



Premier
Invest

Premier Investment Partners Limited

Finance Committee Terms of Reference (TOR)



1. Constitution

- 1.1 The finance committee (the Committee) was constituted at a full meeting of the board of directors (the Board) of Premier Investment Partners Limited (the Company) held on 23 May 2025.
- 1.2 The Committee is a committee of the Board from which it derives its authority and to which it regularly reports.
- 1.3 The Committee may sub-delegate any or all of its powers and authority as it thinks fit to one or more of its members or the Company Secretary.

2. Role

The role of the Committee is to review and challenge financial plans and performance, in the interest of the long term financial viability of the Company.

3. Membership

- 3.1 The Committee shall comprise at least three (3) directors. At least one (1) member of the Committee shall have recent and relevant experience of working in finance.
- 3.2 Appointments to the Committee shall be for a period of up to three (3) years, which may be extended for further periods of up to three years, provided each member still meets the criteria for membership of the Committee.
- 3.3 The Board shall appoint the Committee chair. In the absence of the Committee chair, the remaining members present at a Committee meeting shall elect one of the other independent non-executive directors present to chair the meeting.
- 3.4 Only Committee members have the right to attend and vote in Committee meetings. However, the finance officer, the risk officer and senior executive officer (SEO) (if not already a Committee member) shall be invited to attend meetings of the Committee on a regular basis by invitation. Other non-members may be invited to attend all or part of any meetings as and when appropriate and necessary, with the Committee chair's agreement. The Committee chair shall have the discretion to decide who, other than the Committee members, shall attend and address the Committee meetings. Non-executive directors who are not members of the Committee may be invited by the Committee chair to attend as observers.
- 3.5 The secretary of the Committee shall ascertain at the beginning of each meeting the existence of any conflicts of interest and minute them accordingly.
- 3.6 A list of members and invitees is listed at Schedule 1 to these Terms of Reference and may be updated as required and directed by the Board.

4. Secretary

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

5. Quorum

- 5.1 The quorum necessary for the transaction of business at a Committee meetings shall be two (2) members (including, whenever possible at least one (1) member with recent and relevant financial experience), present in person or by audio or video conference. If there is difficulty in achieving a quorum, independent non-executive directors, who are not members of the Committee, may be co-opted as members for individual meetings.
- 5.2 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.

6. Frequency of meetings

The Committee shall meet formally at least four (4) times a year at appropriate times in the Company's reporting and audit cycle and otherwise as required.

7. Notice of meetings

- 7.1 Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its members or at the request of the finance officer, external audit lead partner or head of internal audit, if he or she considers a meeting necessary.
- 7.2 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 and any other person required to attend, no later than five (5) working days before the date of the meeting. The agenda shall be circulated together with relevant supporting papers to committee members and to other attendees as appropriate, at the same time.
- 7.3 Ordinarily, the Committee will only send notices, agendas and supporting papers in electronic form or make them available via a portal software platform.

8. Minutes of meetings

- 8.1 The Secretary shall minute the proceedings of all meetings of the Committee, including recording the names of those present and in attendance.
- 8.2 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 Committee chair.
- 8.3 Final signed copies of the minutes of the meetings should be maintained for the Company's records.

9. Duties

The duties of the Committee are set out below.

- 9.1 scrutinising financial plans, advising the Board on the adoption of such financial plans, monitoring financial performance and forecasts against approved plans;
- 9.2 overseeing the development of financial plans, including the five-year financial plan and annual financial budget;
- 9.3 monitoring the financial position and future prospects of the Company to ensure that it can meet its commitments and strategic objectives;
- 9.4 keeping under review the long term financial sustainability of the Company;
- 9.5 reviewing and recommending the annual financial budget to the Board;
- 9.6 overseeing capital and operating expenditure of the Company;
- 9.7 considering the budgetary impact of proposed variations to activities through restructuring, acquisition/disposal or other significant changes;
- 9.8 reviewing the Company's cash forecasts, overseeing any financing negotiations, approving loan drawdowns and repayment (if any), monitoring compliance with loan funding conditions and review supporting loan documentation; and
- 9.9 considering any other matters regarding the finances, financial position and/or financial performance of the Company referred to it by the Board.

10. Reporting responsibilities

- 10.1 The Committee chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The minutes of all Committee meetings shall, unless in the opinion of the Committee chair it would be inappropriate to do so, be included in the Board papers for a subsequent Board meeting.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report of its activities to be included in the Company's annual report, which shall include:
 - a. details of the membership of the Committee, number of meetings held and attendance over the course of the year;
 - b. a summary of the role and work of the Committee;
 - c. the significant issues that the Committee considered in relation to the financial affairs of the Company.

11. Other matters

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required;
- 11.2 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;
- 11.3 give due consideration to laws and regulations and any other applicable rules, as appropriate;
- 11.4 oversee any investigation of activities which are within its Terms of Reference;
- 11.5 be responsible for co-ordination of the internal and external auditors; and
- 11.6 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.

12. Authority

The Committee is authorised:

- 12.1 to seek any information it requires from any employee of the Company in order to perform its duties;
- 12.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference;
- 12.3 to request the attendance of any employee at a meeting of the Committee as and when required; and
- 12.4 to 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.

13. Voting

- 13.1 Each Committee member shall have one (1) vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a Committee meeting (whether in person or by audio or video conference).
- 13.2 If a matter that is considered by the Committee is one where a Committee member, either directly or indirectly, has a personal interest, that member shall not be permitted to vote at the meeting.
- 13.3 Except where he or she has a personal interest, the Committee chair shall have a casting vote.
- 13.4 The Committee chair may ask any attendees of a Committee meeting to leave the meeting to allow discussions of matters relating to them.

Adopted at the Board meeting of the Company on 23 May 2025.

Schedule 1: The Board Members and Invitees

Committee Members	Invitees (as required)
Director	Finance Officer
Director	Senior Executive Officer
Director	Risk Officer