

LCH SA
(the *Company*)

**TERMS OF REFERENCE OF THE RISK COMMITTEE OF
THE BOARD OF DIRECTORS**

Adopted by the board of directors on 22 November 2022

1. COMPOSITION

1.1 The Risk Committee (the *Committee*) shall, subject to paragraph 1.4 below and subject to any co-option as referred to in paragraph 1.11 below, comprise:

1.1.1 such number of independent non-executive directors that is required from time to time each of whom has been appointed either (i) in accordance with, and satisfies the criteria for independence set out in, the terms of reference of the Company's nomination committee (the *Nomination Committee*) or (ii) in the case of the Vice Chair of the Committee (the *Vice Chair*), who has been appointed pursuant to paragraph 1.4 below, satisfies all applicable corporate governance standards of independence (each, an *Independent Director*). One of the Independent Directors will be the Chair of the Committee (the *Committee Chair*) nominated by the Board and one will be the Vice Chair of the Committee, if relevant, appointed pursuant to paragraph 1.4 below;

1.1.2 one of the independent non-executive directors in 1.1.1 must be the Chair of The Operational Resilience Committee of the Board of Directors;

1.1.3 such number of members who represent a clearing member of the Company or part of the group to which a clearing member belongs that is required by law or regulation from time to time and who have significant expertise and experience in market, credit, liquidity or operational risk management or other risk disciplines related to CCP risk management (each, a *User*); and

1.1.4 such number of representatives of end-client of Users (who shall have significant expertise and experience in risk-related, audit, regulatory or compliance issues) that is required by law or regulation from time to time (each, a *Client*);

provided that: (1) the Committee Chair is an Independent Director; (2) at least one but not more than 50% of Committee members are Independent Directors; (3) at least one but not more than 50% of Committee members are Users; (4) at least one but not more than 50% of Committee members are Clients; and (5) no User, or Client representatives are also employees of any LCH Group company (meaning LCH Group Holdings Limited and its subsidiaries).

1.2 The following individuals may be invited to attend the meetings of the Committee on relevant matters from time to time, in a non-voting capacity:

1.2.1 the Chair of the Audit Committee of the Company;

1.2.2 *ex officio* the Chief Executive Officer of the Company;

1.2.3 *ex officio* the Chief Risk Officer of the Company who shall be responsible for all technical issues and recommendations made to the Committee;

1.2.4 *ex officio* the Chief Risk Officer of the London Stock Exchange Group plc (*LSEG*), or their nominated delegate;

1.2.5 *ex officio* a representative of Euronext who shall be a specialist in risk related, audit,

regulatory or compliance issues, or their nominated delegate;

- 1.2.6 such other LCH SA employees as considered appropriate by the Committee Chair; and
- 1.2.7 such other risk expert individuals who are representatives of Users of the Company (who are not already represented by a voting member of the Committee) as considered appropriate by the Committee (hereafter the **Risk Expert Attendees**).
- 1.3 Members of the Committee shall be appointed by the Board in consultation with the Committee Chair, save (i) for the Vice Chair or who shall be appointed pursuant to paragraph 1.4 below and (ii) in the circumstances described in paragraph 2.7 below.
- 1.4 LSEG shall be entitled to appoint the Vice Chair to the Committee provided that such person has the skills and experience commensurate with such a role.
- 1.5 Committee members that are not Independent Directors (each, an *External Committee Member*) attend in their capacity as risk experts and represent the clearing members or end-user clients (as the case may be) as a whole.
- 1.6 Only one External Committee Member from each User or Client (or, if any are part of a group, the group to which such User or Client belongs), is permitted. External Committee Members will do their best to contribute both their own expertise and the expertise of the User or Client (or group, if appropriate) for which they work for all markets and products which the User or Client (or group, if appropriate) clears with the Company. Where expertise other than the specialty of the External Committee Member is required, he or she may, subject to the restrictions set out in their confidentiality agreement with LCH SA, consult internally prior to the Committee meeting. Papers will be issued in good time to permit this.
- 1.7 User and Client membership of the Committee will be reviewed on an annual basis at a minimum. The metric for determining which Users and Clients are members of the Committee will be based on factors including the asset classes cleared, volume cleared, the level of contribution to the relevant default funds and whether they have previously been a voting member of the Committee.
- 1.8 As far as User membership of the Committee is concerned, a rotation between Risk Experts shall be performed, as previously approved by the Board, in accordance with the terms set out in Appendix 1.
- 1.9 The Company secretary or their appointed nominee shall be secretary of the Committee (the *Committee Secretary*).
- 1.10 The Committee Chair, Vice Chair and Committee Secretary will together seek to ensure that the Committee has a suitable range of expertise to consider and evaluate the risk matters placed before it, with particular reference to changes in the risks managed by the Company.
- 1.11 The Committee may co-opt any person, either for consideration of an individual subject or for a longer period.
- 1.12 The Committee may set up one or more advisory groups for the purpose of reporting back to it on specific issues. The Committee shall not delegate any of its powers or responsibilities set out herein to any such advisory group.
- 1.13 Subject to paragraph 1.4, the Board may remove members of the Committee with or without cause.

