

The Britannia Steam Ship Insurance Association Holdings Limited

Terms of Reference of the Board

Purpose

1. The primary decision-making body of The Britannia Steam Ship Insurance Association Holdings Limited ("Britannia Holdings") is the Board (the "Board"). Britannia Holdings controls The Britannia Steam Ship Insurance Association Limited ("Britannia (UK)") and The Britannia Steam Ship Insurance Association Europe ("Britannia Europe") (together "the Insurers"); the three companies together are referred to as the Britannia Group. Appendix I sets out the structure of the Britannia Group.
2. The Board is established pursuant to Britannia Holdings' Articles of Association (the "Articles") and, unless specifically stated otherwise, the terminology, words or expressions used in these Terms of Reference shall have the same meaning as in the Articles. The Board has responsibility for the Britannia Group strategy and policy and for making decisions in respect of Reserved Matters and issuing a Group Authority (each as set out in the articles of association of the Insurers).

Membership

3. The Board consists of a minimum of seven and a maximum of twelve non-executive Directors plus two executive Directors ("the Manager Directors") appointed from the Managers of the Britannia Group (being Tindall Riley (Britannia) Limited and Tindall Riley Europe Sàrl). The non-executive Directors shall include:
 - (a) the Chair of the Board;
 - (b) if one has been appointed, the Deputy Chair;
 - (c) up to two expert Directors (having expertise in the marine, insurance or investment industries) ("the Expert Director(s)"); and
 - (d) up to a further ten Directors.

Role of the Board

4. The Board shall:
 - (a) following recommendations from the Nomination Sub-Committee decide upon the election, re-election and removal of Directors, the Chair, the Deputy Chair, the Expert Directors, the members of the Board's sub-committees and who shall act as Chair of those sub-committees;
 - (b) having taken the advice of the Managers, determine:
 - (i) the Britannia Group's overall strategy;
 - (ii) the Britannia Group's investment strategy;

- (iii) the Britannia Group's risk and capital management strategy and, in turn, the Britannia Group's risk appetite;
 - (iv) the Britannia Group's reinsurance strategy;
 - (v) changes to the Articles and the articles of association of the Insurers;
 - (vi) changes to advance, deferred and release Calls in respect of Class 3 and Class 6 for the Insurers; and
 - (vii) rule changes to Class 3 and Class 6 for the Insurers;
- (c) consider reports and recommendations from its sub-committees;
- (d) consult and consider advice from the Members' Representative Committee (the "Committee") on any matter within the Committee's remit;
- (e) provide each of the Board's sub-committees, the Committee and each of its sub-committees, with sufficient support and resources to carry out its duties;
- (f) ensure that the Britannia Group has an appropriate system of governance which shall be reviewed annually and which shall include:
- (i) a robust risk management framework;
 - (ii) an effective compliance function;
 - (iii) a process to assess the impact of regulatory changes; and
 - (iv) a process to assess the effectiveness and performance of the Board and its Directors;
- (g) oversee, and where appropriate agree, the Britannia Group's:
- (i) overall performance;
 - (ii) investment performance;
 - (iii) economic and regulatory capital (including each of the Insurer's Own Risk and Solvency Assessments and their compliance with the Minimum and Solvency Capital Requirements under the Solvency II Directive);
 - (iv) financial reports, including its annual financial statements;
 - (v) appointment, performance and remuneration of the Managers; and
 - (vi) appointment, performance and remuneration of the non-executive Directors.

Meetings

5. The Board shall meet at least five times per annum, with scheduled meetings being held in February/March, May, July, September and November. If necessary, the Board shall hold further meetings from time to time. All meetings shall be conducted in accordance with these Terms of Reference and the Articles.
6. Appendix III details the schedule of regular agenda items for the Board.
7. Notices of meetings of the Board other than those regularly scheduled shall be given by the Managers at the request of the Chair. Such notices shall state the venue, time and date of the meeting.

8. An agenda of items to be discussed with sufficient supporting papers shall be given to each Director not less than five working days prior to any meeting of the Board.
9. The Chair shall chair each meeting of the Board. If the Chair is absent, the Deputy Chair shall act as Chair for that meeting. If both the Chair and the Deputy Chair are absent, the other Directors present shall choose one of their number (excluding the Manager Directors) as Chair for that meeting.
10. The quorum for each Board meeting shall be five Directors, one of whom (subject to paragraph 9) shall act as the Chair.
11. If required, the Board shall decide issues according to the majority on a show of hands of Directors present at the meeting. Each Director present shall have one vote. In the event of an equal number of votes, the Chair of the meeting shall have the casting vote.
12. If a Director has a conflict of interest in respect of any matter or claim either being or to be discussed by the Board, they shall declare such conflict and recuse themselves from the meeting whilst the matter is being considered and they shall not be entitled to vote on any such matter or claim;
13. Minutes of the proceedings and resolutions of each meeting of the Board shall be taken including recording the names of those present and in attendance. Draft minutes of each meeting shall be circulated promptly to all Directors. In the event of a conflict of interest, the relevant Director(s) shall not be provided with the relevant extract of the minutes.

