

HEARTLAND

GROUP

CORPORATE FINANCE COMMITTEE CHARTER

Introduction

- 1 This charter sets out the role, composition and responsibilities of the Corporate Finance Committee (**Committee**), a committee established by the Board of Heartland Group Holdings Limited (**HGH**) (**Board**).

Purpose

- 2 The purpose of the Committee is to advise and provide assurance to the Board in order to enable the Board to discharge its responsibilities in relation to the oversight of the management of HGH's financial resources and major financial strategies and transactions.

Authority

- 3 The Board authorises the Committee, as the Committee considers necessary in performing its duties, to:
- (a) investigate any matter relevant to its purpose;
 - (b) seek any information it requires from the Chief Executive Officer (**CEO**), Chief Financial Officer, or General Counsel or, via the CEO, from any other employee, officer or external advisor;
 - (c) obtain, at the expense of HGH, external legal or other independent professional advice; and
 - (d) arrange, at the expense of HGH, for external legal advisors or other independent parties with relevant experience or expertise to attend any meeting of the Committee.
- 4 The Committee will not take any action or make any decision on behalf of the Board unless the Board delegates its authority to do so to the Committee. However the Board may consider the advice and recommendations of the Committee.

Membership

- 5 The Committee will be appointed by the Board and will be made up of at least three directors, the majority of whom must be independent, and one of whom will be the CEO.
- 6 The Chair of the Committee will be appointed by the Board, and will be an independent director of HGH.
- 7 If the Chair of the Committee is absent from a meeting, the members of the Committee present will appoint a chairperson for that particular meeting.
- 8 The Chair will appoint the secretary of the Committee.

Meetings and Reporting

- 9 Meetings shall be held as often as required.
- 10 Directors who are not members of the Committee may attend Committee meetings.
- 11 The Chair shall, to the extent possible, act as the liaison between management and the Committee.
- 12 An agenda and supporting documentation for each meeting shall be prepared and circulated to all members of the Committee and attendees within a reasonable period in advance of each meeting.
- 13 A quorum for a meeting shall be two members of the Committee.

- 14 The secretary of the Committee will circulate the minutes of each Committee meeting to Committee members, directors, and as appropriate, attendees within a reasonable period following the meeting.
- 15 Capital is to be a standing agenda item for the HGH Board meetings. The Chair of the Committee will report any findings and/or recommendations of the Committee to the Board.

Responsibilities and Duties of the Committee

- 16 Management is responsible:
- (a) for ensuring that the Committee is informed of all matters relevant to its purpose;
 - (b) for providing assurance in respect of those matters, where required; and
 - (c) for the quality and integrity of that information and assurance.
- 17 Subject to those responsibilities and to any resolution of the Board, the responsibilities and duties of the Committee are to oversee the management of financial resources of HGH and major financial strategies and transactions, by reviewing and making recommendations to the Board regarding:
- (a) funding and capital strategy, including capital allocation;
 - (b) the satisfaction of HGH’s projected funding/capital requirements;
 - (c) the issuance of debt and/or equity securities and other financing transactions;
 - (d) dividend strategy;
 - (e) any repurchase of HGH shares;
 - (f) proposed investments; and
 - (g) the composition of HGH’s share register, having regard to any applicable regulatory requirements.

Review of Committee

- 18 The Board shall undertake a regular review, at least annually, of the Committee’s performance, objectives and responsibilities.
- 19 The Committee may recommend to the Board any amendments to this charter.

Version History

Version	Date	Approver	Amendments
1.0	September 2018	Board	New Charter