

# ECOFIN GLOBAL UTILITIES AND INFRASTRUCTURE TRUST PLC

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## Management Engagement Committee Terms of Reference

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### 1. Function

1.1. The functions of the Management Engagement Committee are to:

- a) determine and periodically review the terms ("Terms") and fees ("Fees") upon which third party service providers ("Service Providers") are engaged;
- b) satisfy itself that Service Providers are adhering to and complying with their respective Terms;
- c) satisfy itself that the Fees paid to Service Providers are appropriate and represent good value for the Company; and
- d) report to the Board on its findings.

### 2. Authority

2.1. The Committee is established by the Board and is fully authorised at its discretion to:

- a) investigate any activities of the Company and any of its Service Providers;
- b) require the attendance of any persons employed by the Company or Service Providers to answer questions or provide information on any such activities; and
- c) obtain independent professional advice or the expertise of outsiders with relevant knowledge or experience in connection with its affairs at the cost and expense of the Company.

### 3. Membership and Quorum

3.1. The Committee shall comprise not less than two independent non-executive Directors nominated by the Board. The Board shall nominate the Chairman of the Committee. Other members of the Board may attend meetings of the Committee at the invitation of the Chairman of the Committee. A quorum for meetings of the Committee shall be two members of the Committee in person or by conference telephone.

### 4. Secretary

4.1. The Company Secretary shall act as Secretary of the Committee and shall be entitled to attend all meetings of the Committee. Where the Chairman of the Committee considers it necessary or appropriate however, the Chairman may require the Secretary to adjourn (temporarily or permanently) from any meeting.

4.2. The Company Secretary will record the existence of any conflicts of interest and minute accordingly.

### 5. Meetings

5.1. The Committee should meet at least once annually, with additional meetings being called as necessary or desirable as circumstances require.

### 6. Recording

6.1. The Committee shall ensure that Minutes are taken of all proceedings of the Committee and the Committee Secretary shall ensure that copies of the Minutes are circulated to members of the Board (except where circulation by the Committee Secretary is inappropriate).

6.2. The Committee Chairman shall report on the issues raised at the meeting and make relevant recommendations to the Board at the earliest opportunity.

*Approved on 29 June, 2016.*