Chair

14. The Chair's responsibilities shall be to:
 - (a) provide leadership to the Board and the Directors and to facilitate the running of the Board, fostering an open, inclusive discussion;
 - (b) with the assistance of the Managers, set the agenda for Board meetings and ensure that sufficient time and attention is devoted to discussion of all agenda items, with particular emphasis on strategic and regulatory issues;
 - (c) ensure that there is clear and effective communication between the Board and its Directors and (i) its sub-committees, (ii) the Committee and its sub-committees and (iii) the Managers;
 - (d) challenge the Managers where appropriate;
 - (e) with the Managers, ensure that the Directors receive sufficient, accurate, timely and clear management information;
 - (f) promote a culture of transparency and open debate, including facilitating the effective contribution of Directors and ensure constructive relations between Directors;
 - (g) evaluate the performance of the Board and individual directors; and

- (h) act as Chair of the Board.

Deputy Chair and ad hoc Chair

- 15. In the absence of the Chair, the Deputy Chair shall act as Chair and during that period shall have the duties as set out in paragraph 14 above.
- 16. In the event that a Director is elected as Chair for a Board meeting, for that period their duties shall be as set out in paragraph 14 above save for sub-paragraph 14(g).

Senior Independent Director

- 17. One of the Expert Directors shall be the Senior Independent Director and be appointed by the Board on to the Managers' Boards with the following duties:
 - (a) to co-ordinate the annual appraisal of the Chair (see paragraph 26);
 - (b) to provide oversight on and as appropriate challenging the approach of the Managers, their standards of conduct; and to consider the appropriateness of reports presented to the Britannia Group's Boards and to the Committee and ensure that they cover all significant aspects of the Britannia Group's business;
 - (c) to provide an annual written report to the Board on the Managers' Boards;
 - (d) while primary reporting to the Britannia Group's Regulators is managed mainly by the Managers (via the CEO, DA and CRO), in exceptional circumstances, if it is felt that concerns raised within the Managers have not been addressed in a complete, accurate and timely basis, to initiate communication with those Regulators; and
 - (e) when required, to consider the effectiveness of the corporate governance structure of the Britannia Group and the Managers.

Duties of the Board and Directors

- 18. While performing their duties, the Board and its Directors shall at all times:
 - (a) act in good faith and in a manner that is in the best interests of the Britannia Group and its Members;
 - (b) act in compliance with the Articles, these Terms of Reference and the Rules of Class 3 and Class 6 (as applicable to the Insurers); and
 - (c) exercise independent judgment and reasonable care and skill.
- 19. Any Director shall be entitled to report any concern that they have regarding the Board or its sub-committees to the Chair.

20. Directors are expected to attend or participate in at least four out of five Board meetings per annum. Unless the meeting provides otherwise or at the Chair's discretion, participation shall be in person.
21. All Directors (excluding the Manager Directors) shall serve as Representatives on the Committee.

The Board's sub-committees

22. The Board shall delegate certain functions to the following sub-committees, which shall operate subject to and in accordance with their own terms of reference:
 - (a) Risk & Audit Group;
 - (b) Nomination Sub-Committee;
 - (c) Remuneration Group; and
 - (d) Investment Group.

Appendix II shows the structure of the Board and its sub-committees as well as the structure of the Committee and its sub-committees.

Evaluation of the Board's Directors and of the Board's sub-committees

23. Notwithstanding the delegation of certain functions to its sub-committees, the Directors shall undertake a formal and rigorous annual evaluation of their collective and individual performance and the performance of the Board's sub-committees.
24. The Chair shall act on the results of the performance evaluation by recognising the strengths and addressing the collective and/or individual weaknesses of the Directors and, where appropriate, proposing that new Directors be appointed or that current Directors be removed.
25. Individual evaluations of Directors shall aim to show whether each Director is contributing effectively and demonstrating commitment to the role (including commitment of time for meetings and any other duties).
26. Excluding the Chair, the non-executive Directors of the Board shall be responsible for the performance evaluation of the Chair, taking into account the views of the Managers.