- 1.14 It is acknowledged that competent regulatory authorities shall have the right to request to attend Committee meetings in a non-voting capacity and be duly informed of the activities and decisions of the Committee.

2. CONDUCT OF MEETINGS

- 2.1 Notice of meetings shall be given by the Committee Chair, or the Committee Secretary at the request of the Committee Chair.
- 2.2 Save for in exceptional circumstances, (i) notice of each meeting confirming the venue, time and date, 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 prior to the date of the meeting in a timely manner and (ii) supporting papers shall be sent to Committee members, and to other attendees, as appropriate, at least 72 hours before the start of each meeting.
- 2.3 In exceptional circumstances the Chair as the discretion to convene a meeting of the Committee on short notice.
- 2.4 Meetings shall be held a minimum of six times per year, or more frequently according to the business to be considered.
- 2.5 Other than in exceptional circumstances, all meetings shall be held in one of the registered offices of the LCH Group entities.
- 2.6 Committee members, including External Committee Members are encouraged to attend Committee meetings in person. Meetings can however be attended by audio or video conference facilities if necessary.
- 2.7 A quorum shall consist of a majority of the Committee members, including the Committee Chair or Vice Chair who shall at their sole discretion decide whether to defer decisions or recommendations on certain items in the light of the balance of attendance. Exceptionally, the Committee Chair or Vice Chairman nominate another Independent Director to represent them. Without prejudice to the above, in the event that the quorum requirement would not be met, the Committee Chair, for the purpose of a specific meeting, may appoint a Risk Expert as a User Member (hereafter a Back-up Member) from a list approved by the Board and in the order established by such a list. In any event, the Committee Chair shall ensure, when appointing a Back-up Member, that there is an appropriate representation of clearing members as a whole and shall report such an appointment to the Board.
- 2.8 Decisions will be taken by consensus. If no consensus can be reached then the topic shall be put to a vote. All voting members of the Committee have one vote. The decision will be taken by simple majority of those present at the meeting. A decision requires the majority of the Independent Directors present at the meeting to vote in favour.
- 2.9 The Committee Chair and/or Vice Chair shall report to the Board of the Company on the discussions, decisions and recommendations of the Committee in order for the Board to formally ratify these decisions and recommendations. The Committee Secretary shall make all minutes available to the Board and the Chair of the Audit Committee.

PURPOSE OF THE COMMITTEE

3. RISK APPETITE AND SCOPE

- 3.1 To consider and comment on aspects of the Company's risk appetite, tolerance and strategy, taking account of the current and prospective macroeconomic and financial environment, as reported upon regularly at Committee meetings.

3.2 The risks within scope for the LCH SA Risk Committee are Financial and Model Risks, and Operational Resilience Risks.

