

**BY THE BOARD OF DIRECTORS  
OF  
THE OVERSEAS PRIVATE INVESTMENT CORPORATION**

**WHEREAS**, on March 17, 2016, the Board directed OPIC management to create the necessary documents for the formation of a Risk Committee of the Board.

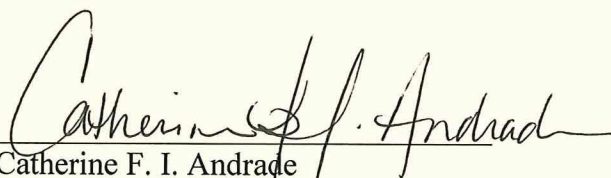
**THEREFORE, BE IT RESOLVED**, that the current Article IV, Section 3. Other Committees of the OPIC Bylaws is renumbered Section 4., and the following text is inserted as a new Section 3:

Section 3. Risk Committee. - There shall be a Risk Committee consisting of at least three and no more than five Directors other than the President & Chief Executive Officer. The Chair of the Board shall, from time to time, nominate Directors to serve on the Risk Committee for the Board's approval. One of the Directors so approved shall, from time to time, be designated by the Chair of the Board to serve as Chair of the Risk Committee. A majority of the Risk Committee members shall constitute a quorum. The Risk Committee shall report to the Board and shall assist the Board in fulfilling its oversight of responsibilities with respect to the Corporation's enterprise risk management tolerance (including its risk appetite statement and risk management framework, including key strategic, reputational, regulatory, operational, and (in coordination with the Audit Committee) financial risks).

**THEREFORE, BE IT FURTHER RESOLVED**, that the Risk Committee Charter attached hereto is hereby adopted.

Approved by the Board of Directors  
On June 9, 2016



  
Catherine F. I. Andrade  
Corporate Secretary

## OVERSEAS PRIVATE INVESTMENT CORPORATION

### Charter for the Risk Committee of the Board of Directors

(Pursuant to Article IV, Section 3 of the OPIC Bylaws (the "Bylaws"), as adopted by the Board of Directors (the "Board") of the Overseas Private Investment Corporation (the "Corporation") on June 9, 2016)

- Purpose:** The purpose of the risk committee (the "Committee") is to assist the Board in fulfilling its oversight of responsibilities with respect to the Corporation's enterprise risk management tolerance (including its risk appetite statement and risk management framework, including key strategic, reputational, regulatory, operational, and (in coordination with the Audit Committee) financial risks).
- Authority:**
- a) The Committee has authority to conduct or authorize reviews into any matters within its scope of responsibility. Specifically, it is empowered to:
  - b) retain independent counsel, advisors or others to advise the Committee or assist in the conduct of its duties;
  - c) seek any information it requires from employees, all of whom are directed to cooperate with the Committee's requests;
  - d) meet with the officers, external advisors/auditors, or outside counsel, as necessary; and
  - e) discharge any other duties or responsibilities delegated to it by the Board.
- Composition:** The Committee will consist of at least three and no more than five members of the Board, other than the President & Chief Executive Officer. The Committee members and the Chair will be appointed as provided in Article IV, Section 3 of the Bylaws.
- Committee members should have:
- a) expertise in risk governance and management, the risks the Corporation faces, and methods for managing such risks;
  - b) expertise in business activities (including finance), processes and risks similar to the size and scope of the Corporation;

- c) expertise in risk committee functions; and
- d) the time, energy and willingness to serve as active contributors.

Meetings: The Committee will meet periodically throughout the year at the call of the Chair as necessary to discharge its responsibilities, but not less than semiannually. A majority of the Committee members shall constitute a quorum (*i.e.*, two members constitute a quorum if the Committee consists of three members; three members constitute a quorum if the Committee consists of four or five members). Members may attend in person or via conference call or any other means by which all members may hear and respond to each other's statements contemporaneously.

The Committee will invite members of management, contractors or others to attend meetings and provide pertinent information, as necessary or appropriate. The Committee will hold private meetings and executive sessions as necessary. Meeting agendas will be prepared and provided in advance to the Committee, along with appropriate briefing materials. Minutes will be prepared.

Committee  
Duties and  
Responsibilities:

OPIC management has the duties and responsibilities of risk assessment, monitoring, and management.

The Committee has an independent oversight role and, in fulfilling that role, relies on reviews and reports provided by OPIC's management.

The Committee's duties and responsibilities shall include the following:

- a) review, discuss with OPIC management, and provide guidance on:
  - i) risk governance structure and framework;
  - ii) risk appetite statement;
  - iii) policies for enterprise risk assessment, monitoring, and management of, strategic, reputational, regulatory, operational, and financial risks;
  - iv) periodic reports on selected risk topics as the Committee deems appropriate; and
  - v) effectiveness of the system for monitoring the Corporation's compliance with laws and regulations and the results of the Corporation's management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- b) receive reports from management on the metrics used to measure, monitor, and manage risks, and management's views

on acceptable and appropriate levels of exposures; and

- c) receive reports on the status of internal and external reviews and audits and reports from internal and external reviewers and auditors.

The Committee will report its activities and recommendations to the Board. Such reports will be made as necessary, but not less than annually.

Management Responsibilities: Management shall provide support sufficient to allow the Committee to carry out its duties and responsibilities and manage the schedule of the Committee such that all matters necessary to fulfilling the Committee's duties and responsibilities are properly and timely brought before it.