

LANCASHIRE INSURANCE COMPANY (UK) LIMITED
(the "Company")

EXECUTIVE MANAGEMENT COMMITTEE

TERMS OF REFERENCE

Purpose

The purpose of the Executive Management Committee (“the Committee”) is to allow the Chief Executive Officer to develop and monitor the business performance of the Company with the assistance of the senior executives of the Company. The Committee may consider all aspects of the Company’s operation both generally and on a specific basis to assist it in its operation which include but is not limited to the Company’s:-

1. financial performance;
2. underwriting strategies, opportunities and performance;
3. underwriting operational capabilities, including risk submission processes, modelling outputs and techniques and technical accounting;
4. claims notification, reserving and adjusting;
5. IT systems, performance, controls and resilience;
6. Administrative matters;
7. Legal, compliance and governance matters; and
8. Human resources, skills development, performance evaluation, promotions and remuneration.

Membership

The Committee will be chaired by the Chief Executive Officer. In the absence of the Chair, the meeting members present at a quorate meeting shall appoint one of their members to be Chair pro tem. The quorum for a meeting will be 2 members.

The members of the Committee will be selected by the Chief Executive Officer. The initial members shall be:-

Chief Executive Officer (Chair)
Group Chief Underwriting Director
Finance Director
General Counsel

Other members may be appointed at the discretion of the Chief Executive Officer. Furthermore, other individuals may be invited to attend as observers at the Chief Executive Officer's discretion.

The meeting shall appoint a Secretary for each meeting who will minute the action points arising and the name of those present and in attendance. Minutes shall be prepared in compliance with the Lancashire Group's standards of minute taking in force from time to time.

Reporting

The Committee will provide copies of all meeting minutes to the Board independent non-executive directors of the Company on a monthly basis.

The Chief Executive Officer may, if required, provide a general update in relation to the Committee's operation at all future Board meetings at the request of the Board. The update may be written or oral at the discretion of the Board.

Meetings

The Committee will meet monthly or more frequently as requested by the Chair. The Chair will chair all regular meetings and set the Agenda.

Outside Advisors

The Chair may engage independent counsel and other advisors, as the Chair deems necessary, to assist the Committee in its duties.