

Wesleyan Assurance Society

Terms of Reference for Chair's Committee (the Committee)

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| <p>1. Scope and Purpose</p> | <ul style="list-style-type: none"> • In exceptional circumstances should approval be required for any item reserved for the Board's decision during a period between scheduled Board meetings, the Chair (or in their absence the Deputy Chair), the Group Chief Executive (or their nominated deputy) and one other Non-Executive Director, shall constitute an ad-hoc Committee of the Board to act as it considers appropriate. Where circumstances allow, the requirement for a Chair's Committee to be established and its membership, purpose and agreed delegation will be agreed by the Board in advance. |
| <p>2. Roles and Responsibilities</p> | <ul style="list-style-type: none"> • The procedure above should not be followed for the following where established processes are in place: <ul style="list-style-type: none"> - declaration of bonuses (i.e. distribution of surplus); - appointment and dismissal of the Group Chief Executive, the Chair and Deputy Chair; or - the appointment and dismissal of Directors and the appointment of Directors to membership of Committees. |
| <p>3. Authority</p> | <ul style="list-style-type: none"> • The Committee is a sub-committee of the Board. |
| <p>4. Governance</p> | <ul style="list-style-type: none"> • The Committee Chair shall be the Chair of the Board (or in their absence the Deputy Chair). • The Company Secretary (or their nominated deputy agreed with the Chair) shall act as Secretary to the Committee. • At the discretion of the Chair (or the Deputy Chair in their absence), the Committee may invite other individuals who are not a member of the Board to attend. Those individuals may not vote on any matter. • The Committee meets as determined by the Chair or in their absence two of the Group Chief Executive, the Deputy Chair and the Chair of the Risk Committee. • In addition, a meeting can take place without all the participants being in the same room or physically meeting together. The meeting can take place by conference call or by means of other telecommunications or by electronic means as long as the participants can each communicate to the others any information or opinions they have on any particular item of the business of the meeting. The meeting will be deemed to have taken place where the largest number of participants is, or otherwise, where no participants physically meet together, the Chair (in their absence the Deputy Chair) can determine where the meeting has taken place. |
| <p>5. Inputs and Outputs</p> | <ul style="list-style-type: none"> • Details of any actions taken in accordance with the above procedures will be reported fully to the next Board meeting or immediately if the Chair considers it appropriate. Where all the Directors have not been consulted, a report of any emergency action taken should be circulated to all members of the Board in a timely manner, together with the identities of those who have been consulted. |

| | <ul style="list-style-type: none"> Minutes of Chair's Committee meetings shall be submitted to the Society Board for noting and the agenda and papers shall be available to all members of the Board. All decision will be taken with due consideration of the requirements of the FCA Consumer Duty requirements. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 6. Conflicts of Interest | <ul style="list-style-type: none"> Members should declare any conflicts or potential conflicts of interest to the Committee based on the matter under consideration. The Committee will decide, based on the conflict declared, whether the member can continue to contribute their views and vote. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7. Version Control | <table border="1"> <thead> <tr> <th data-bbox="443 577 571 667">Version</th> <th data-bbox="571 577 842 667">Forum/Committee</th> <th data-bbox="842 577 1002 667">Approval Date</th> <th data-bbox="1002 577 1345 667">Caveats</th> <th data-bbox="1345 577 1505 667">Next Review</th> </tr> </thead> <tbody> <tr> <td data-bbox="443 667 571 734">2.1</td> <td data-bbox="571 667 842 734">Society Board</td> <td data-bbox="842 667 1002 734">09/2018</td> <td data-bbox="1002 667 1345 734"></td> <td data-bbox="1345 667 1505 734">09/2019</td> </tr> <tr> <td data-bbox="443 734 571 801">2.2</td> <td data-bbox="571 734 842 801">Company Secretary</td> <td data-bbox="842 734 1002 801">09/2019</td> <td data-bbox="1002 734 1345 801">No changes proposed</td> <td data-bbox="1345 734 1505 801">09/2020</td> </tr> <tr> <td data-bbox="443 801 571 869">2.3</td> <td data-bbox="571 801 842 869">Company Secretary</td> <td data-bbox="842 801 1002 869">09/2020</td> <td data-bbox="1002 801 1345 869">No changes proposed</td> <td data-bbox="1345 801 1505 869">09/2021</td> </tr> <tr> <td data-bbox="443 869 571 936">2.4</td> <td data-bbox="571 869 842 936">Company Secretary</td> <td data-bbox="842 869 1002 936">09/2021</td> <td data-bbox="1002 869 1345 936">No changes proposed</td> <td data-bbox="1345 869 1505 936">09/2022</td> </tr> <tr> <td data-bbox="443 936 571 1003">2.5</td> <td data-bbox="571 936 842 1003">Company Secretary</td> <td data-bbox="842 936 1002 1003">09/2022</td> <td data-bbox="1002 936 1345 1003">Minor updates made</td> <td data-bbox="1345 936 1505 1003">09/2023</td> </tr> <tr> <td data-bbox="443 1003 571 1070">2.6</td> <td data-bbox="571 1003 842 1070">Company Secretary</td> <td data-bbox="842 1003 1002 1070">09/2023</td> <td data-bbox="1002 1003 1345 1070"></td> <td data-bbox="1345 1003 1505 1070">09/2024</td> </tr> <tr> <td data-bbox="443 1070 571 1137">2.7</td> <td data-bbox="571 1070 842 1137">Company Secretary</td> <td data-bbox="842 1070 1002 1137">09/2024</td> <td data-bbox="1002 1070 1345 1137">No changes needed</td> <td data-bbox="1345 1070 1505 1137">09/2025</td> </tr> </tbody> </table> | Version | Forum/Committee | Approval Date | Caveats | Next Review | 2.1 | Society Board | 09/2018 | | 09/2019 | 2.2 | Company Secretary | 09/2019 | No changes proposed | 09/2020 | 2.3 | Company Secretary | 09/2020 | No changes proposed | 09/2021 | 2.4 | Company Secretary | 09/2021 | No changes proposed | 09/2022 | 2.5 | Company Secretary | 09/2022 | Minor updates made | 09/2023 | 2.6 | Company Secretary | 09/2023 | | 09/2024 | 2.7 | Company Secretary | 09/2024 | No changes needed | 09/2025 |
| Version | Forum/Committee | Approval Date | Caveats | Next Review | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.1 | Society Board | 09/2018 | | 09/2019 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.2 | Company Secretary | 09/2019 | No changes proposed | 09/2020 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.3 | Company Secretary | 09/2020 | No changes proposed | 09/2021 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.4 | Company Secretary | 09/2021 | No changes proposed | 09/2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.5 | Company Secretary | 09/2022 | Minor updates made | 09/2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.6 | Company Secretary | 09/2023 | | 09/2024 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2.7 | Company Secretary | 09/2024 | No changes needed | 09/2025 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |