

The Mercantile Investment Trust plc
Marketing & Communications Committee – Terms of Reference
(adopted on 3rd July 2019)

Reference to the ‘Committee’ shall mean The Marketing & Communications Committee.
Reference to “the Board” shall mean The Board of Directors.

1. Marketing & Communications

It was resolved that a Committee of the Board to be known as the Marketing & Communications Committee be hereby constituted. The Committee shall be governed as follows:

2. Membership

- 2.1. The Committee shall be appointed by the Board amongst the independent directors of the Company and shall comprise of a Chairman and at least 2 other directors.
- 2.2. The Board shall appoint the Committee Chairman who could be the Chairman of the Board. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.
- 2.3. If a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another director of the Company to serve as an alternate member.
- 2.4. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.

3. Secretary

- 3.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

- 4.1. The quorum necessary for the transaction of business shall be 2. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

- 5.1. The Committee shall meet not less than twice a year and at such other times as the Chairman of the Committee shall require.

6. Notice of Meetings

- 6.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.
- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than 5 working days prior to the date of the meeting.

7. Minutes of Meetings

- 7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, which shall be circulated to all members of the Board.

8. Annual General Meeting

- 8.1. The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee’s activities.

9. Duties

9.1. The Committee shall:

- 9.1.1. In partnership with the Manager, develop a marketing and promotional strategy for the Company, including long-term aims, measures of success and the mechanisms, including specific communication and media channels, to be used by the Company,
- 9.1.2. In partnership with the Manager, develop a shorter term marketing, promotional and media plan to achieve the longer-term aims, set out in 9.1.1, above. This plan will address messaging and branding congruent with the aims and objectives of the Company, communication channels to be used, activity levels, measures of success and budgeted expenditure.
- 9.1.3. Where deemed necessary, consider the retention of third party agencies and consultants by the Company to support and enhance the marketing efforts of the Company and Manager.
- 9.1.4. Review marketing materials produced by the Manager and other third parties and make recommendations, where appropriate, on the form and content of these materials.
- 9.1.5. Review the activity undertaken by the Company, Manager and third parties against agreed plans, consider performance indicators and enhancements and amendments that may be required to the Company's marketing plans in the light of these outcomes.

9.2. It shall also make recommendations to the Board:

- 9.2.1. with regard to marketing strategy, including recommendations for the form and content of an agreed marketing plan, budget and performance indicators.
- 9.2.2. with regard to the measurement and effectiveness of marketing activity, recommend amendments to the marketing plans, budgets, proposed activity levels where appropriate and recommend feedback to be communicated to the Manager and other third parties on the effectiveness and quality of marketing support received including recommendations for change or improvement to service levels received.
- 9.2.3. with regard to the appropriate levels of expenditure to be devoted to marketing and promotional activity, recommend a budget including details of proposed levels of activity and expenditure by communication/promotional channel.
- 9.2.4. with regard to the retention of third party agencies and consultants, recommendations of the organisations to be appointed and the terms of their appointment, including their remuneration.
- 9.2.5. with regard to the communication of the marketing strategy and activity to shareholders, recommend suitable wording for inclusion in the Company's annual report and financial statements and other communications with shareholders.

10. Authority

- 10.1. The Committee is authorised by the Board to investigate any activity within its terms of reference and to seek any information it requires. JPMorgan Funds Limited and its employees shall co-operate with any request made by the Committee.
- 10.2. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. However, prior to doing this the Committee should consult with the Chairman of the Board to agreed fee levels.