

# **TCL RISK MANAGEMENT POLICY**

## **POLICY PURPOSE AND SCOPE**

This policy describes Transchem Limited's risk management principles and expectations applicable to all types of risk in all activities undertaken by or on behalf of TCL. It also outlines roles and responsibilities for the Board of Directors and all staff.

## **PRINCIPLES**

At TCL, a principal risk is defined as the chance of something happening, measured in terms of probability and impact, that may adversely affect the achievement of TCL's strategic or major business objectives.

Risk management is a structured and disciplined approach to assessing and managing the uncertainties that TCL faces as it creates value and preserves value.

TCL believes risk taking is a necessary and accepted part of our business. Effectively managing risk is a competitive necessity and an integral part of creating shareholder value through good business practices designed to ensure that TCL achieves its strategic, business and governance objectives, and protects its corporate reputation, values and integrity. In the context of realizing strategic objectives, some amount of failure is an accepted outcome of risk taking as long as risks have been properly assessed and managed.

TCL acknowledges that all activity has an element of risk and that not all risks can or should be transferred. TCL is committed to managing risks including strategic risks, at all levels in the organization and summarizes these risks into three broad categories: operational risk; financial risk; and safety, environmental and regulatory risk. Since many risks can impact TCL reputation, all risks must be evaluated in terms of the potential impact on TCL business and reputation.

## **EXPECTATIONS**

TCL's overall risk appetite and risk tolerance will be determined by the Board of Directors in conjunction with the Senior Management.

Risk will be evaluated, managed and documented consistent with guidelines, tools and framework advocated by this Corporate Risk Management Policy.

In all cases, risk will be evaluated in terms of the impact on the following areas: people, environment, assets, financial/business objectives, and reputation. The risk will be assigned a probability of occurrence, with a resulting risk level ranging from low to extreme.

Risks identified as extreme, high, or medium will require implementation of a risk transfer, reduction, elimination, or exploitation strategy to reduce the residual risk level to as low as reasonably practicable. Risks identified as extreme or high with an impact above a specified threshold will be reported to the Executive Director.

### **RISK MANAGEMENT ROLE AND RESPONSIBILITIES:**

#### **The Board of Directors is responsible for:**

- Approving and authorizing the Policy.
- Ensuring that a system is in place to identify the principal risks to the Corporation and that the best practical procedures are in place to monitor and mitigate the risks.
- Reviewing the consolidated quarterly and annual risk reports that identify the principal risks to the Corporation and the mitigation strategies in place.

#### **The Executive Director is responsible for:**

- Identifying all significant risks to the TCL's businesses and ensuring that procedures are established to mitigate the impact of the risks in the best interest of shareholders.
- Appointing or recommending the appointment of the Chief Risk Officer, as applicable.

### **COMMITTEES**

The Board of Director is collectively responsible for developing the TCL's risk management principles and risk management expectations as well as defining the TCL's risk appetite and tolerances.

Risk management committees may be established by Board of Directors to address specific risk areas.

### **AUTHORITY**

Unless otherwise noted in this Policy, any significant exceptions to this Policy require the approval of Board of Directors.