



RISK COMMITTEE
TERMS OF REFERENCE

Reviewed and re-adopted by the Committee on 10 June 2024

Sequoia Economic Infrastructure Income Fund Limited

(the “Company”)

Risk Committee – Terms of Reference

Membership

The members of the Risk Committee (the “Committee”) comprises Timothy Drayson as Chair, supported by James Stewart and Paul Le Page as Committee members. Membership should include at least one member of the Audit committee. A majority of members of the Committee shall be independent non-executive Directors. Members of the Committee shall be appointed by the Board, on the recommendation of the Remuneration & Nomination committee in consultation with the chair of the Committee.

All members of the Board have the right to attend Committee meetings. Other individuals including the other representatives of the risk function (including the CRO of the Investment Adviser), compliance, administration and external audit may be invited to attend all or part of any meeting as and when deemed appropriate and necessary by the Board or the Committee. A standing invitation is in place for the Company's Independent Consultants (currently Kate Thurman and Andrea Finegan) to observe and provide advice during Committee proceedings.

Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee.

The Board shall appoint the Committee chair who shall be a non-executive Director. In the absence of the Committee chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

Secretary

The company secretary or his or her nominee shall act as the secretary of the Committee.

Quorum

The quorum necessary for the transaction of business shall be the Chair and an independent non-executive director.

Frequency of meetings

The Committee shall meet at least four times a year at appropriate times and otherwise as required.

Notice of meetings

Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, all other non-executive directors and any other person required to attend, no later than five working days before the date of the meeting. The agenda shall be circulated together with relevant supporting papers to all members of the Board.

The secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.

The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, the minutes should be circulated to all other members of the Board unless it would be inappropriate to do so in the opinion of the chair of the Committee.

Final signed copies of the minutes of the meetings of the Committee should be maintained for the Company's records, in hard and soft copy where possible.

Annual General Meeting

The Committee chair shall attend the annual general meeting to respond to questions from shareholders on the Committee's activities. If the chair is unable to attend, one of the other Committee members shall attend in his or her place.

Duties

The Committee shall:

- advise the Board on the overall risk appetite, tolerance and strategy of the Company and the principal and emerging investment risks the Company is willing to take in order to achieve its long-term strategic objectives. In doing so the Committee shall take account of the current and prospective macroeconomic, financial and regulatory environment, including relevant stakeholder issues, and drawing on financial stability assessments such as those published by relevant industry and regulatory authorities including the Guernsey Financial Services Commission, the Bank of England, the Financial Conduct Authority and other authoritative sources that may be relevant for the Company's risk policies;
- oversee and advise the Board on the current risk exposures of the Company and future risk strategy in accordance with the AIFMD and other relevant regulations;
- keep under review the Company's overall risk assessment processes that inform the Board's decision making, ensuring both qualitative and quantitative metrics are used;
- review regularly and approve the parameters used in these measures and the methodology adopted;
- set a standard for the accurate and timely monitoring of large exposures and risk types of critical importance;
- review the Company's capability to identify and manage new risk types;
- provide oversight to the AIFM Manager on matters of portfolio risk, monitoring material developments with high-risk credits, and receiving quarterly reports from the AIFM Manager on their activity during the period (such reports typically covering NPPR reporting, investment restriction compliance, and monitoring of market, liquidity, credit, operational, bank default and counterparty risk);
- assessing the likelihood and the impact of principal risks materialising, and overseeing the management and mitigation of principal risks to reduce the likelihood of their incidence or their impact;
- review reports on any material breaches of risk limits and the adequacy of proposed action and consider other issues raised by the Board or the risk management function;
- consider and approve the remit of the risk management function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate independence and is free from management and other restrictions;

- Receive input from the ESG & Stakeholder Engagement Committee during their assessment of ESG risks and opportunities for the Company, including the assessment of climate change risks;
- work and liaise as necessary with all other Board committees; and
- It is noted that certain risks including AML and ATF are the responsibility of the Board, review of risks pertaining to service providers is monitored by the Management Engagement Committee and matters connected with internal financial and internal controls and principal risks and the viability statement are managed by the Audit Committee

In relation to risk assessment and in conjunction with the Audit Committee, the Committee shall:

- keep under review the adequacy and effectiveness of the Company's risk management systems;
- review the Company's procedures to manage or mitigate principal risks and to identify emerging risks, to assist the Board's assessment of principal and emerging risks and associated stress testing;
- evaluate the Company's principal risks, to be taken into account by the Board when assessing the Company's prospects;
- review and approve the statements to be included in the annual report concerning internal controls and risk management;
- ensure that a framework of strong corporate governance and best practice is in place, which is believed to be suitable for an investment company and which enables the Company to comply and report against the requirements of the Guernsey Code, UK Corporate Governance Code or the AIC Code where considered appropriate;

Reporting responsibilities

The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall produce a report of its activities and the Company's risk management and strategy to be included in the Company's annual report.

The Directors' report in the annual report and financial statements should set out risk management objectives and policies including in relation to financial instruments.

Other matters

The Committee shall:

- have access to sufficient resources in order to carry out its duties, including access to the Company secretariat for assistance as required;
- be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- give due consideration to laws and regulations, the provisions of the AIC Code and the requirements of the UK Listing Authority Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate;
- oversee any investigation of activities which are within its terms of reference; and

- 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.

Authority

The Committee is authorised:

- to seek any information it requires from any employee/Director of the Company in order to perform its duties;
- to require action from the risk management function as regards reporting on or remedy of such risk matters as the Committee deems appropriate;
- to obtain, at the Company's expense, external legal or other professional advice on any matter within its terms of reference where required; and
- to request the attendance of any employee of a company or business within the Company at a meeting of the Committee as and when required.

Where a duty falls within the terms of reference of both the audit committee and the risk committee the chairmen of those committees shall have the discretion between them to determine the extent of responsibility of each committee.

Committee membership: Timothy Drayson (Chair), James Stewart and Paul Le Page.