Consultation with the Committee

27. The Board shall not do any of the following without prior consultation with the Committee:
 - (a) enter into or agree to enter into any joint venture, partnership or strategic alliance (including merger) with any third party which could reasonably be considered to have a material effect upon the Britannia Group's business; or

- (b) sell or otherwise dispose of the whole or any part of the Britannia Group's business to any third party or agree to do any of the foregoing; or
- (c) purchase or otherwise acquire the whole or any part of the business of any third party or agree to do any of the foregoing; or
- (d) permit the Managers to be sold or merged or permitted to undertake any business which might be considered as being in conflict with the Britannia Group's business; or
- (e) acquire or become subject to the control (as determined pursuant to Section 181 of Financial Services and Markets Act 2000) of any third party or agree to any of the foregoing.

28. The Board shall further ensure that neither Britannia Holdings nor the Insurers does any of the following without prior consultation with the Committee:

- (a) cease to operate its business substantially on a mutual basis; or
- (b) agree to certify liabilities under any legislation or convention in force from time to time; or
- (c) agree to any material change to their reinsurance arrangements
- (d) agree the General Increase of the Insurers in respect of any policy year for Class 3 or Class 6; or
- (e) levy any Exceptional Call of the Insurers upon the Members of Class 3 or Class 6; or
- (f) materially change the Britannia Group's overall strategy, risk appetite (including the basis used to calculate the economic capital benchmark) or investment strategy;
- (g) make any decision regarding any matter referred to the Britannia Group or either of the Insurers by the International Group which could reasonably be considered to have a material effect upon the Britannia Group's business; or
- (h) appoint, reappoint or remove any Director (except in respect of any Director whose office shall be vacated by the operation of Article 51 of the Articles);

provided always that, subject to the Articles and any applicable legal or regulatory requirement, a failure by the Directors to comply with paragraphs 27 or 28 shall not invalidate any act, decision or agreement of Britannia Holdings and, nor shall paragraphs 27 or 28 invalidate any act, decision or agreement prior to the date of its adoption which would otherwise have been valid if paragraphs 27 or 28 had not been adopted and any breach by the Directors of paragraphs 27 and 28 shall be a matter of internal discipline only.

29. For the purposes of compliance with paragraphs 27 and 28, it shall be sufficient for any relevant matter to be raised for discussion at a meeting of the Committee and reference in the minutes of a meeting of the Committee confirming that this has been done shall be evidence that the Directors have duly complied with the requirements of paragraphs 27 or 28 (as appropriate).

