

Report of the Management Engagement Committee

Committee membership

The Management Engagement Committee comprises Adam Smith as Chair, Simon Bennett and Stephanie Eastment.

Role of the Committee

The Committee is responsible for reviewing the appropriateness of the continuing appointment of the AIFM and Investment Adviser and ensuring the terms and conditions of the AIFM and Investment Adviser's continuing appointment align with the investment policy and investment objective of the Group.

Matters considered in the year

The Committee receives reports from external advisers and from the AIFM and Investment Adviser, as required, to enable it to discharge its duties. The main activities undertaken during the year, and to the date of this report, were that the Committee:

1. satisfied itself that the AIFM and Investment Adviser agreements are fair and that the terms remain competitive and sensible for shareholders and that matters of compliance are under proper review;
2. reviewed the performance of other third-party service providers and made recommendations to the Board regarding these; and
3. reviewed the Committee's terms of reference (which are available on the Company's website).

Performance evaluation

Refer to page 35 of the Corporate Governance section detailing how the review of the Committee's performance has been conducted, and the results of such evaluation.

Review of service providers

The Committee reviews the ongoing performance and the continuing appointment of key service providers of the Group including the AIFM and Investment Adviser on an annual basis. The Committee also considers any variation to the terms of key service providers' agreements and reports its findings to the Board.

As detailed in the Chairman's Statement, during the year the Board undertook a review of the Group's investment advisory arrangements and appointed Martley Capital as the Group's Investment Adviser effective 15 March 2024. Key members of the previous Investment Adviser transferred to Martley Capital and continue to service the Group.

Continuing appointment of the AIFM and Investment Adviser

The Committee has reviewed the continuing appointment of the AIFM and Investment Adviser and are satisfied that their appointment remains in the best interests of shareholders as a whole.

Adam Smith

Management Engagement Committee Chair
1 October 2024