



Nigeria Sovereign Investment Authority

Risk Committee Charter

Adopted on 21 March 2013

Introduction

The Risk Committee 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 responsibilities for the identification and management of risks arising from the investment strategies pursued by the NSIA, and to ensure that appropriate risk management controls are implemented, monitored and regularly assessed.

Responsibilities

The Risk Committee's responsibilities include:

1. Oversight of the NSIA's risk management systems, practices and procedures to ensure effective risk identification, management and compliance with internal guidelines and external requirements
2. Assistance to the NSIA's management to determine the key risks to the NSIA's activities and to prioritize work to manage those risks and monitor accordingly
3. Review of reports from the NSIA's senior staff on the efficiency and effectiveness of risk management and associated internal compliance and control procedures
4. Provide advice and counsel to the Chief Investment Officer (CIO) and Chief Risk Officer (CRO)
5. Accept recommendations from the CRO before passing them to the Board of Directors for ratification
6. Provide input to the Board's Investment, Audit and Compensation Committees as appropriate
7. Receipt of reports from the NSIA's senior staff concerning the risk implications of new and emerging risks, legislative or regulatory initiatives and organizational changes
8. With specific regard to the NSIA's investment portfolios, consider various measures of risk including, *inter alia*, volatility, liquidity and currency risk

Board Members

Mahey Rasheed, OFR – *Chairman*; Uche Orji – *Managing Director & CEO*; Stella Ojekwe-Onyejeli – *Executive Director/Chief Risk Officer*; Ibukun Awosika; Arnold Ekpe; Olabisi Soyebode, SAN; Hassan Usman; Jide Zeitlin

Membership and Organization

1. The Risk Committee shall consist of at least three members of the Board
2. The Risk Committee shall be constituted of members of the Board. However, if authorized by the Board, the Committee may invite persons with experience in risk matters, who are not Board members, to be members of the Committee
3. The members of the Risk Committee shall be appointed by the Board and shall serve until their successors are appointed and qualified, or until their earlier resignation or removal
4. The Board may appoint members for a period shorter than one year in the event of a vacancy
5. The Chairman of the Investment Committee may attend Risk Committee meetings in a non-voting capacity
6. The Risk Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings
7. The Risk Committee shall review and reassess this Charter, as well as the Charters of the other committees of the Board with respect to risk oversight, periodically and recommend changes to the Board as appropriate

Meetings

1. The Risk Committee shall meet at least four times per year
2. 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
3. A majority of the members of the Risk Committee shall constitute a quorum
4. A majority of the members present shall decide any question brought before the Risk Committee

Advisors

The Risk Committee shall have the authority to retain such independent accountants, lawyers or other advisors as it shall deem appropriate

Performance Review

The Risk Committee shall evaluate its performance annually and report its conclusions to the Board.

Board Members

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