

**PARTNERS GROUP PRIVATE EQUITY LIMITED**  
**MANAGEMENT ENGAGEMENT COMMITTEE**

Terms of Reference

There shall be established a Committee of the Board, duly constituted in accordance with the Company's Articles of Incorporation, to be known as the Management Engagement Committee.

**Membership**

The members of the Committee shall comprise of directors considered independent by the Board. A quorum shall be two members. 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.

The Chairman of the Committee shall be appointed by the Board; the current Chairman is Fionnuala Carvill. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

The Company Secretary shall act as secretary to the Committee (the "Secretary").

A representative of the external auditors and representatives of the Investment Manager, the Secretary and Administrator and any director who is not a member of the Committee shall be invited to attend meetings as appropriate.

**Authority**

The Committee is authorised to seek any information it requires from any director or employee of the Investment Manager or Secretary and Administrator, and all such directors and employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain professional advice at the Company's expense and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

**Frequency of Meetings**

The Committee shall meet at least once per year at appropriate times in the Company's reporting and auditing cycle and otherwise as requested. The Investment Manager may request a meeting if they consider it necessary.

The Chairman of the Committee may, and the Secretary on the requisition of any member of the Committee shall, convene a meeting of the Committee at any time.

The Secretary shall ensure that adequate notice of meetings together with an agenda of items to be discussed is given to each member of the Committee. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time.

**Minutes**

The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.

Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.

## **Responsibilities**

The responsibilities of the Partners Group Private Equity Limited Management Engagement Committee shall be as follows:

### **A. Investment Managers**

The Investment Manager's engagement terms and performance shall be reviewed and discussed by the Committee annually, prior to the annual report being released.

The Committee shall:

- (i)
  - (a) reasonably satisfy itself that the management contract is fair and that the terms remain competitive and aligned with the interests of the shareholders;
  - (b) reasonably satisfy itself that systems put in place by the Investment Manager in respect of the Company's investment portfolio are adequate to meet relevant legal and regulatory requirements;
  - (c) reasonably satisfy itself that the Investment Manager have adequate resources, oversight of outsourced functions and business continuity plans to ensure the provision of services to the agreed standards.
- (ii) consider the performance of the Investment Manager in respect of the service level requirements set out in the Investment Management Agreement including compliance with the Board's instructions, reporting to the Board and investors, and responsiveness to Board queries;
- (iii) consider if there are any potential conflicts of interest associated with the appointment of the Investment Manager and how the Investment Manager manages these potential conflicts;
- (iv) consider whether the continuing appointment of the Investment Manager on the terms of the management contract is in the interests of shareholders as a whole, and make recommendations to the Board thereon together with a statement of the reasons for their view;
- (v) consider the appointment or re-appointment of investment managers and the level of management fees and make recommendations to the Board thereon; and
- (vi) review with the Investment Manager any material issues arising from their work that the Investment Manager wishes to bring to the attention of the Committee.

### **B. Other Service providers**

In respect of other service providers to the Company, the Committee shall review and discuss their performance and engagement terms in a similar manner to that outlined in A above, bearing in mind that any other service providers are of differing significance to the Company as a whole.

### **C. Reporting Responsibilities**

The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and take into account any matters within its terms of reference that may be brought to its attention by the Board.

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 Committee shall draft a report on its activities for consideration by the Board to be included in the Corporate Governance Statement in the Company's annual report.

**D. Other Matters**

The Committee shall:

- (i) have access to sufficient resources in order to carry out its duties, including access to the Secretary for assistance as required;
- (ii) be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- (iii) give due consideration to laws and regulations, the provisions of the AIC Code of Corporate Governance and the requirements of the UK Listing Authority's Listing Rules as appropriate;
- (iv) oversee any investigation of activities which are within its terms of reference;
- (v) at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- (vi) review with representatives of the Investment Manager, the Administrator and such other persons as it sees fit any matter within its terms of reference including matters of concern to the Internal Audit or Compliance Departments of the Investment Manager.

Date last updated: 25 June 2024