# MID WYND INTERNATIONAL INVESTMENT TRUST PLC

## Marketing Committee – Terms of Reference

## 1. Constitution

1.1 The Marketing Committee (the “Committee”) was established by the Board of Directors (the “Board”) of Mid Wynd International Investment Trust PLC (the “Company”) on 12 May 2026 becoming operational with effect from 4 June 2026.

## 2. Membership

2.1 The members and Chair of the Committee shall be appointed by the Board, on recommendation by the Nomination Committee.

2.2 The Committee shall comprise at least two of the Non-Executive Directors of the Company. The quorum necessary for the transaction of business shall be two members.

2.3 In the absence of the Committee Chair, the remaining members present shall elect one of their number to chair the meeting.

2.4 The Chair of the Committee will not have a second or casting vote on any matter to be determined by the Committee or recommended by the Committee to the Board.

2.5 The Committee may invite other individuals, including any other Non-Executive Directors and external service providers and advisers, to attend and speak at meetings of the Committee.

## 3. Secretary

3.1 The Company Secretary, or their nominee, shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to ensure full and proper consideration is given to issues.

## 4. Quorum

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

## 5. Frequency of Meetings

5.1 The Committee shall meet at least twice a year and at other times as the Chair or members of the Committee shall require.

## 6. Notice of meetings

6.1 Meetings of the Committee shall be called by the Committee Chair.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed will be forwarded to each member of the Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

## 7. Minutes of meetings

7.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

7.2 Draft minutes of Committee meetings will be circulated promptly to the Chair of the Committee, other Committee members and subsequently to the Board.

## 8. Annual General Meeting and Shareholder Engagement

8.1 The Committee Chair should attend the Company's Annual General Meeting to answer shareholder questions on the Committee's activities.

8.2 In addition, the Committee Chair will report to shareholders through the Annual Report and Accounts and, where necessary or appropriate, will engage with shareholders on significant matters related to the Committee's areas of responsibility.

## 9. Duties

9.1 The Committee's role is to provide strategic oversight and guidance in relation to the Company's marketing and shareholder communication activities and not to manage or approve day-to-day communication. The Committee shall:

a) In partnership with the Manager, develop a marketing and promotional strategy for the Company, including long-term aims [in line with AIC guidance[1]], measures of success and the mechanisms, including specific communication and media channels, to be used by the Company.

b) In partnership with the Manager, develop a shorter-term marketing, promotional and media plan to achieve the longer-term aims, set out in 9.1.a, above. This plan will address messaging and branding congruent with the aims and objectives of the Company, communication channels to be used, activity levels, measures of success, budgeted expenditure and an assessment of value achieved relative to expenditure.

c) Where deemed necessary, consider the retention of third-party agencies and consultants by the Company to support and enhance the marketing efforts of the Company and Manager.

d) Review, on a periodic and sample basis, marketing materials and campaigns produced by the Manager and other third parties in order to assess consistency with the agreed marketing strategy, branding and regulatory requirements, and make recommendations where appropriate. The Committee shall not be responsible for the prior approval of routine communications or marketing materials.

e) Review the activity undertaken by the Company, Manager and third parties against agreed plans, consider performance indicators and enhancements and amendments that may be required to the Company's marketing plans in the light of these outcomes.

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[1] All activity aligned with Association of Investment Companies and FCA requirements - all communications must be fair, clear and not misleading and provide a balanced presentation of risks and outcomes

9.2 It shall also make recommendations to the Board:

a) with regard to marketing strategy, including recommendations on the form and content of an agreed marketing plan, budget and performance indicators.

b) with regard to the measurement and effectiveness of marketing activity, recommend amendments to the marketing plans, budgets, proposed activity levels where appropriate and recommend feedback to be communicated to the Manager and other third parties on the effectiveness and quality of marketing support received including recommendations for change or improvement to service levels received.

c) with regard to the appropriate levels of expenditure to be devoted to marketing and promotional activity, recommend a budget including details of proposed levels of activity and expenditure by communication/promotional channel, ensuring value for money.

d) with regard to the retention of third-party agencies and consultants, recommendations of the organisations to be appointed and the terms of their appointment, including their remuneration.

e) with regard to the communication of the marketing strategy and activity to shareholders, recommend suitable wording for inclusion in the Company's annual report and financial statements and, and other material shareholder communications relating to marketing strategy.

## 10. Reporting

10.1 The Committee shall:

a) report formally to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities;

b) make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;

c) produce a report to be included in the Company's Annual Report on its activities.

## 11. Other matters

11.1 The Committee shall:

a) have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required;

b) give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules and any other applicable rules, as appropriate; and

c) arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

## 12. Authority

12.1 The Committee is authorised by the Board to obtain, at the Company's expense, independent legal or other professional advice on any matters within its terms of reference and to secure the attendance at Committee meetings of any third party with relevant expertise or experience as it considers necessary.

**Membership: A Malomo (Chair)**
**H Baillie**
**A Scott**

**Reviewed and approved on: 4 June 2026**