

Risk Committee Terms of Reference

1.1 Role

The role of the Risk Committee (“the Committee”) is to assist the Board in fulfilling its responsibilities in relation to governance of material risks in the SingTel Group (“the Group”) business. These responsibilities include ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholders’ interests and the Group’s assets, and determining the nature and extent of the material risks which the Board is willing to take in achieving the Group’s strategic objectives.

1.2 Composition

The Committee shall consist of at least three members, the majority of whom shall be independent. Members of the Committee shall be appointed by the Board, on the recommendation of the Corporate Governance and Nominations Committee. The Committee Chairman shall be independent and non-executive. In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting. There shall be at least one common member between the Committee and the Audit Committee.

The quorum necessary for the Committee shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

1.3 Responsibilities

The Committee shall review the Group’s strategy, policies, framework, processes and procedures for the identification, measurement, reporting and mitigation of material risks in the Group’s business, with due consideration to applicable laws and regulations, as appropriate, and report any significant matters, findings and recommendations in this regard to the Board.

The Committee shall carry out the following duties:

Risk Governance and Tolerance

- Recommend to the Board the Group’s levels of risk appetite and risk tolerance for different categories of risk;
- Review and recommend to the Board for approval the risk strategy and policies for the management of material risks over a longer time horizon;
- For strategic transactions undertaken by the company and to be approved by the Finance and Investment Committee (FIC) and / or the Board, the Risk

Committee shall, upon the request by the FIC and / or the Board, advise the FIC and / or the Board on risk aspects and implications for the risk tolerance of the Group. The Risk Committee shall have the discretion to take independent external advice where necessary.

- Review the risks inherent in the Group's business model and strategy, including risks from external factors;
- Monitor the Group's current material risk exposures and ensure that these are within the risk tolerance levels approved by the Board; and
- Review the Group's overall risk assessment process that supports informed Board decision making.

Risk Management System

- Oversee Management in the design, implementation and monitoring of the risk management and internal control system; and
- Review policies, processes and reports concerning the adequacy and effectiveness of the Group's risk management framework including strategic, operational and information technology risks (excluding those risks and controls under the oversight of Audit Committee).

Oversight of Material Risks

- Review the Group's framework, processes and resources to identify and manage new or emerging risks as a result of changes in country, technological, social or business conditions;
- Monitor the implementation of the Group's risk mitigation plans;
- Review the robustness of the business contingency planning process within the Group and ensure that material risks are identified and appropriate contingency plans are in place;
- Review the adequacy of the insurance and other risk transfer arrangements; and
- Review reports on material risk events and ensure adequacy of actions taken by Management.

Other Matters

- Report to the Board on any decisions made.
- Any other responsibilities as determined by the Board.

1.4 Procedures

- The Committee shall meet at least three times a year, with additional meetings to be convened as deemed necessary by the Chairman.
- Secretariat support shall be provided by the Group Risk Director.
- Minutes of the meeting of the Committee shall also be distributed to the Board and Audit Committee for information.
- These terms of reference of the Committee shall be reviewed at least annually to ensure effectiveness and currency. Any changes are to be recommended to the Board for approval.