

MID WYND INTERNATIONAL INVESTMENT TRUST PLC

Management Engagement Committee – Terms of Reference

1. Membership and Quorum

1.1 The Committee shall be appointed by the Board from among the independent Non-Executive Directors, on the recommendation of the Nomination Committee in consultation with the Chair of the Management Engagement Committee. It shall comprise at least three members.

1.2 A meeting will be quorate with two members present. A properly convened and quorate meeting may exercise all powers delegated to the Committee.

1.3 The Chair of the Committee shall be appointed by the Board. The Chair does not hold a casting vote. In the Chair's absence, the members present shall elect one of themselves to chair the meeting.

2. Secretary

2.1 The Committee shall appoint a Secretary to record the proceedings and decisions of its meetings.

3. Meetings

3.1 The Committee shall meet at least once per year and additionally as required.

3.2 Meetings may be called by the Committee Chair or any member.

3.3 Notice of each meeting, including agenda and supporting papers, shall be circulated at least five working days in advance to members and other attendees.

3.4 All proceedings and decisions shall be minuted. Draft minutes will be circulated promptly to Committee members, and final minutes will be shared with the Board and the Secretary unless inappropriate.

4. Authority

4.1 The Committee is authorised by the Board to request any information it requires from the Company's third-party service providers in order to perform its duties.

4.2 The Committee may obtain external legal or professional advice, at the Company's expense, on matters within its remit.

5. Shareholder Engagement

5.1 The Committee Chair shall attend the Annual General Meeting to answer questions on the Committee's activities and engage with shareholders on significant matters within its responsibilities.

6. Duties

6.1 Review the level of fees payable and general terms of engagement and performance of all third-party service providers, including the Investment Manager, AIFM, Administrator, Depositary, Company Secretary, Registrar, Brokers, Bankers, Lawyers, Custodian, and providers of Marketing and Investor Relations services.

6.2 Consider whether independent appraisals of service providers should be obtained.

6.3 Oversee procedures for service providers to report to the Board, and ensure their performance is monitored and evaluated.

6.4 Review updates from the Company Secretary regarding service provider performance and confirm that services are regularly assessed for competitiveness and effectiveness.

6.5 Ratify the terms of engagement of all third-party service providers.

6.6 Make recommendations to the Board on any relevant matters.

7. Reporting

7.1 The Committee shall prepare a report for inclusion in the Annual Financial Report, summarising its work and providing updates on contractual relationships and performance reviews of service providers.

8. Other Matters

8.1 The Committee shall review these Terms of Reference at least annually and recommend any changes to the Board.

8.2 The Committee shall have access to sufficient resources to carry out its duties, including the support of the Secretary.

8.3 The Committee may invite non-members to attend meetings as appropriate.

8.4 In conducting its business, the Committee shall give due regard to all relevant laws, regulations, the UK Corporate Governance Code, FCA Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules, and other applicable requirements or guidance.

These terms of reference have been produced to accord with the relevant Principles of The AIC Code of Corporate Governance.

Last reviewed and approved by the Committee: 16 October 2025