

PROGRESSION AND ACCOUNTABILITY OVERSIGHT COMMITTEE TERMS OF REFERENCE

1. CONSTITUTION

- 1.1 The PRI Association Board (the Board) has established a committee of the Board, known as the Progression and Accountability Oversight Committee, with terms of reference as set out below.
- 1.2 The Articles of Association of PRI Association (the Articles) state that Directors may: (i) constitute committees to facilitate the workings of the Board; and (ii) may, if they choose, delegate any of their powers to those committees on the basis set out in the Articles.
- 1.3 All committees constituted in accordance with Articles must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.
- 1.4 The terms of reference of, and any delegation of executive power by the Board to, a committee must be recorded in the Board's minutes.
- 1.5 The Directors may revoke or alter a delegation in whole or part, or alter its terms and conditions.
- 1.6 As instructed by the Articles Directors must specify in writing the terms of reference (including such conditions as they see fit) of each committee in accordance with the Articles.
- 1.7 No rule, policy or terms of reference will be inconsistent with anything contained in the Articles, but in the event of any inconsistency, the Articles will prevail.

2. PURPOSE

- 2.1 The Board committee's purpose is to provide oversight on the development of signatory progression, accountability and assessment.
- 2.2 The committee's responsibility and authority covers the entire PRI Association and any joint ventures that may be entered into.

3. DUTIES

- 3.1 The committee shall oversee the development of progression, accountability and assessment for the PRI Board, and associated duties include (but are not limited to):
 - 3.1.1 reviewing and advising on the progression pathways framework.
 - 3.1.2 reviewing and advising on signatory accountability mechanisms.
 - 3.1.3 Streaming PRI reporting and reviewing and advising on the assessment of signatories' activities in future, either through required Foundational Reporting or a Progression report, or both.
 - 3.1.4 Providing recommendations to the PRI Board with regards to the development of any new frameworks.
 - 3.1.5 The committee will also consider other topics, as referred to it from time to time by the Board.

4. COMPOSITION

- 4.1 The committee will comprise of PRI Board Directors.
- 4.2 There is to be a minimum of three and a maximum of five committee members at all times. The committee will aim for representation from asset owner, investment manager and service provider signatories.
- 4.3 Committee members and the committee chair are appointed by the Board.

5. QUORUM

5.1 A quorum of the committee is set out in the table below:

| Committee members | Quorum |
|-------------------|--------|
| 3 | 2 |
| 4 | 3 |
| 5 | 3 |
| 6 | 4 |

6. MEETING PROCEDURES

- 6.1 In the absence of the committee chair, the remaining members present can elect one of themselves to chair the meeting.
- 6.2 Questions arising at any meeting must be determined by a majority of votes of the committee members present that are entitled to vote.
- 6.3 In the case of an equality of votes, the chair of the committee will not have a second or casting vote but a decision on the relevant matter must be referred to the next available meeting of the Directors.

7. ATTENDANCE AT MEETINGS

- 7.1 The expectation is that committee members attend all committee meetings, either in person or by virtually.
- 7.2 Other Board Directors or Permanent UN Advisors have the right to attend the committee meetings. Members of the PRI Executive and any advisers appointed by the committee may attend any meeting of the committee if invited by the committee.
- 7.3 The Chief RI Solutions Officer is the Executive Team lead of the committee.
- 7.4 The PRI Director of Governance, Risk and Compliance or their nominee is the secretary of the committee and will attend the meetings.

8. FREQUENCY OF MEETINGS

- 8.1 Meetings are to be held not less than three times a year and at such other times as required.

9. NOTICE OF MEETINGS

- 9.1 Meetings of the committee are called by the secretary of the committee at the request of the committee chair.
- 9.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, are to be forwarded to each member of the committee, any other person required to attend, no later than five working days before the meeting. Supporting papers are to be sent to committee members and to other attendees as appropriate, at the same time.

10. MINUTES OF MEETINGS

- 10.1 The secretary of the committee will ensure that a formal record of committee proceedings and resolutions is maintained.
- 10.2 Following approval of the minutes by the chair of the committee they are to be circulated to all members of the committee for final approval.

11. AUTHORITY

- 11.1 The committee is authorised by the Board to:

- 11.1.1 investigate, or cause to be investigated, any activity within its terms of reference and make any recommendations which it deems appropriate on any area where action or improvement is needed;
- 11.1.2 seek any information that it requires from any employee or Director of the Company in order to perform its duties and require all employees to co-operate with any request made by the committee;
- 11.1.3 obtain at the Company's expense, so long as resources permit, external legal or independent professional advice from such advisers as the committee select, who may at the invitation of the committee attend meetings as necessary;
- 11.1.4 meet for despatch of its business, adjourn and otherwise regulate its meetings as it sees fit including approving items of business by the written resolution procedure set out in the Company's articles of association; and
- 11.1.5 delegate any of its duties as is appropriate to such persons or person as it thinks fit.

12. REPORTING PROCEDURES

- 12.1 The committee chair is responsible for reporting to the Board the activities of the committee at the next available in person Board meeting, either verbally or in writing, or earlier if required. The approved minutes of all meetings and resolutions of the committee are to be circulated in a timely manner to the Board after every meeting. The secretary will retain copies of the minutes and the papers.
- 12.2 The committee terms of reference, including any duties delegated by the Board, will be disclosed on the PRI website.
- 12.3 The Board will provide an annual report to signatories on the committee's activities, including any recommendations made, the number of meetings and attendance by each committee member.

13. REVIEW

- 13.1 The committee will conduct an annual review of its performance, ensure that it is provided with sufficient resources to undertake its duties and recommend any changes it considers necessary to the Board for approval.
- 13.2 The Progression and Accountability Oversight Committee will annually review the committee terms of reference.

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