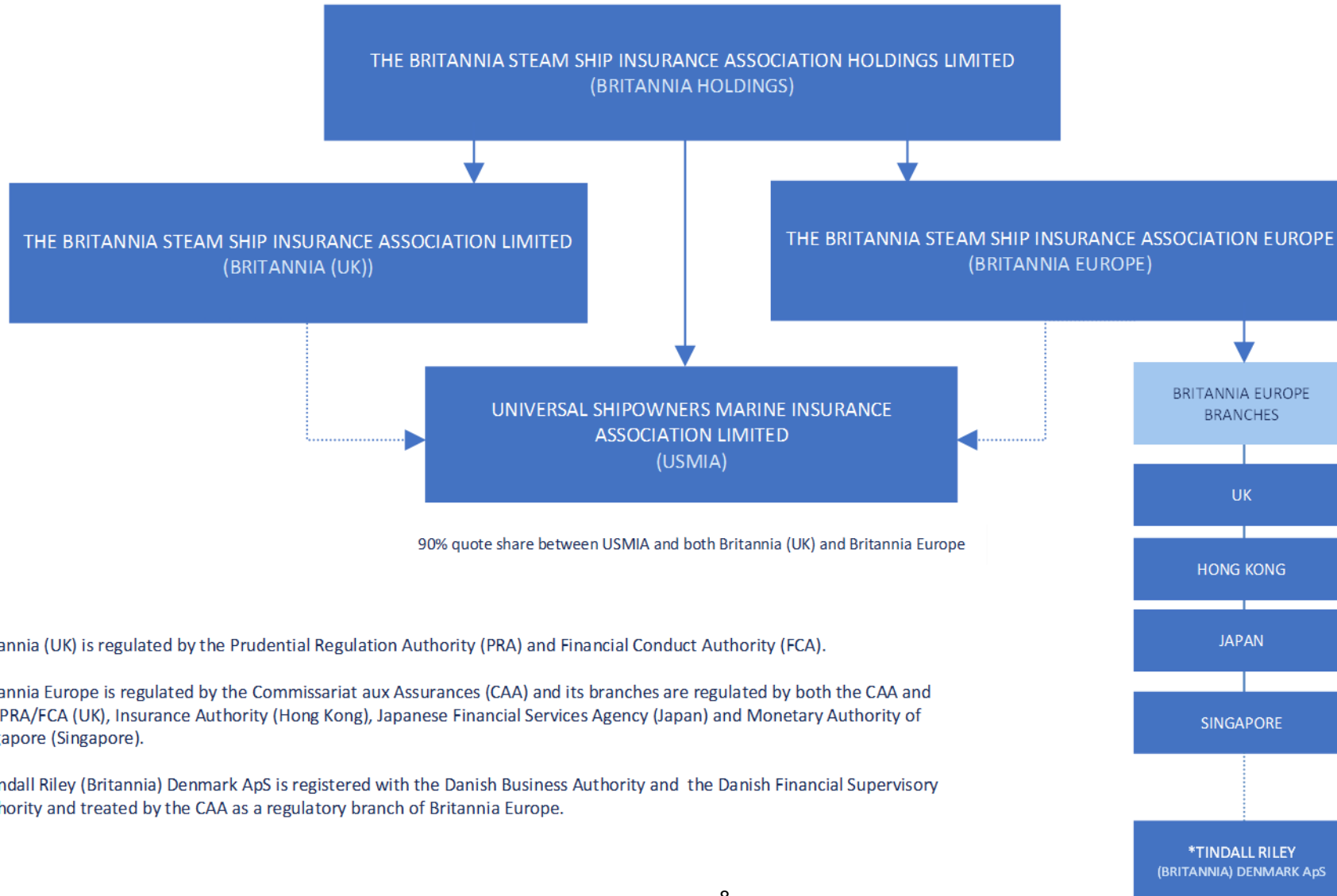
Miscellaneous

30. The Board shall have access to sufficient resources in order to carry out its duties. However, insofar as their role requires consideration of underwriting or claims information Directors shall have access only to summary information for the Britannia Group as a whole and shall not have access to individual Members' underwriting or claims data which shall remain strictly confidential to the Managers and the Members concerned.
31. At least once a year, the Board shall;
 - (a) review its own constitution and terms of reference to ensure it is operating effectively;
 - (b) review its own performance.

