



**GCP INFRASTRUCTURE INVESTMENTS LIMITED
INVESTMENT COMMITTEE TERMS OF REFERENCE**

ADOPTED BY THE BOARD ON 23 OCTOBER 2020

INVESTMENT COMMITTEE TERMS OF REFERENCE

1. Membership

- 1.1 The purpose of the Committee is to provide independent oversight of the Company's investment performance and monitor that the investments are in line with the Company's Investment strategy and Policy.

Members of the Committee shall be appointed by the Board on recommendation of the Nomination Committee, all of whom should be non-executive directors and a majority of whom are independent. The Committee shall comprise at least three members.

- 1.2 Two members of the Committee are required to attend Committee meetings and a minimum of one representative from the Investment Adviser is required to attend Committee meetings, however the Committee shall have the authority to request other individuals (where appropriate) to attend all or part of any committee meeting and to participate in the wider business of the Committee.
- 1.3 The Board shall appoint the Chair, who shall be a Non-Executive Director, determined by the Board to be independent. In the absence of the Chair, the remaining members of the Committee present shall appoint one of the members of the Committee to chair the meeting.

2. Secretary

The Company Secretary shall act as the Secretary of the Committee. The Secretary will keep a record of the membership of the Committee and of the dates of changes to the membership. The Secretary shall prepare minutes of the Committee Meetings.

3. Quorum

The quorum necessary for the transaction of business shall be two members, both of whom must be Non-Executive Directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet as and when required, necessary for the purposes of fulfilling its duties as set out in section 8 of the Terms of Reference.

5. Notice of Meetings

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or the Investment Adviser.
- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, shall be forwarded to each member of the Committee and any other person to attend, no later than two working days prior to the date of the meeting. An agenda and supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes

6.1 The Company Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

6.2 Draft Minutes of Committee meetings shall be circulated promptly to the Chair of the Committee within ten working days of the meeting. Once comments received from the Chair, the minutes should then be circulated to all other Committee members for their review and comment. Following receipt of comments from all Committee members, the minutes should be tabled for approval at the next appropriate Investment Committee meeting and subsequently noted at the next quarterly Board Meeting (for information purposes only) unless it would be inappropriate to do so in the opinion of the Committee Chair. The Investment Committee actions/transactions considered and approved during the quarter will be summarised by the Company Secretary in report format comprising of the investment name, brief sector description and amount of investment/divestment, and this report should be tabled at the next quarterly Board meeting.

7. Annual General Meeting

The Chair of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities and matters within the scope of the Committee's responsibilities.

8. Duties

8.1 The primary role of the Committee is to consider and approve (or disapprove) potential investment and divestment transactions recommended by the Investment Adviser and to oversee and effect the making of investments/divestments by the Company.

8.1.1 Review where the Investment Adviser considers appropriate, re-investment of surplus funding within the Fund SPV's investments which are deemed to add value to the investment. Such agreement is a matter for the SPV Board to consider but may be referred to the Committee as required.

8.2 The Investment Adviser will present an investment proposal to the Investment Committee and the Investment Committee shall discuss the relative merits of the investment having regard to the guidelines set out in the Investment Policy within the Prospectus including yield dynamics, sectorial or operational issues requiring expert advisory reports and any sector and construction risk limits;

In addition, the Committee shall ensure that each investment/divestment proposal;

8.2.1 includes an ESG assessment in respect of the investment/divestment to be considered;

8.2.2 includes a confirmation from the Investment Adviser that it has conducted extensive due diligence on the prospective investee companies and that the Investment Adviser has applied the principles of the UN Principles for Responsible Investment in respect of the investment proposal being presented; and

- 8.2.3 includes an assessment of the potential impact of the proposed transaction on the Company's stakeholders.
- 8.3 The Investment Adviser will provide suitable Industrial Adviser Reports to the Committee in order to assist it in making the investment decision as agreed when the proposal is considered.
- 8.4 The Committee generally will approve transactions in principle subject to receipt of advisory reports when available, given how work flows are normally structured, such reports to be circulated to the members of the Committee no later than two working days to ensure there are no issues arising, to prevent the investment prior to authorising any capital movements.
- 8.5 Following approval from the Committee, the administrator requires that the Investment Adviser complete the Investment Checklist and submit to the Committee when funding is required together with any Security documentation and payment request, for sign off by two members of the Committee or any two Directors (subject to email confirmation from any two Committee members that they are satisfied with the documentation presented for signing).
- 8.6 The Committee requires that any two members of the Committee or any two Directors (subject to email confirmation from any two Committee members that they are satisfied with the documentation presented for signing) sign off the Investment Checklist and sign the attendant security documentation and payment instruction to signify final satisfaction with the proposal and drawdown.
- 8.7 The Committee shall consider recommendations from the Investment Adviser with respect to Treasury policies including, but not limited to, foreign currency and interest rate exposure, market risk, counterparty risk and credit ratings of some. Also, cash management of surplus uninvested funds. In addition, all matters related to debt facilities.
- 8.8 In addition, the Committee shall:
- 8.8.1 check that the assets are invested appropriately in line with the Prospectus; and in line with any additional changes to the Investment restrictions since the Prospectus was published; and
- 8.8.2 The Board will be responsible for reviewing overall macro issues, investment policy and sectorial issues and, the Committee where it is so directed by the Board will deploy any strategies, rules or limits prescribed from time to time.

9. Other Matters

The Committee shall:

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary and external advisers for assistance as required;

- 9.2 be provided with appropriate and timely training by the Investment Adviser through presentations from industry experts, at annual review sessions with the Investment Advisor covering Industrial Advisors and SPV reviews;
- 9.3 give due consideration to laws and regulations and any other applicable rules, as appropriate; and
- 9.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

The Committee is authorised by the Board:

- 10.1 to seek any information it requires from any Director or the Investment Adviser in order to perform its duties;
- 10.2 to instruct the Investment Adviser to obtain, at the Company's expense, external legal or other professional advice on any matter falling within the Committee's Terms of Reference;
- 10.3 obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference;
- 10.4 call any Director or adviser to be questioned at a meeting of the Committee as and when required; and
- 10.5 have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.