4. EXECUTIVE RISK COMMITTEE

4.1 To receive advice, recommendations and updates (as applicable) from the Executive Risk Committee of the Company (*ERCo*) in respect of the areas to which ERCo's delegated powers, described in these Terms of Reference, apply and in respect of proposed revisions to the risk policies and risk methodology subject to the ERCo's oversight and review.

4.2 To receive a detailed report from the ERCo which, for the risks defined within scope in paragraph 3.2, includes (i) the risk profile of the Company on a monthly basis and its evolution over time, (ii) qualitative comments from the ERCo and the Chief Risk Officer of the Company in relation to areas of potential concern, and (iii) a particular focus on concentration risk and members' margin circumstances.

5. CLARIFICATION OF THE POWERS OF THE CHIEF EXECUTIVE OFFICER OF THE COMPANY

5.1 The Chief Executive Officer of the Company has responsibility for all risk decisions taken within the framework of agreed risk policies. The exercise of these powers is considered necessary to formally preserve the independence of risk management, to avoid conflicts of interest if the Board or Committee was involved in the decision taking, and to ensure a timely response to situations which may develop or deteriorate rapidly.

5.2 These powers of the Chief Executive Officer establish a boundary line between the Committee's role in respect of policy review and recommendation and executive responsibility for risk management actions within the agreed policy framework.

5.3 The Chief Executive Officer may delegate the powers necessary to achieve the performance and implementation of any and all of their responsibilities and decisions referred to in these Terms of Reference to the Chief Risk Officer of the Company.

6. CCP MEMBERSHIP

6.1 To review, on a periodic basis, criteria for initial admission to clearing membership and continuing membership criteria, to consider proposals for new criteria, and, as appropriate, to recommend any changes to the relevant decision-making body.

6.2 To review decisions of the Chief Executive Officer of the Company or their delegate relating to approvals and denials of membership applications.

6.3 To review annually the Counterparty Credit Risk Policy and, as appropriate, to recommend any changes to the Board. This review should include data on the previous year's changes in overall membership, specific aggregate information on the nature of the new members (if any) and their risk profile (if different from the existing membership), together with an assessment of any potential policy implications.

6.4 To be notified of the outcome of the annual independent validation of the counterparty credit scoring model in accordance with the Model Governance, Validation and Review Policy.

6.5 Clarification of approvals of the Chief Executive Officer of the Company:

6.5.1 Pursuant to paragraph 6.1 above, application by a current clearing member to extend its clearing activities *vis-a-vis* the Company may be approved by the Chief Executive

Officer of the Company subject to the Committee and the Board being notified. The Chief Executive Officer of the Company may, at their discretion, refer any such applications for consideration by the Committee.

- 6.5.2 Pursuant to paragraph 6.3 above and without prejudice to the Committee's authority under paragraph 6.2 above, new membership applications may be approved by the Chief Executive Officer of the Company subject to the applicant meeting the criteria determined by the Committee (and endorsed by the Board) subject to the Committee being notified of any such approvals. If an applicant is rejected by the Chief Executive Officer of the Company, it may appeal to the Board. If, before coming to a decision, the Chief Executive Officer of the Company has particular concerns regarding the applicant, they may exceptionally refer such an application for consideration by the Committee.

