

Management Engagement Committee Terms of Reference

1. Purpose

The purpose of the Committee is to review on a regular basis the appointment, remuneration and performance of, and contractual arrangements with, Oakley Capital Manager Limited (the "**Service Provider**"), Oakley Capital Limited (the "**Investment Adviser**") and other key service providers to Oakley Capital Investments Limited (the "**Company**"). For the avoidance of doubt, the Committee will not review the performance of the Company's auditor. The Committee has received delegated authority from the Board of Directors of the Company (the "**Board**") in respect of the functions and powers set out in these terms of reference.

2. Membership

- 2.1 Unless otherwise determined by the Board, the membership of the Committee shall be a minimum of three persons selected from all such persons who, for the time being, are appointed as Directors of the Company and are independent of the Investment Adviser and Service Provider, including the Chairperson of the Board.
- 2.2 In the event of a member of the Committee having a conflict of interest in relation to any matter to be considered by the Committee then the Committee member concerned should make this known and, if required, stand down from the Committee for the relevant part of the meeting.
- 2.3 The Board shall appoint the Committee Chairperson. In the absence of the Committee Chairperson and/or appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 2.4 The number of members of the Committee must be sufficient to support the purpose of the Committee.
- 2.5 Members of the Committee are expected to attend all meetings. However, in exceptional circumstances, a member can appoint an alternate to attend in their place, i.e. for no more than 25% of the meetings held each year, subject to the discretion of the Chairperson.

3. Meetings of the Committee

- 3.1 The Committee will meet twice a year at appropriate intervals in the financial reporting and audit cycle, with papers circulated at least three working days before the meeting. The annual meeting cycle will be determined on an annual basis.
- 3.2 The Chairperson may call an ad-hoc meeting of the Committee at any time providing that at least 48 hours prior notice is given to each member of the Committee and that papers are distributed at least 24 hours before the meeting.
- 3.3 The quorum necessary for the transaction of business at a Committee meeting shall be two members including the Chairperson.
- 3.4 A copy of the minutes of Committee meetings, as approved by the Chairperson of the Committee, will be circulated to all members of the Committee as soon as practicable following the meeting to which the minutes relate.

4. Authority of the Committee

The Committee is authorised by the Board to:

- a) Investigate any matters within its terms of reference and the Board shall provide it with all the resources it requires to do so;
- b) Seek any information it requires from any director of the Company or any supplier of services to the Company to perform its duties;
- c) Obtain, at the Company's expense, outside legal or other independent professional advice and to secure the attendance at meetings of outsiders with relevant experience and expertise if it considers this necessary; and
- d) Make recommendations to the Board on any matters within its terms of reference.

5. Duties

The Committee shall carry out the following duties for the Company as appropriate:

- a) Monitor compliance by the Service Provider, the Investment Adviser and other providers of services to the Company with the terms of their respective agreements;
- b) Review and consider the appointment, remuneration and continued retention of the Service Provider and Investment Adviser, including the level and method of remuneration, the basis of any performance fee and the notice period;
- c) Consider the basis of any performance related element to ensure that it does not encourage excessive risk and that it aligns the interests of the Service Provider and/or Investment Adviser with that of the Company's shareholders;
- d) Consider any points of conflict of interest which may arise between the providers of services of the Company;
- e) Providing feedback to the Investment Adviser on its performance, and if necessary, suggesting changes and improvements to the Board;
- f) Monitor and review the Investments Adviser's and Service Provider's performance, for example taking into account the following factors:
 - Contractual arrangements with the Service Provider and Investment Adviser;
 - Investment performance (portfolio performance/risk profile);
 - Cash flow analysis (Projection and treasury counterparty limits);
 - Marketing performance (Relationship maintenance); and
 - Communication/support (Quality of Board papers, contribution to meetings and compliance with terms of the Operational Services Agreement between the Company and the Service Provider);
- g) In the event of performance becoming out of line with expectations, consider the merit of obtaining an independent appraisal of the services provided by the Investment Adviser and/or the Service Provider; and
- h) Review and consider the appointment, remuneration, performance and continued retention of other approved service providers.

6. Reporting Responsibilities

- 6.1 The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and the minutes of all Committee meetings shall be included in the Board papers for a subsequent Board meeting.
- 6.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

7. Other Matters

- 7.1 The Committee shall:
- a) Have access to sufficient resources in order to carry out its duties, including access to the company secretary for assistance as required;
 - b) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
 - c) Give due consideration to laws and regulations, the requirements of the Disclosure Guidance and Transparency Rules, the Prospectus Rules, the Listing Rules (to the extent that the Company voluntarily complies with them), the AIC Code, AIFMD requirements and any other applicable rules, as appropriate;
 - d) Oversee any investigation of activities which are within its terms of reference and act as a court of the last resort; and
 - e) At least once a year, assist the Board's evaluation of the Committee's performance and review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 7.2 The Investment Adviser provides its investment advisory services with respect to the Company pursuant to an investment advisory agreement made between the Service Provider and the Investment Adviser. Accordingly, the Company does not have a direct contractual relationship with the Investment Adviser. The Committee is able to carry out the duties delegated to it in section 5 above in relation to the Investment Adviser, either through the medium of the Service Provider or as a result of the Investment Adviser providing services (as the delegate of the Service Provider) to the Company directly.
- 7.3 The Chairperson will ensure during the annual review of the Committee's performance or the appointment of a new member that the individual members possess the relevant skills and experience.