

THE CALDWELL PARTNERS INTERNATIONAL INC

CHARTER AND TERMS OF REFERENCE OF THE INVESTMENT COMMITTEE

Updated October 10, 2018





Charter and Terms of Reference of the Investment Committee


ROLE AND OBJECTIVE


The purpose of the Investment Committee (the “Committee”) is to assist the board of directors (the “Board”) of the Corporation in fulfilling its responsibilities for oversight of the Corporation’s investment policies and strategies, and to enable the Board to discharge its duties related to monitoring, compliance and risk mitigation oversight.

MEMBERSHIP OF COMMITTEE


1. The Committee shall be comprised of at least three (3) directors of Caldwell, the majority of whom are “unrelated directors” (as such term is used in the Report of the Toronto Stock Exchange on Corporate Governance in Canada) and “independent” (as such term is used in Multilateral Instrument 52-110).
2. The Board shall appoint the Committee Chair, who shall be an unrelated director.

CHARTER AND RESPONSIBILITIES OF COMMITTEE

1. In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:
 - (a) Approving appropriate investment policies from time to time for recommendation to the Board;
 - (b) Approving the Corporation’s investment asset classes and mix and related strategies for such classes for recommendation to the Board;
 - (c) Approving procedures to ensure investments are aligned with approved investment policy and related strategies;
 - (d) Approving an investment mix;
 - (e) Approving investment risk;
 - (f) Approving a foreign currency hedging philosophy and plans;
 - (g) Approving delegations of authority and sub-delegations with respect to investment approvals and related decisions;
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- (h) Appointing investment managers, if any, of surplus funds, to approve the proportion of assets allocated to such investment managers and to review each investment manager's performance;
 - (i) Meeting with investment managers, in any, at least annually to discuss investments;
 - (j) Reviewing management reports to monitor the performance of investments and the effectiveness of the investment;
 - (k) Reviewing with management the Corporation's cash flow projections to ensure there is sufficient liquidity to meet business requirements.
 - (l) Reviewing equity holdings in client securities obtained through the performance of search engagements, and approve any extended holding period after such securities become liquid.
 - (m) At least annually, the Nominating/Corporate Governance/Compensation Committee will review the Committee to assess its effectiveness in fulfilling its responsibilities and duties as set out above.

MEETINGS AND ADMINISTRATIVE MATTERS

1. Approving appropriate investment policies from time to time for recommendation to the Board;
 2. Approving the Corporation's investment asset classes and mix and related strategies for such classes for recommendation to the Board;
 3. Approving procedures to ensure investments are aligned with approved investment policy and related strategies;
 4. Approving an investment mix;
 5. Approving investment risk;
 6. Approving a foreign currency hedging philosophy and plans;
 7. Approving delegations of authority and sub-delegations with respect to investment approvals and related decisions;
 8. Appointing investment managers, if any, of surplus funds, to approve the proportion of assets allocated to such investment managers and to review each investment manager's performance;
 9. Meeting with investment managers, in any, at least annually to discuss investments;
 10. Reviewing management reports to monitor the performance of investments and the effectiveness of the investment;
 11. Reviewing with management the Corporation's cash flow projections to ensure there is sufficient liquidity to meet business requirements.
 12. Reviewing equity holdings in client securities obtained through the performance of search engagements, and approve any extended holding period after such securities become liquid.
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13. At least annually, the Nominating/Corporate Governance/Compensation Committee will review the Committee to assess its effectiveness in fulfilling its responsibilities and duties as set out above.

