

**CT UK CAPITAL AND INCOME INVESTMENT TRUST PLC  
("the Company")**

**MANAGEMENT ENGAGEMENT COMMITTEE ("the Committee")**

**TERMS OF REFERENCE**

**1. Constitution**

The Management Engagement Committee of the Company ("the Committee") was established by a resolution of the Board of Directors of the Company ("the Board") on 16 September 2021. The Committee is accountable to the Board. Prior to that date the responsibilities of the Committee were undertaken by the Audit and Management Engagement Committee.

**2. Responsibilities**

The Committee shall review annually:

- the performance of and the fee paid to Columbia Threadneedle Investments for the services it provides under the management contract together with the terms of such contract. It will also receive reports on any services delegated to outsourced service providers;
- will consider any extra charges and services proposed by Columbia Threadneedle Investments over and above the management fees;
- All service providers to the Company and make any necessary recommendations to the Board; and
- The terms of reference of the Committee and make recommendations to the Board as appropriate.

**3. Membership**

The Committee has been established by the Board and will comprise all the independent non-executive Directors of the Company. The Chairman of the Committee is appointed by the Board from amongst the independent non-executive directors.

**4. Company Secretary**

The Company Secretary of the Committee shall be Columbia Threadneedle Investment Business Limited. The Company Secretary shall be excused from discussions regarding investment management, administrative and secretarial services.

**5. Meetings**

The Committee will meet at least once a year and additional meetings as required shall be called by the Secretary at the request of the Chairman of the Committee.

A quorum shall be any two members including the Chairman of the Committee, or the Chairman's delegate.

## **6. Reporting**

The minutes of each meeting of the Committee shall be circulated to all members of the Committee.

Reports shall be made to the Board as appropriate.

The Committee will report its activities to stakeholders in the Annual Report.

The Committee Chairman shall attend the AGM and shall answer questions, through the Chairman of the Board, on the Committee's activities and responsibilities.

## **7. General powers**

The Committee is empowered to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

The Terms of Reference are available on request and are published on the Company's website.

**19 November 2021**