

PENNSYLVANIA STATE EMPLOYEES' RETIREMENT SYSTEM

SECURITIES LITIGATION COMMITTEE CHARTER

I. PURPOSE.

The Securities Litigation Committee's (the "SLC") purpose is to assist the board (the "Board") of the Pennsylvania State Employees' Retirement System ("SERS") in fulfilling its oversight responsibilities in the area of securities litigation, including but not limited to class actions involving securities fraud, antitrust, appraisal and/or common law-based causes of action. This Charter is supplemental to the authority previously granted by the Board to the SLC in Resolution 2015-51 adopting the Second Amended Securities Litigation Policy ("SLP"), and/or in any preceding or subsequent amending Board resolutions (collectively, the "Board Resolutions"), and does not in any way amend those Board Resolutions and SLP duly adopted by the Board. In case of conflict between this Charter and any Board Resolutions or SLP, the duly adopted Board Resolutions or SLP shall control.

II. AUTHORITY.

The Board has delegated all necessary power and authority to the SLC for the SLC to perform the duties and responsibilities described in this Charter, as well as in the Board Resolutions and SLP, and as may otherwise be delegated by the Board from time to time. Except as expressly granted in Board Resolutions, SLP, and herein, nothing in this Charter shall be construed as giving the SLC the authority to take any action on behalf of the Board or Board Chairperson without first obtaining the approval of the Board.

III. COMPOSITION.

The SLC shall consist of three (3) to five (5) current members of the Board, who may be the designees of Board members, as provided in the Bylaws (the "SLC Members").

The terms of appointment for SLC Members shall be as provided for in the Bylaws.

IV. MEETINGS.

The SLC shall meet upon request of the SLC Chair or a majority of the SLC Members. The SLC may invite members of SERS management, the SERS Office of Chief Counsel (the "OCC") and other SERS staff to attend meetings and provide pertinent information, as it deems necessary or desirable. The SLC Chair shall request that the Secretary of the Board provide notice of meetings in accordance with the Bylaws.

V. RESPONSIBILITIES.

- A. The OCC shall keep the SLC informed concerning SERS securities litigation activity.

- B. The SLC shall determine whether SERS should: (i) seek lead or co-lead plaintiff status in a securities class action suit or take any other active role, including but not limited to, serving as a class representative, (ii) "opt out" of a securities class action settlement and bring its own action, or object to any portion of a proposed settlement, (iii) file its own independent securities-related action, (iv) actively participate in a securities action filed outside of the United States/Canada, and (v) collaborate with Pennsylvania Public School Employees' Retirement System, other Commonwealth entities, and/or non-Commonwealth entities regarding securities litigation matters.
- C. The SLC shall select and authorize the compensation of legal counsel in accordance with procedures established by the Office of General Counsel (the "OGC") and subject to court approval.
- D. The SLC shall approve the amount and terms of any settlement of securities litigation claims subject to OGC, the Office of Attorney General and court approval.
- E. In making the decisions described in this Charter, the SLC shall comply with the SLP (and other applicable policies and procedures) and fully consider any evaluations provided by the OCC and other claim evaluators, including but not limited to evaluations by firms in the securities litigation pool. The OCC may coordinate and seek input, as necessary and appropriate, from the SERS Investment Office in performing securities litigation evaluations for the SLC's consideration.
- F. The SLC shall collaborate with the OCC to review the SLP and related policies, resolutions and procedures on a biennial basis. The SLC shall recommend any changes to such policies and procedures to the Board.
- G. The SLC shall perform such other activities related to the SLC's functions and duties as requested by the Board from time to time.

VI. REPORTING.

- A. Following a Committee meeting, the SLC Chair shall provide a written report to the Board at the next regularly scheduled Board meeting to update the Board as to its activities, findings, recommendations and any other relevant issues. Subsequent to review by the SLC, SLC meeting minutes shall be distributed to the Board.
- B. If a SLC meeting has been scheduled, the SLC Chair shall share the agenda for the upcoming Committee meeting with the entire Board at the Board meeting taking place immediately prior to the scheduled SLC meeting or, in the case of a special SLC meeting called without the opportunity to provide the agenda at the prior Board meeting, the agenda is to be shared with the Board as soon as practicable.

VII. SELF-EVALUATION.

- A. The SLC shall collaborate with the OCC to review this SLC Charter and the policies and procedures described in this Charter or otherwise overseen by the
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SLC on a biennial basis. The SLC shall recommend any changes thereto to the Board.

- B. The SLC and each SLC Member shall comply with the Board's self-assessment policies and processes and participate in any independent fiduciary reviews.

VIII. MISCELLANEOUS.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Bylaws.
