

Impax Environmental Matters plc (the “Company”)

Management Engagement Committee (the “Committee”)

Terms of reference

These terms of reference are issued to the Management Engagement Committee (the “Committee”).

MEMBERSHIP

The Committee consists of all independent directors. Additional members of the Committee will be appointed by the Board in consultation with the Committee.

The Board shall appoint the Committee Chair. The Chair of the Board may be a member of the Committee and may chair the Committee, provided he/she is independent of the Investment Manager. In the absence of the Chair and/or an appointed deputy, the remaining members shall elect one of themselves to Chair the meeting.

Members shall be provided with appropriate and timely training, both for new members and on an ongoing basis for all members.

Videoconferencing or teleconferencing may be used as appropriate.

SECRETARY

A representative of the Company Secretary or his/her nominee shall act as Secretary of the Committee.

MEETINGS AND ATTENDANCE

The Committee shall meet at least once each year.

The quorum at the meetings shall be two members of the Committee.

Members of the Committee may regulate their meetings and conduct business in accordance with the Company’s articles of association as amended from time to time.

The Chair of the Committee should attend the Annual General Meeting (in his/her absence at least one other member of the Committee should attend) and be prepared to respond to shareholder questions on the Committee’s activities and should seek engagement with shareholders on significant matters related to their areas of responsibility.

Individuals such as representatives from the Investment Manager or other service providers may be invited to attend all or part of any meeting as and when appropriate.

AUTHORITY

The Committee should be provided with sufficient resources to undertake its duties. The members of the Committee are authorised to seek any information that they require from the Manager or Company Secretary and to obtain advice from the Company’s external auditors, professional advisers or otherwise and to take independent professional advice and to request the Investment Manager or Company Secretary, at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

The Committee shall, at least once a year, review its own performance, 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.

DUTIES, MAIN ROLE AND RESPONSIBILITIES

The Committee will at all times comply with the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules of the Financial Conduct Authority in the UK, as appropriate, and the recommendations of The AIC Code of Corporate Governance and any other applicable law or regulation. In particular the duties, main role and responsibilities of the Committee are:

- To review the performance and appointment of the Investment Manager;
- To review the terms of the Investment Manager Agreement annually to ensure the terms thereof conform with market and industry practice and remain in the best interest of shareholders;

- To review and recommend as appropriate whether the continuing appointment of the Investment Manager is in the best interests of the Company and Shareholders and ensure an appropriate statement is made in the Annual Report;
- To review the remuneration of the Investment Manager; and
- To review the arrangements and service level provided by the other main service providers (Depositary including Custodian, Registrar, Administrator/Company Secretary and any other third parties deemed necessary) ensuring their continued competitiveness and effectiveness.

The Committee may also perform such tasks or functions at the request of the Board.

REPORTING PROCEDURES

The Chair of the Committee shall report formally to the Board after each meeting on all matters within its duties and responsibilities.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit, where action or improvement is needed.

The Secretary will circulate the minutes of all meetings to the members of the Committee.

The Committee shall produce a report on its composition and activities to be included in the Company's annual report, as required.

Approved by the Committee on 28 July 2023