7. NEW CLEARING ACTIVITY: NEW MARKETS AND CONTRACTS

- 7.1 To consider the risk controls designed or adapted for the clearing of a new market (whether in the form of an exchange, or of a new product-specific OTC clearing service) or of a new class of instruments, and to recommend to the Board for approval.
- 7.2 To consider the risk controls designed or adapted for the clearing of a new contract proposed by a cleared exchange, or a new product type proposed for the Company's clearing service, and to recommend to the Board for approval.
- 7.3 To consider the risk controls designed or adapted for the continued clearing of an exchange contract or OTC clearing service product whose proposed terms have been significantly modified, and to make a recommendation to the Board on the continuation of clearing.
- 7.4 To review, on an annual basis (or more frequently if deemed necessary), the Contract and Market Acceptability Policy and, to consider proposals for the amendment of the policy, and, as appropriate, to recommend any changes to the Board.
- 7.5 To review on an annual basis a report outlining the compliance of all markets and products against the criteria defined in the Contract and Market Acceptability Policy.
- 7.6 To review, on an annual basis (or more frequently if deemed necessary), the policy containing the principles for managing the counterparty risk of other central counterparties with which an interoperability link has been established and, as appropriate, to recommend any changes to the Board.
- 7.7 Clarification of approvals of the Chief Executive Officer of the Company:
- 7.7.1 Pursuant to paragraph 7.2 above and without prejudice to the Committee's authority contained therein, approval for the clearing of new contracts, products or trade venues which present no novel risk features and require no amendment of risk controls may be granted by the Chief Executive Officer of the Company, subject to the Committee being notified of any such approvals. The Chief Executive Officer may, at their discretion, refer any such applications for consideration by the Committee.
- 7.7.2 In cases where the proposal is that the Company should clear a potentially large number of new contracts or products, none of which present novel risk features, the proposal will be presented for Committee consideration because of the proposed scale of the extension of clearing. The Committee will make a recommendation to the Board for approval.

8. MARGINING

- 8.1 To consider proposals for significant amendments to, or the introduction of new, variation margin methodologies, and, as appropriate, to recommend any changes to the Board.
- 8.2 To review, on an annual basis (or more frequently if deemed necessary), the initial margin policies contained within the Financial Resource Adequacy Policy, and consider amendments to the policies and, as appropriate, to recommend any changes to the Board.
- 8.3 To consider proposals for significant amendments to, or the introduction of new, initial margin methodologies, and, as appropriate, to recommend any changes to the Board.
- 8.4 To be notified of the outcome of the annual independent validation of all margin models in accordance with the Model Governance, Validation and Review Policy.
- 8.5 To review, on an annual basis (or more frequently if deemed necessary), the company's intra-day calling policy, to consider proposals for the adoption of a new policy, and, as appropriate, to recommend any changes to the Board.
- 8.6 Clarification of powers of the Chief Executive Officer of the Company:
 - 8.6.1 The establishment and regular review of initial margin parameters at contract level, the introduction of higher initial margin parameters or other financial requirements specific to a member or a group of members, and intra-day calls under the current policy.
- 8.7 Clarification of powers delegated to the Chief Risk Officer of the Company:
 - 8.7.1 In the context of initial margin rate setting policies approved by the Committee and the Board, and with reference to the powers of the Chief Executive Officer of the Company in respect of initial margin rates, the Chief Risk Officer of the Company in their role as Director, Risk Management of the Company, shall ensure that any rate that does not directly flow from any of the policies is documented as exceptional treatment. The reason for such treatment must be either that a disproportionate and unrealistic margin rate would otherwise have been established or that application of the documented policy would lower a rate or rates at a time of significant volatility and run a high risk of rapid reversal. The Chief Risk Officer of the Company will ensure that the Committee is informed of such treatment in the case of major contracts as part of standard reporting of margin adequacy.

9. DEFAULT FUND, DEFAULT RULES AND DEFAULT PROCEDURES

- 9.1 To review quarterly, and on an *ad hoc* basis, as initiated by the Chief Risk Officer of the Company, the adequacy of the default funds of the Company (the *Default Funds*) on the basis of stress testing and reverse stress testing reports, and to recommend any change in the methodologies for sizing the Default Funds to the Board for approval. To review, on an annual basis (or more frequently if deemed necessary), the Default Fund policies and recommend any changes to these policies to the Board for approval.
- 9.2 To consider any adjustment to the stress testing model or the assumptions used in the model and to recommend any changes to the Board.
- 9.3 To consider any proposals to adopt a new stress-testing model and to recommend to the Board for approval.
- 9.4 To be notified of the outcome of the annual independent validation of all stress testing models used to size the default funds in accordance with the Financial Resource Adequacy Policy.
- 9.5 To consider any proposals for changes to the Default Rules and, as appropriate, make

recommendations to the Board for approval.

