



Direct Investments Committee
OF THE NIGERIAN SOVEREIGN INVESTMENT
AUTHORITY

Approvals

Title	Policy Adoption Date
NSIA Investment Committee Charter	March 21, 2013
Board of Directors	July 2017

Version Control

Version No.	Date	Author	Comment / Reason for Change
1.0	March 21, 2013	Cambridge Associates	New Policy
2.0	June 18, 2015	Hanspeter Ackermann	First Policy Review
3.0	2017	Hanspeter Ackermann	Second Policy Review
4.0	May 2018	Richard Eckrich	Committee Restructure



Nigeria Sovereign Investment Authority

Direct Investments Committee (DIC) Charter

Adopted on May 2018

A. Introduction

The DIC is a standing committee of the Board of Directors ("Board") of the Nigeria Sovereign Investment Authority ("NSIA"), established to assist the Board in fulfilling its oversight responsibility for the investment assets of the NSIA, including the investment process, strategies and policies that are employed with respect to the investment assets.

B. Responsibilities

The Investment Committee's responsibilities include:

1. Set the investment policy and guidelines for the Nigeria Infrastructure Fund (NIF) (to be ratified by the Board). These policies and guidelines should be articulated in writing in the NIF Investment Policy Statement (included as an annex to this charter) and reviewed annually.
2. Oversee investment and reinvestment of funds into the NIF portfolio. The DIC may delegate investment functions to the executive officers and staff of the NSIA as the DIC deems appropriate.
3. Monitor the portfolio, taking into considerations performance and positioning of the portfolio to ensure alignment with the agreed investment policies. The DIC should report its findings to the Board.
4. Provide advice and counsel to the Head, NIF and Chief Executive Officer (CEO).
5. Ensure the development of local, internal investment management expertise.
6. Accept recommendations from the CEO before passing them to the Board of Directors for ratification.
7. Provide input to the Board's Audit Committee; and the Finance and General-Purpose Committee, as appropriate.

8. Develop selection policies and criteria for solicited and unsolicited infrastructure-related proposals.
9. Evaluate investment management aspects of new proposals.
10. With specific regard to the NSIA'S investment portfolios, consider various measures of risk including, inter alia, volatility and liquidity risk and advise the Board accordingly.
11. Advise the Board on setting risk thresholds that appropriately reflect the Board's risk appetite.
12. Attend to such other matters as the Board may from time to time determine appropriate.

C. Membership and Organization

1. The Committee shall consist of at least three members.
2. Committee members should aim to serve for a term of at least three years.
3. The Board may appoint members for a period shorter than one year to fill vacancies.
4. Members of the Committee, including the Chair, shall be appointed by the Board.
5. Committee members shall serve until their successors are elected or their earlier resignation or removal. Any member of the Committee may be removed or replaced, for any reason at any time, by a majority vote of the Board.
6. The DIC shall be constituted of members of the Board. However, if authorized by the Board, the Committee may invite persons with experience in infrastructure investing, who are not Board members, to attend Committee meetings.
7. The Chairmen of the Board Audit Committee; and the Finance and General-Purpose Committee may attend DIC meetings in a non-voting capacity.
8. The Committee shall review and reassess this charter as it deems appropriate; however, changes will only be made following approval of the Board.

D. Meetings

1. The Direct Investments Committee shall meet at least four times per year.

2. A majority of members of the Direct Investments Committee shall constitute a quorum.
3. A majority of the members present shall decide any question brought before the Direct Investment Committee
4. The Chairman of the Committee may call a special meeting of the Committee upon notice to each other member at least 48 hours prior to the meeting.
5. The Direct Investments Committee shall inform the Board of the significant actions taken or issues discussed at its meetings and otherwise report to the Board as the DIC deems (or the Chair of the DIC deems) desirable and appropriate.
6. The Direct Investments Committee Chair shall liaise with the CEO of the NSIA to prepare an appropriate agenda and accompanying materials in advance of the meeting. The Chair should also liaise with the Chair of the Board as appropriate.
7. The Direct Investments Committee shall keep minutes of its meetings and regularly submit approved minutes of its meetings to the Board.

E. Advisors

The Direct Investments Committee shall have authority to retain such independent accountants, lawyers, consultants or other advisors as it deems appropriate to assist and advise the Investment Committee in connection with its responsibilities or any investigations.

F. Committee's Self Evaluation

The Committee shall perform a self-evaluation annually and report on its evaluation to the Board.