ Vice Chairman and at least one other member.

Remuneration of Non Board Risk Committee Members

Remuneration of the Risk Committee Members who are non Board members shall be approved by Board of Directors of Boubyan Capital

Agenda

The Committee Agenda with its proposed attachments should be circulated by the Committee Secretary at least one working day in advance to all the members / participants.

Charter Review

The Committee shall review and assess the adequacy of this Charter once every three years, and, if appropriate, shall recommend changes to the BOD for approval.

Charter Revision Form

Revision No.	Change	Date of Revision	Approved By
1	Composition allows non Board members to be members in the Risk Committee Remuneration of Risk Committee Members who are Non Board Members shall be approved by BoD of BCIC	16-09-2019	Risk Committee Members