Adopted by the Board on 26 February 2024

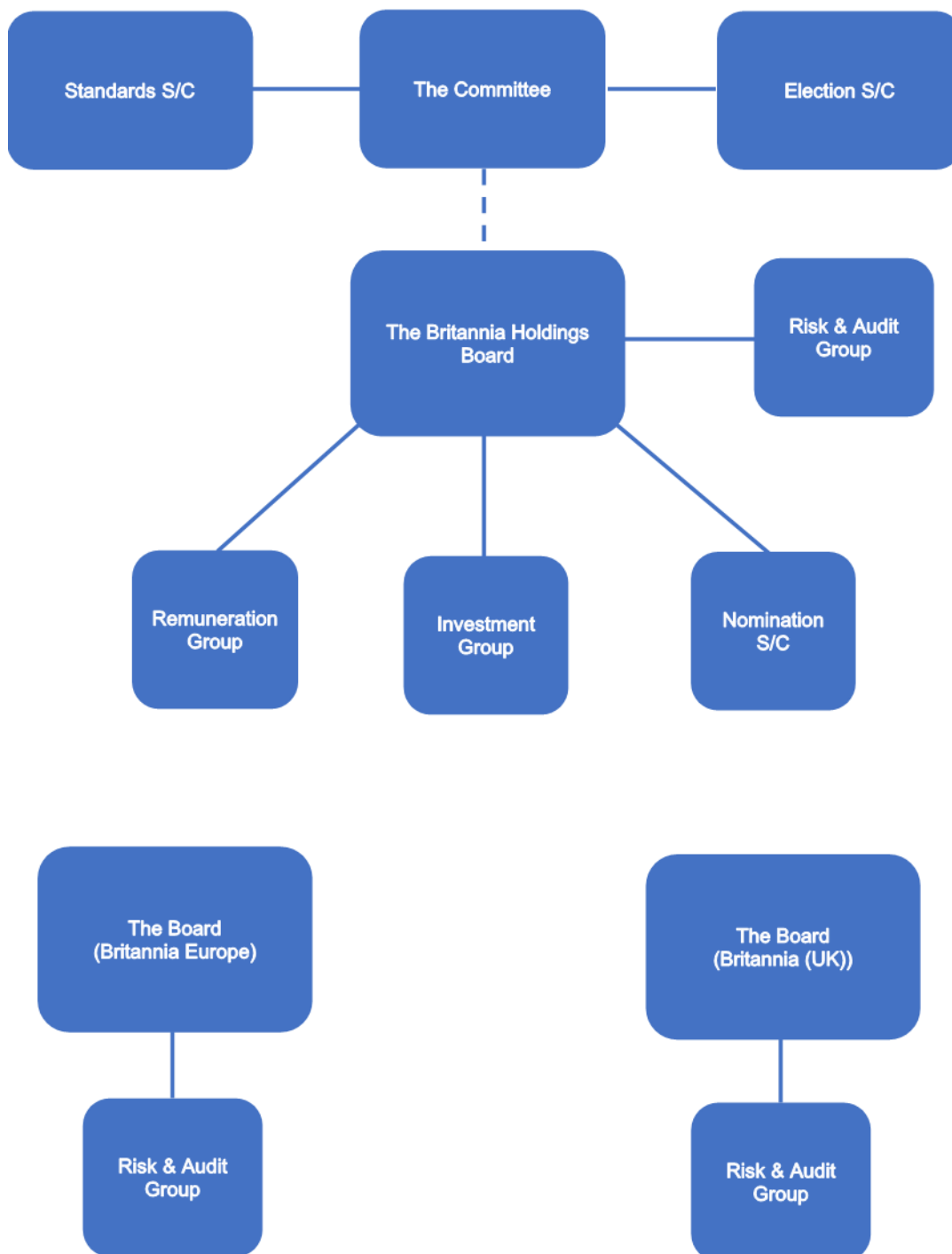
APPENDIX I

THE BRITANNIA GROUP STRUCTURE



APPENDIX II

STRUCTURE OF THE BOARDS AND THEIR SUB-COMMITTEES
AND OF THE COMMITTEE AND ITS SUB-COMMITTEES



APPENDIX III

SCHEDULE OF REGULAR AGENDA ITEMS FOR THE BOARD

For each regular meeting (*except for the November meeting)

Apologies

Declaration of any conflicts of interest

Minutes of the previous meeting

Matters arising from the previous meeting

Dates and venues of future meetings of the Board

Reports on any meetings since the last meeting of the Board of *:

- (i) the Risk & Audit Group;
- (ii) the Nomination Sub-Committee;
- (iii) the Remuneration Group; and
- (iv) the Committee and its sub-committees

Review of the Governance Map*

Investment report*

CRO's report

Britannia key operating indicators*

Powers of Attorney given on behalf of Britannia Holdings

(if any) since the last meeting*

Company seal – if used since the last meeting*

International Group reinsurance*

For Class 3, P&I*:

- (i) any claims excess of USD2 million where the boards of directors of the Insurers may exercise of their discretion;
- (ii) a claims summary, including developments in the current and prior policy years and Pool claims

For Class 6, FD&D*:

- (i) a claims summary, including developments in the current and prior policy year on which one of the Insurers has paid more than USD100,000 since the last meeting of the Board;
- (ii) summary of claims paid since the last meeting

Any other business

For the February/March meeting

Review of the Board's Terms of Reference

Review of Management Agreements

Boudicca reinsurance contract renewal

Internal Audit Report

Financial Report

General expense budget (with waterfall chart for the Management Fee)

Review of the Modern Slavery Act Statement

IT Report

For the May meeting

Draft report and financial statements of Britannia Holdings and the Britannia Group, and the draft Regular Supervisory Report (RSR) for each of the Insurers, for the year ending on the prior 20 February

A report on renewal as at the prior 20 February

Own Risk and Solvency Assessment Policy (ORSA)

Risk Management Policy review

For the July meeting

Draft Solvency and Financial Condition Report (SFCR) for each of the Insurers for the year ending on the prior 20 February

For the September meeting

Financial report
Standard & Poor's credit rating update
Initial review of the Policy year and call recommendations for Class 3, P&I
Proposed Rule changes for Class 3, P&I
Chief Actuary's Report
Initial review of the Policy year review and call recommendations for Class 6, FD&D
Proposed Rule changes for Class 6, FD&D
Whistle-blowing Champion's Annual Report
Review of the Standards of Business Conduct Policy
The Britannia Group's Sustainability Report
Annual strategy review

For the November meeting

Policy year and call recommendations for Class 3, P&I
Policy year review and call recommendations for Class 6, FD&D
USMIA reinsurance contract renewal
Senior Independent Director's report on the Managers' Board Directors' and Officers' insurance
Own Risk and Solvency Assessment Report (ORSA)
US Terrorism Risk Insurance Act (TRIA)
Report of the Remuneration Group on the Management Fee, Managers' KPIs and regional hubs