

**THOMSON REUTERS**  
**RISK COMMITTEE CHARTER**

**ADOPTED EFFECTIVE**  
**SEPTEMBER 18, 2018**

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## **THOMSON REUTERS**

### **RISK COMMITTEE CHARTER**

#### **1. PURPOSE**

The Risk Committee is responsible for assisting the Board of Directors (the “Board”) of Thomson Reuters Corporation (the “Corporation”) in fulfilling its oversight responsibilities in relation to:

- Thomson Reuters' identification, assessment and management of enterprise risks, other than financial risks or risks related to talent/employee matters (collectively, “Charter Risks”); and
- any additional matters delegated to the Risk Committee by the Board.

While the Risk Committee is responsible for overseeing and monitoring the Corporation’s framework policies and procedures with respect to risk identification, assessment and management, it is the responsibility of the Chief Executive Officer and senior management to identify, assess and manage the Corporation’s risks through the design, implementation and maintenance of an enterprise risk management (“ERM”) program. Senior management is also responsible for providing the Risk Committee with appropriate information and reporting to allow the Risk Committee to perform its responsibilities.

#### **2. MEMBERS**

The Board must appoint a minimum of three and a maximum of six directors to be members of the Risk Committee. The members of the Risk Committee will be selected by the Board on the recommendation of the Corporate Governance Committee.

Members of the Risk Committee shall have an understanding of risk management principles and practices relevant to the Corporation.

### **3. RESPONSIBILITIES**

The Risk Committee is responsible for performing the duties set out below as well as any other duties that are otherwise required by applicable law or stock exchange rules and requirements or are delegated to the Risk Committee by the Board. The Risk Committee will review or discuss with senior management:

- The Corporation's risk assessment and risk management processes, including any policies and procedures for the identification, evaluation and mitigation of major risks of the Corporation. As part of these responsibilities, the Risk Committee will review and approve the Corporation's ERM framework on an annual basis;
- The tone and culture within the Corporation regarding risk;
- Periodic reports from senior management, other employees and outside advisors regarding:
  - efforts to identify, evaluate and mitigate major risks including, without limitation: (1) those related to cybersecurity, data protection controls, business continuity/disaster recovery systems and other information security matters; (2) regulatory compliance risks other than financial regulatory risks overseen by the Audit Committee; (3) reputational risks, other than those related to compliance with the Thomson Reuters Trust Principles; and (4) strategic risks, particularly those related to emerging technologies; and
  - any other risk topics that the Risk Committee deems appropriate from time to time which are not overseen by the full Board or one of its other committees.
- In coordination with the Audit Committee, review with senior management the adequacy and effectiveness of internal controls associated with information security and policies and processes in respect of other Charter Risks, including regulatory compliance; and
- In coordination with the Audit Committee, review and approve non-financial risk factors included in the Corporation's annual report or other securities filings.

#### **4. REPORTING AND DISCLOSURE**

The Risk Committee will:

- regularly report to the Board on all significant matters it has addressed and with respect to such other matters that are within its responsibilities; and
- oversee the preparation of and review publicly filed disclosure with respect to the Risk Committee's activities in discharging its responsibilities set out in this Charter.

#### **5. REVIEW**

The Risk Committee will review this Charter at least annually and submit it to the Corporate Governance Committee together with any proposed amendments. The Corporate Governance Committee will review this Charter and submit it to the Board for approval with such further amendments as it deems necessary and appropriate.

#### **6. ASSESSMENT**

At least annually, the Board, acting through the Corporate Governance Committee, will review the effectiveness of the Risk Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the Corporate Governance Guidelines adopted by the Board.

#### **7. MEETINGS**

Quorum for meetings of the Risk Committee will be a majority of its members, in person or by telephone. A meeting of the Risk Committee may be called by the Chair or any other member of the Risk Committee, the Chairman, any Deputy Chairman, the Chief Executive Officer, or the Secretary. The Secretary or his/her designate will act as Secretary to the Risk Committee unless the Chair of the Risk Committee decides otherwise.

The Risk Committee will ordinarily meet in camera at the end of each of its meetings and may meet in camera at any other time as required.

The Risk Committee will meet as frequently as it determines is appropriate to fulfill its responsibilities.

#### **8. CHAIR**

Each year, the Board on the recommendation of the Corporate Governance Committee will appoint one member to be Chair of the Risk Committee. If, in any year, the Board

does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

#### **9. REMOVAL AND VACANCIES**

Any member may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to meet the qualifications set out above. The Board will fill vacancies on the Risk Committee by appointment from among qualified members of the Board on the recommendation of the Corporate Governance Committee. If a vacancy exists on the Risk Committee, the remaining members will exercise all of its powers so long as a quorum remains in office.

#### **10. ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS**

The Risk Committee may invite any member of management, employee, outside advisor or other person to attend any of its meetings.

The Risk Committee has the authority to meet directly with any Chief Risk Officer, any co-Chair of the Corporation's internal risk committee, the Chief Information Security Officer, the General Counsel and Chief Compliance Officer, and will meet privately with each individual as often as it deems necessary, but not less than annually.

In carrying out its duties, the Risk Committee may retain any outside advisor without Board approval at the expense of Thomson Reuters and has the authority to oversee such advisor's work and determine any such advisor's fees and other retention terms.