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**TERMS OF REFERENCE**

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**Management Engagement & Remuneration Committee  
of  
Worldwide Healthcare Trust PLC**

Revised March 2011

Adopted by the Board  
[March 2011]

Last Reviewed by the Committee on 10 March 2026

**Worldwide Healthcare Trust PLC**  
Management Engagement & Remuneration Committee - Terms of Reference

*These terms were produced in line with the AIC Code of Corporate Governance published in January 2024. The AIC Code has been endorsed by the FRC as the only code against which investment companies are required to report.*

## **MEMBERSHIP**

The Committee shall make a recommendation to the Board as to who shall act as Chair of the Committee.

The Committee shall consist of those Directors considered to be independent by the Board and a quorum for meetings and decisions of the Committee shall be three members present. A member of the Alternative Investment Fund Manager ('AIFM') may also be invited to each Management Engagement & Remuneration Committee meeting.

All Directors seek re-election on an annual basis. Members are appointed to this Committee on the same basis.

## **MEETINGS AND ATTENDANCE**

The Committee will meet at least once per year and at such other times as it sees fit.

The Company Secretary shall be the Secretary of the Committee when requested by the Chair, otherwise a nominated Director shall act as Secretary to the Committee.

The Chair of the Committee shall attend the Annual General Meeting of the Company to respond to any questions that may be raised as matters within the Committee's area of responsibility.

The Committee shall arrange for an annual review of its own performance (including as part of the external Board evaluation) 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.

## **AUTHORITY**

The members of the Committee are authorised by the Board to carry out any investigation relevant to its terms of reference. Members are authorised to seek any information they require from any Company officer and to obtain expert advice from the Company's external auditors, professional advisers or otherwise, and to take independent professional advice and to request any officer or adviser as they see fit, and at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

## **DUTIES**

The Committee will at all times comply with the Listing Rules published by the Financial Conduct Authority (“the Listing Rules”), the recommendations of the UK Corporate Governance Code) and the AIC Code of Corporate Governance last revised in January 2024.

In Particular, the duties of the Committee are:

### **Remuneration**

- to agree with the Board a framework and broad policy for determining the remuneration of the non-executive officers of the Company with reference to an appropriate peer group and also industry standards, no Director shall be involved in any decisions as to their own remuneration.
- to recommend to the board the remuneration of Chair and the Directors.
- to be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the committee.
- to ensure that provisions regarding disclosure of remuneration as set out in the Companies Act 2006 and the revised AIC and UK Corporate Governance Codes are fulfilled.

### **Management Engagement**

- to regularly review the terms of engagement and the performance of the AIFM, the Portfolio Manager and the Company’s other service providers and to make any recommendations for change to the Board;
- To consider the merit of obtaining an independent appraisal of the Portfolio Manager’s services
- to review the level of fees payable to the AIFM, the Portfolio Manager and the Company’s other service providers and to make recommendations to the Board;
- to keep under review the contract notice period of the AIFM and Portfolio Management Agreements; and
- to review the additional marketing, company secretarial and other sundry services provided by the AIFM.

## **REPORTING PROCEDURES**

The Secretary of the Committee shall minute the proceedings and resolutions of all meetings and will produce and circulate the minutes to all Committee members, once agreed, the minutes will be circulated to all members of the Board, unless a conflict of interest exists, at the next scheduled Board meeting following the Committee meeting. The Chair of the Committee shall report formally to the Board where it is deemed necessary.

The Committee shall make a statement in the Annual Report about its activities, decisions and the rationale for those decisions.