

Schroder UK Mid Cap Fund plc

Terms of Reference

For the Remuneration Committee

Role

1. The role of the committee is to consider and make recommendations to the board on the remuneration of the directors.

Membership and attendance

2. The committee shall be appointed by the board.
3. A quorum shall be two members.
4. The Chairman of the Committee, who shall not be the Chairman of the board, shall be appointed by the board. The Chairman of the board may be a member of the Committee.
5. Membership of the committee shall be reviewed by the board from time to time.
6. The committee may invite such persons as it deems appropriate to attend meetings.

Meetings

7. The committee shall meet at least annually.

Secretary

8. The Company Secretary shall be the secretary of the committee and shall attend all meetings of the committee.

Authority

9. The committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to employ the services of such advisers as it deems necessary to fulfil its responsibilities, and to invite such persons as it considers appropriate to attend its meetings and to participate in its discussions.

Responsibilities

10. The responsibilities of the committee shall be:
 - (a) determine and agree with the board the framework or broad policy for the remuneration of the directors. The objective of the policy shall be to ensure that members of the board are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company. No director shall be involved in any decisions as to their own remuneration outcome.
 - (b) to review annually and make recommendations on the fees paid to non-executive directors in light of directors' workloads, levels of responsibility and industry norms;
 - (c) to review the ongoing appropriateness and relevance of the remuneration policy;
 - (d) to ensure that each year the Remuneration Report is put to shareholders for approval as an

advisory vote at the AGM and the Remuneration Policy is put to shareholders for approval every three years at the AGM; and

- (e) to consider other issues related to the remuneration of directors, as requested and defined by the board.
11. The committee chairman, or in his absence the elected chairman of the relevant meeting, shall report on the issues raised at the meeting to the board at the earliest opportunity.
 12. The Company Secretary shall circulate the minutes of meetings of the committee to all members of the board.