

**MANAGEMENT ENGAGEMENT COMMITTEE TERMS OF REFERENCE**

**Reviewed and Reconfirmed November 2019**

**Composition**

The Committee shall be made up of all the independent non-executive directors. The chairman of the Committee shall be appointed by the Board from amongst the independent non-executive directors. The Chairman of the Board shall be eligible to be a member and if elected, Chairman of the Committee. Any Committee member who fails to remain independent will step down. An independent director is one who meets the AIC guidelines as being independent of any relationships with the investment manager and is declared so by the Board. The Chairman shall report to the Board on the Committees' decisions and recommendations.

**Quorum**

The quorum necessary for the transaction of business shall be two independent non-executive directors.

**Attendance at Meetings**

Only members of the Committee have the right to attend Committee meetings. However, representatives of the investment managers, other directors and other external advisors shall attend meetings at the invitation of the Committee. The Company Secretary shall act as secretary of the Committee. The Chairman of the Committee shall attend the AGM to respond to any questions through the Chairman of the Board which may be raised by shareholders on matters within the Committee's area of responsibility or activities.

**Frequency of Meetings**

Meetings shall be held not less than once a year

**Authority**

The Committee is authorised by the Board to

- Investigate any activity within its terms of reference;
- Seek any information that it requires from the investment manager or any other supplier to the Company in order to perform its duties;

- Obtain, at the expense of the Company, outside legal or other independent professional advice on any matters within its terms of reference and such advisors may attend a meeting as necessary; and
- Have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required.

### **Responsibilities**

The duties of the Committee include but are not limited to:

- Reviewing the investment performance of the manager and if necessary providing appropriate guidance;
- Considering obtaining on a regular basis an independent appraisal of the managers services;
- Monitoring and reviewing attribution and other performance and financial analysis;
- Considering the continued retention of the investment manager's services and them being in the best interests of shareholders as a whole;
- Reviewing the terms of the investment manager's appointment as set out in the Investment Management Agreement;
- Ensuring the Company's compliance with the AIFM Directive and any other regulatory requirements via the services of the investment manager in their capacity as AIFM;
- Consider the level and basis of remuneration, basis for performance fees and notice periods giving due weight to the Company's competitive position against its peer group;
- Ensuring that the performance fee arrangement does not lead to excessive portfolio risk; and
- Producing a statement for inclusion in the annual report on the performance and retention of the investment manager including why the investment manager should continue in its role.