

British Business Aspire Holdco Limited
Investment Committee Terms of Reference

1. Definitions

For the purposes of these Terms of Reference:

“BBB plc” means the British Business Bank plc;

“BBAHL” means the British Business Aspire HoldCo Ltd; and

“Executive Members” means the Chief Executive Officer of BBB plc, the Chief Risk Officer, the Chief Finance Officer, the General Counsel and the Chief Commercial Officer of BBB plc.

2. Introduction

2.1. These Terms of Reference apply to BBAHL only.

2.2. The Committee shall be known as the BBAHL Investment Committee which is an executive committee of BBAHL with the purpose of facilitating the approval process for individual investment proposals.

2.3. By approving these Terms of Reference, the Boards of BBAHL and BBB plc have approved the investment decision making process as set out in this document.

3. Membership and quorum

3.1. The Committee shall be chaired by the CEO of BBB plc or in his/her absence, another Executive Member of the Committee as nominated by the Chair.

3.2. The Committee shall comprise the Executive Members.

3.3. If any Executive Member is unable to attend due to absence, illness or any other cause, he/she may delegate his/her membership at individual meetings to another member of staff within his/her team, provided that the Chair has agreed to such delegation in advance of the meeting. If an Executive Member is chairing the meeting under the provisions of paragraph 3.1, his/her role as Executive Member may be delegated to another member of staff within his/her team, provided that the Chair has agreed to such delegation in advance of the meeting.

3.4. A quorum shall be comprised of the Chair of the Committee, the Chief Risk Officer, the Chief Finance Officer, the General Counsel and the Chief Commercial Officer, or their delegates.

4. Proceedings of the Committee

4.1. The BBB Group Secretariat function shall act as secretary to the Committee, and shall keep an accurate record of the proceedings and decisions of all Committee meetings.

4.2. The Committee shall schedule monthly meetings. In the event that no investment matters need to be considered, this monthly meeting will be cancelled.

- 4.3. Meetings of the Committee shall be held at one of the British Business Bank offices or any other suitable location at the Chair's discretion.
- 4.4. Provided that all Committee members have been invited to participate in the meeting and have been sent papers electronically, the Committee members are permitted to participate either in person, by video conference, by telephone or, in extraordinary circumstances, by submitting written comments in advance. Where comments are submitted in writing, they should include opinions on the individual investment proposals.
- 4.5. Unless otherwise agreed, all members of the Committee shall be given at least 10 working days' notice of Committee meetings confirming the venue, date and time. Investment proposal papers for discussion shall be circulated at least 3 working days ahead of the meeting.
- 4.6. In addition, the Chair of the Committee will be able to call for an ad hoc meeting of the Committee at any time, provided that all members of the Committee agree.
- 4.7. The papers to be presented to the Committee shall be in the format approved from time to time by the BBAHL Investment Committee. The proposer of any paper shall ensure that all Committee members are content with the information that they have received and have been given sufficient time to analyse the information and discuss issues with colleagues in advance of any formal Committee meetings.
- 4.8. In exceptional circumstances, and provided that either the Chief Executive Officer or Chief Commercial Officer agree, written proceedings may be used instead of a meeting.
- 4.9. Where written proceedings are used, investment proposal papers in the format approved from time to time must be circulated to all members of the Committee which contain the following:
 - a) An explanation that written proceedings are being used instead of a meeting, and therefore a written response is required;
 - b) A clear and unambiguous statement of the approvals being sought and the basis of any recommendation in favour of those approvals; and
 - c) The deadline by which a written response is required.
- 4.10. Investment proposal papers may be delivered electronically and Committee members may provide comments in writing, including by email.

5. Duties of the Committee

- 5.1. The Committee shall make decisions or recommendations on behalf of:
 - a) BBAHL; and
 - b) Funds, partnerships and other entities which have appointed BBAHL,in respect of:
 - (i) investment or guarantee proposals moving forward to incur due diligence costs in excess of £50,000; and
 - (ii) the approval of the individual investments.

- 5.2. The Committee shall make decisions or recommendations on individual investment proposals within the scope of BBAHL's programmes, BBAHL's regulatory status and the risk appetite agreed by the BBAHL Board and acknowledged by the Board of BBB plc.
- 5.3. When making decisions or recommendations, the Committee shall have regard to any due diligence undertaken by the project team and any concentration risk issues (including reputational and financial) that may arise in respect of all Investments booked on the balance sheet of, and guarantees issued by, the BBB plc subsidiaries and the Department for Business, Energy and Industrial Strategy where BBB plc is managing the exposure.
- 5.4. With respect to variations to investment decisions or existing investments which are not considered to be material these decisions will be approved by:
 - (i) The Managing Director of the relevant programme; and
 - (ii) The CRO or the Financial Risk Director of the BBB Group or their delegate.
- 5.5. The decision as to whether a variation is material or not shall also be made by (i) and (ii) above.

