

**TERMS OF REFERENCE
FOR
INVISTA REAL ESTATE INVESTMENT MANAGEMENT
HOLDINGS PLC (“IREIMH”)

EXECUTIVE COMMITTEE**

1. Introduction

- 1.1 The Executive Committee (“EXCO”) is a Board Committee of Invista Real Estate Investment Management Holdings Plc and is the key body with responsibility for executing the strategy agreed by the Board and directing and managing the Company to deliver performance in line with the annual business plan.

2. Membership

- 2.1 The EXCO shall comprise the Executive Directors of the Company.
- 2.2 The Chairman of the EXCO shall be the Executive Chairman.
- 2.3 The Company Secretary shall act as Secretary to EXCO.
- 2.4 A quorum for meetings of EXCO is two members.

3. Attendance and Frequency of Meetings

- 3.1 Relevant senior management shall be invited to attend meetings as appropriate. The Chief Risk Officer and the Head of HR will ordinarily attend the whole meeting, whilst other Business Heads may be invited to attend relevant parts of the meeting.
- 3.2 Agendas and papers shall be circulated in advance to all EXCO members and attendees.
- 3.3 EXCO will aim to meet monthly and at least ten times per year.
- 3.4 Minutes of EXCO meetings will be circulated to members within ten business days of the meeting. Members of the IREIMH Board will also receive copies.

4. Authority and Accountability

- 4.1 EXCO is authorised by the Board of IREIMH to investigate, approve and implement any activity within its terms of reference as delegated by the Board. It is accountable to the IREIMH Board and is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request by EXCO.

5. Terms of Reference

The terms of reference of EXCO are as follows:-

5.1 Strategy

- 5.1.1 To develop the goals, objectives and strategy for the Invista business, including new business opportunities, for consideration / approval by the Board.
- 5.1.2 To direct the implementation of the overall strategy of the Company as approved by the Board.
- To develop and implement client investment strategies and to meet target investment returns.
 - To consider and if thought appropriate approve balance sheet investments and disposals of up to £15m or any transactions which meet any of the Class Tests contained within the AIM Rules, whichever is the lower. (Transactions in excess of £15m require Board approval.)
 - To develop and implement a strategy for distribution and in particular client relationships in pursuit of that strategy.
- 5.1.3 To develop, promote and cascade a positive, transparent and dynamic business culture which is consistent and aligned with good governance and Treating Customers Fairly (“TCF”).
- 5.1.4 To consider strategic staffing issues such as recruitment policy, remuneration and succession planning.

5.2 Business Planning

- 5.2.1 To develop Invista’s annual business plan for consideration / approval by the Board.
- 5.2.2 To direct the implementation of the business plan as approved by the Board.

5.3 Management Information (“MI”) and Key Performance Indicators (“KPIs”)

- 5.3.1 To define EXCO’s ongoing MI/KPI requirements for monitoring financial & business performance against plan.
- 5.3.2 To review regularly the MI/KPI information on financial and business performance against plan, taking any remedial action where appropriate.

5.4 Operational Management

- 5.4.1 To direct and monitor all operational areas of the business (e.g. the Investment Teams, Fund Development, Finance, IT, Overseas Operations, Risk, HR, Facilities) and outsourced activities.
- 5.4.2 To direct and monitor the operation of the EXCO sub-Committees.

5.5 Risk Management, Governance and Business Ethics

- 5.5.1 To ensure that at all times the Company operates within the context of the risk management framework and systems of internal control established by the Board.
- 5.5.2 To direct the development and implementation of Invista's risk management framework and systems of internal control including reviewing and recommending risk appetites and key corporate policies to the Board.
- 5.5.3 To direct and monitor the management of risk (regulatory, operational, financial and legal) throughout the Invista businesses, primarily through monitoring the operation of the RMC and Invista's Key Risk Indicators. In particular, to consider the impact upon the Invista business of current FSA themes and other regulatory change initiatives.
- 5.5.4 To monitor regularly TCF information to ensure that FSA's "customer outcomes" continue to be met and take appropriate corrective action where deficiencies are identified.
- 5.5.5 To consider any material FSA or other regulatory/legal issues.
- 5.5.6 To review and monitor Invista's governance processes ensuring that they continue to be fit for purpose.
- 5.5.7 To monitor the management and resolution of actual and potential conflicts of interest.
- 5.5.8 To encourage and promote standards of behaviour and integrity which are suitably aligned with Invista's cultural values
- 5.5.9 To oversee the work of the RMC and the Crisis Management Team in relation to BCP and Disaster recovery to ensure the effectiveness of Invista's arrangements.

5.6 Other Matters

- 5.6.1 To consider any miscellaneous strategic or material operational issues and make recommendations to the Board where appropriate.
- 5.6.2 To consider and where appropriate to approve and prioritise business developments, such as fund and product launches and other key development projects.
- 5.6.3 To consider and where appropriate approve capital expenditure requests within the defined limits set.
- 5.6.4 To consider and where appropriate approve any significant outsourcing or appointment of key advisers, other third parties.