

Schroder AsiaPacific Fund Plc

(the “Company”)

Terms of Reference

Management Engagement Committee

1. Purpose

The principal function of the Committee is to review annually the terms of the management agreement with the Manager of the Company.

2. Membership

- 2.1. The Committee shall comprise at least three members, all of whom shall be independent non-executive directors.
- 2.2. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee. The membership of the Committee may be amended from time to time by the Board.
- 2.3. Only members of the Committee have the right to attend Committee meetings, other individuals, including representatives of the Manager and other third party service providers, may be invited to attend all or part of any meeting as and when appropriate.
- 2.4. The Committee Chair shall be appointed by the Board. The Chair of the Board may be a member of, and may chair, the Committee provided they are independent of the Manager. In the absence of the Committee Chair, the remaining members present shall elect one of themselves to chair the meeting.
- 2.5. Committee members are required to declare any conflicts of interest or potential conflicts of interest at the start of each meeting.

3. Secretary

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 enable full and proper consideration to be given to issues. The Company Secretary, or their nominee, shall attend all meetings of the Committee.

4. Quorum

- 4.1 The quorum necessary for the transaction of business shall be two members of the Committee.

- 4.2 Members of the Committee may attend Committee meetings in person, by video-conference, telephone or similar form of communication equipment.

5. Frequency of Meetings

The Committee shall meet at least once a year at an appropriate time and otherwise as required.

6. Notice of meetings

- 6.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.
- 6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date of the meeting, together with an agenda of items to be discussed, shall 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.
- 6.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

7. Minutes of meetings

- 7.1 The Secretary shall minute the proceedings and decisions of all Committee meetings, including recording the names of those present and in attendance.
- 7.2 Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, minutes should be circulated to all members of the Board unless, exceptionally, it would be inappropriate to do so.

8. Engagement with shareholders

The Chair of the Committee shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

9. Duties

The duties of the Committee shall be:

- 9.1 to review the terms of the management agreement, including the provisions relating to remuneration, to ensure that the terms are appropriate to the Company's requirements, competitive, fair and reasonable for shareholders, conform with market and industry practice and comply with regulatory requirements;

- 9.2 to propose any changes to the terms of the management agreement considered necessary and desirable as a result of review;
- 9.3 to review the performance of the Manager and portfolio manager to ensure that the portfolio manager remains suitable to manage the portfolio and that the continued appointment of the portfolio manager is in the best interests of shareholders as a whole;
- 9.4 reasonably satisfy itself that systems put in place by the Manager and the portfolio manager in respect of the Company are adequate to meet relevant legal and regulatory requirements;
- 9.5 where relevant, consider nominations by the alternative investment fund manager and portfolio manager for replacements of key executives of the alternative investment fund manager and portfolio manager, if, prior to the termination of the relevant agreement, such key executives should become incapacitated or retire, resign or otherwise cease to provide the relevant services to the Company;
- 9.6 to review the adequacy of the administrative, marketing and company secretarial services provided to the Company;
- 9.7 to consider the merit of obtaining an independent appraisal of the Manager's services;
- 9.8 to investigate any breaches of agreed investment limits and any deviation from the agreed investment policy and strategy;
- 9.9 to review and make recommendations on the terms of appointment and remuneration of other service providers to the Company; and
- 9.10 to review the performance and services provided by other service providers to the Company to ensure compliance with the terms of their respective agreements from time to time.

10. Reporting responsibilities

- 10.1 The Committee Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit.
- 10.4 The Committee shall compile a report of its activities to be included in the Company's annual report, describing the work of the Committee.

11. Other matters

The Committee shall:

- 11.1 Have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for advice and assistance as required.
- 11.2 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.
- 11.3 Give due consideration to all relevant laws and regulations, the provisions of the UK Corporate Governance Code the AIC Code on Corporate Governance, the requirements of the FCA's Listing Rules, Prospectus Regulation Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate.
- 11.5 Ensure that a periodic evaluation of the committee's performance is carried out.
- 11.6 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

The committee is authorised to:

- 12.1 Request the attendance of any representatives of the Manager at a meeting of the committee and/or seek any information it requires from any employee of the Manager in order to perform its duties.
- 12.2 Obtain, at the Company's expense, independent legal or other professional advice on any matter within its terms of reference if it believes it necessary to do so.