6. Decision making

- 6.1. The Committee shall make decisions in accordance with the approval requirements set out in Annex A.
- 6.2. For decisions on individual investments in excess of £75 million, approval must be sought from the Boards of BBAHL and BBB plc. No individual investment or financial commitment in excess of £75 million may be made by BBAHL without prior consent from the Secretary of State.
- 6.3. Decisions of the Committee shall be made by consensus. If consensus is not achieved, any Committee member may call for a majority vote. Each member of the Committee present shall be entitled to vote on any proposal, with proposals being approved by the Committee on the affirmative vote of a two-thirds majority of members present, including the Chair or his/her nominee.
- 6.4. Any member of the Committee can request a note of his/her dissent to be recorded in the minutes of the Committee meeting. Any Executive Member of the Committee who dissents can request to the Chair to escalate the issue to the Board of BBB plc. If a decision is escalated, the vote held at the Committee is subject to the determination of the Board of BBB plc.
- 6.5. Where written proceedings are being used in accordance with paragraph 4.9, the written approval of all of the Executive Members shall be required in order for a decision to be made. An Executive Member who dissents shall do so in writing. A 'nil response' shall not be construed as approval.

7. Management of the Committee

- 7.1. As set out in paragraph 6 above, the Committee shall make decisions and recommendations on individual investment proposals. In respect of each Committee meeting, the Chair of the Committee shall:
 - a) Solicit questions and comments from all Committee members;
 - b) Give the Committee opportunity to discuss the proposals and ask questions of the project team

or others as appropriate;

- c) Summarise the conclusions of the discussion, highlighting those factors which have led the Committee to reach its decision or recommendation on whether or not (i) a proposal should continue to incur due diligence costs in excess of £50,000; or (ii) an investment should be made and at what level or form it should be made; or (iii) to proceed with a material change to a programme or a recommendation for a new programme, for escalation to the Boards of BBAHL and BBB plc; and
- d) Subsequent to the discussion, review the draft minutes prepared by the secretary of the Committee and circulate the minutes to all Committee members for their comment.

- 7.2. The Chair of the Committee may adjourn the meeting at any time as he/she thinks fit in order to seek further input on the investment proposal, require further documentation, opinions or analysis or for any other reason.
- 7.3. A copy of the final minutes, as approved by the Chair of the Committee, shall be circulated to all members of the Committee.
- 7.4. The secretary of the Committee shall be responsible for ensuring that a master copy of all investment papers and associated minutes are maintained and stored in a secure manner.
- 7.5. Where written proceedings are used in accordance with paragraph 4.9 the secretary shall keep a record of all written responses and shall keep a note of whether the proposals have been approved or not. The date of the decision shall be the date on which the last approver provided his/her written response. Where there are 'nil responses' the date of the deemed failure of the proposal will be the deadline by which a written response is required as set out in the relevant investment proposal papers.

8. Confidentiality

Sensitive and confidential information will be provided to the Committee in connection with each proposal. All submissions made by applicants and the details of any negotiations, including the fact that applicants are seeking investment, is restricted information. Committee members should familiarise themselves with the appropriate care and handling of restricted information, details of which can be found in the BBB plc policies.

9. Statutory position

Legislative authority to make investments made under the programme will fall under section 228 of the Banking Act 2009.

10. Review of the Terms of Reference

These Terms of Reference shall be kept under review at meetings of the Committee for a period of 12 months from the date of approval by the Boards of BBAHL and BBB plc, and annually thereafter. Changes must be approved by the Boards of BBAHL and BBB plc.

Approved by the BBAHL Board:
Approved by the BBB plc Board:

29 November 2018
29 November 2018

Annex A

Transaction	Approval by	Final document pre-execution sign-off by	Execution of individual investment by¹
Proposals for new programmes and material changes to existing programmes	Investment Committee and BBAHL Board and Board of BBB plc	N/A	N/A ²
Transactions and variations relating to investments/ financial commitments > £75 million	Investment Committee and BBAHL Board, Board of BBB plc and Secretary of State	Legal	Two “A” Managers OR one “A” Manager and one “B” Manager
Transactions and variations relating to investments / financial commitments	Investment Committee	Legal	Two “A” Managers OR one “A” Manager and one “B” Manager
Prescribed Documents ³	MD of relevant programme/function	Legal	Any “A” Manager
Variations which may be treated as non-material	MD of relevant programme and CRO or the Financial Risk Director of the BBB Group or their delegate.	Legal	Any “A” Manager

*Note 1: It is possible to **sub-delegate** execution to another person (e.g. a director within a team) by PoA on a case-by-case basis.*

Note 2: For changes to programmes, the change will usually be implemented by way of a revised request for proposals or revised programme guidance, as such, unless specifically decided otherwise in the terms of the investment decision approving the change, the Executive Members or their delegates must approve the changes together with the relevant programme Managing Director.

*Note 3: “**Prescribed Documents**” means any legally binding document which does not involve BBAHL incurring a financial obligation (contingent or otherwise) to invest including but not limited to:*

- *Confidentiality, non-disclosure and exclusivity agreements;*
- *Memoranda of understanding, support letters, expression of interest letters and mandate letters;*
- *Engagement letters, advisor appointments or agreements for the supply of goods or services. For the avoidance of doubt, this does not include individual instances of instructing third parties pursuant to an existing engagement; and*
- *Reliance letters.*

*Note 4: Any **non-binding documents** which relate to an investment must be subject to English law and include an appropriate disclaimer provided by Legal.*

Annex B

"A" Managers	"B" Managers
BBB plc CEO	Such other individuals named as 'B' Managers in the BBAHL power of attorney for the execution of documents that has been approved from time to time
BBB plc CCO	
Such other individuals named as 'A' Managers in the BBAHL power of attorney for the execution of documents that has been approved from time to time	