- 9.6 To consider the Default Management Policy for managing a default across individual and multiple product lines and to make recommendations to the Board for approval.
- 9.7 To review default management fire drill exercise reports to assess the Company's default management process.
- 9.8 To consider as soon as possible after a member default, the default procedures taken and the continued adequacy of the Default Rules and, as appropriate, make recommendations to the Board.
- 9.9 The Committee will be notified of any significant amendments, additions or deletions to the stress testing scenarios. The Committee may also request new scenarios to be added to the stress testing model.
- 9.10 Clarification of powers of the Chief Executive Officer of the Company:
 - 9.10.1 Pursuant to paragraph 9.1 above, the periodic recalculation of the Default Fund size and contributions, the stress test parameters as well as the review of the cap and floor of the Default Fund where applied, within the scope of the policy approved by the Board.
 - 9.10.2 Pursuant to paragraph 9.5 above, default declaration and management are a Chief Executive Officer responsibility, subject to a commitment to notify the Board and convene a meeting of the Board if appropriate.

10. PAYMENT AND MONEY SETTLEMENT ARRANGEMENTS, BANK EXPOSURES, LIQUIDITY RISK AND COLLATERAL

- 10.1 To review, on an annual basis (or more frequently if deemed necessary), the Company's payment and money settlement arrangements and collateral custody arrangements, to consider proposals for modification of those arrangements and, as appropriate, to recommend changes to the Board.
- 10.2 To review, on an annual basis (or more frequently if deemed necessary), the Company's 'Investment Risk Policy' for setting bank limits and 'Liquidity Risk Policy' for determining liquidity needs, to consider proposals to change these policies, and, as appropriate, to recommend any changes to the Board for approval.
- 10.3 To review, on an annual basis (or more frequently if deemed necessary), the Company's Liquidity Plan detailing how the standards contained in the Liquidity Risk Policy are applied, to consider proposed changes and to make recommendations to the Board for approval.
- 10.4 To be notified of the outcome of the annual independent validation of the liquidity risk model, in accordance with the Liquidity Risk Policy.
- 10.5 To review, on an annual basis (or more frequently if deemed necessary), the Company's policy on acceptable forms of collateral contained within the Collateral Risk Policy together with the haircuts applied, to consider proposals to change these policies, and, as appropriate, to recommend any changes to the Board. To consider the addition of a new collateral type and associated risk controls and to recommend to the Board for approval.
- 10.6 To be notified of the outcome of the annual independent validation of the collateral haircut

model in accordance with the Collateral Risk Policy.

10.7 Clarification of discretion of the Chief Executive Officer of the Company:

10.7.1 Pursuant to paragraph 10.2 above, to decrease or remove investments or a counterparty's investment limits if there are concerns over the investment or counterparty for any reason.

10.7.2 To approve proposals for the periodic adjustment of exposure limits within the scope of the Credit Risk Management Framework approved by the Committee.

10.7.3 To change repo limits in line with the size of the cash portfolio to ensure that the assigned limits do not act as a constraint on securing the portfolio.

10.7.4 If any of the limits or restrictions detailed in the Collateral Risk Policy and/or the Investment Risk Policy are breached, that breach must be (i) notified to the Chief Risk Officer and Head of CaLM, (ii) signed off by the Chief Risk Officer and (iii) reported to the Committee, the ERCo, the Chief Executive Officer of the Company and the Audit Committee of the Company.

11. OPERATIONAL RESILIENCE RISK

11.1 To review, on an annual basis (or more frequently if deemed necessary), the Company's Operational Resilience Risk Policies, following review by the Operational Resilience Committee, and to make recommendations to the Board for approval.

11.2 The Committee shall inform the Board in a timely manner of any new risk affecting the resilience of the Company.

11.3 To review and approve the recommendations of the Operational Resilience Committee in relation to Detailed Operational Risk Assessments for significant projects and new products, as required under the Company's Operational Risk Policy and to notify the Board of the same.

