



## **RISK COMMITTEE**

### **Terms of Reference**

#### **1. Establishment**

- 1.1 The Panel on Takeovers and Mergers (the “**Panel**”) hereby establishes a committee of the Panel, to be known as the Risk Committee (the “**Committee**”) to oversee the Panel’s operations and non-financial risks.
- 1.2 The Panel hereby delegates certain functions (as set out in paragraph 2 below) to the Committee.

#### **2. Purpose and functions of the Committee**

- 2.1 The purpose and functions of the Committee are:
  - (a) to oversee and advise the Panel on its operational, reputational and other non-financial risks and the strategy for mitigation;
  - (b) to review the Panel’s policies relating to operational, reputational and other non-financial risks, including with regard to:
    - (i) human resources;
    - (ii) IT and cyber security;
    - (iii) data protection and information security; and
    - (iv) complaints and whistleblowing;
  - (c) to ensure that the Panel adheres to relevant standards with regard to operational, reputational and other non-financial risks;
  - (d) to oversee the maintenance of the non-financial risks on the Panel’s risk register;
  - (e) to consider such other matters which are related to those set out in this paragraph 2.1 as may from time to time be referred to the Committee by the Panel; and

- (f) to report to the Panel on a regular basis on the Panel's operational, reputational and other non-financial risks.

### **3. Composition of the Committee**

- 3.1 Membership of the Committee shall comprise persons drawn from the membership of the Panel and, if determined by the Panel, other individuals who need not be members of the Panel. Such other individuals may include persons who are also designated alternates for members of the Panel but who, if appointed as members of the Committee, shall be members of the Committee in their own right. The Committee shall include:
  - (a) at least one Deputy Chair of the Panel; and
  - (b) at least one member of the Finance and Audit Committee.
- 3.2 The Chair and members of the Committee shall be appointed by the Panel, upon the recommendation of the Nomination Committee.
- 3.3 The number of members of the Committee shall be determined by the Panel from time to time, provided that at no time shall there be fewer than four members of the Committee.
- 3.4 Appointments to the Committee shall be for a period of up to three years extendable by no more than an additional two periods. In exceptional circumstances the Panel may grant further extensions on the recommendation of the Nomination Committee.
- 3.5 A member of the Panel Executive's permanent staff shall be appointed as the secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

### **4. Meetings**

- 4.1 All business of the Committee shall be transacted at duly convened meetings of the Committee or by way of written resolution. Meetings may be held by telephone or audio-visual communication.
- 4.2 The Committee shall meet at least twice a year and otherwise as required.
- 4.3 A meeting of the Committee may be called by any member of the Committee.
- 4.4 The quorum for transaction of business at a meeting of the Committee shall be any three members.
- 4.5 All decisions and resolutions of the Committee shall be made by a majority vote of those members present at a meeting of the Committee. In the event of a deadlock, the chair of the meeting shall have a casting vote.

- 4.6 A resolution or decision in writing signed or approved by letter or electronic communication by or on behalf of a majority of the members of the Committee shall be valid and effectual as if it had been passed at a quorate meeting of the Committee duly convened and held. Any such resolution may be contained in one document or in several documents in the same terms each signed or agreed via electronic communication by one or more of the members.
- 4.7 Appropriate minutes of all meetings of the Committee, recommendations made and resolutions passed shall be kept.
- 4.8 Copies of the minutes of the meetings shall be circulated by the secretary to all members of the Committee and to the Chair and Deputy Chairs of the Panel.

## **5. Authority**

- 5.1 The Committee and the Chair of the Committee are hereby authorised by the Panel to do anything it or (s)he considers necessary or expedient for the purposes of, or in connection with, its functions.
- 5.2 The Committee and the Chair of the Committee are hereby authorised by the Panel to establish procedures for the performance of its functions and to vary or amend such procedures from time to time, as it or (s)he sees fit.
- 5.3 The Committee and the Chair of the Committee are hereby authorised by the Panel to request any information that it or (s)he reasonably considers necessary or expedient for the purposes of, or in connection with, its functions from the Director General, the Deputy Directors General or the Chief Operating Officer and all such persons are hereby directed to co-operate with any such request.
- 5.4 The Committee is hereby authorised by the Panel to delegate to the Panel Executive those of its functions as it sees fit, provided that it reports such delegation to the Panel at the first opportunity.
- 5.5 The Committee is hereby authorised by the Panel to obtain independent professional advice and to secure the attendance at its meetings of third parties with the relevant experience and expertise if it considers this to be necessary for the fulfilment of its duties, at the Panel's expense.

## **6. Other matters**

- 6.1 The Committee shall arrange for periodic reviews of its terms of reference and constitution, at least every three years, and recommend any changes it considers necessary to the Panel for approval.

**Adopted by the Panel on 22 January 2025**