

(‘the Company’)

Management Engagement Committee Terms of Reference

Adopted 2 December 2022

Function

1 The function of the Committee is to review annually the terms of any material agreements or contracts (the Agreements) entered into by the Company with its service providers other than the Auditor(s), to review the performance of those service providers and to confirm the compliance of those service providers with relevant regulations and standards.

Membership

- 2 The Committee shall be appointed by the Board, and, subject to paragraph (3), shall consist of all the independent non-executive Directors of the Company.
- 3 The Committee members must be considered by the Board to be independent in character and judgement and free from any relationships or circumstances which are likely to affect, or could appear to affect, the Committee member’s judgement in his or her review of Company service providers.
- 4 The Chairman of the Committee shall be appointed by the Board. The current Chairman of the Committee is Shelagh Mason.

Quorum

5 A quorum shall be two members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Notice

6 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any member thereof.

7 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no less than two working days prior to the date of the meeting. No one other than a Committee Member is entitled to attend meetings of the Management Engagement Committee but others may attend by invitation.

Meetings

8 The Committee shall meet at least once per year.

Secretary

9 The Company Secretary shall be the Secretary of the Committee and shall, unless and to the extent from time to time determined by the Committee, attend the annual meeting.

Authority

10 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to obtain outside legal or other independent professional advice at the Company’s expense and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

11 The duties of the Committee shall be –

a to review the terms (including level of fees and length of notice period) of the Agreements between the Company and its service providers other than the Auditor(s), and to ensure that the terms are competitive, fair and reasonable for the shareholders

- b to review the qualifications and performance of key service providers including administrator, broker, legal advisors, bankers, custodian, and CREST agent/ registrar, with particular attention to the risk management matrix of the Company
- c to review the performance of the investment manager relative to the Company's investment objective as described in the Annual Financial Report
- d to review the standard of any administrative or company secretarial services provided under the terms of the relevant agreements
- e to review and make recommendations on any possible termination, amendment or material breach of the management contract or other service provider contract.
- f confirm the compliance of the Company's service providers with relevant regulations and standards and
- g to consider any other topics referred to it by the Board.

Reporting

- 12 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee and shall circulate those minutes to all members of the Board.