12. MODEL GOVERNANCE AND PROCYCLICALITY

12.1 To review annually (or more frequently if deemed necessary) the Company's Model Governance, Validation and Review Policy, to consider proposals for modification of those arrangements and to make recommendations to the Board for approval.

12.2 In accordance with the Model Governance, Validation and Review Policy, to review reports prepared by independent model experts confirming the ongoing suitability of the company's financial risk models, at least annually and upon material change.

12.3 To review annually (or more frequently if deemed necessary) the Company's Procyclicality Risk Policy, to consider proposals for modification of those arrangements and to make recommendations to the Board for approval.

12.4 To review, at least annually, reports confirming that the Company's risk models do not operate in a procyclical manner.

13. REGULATORY ISSUES

13.1 To consider any risk policy-related regulatory issues referred to it, and to make recommendations to the Board.

- 13.2 To review, on an annual basis (or more frequently if deemed necessary), the Company's Recovery Plan and Wind Down Plan, to consider proposals for modification of those arrangements and to make recommendations to the Board for approval.
- 13.3 To consider any issue or new arrangement relating to the outsourcing of functions which may impact the risk management of the CCP and to make recommendations to the Board for approval.
- 13.4 To ensure that the Company promptly reports to the relevant regulatory authorities of any decision in which the Board has rejected a recommendation of, or superseded an action by, the Committee, such report to contain at a minimum the following:
- 13.4.1 the Committee's recommendation or action, as applicable;
 - 13.4.2 the rationale for such recommendation or action;
 - 13.4.3 the rationale of the Board for rejecting such recommendation or superseding such action; and
 - 13.4.4 the course of action the Board decided to take contrary to such recommendation or action.
- 13.5 The Committee Chair, or their designee, will make available to the Chief Compliance Officer of the Company such information relating to the Committee's work as is necessary for the Chief Compliance Officer of the Company to draft and submit:
- 13.5.1 the Company's annual compliance report (i) to the ACPR as required under French law and regulation in force from time to time, (ii) as required under applicable law and regulations in force from time to time, and (iii) to the CFTC as required under the CFTC Rules in force from time to time and any successor regulation; and
 - 13.5.2 any other reports that the Chief Compliance Officer of the Company may from time to time be required to submit, pursuant to regulatory requirements.

It is noted that in the event that the Board does not follow a recommendation of the Committee the *Autorité de Contrôle Prudentiel et de résolution*, as the lead regulator of the Company, will be notified by the Company Secretary.

14. MISCELLANEOUS

- 14.1 To discharge any duties ascribed to the Committee in the LCH risk policies reviewed by the Committee from time to time.
- 14.2 To consider any other matters as directed by the Board.
- 14.3 To hold joint meetings with the Risk Committee of LCH Ltd and the Risk Committees of any other operating subsidiaries of LCH Group as there may be from time to time.

15. PUBLICATIONS

The Committee shall ensure that summaries of significant decisions implicating the public interest, including all decisions relating to (i) open access; (ii) membership; and (iii) the finding of products acceptable or not acceptable for clearing, including a description regarding whether the Board has rejected or superseded an action of the Committee, shall be made public on the Company's website in an up to date, clear and accurate manner.

16. REGULAR REPORTS AND NOTIFICATIONS

- 16.1 To receive management information from the Chief Risk Officer of the company on the assessment of all financial, model and operational resilience risks, and inform the Board in a timely manner of any new significant risk change affecting the resilience of the Company. The report will include any breaches or waivers granted.
- 16.2 The management information shall cover recent developments and material issues related to Financial and Model Risks, and Operational Resilience Risks.
- 16.3 To review at least annually risk tolerance limits and the associated warning thresholds (including policies and procedures containing these metrics)
- 16.4 To review at least annually the specific / formal sign-off of exceptions to LCH policies

17. CONFIDENTIALITY AND CONFLICTS OF INTEREST

- 17.1 Without prejudice to any rights of LSEG or its representatives under these Terms of Reference, all confidential matters considered by the Committee and any confidential information disclosed to members of the Committee in connection with their position as a member of the Committee must remain confidential, notwithstanding the company to which that information relates, nor whether the member is a director of that company or not, save as required to be disclosed by law or regulation. Any other persons (with the sole exception of competent regulatory authorities) involved in the Committee's work shall either be bound by undertakings of professional secrecy or by ad hoc confidentiality agreements with the Committee.
- 17.2 Conflicts of interest relating to Committee members shall be governed by the relevant provisions in the règlement intérieur of the Company from time to time and those relevant provisions shall apply to the External Committee Members as if they were directors of the Company.

18. HARMONISATION WITH LCH LTD

- 18.1 To review any proposals for harmonisation of policies or procedures between the Company, LCH Ltd and any other operating subsidiaries of LCH Group as there may be from time to time, having regard to local law or regulatory requirements and liquidity characteristics of the relevant entity in the Group, and, as appropriate, to recommend any changes to the Board.
- 18.2 In the event that the Risk Committees of the Company, LCH Ltd and any other operating subsidiaries of LCH Group as there may be from time to time cannot agree on the harmonisation issues, the Board of LCH Group and the Board of the relevant operating subsidiary together are responsible for the final decision.

19. RELATIONSHIP WITH THE COMPANY'S AUDIT COMMITTEE

- 19.1 Internal audits, external audits, investigations and reviews carried out under the auspices of (and contained in the relevant regular reporting to) the Company's Audit Committee will cover those departments and teams executing the policies and methodologies set by the Risk Committee.

20. AUTHORITY

- 20.1 The Committee is authorised to: (i) investigate any activity relating to these Terms of Reference; (ii) seek any information it requires from any employee of the Company in order to

perform its duties; (iii) call any employee to be questioned at a Committee meeting as and when required; and (iv) obtain at the Company's expense, outside legal or other professional advice on any matter within its Terms of Reference.

- 20.2 In particular, the Committee shall have access to: (i) the human resource department (to assess how the remuneration structure affects the risk profile of the Company; (ii) the compliance department (to ensure legal and regulatory changes are properly implemented); and (iii) the internal audit department (who shall periodically carry out and report to the Committee on an independent audit of the design, implementation and effects of the remuneration structure).

21. OTHER

- 21.1 Notwithstanding any other provision set out herein, the Committee is solely accountable to, and reports solely to, the Board of the Company. Without limiting the foregoing, no decisions made by the Committee under paragraph 6 (*Membership*) or paragraph 7 (*New Clearing Activity: New Markets and Contracts*) may be restricted or otherwise limited by anybody other than the Board of the Company.
- 21.2 Every member of the Committee shall be given a copy of these Terms of Reference.
- 21.3 The Committee, in particular the Independent Directors, shall be provided with appropriate and timely training, both as an induction process and on an ongoing basis, and provided with access to external consultancy support, when required.
- 21.4 The Committee shall arrange for periodic reviews of its own performance and, at least annually, shall arrange for independent internal review of its constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 21.5 Subject to paragraph 21.6, these Terms of Reference may be amended only with approval of the Board.
- 21.6 Paragraphs 1.2.4, 1.4, 17.1 and this paragraph 21.6 of these Terms of Reference may be amended only with approval of the Board and the consent of LSEG.

APPENDIX I

Rotation of voting rights Among Users

A number of Risk Experts who attend the Risk Committee fulfil the criteria of Users. The voting rights of the Risk Committee are rotated between the Risk Experts on a regular basis (at least once a year), so as to ensure compliance with the composition requirements set out in Clause 1.1 of the Terms of Reference.

The following criteria are applied by the Board when rotating the voting rights of the Risk Committee:

1. Expertise in matters of risk;
2. Length of service on the Risk Committee;
3. Attendance at Risk Committee meetings; and
4. The Chair of the Risk Committee being satisfied that the membership of Users on the Risk Committee is an appropriate representation of the clearing members as a whole.