

AVI Japan Opportunity Trust plc
Terms of Reference of the Management Engagement Committee

(as adopted on 8 September 2026)

Background

These terms of reference have been prepared to reflect the principles and provisions of the AIC Code of Corporate Governance, as applicable to investment companies from time to time, and the Company's reporting obligations under the UK Listing Rules and the Disclosure Guidance and Transparency Rules.

Composition of the Committee

The Management Engagement Committee (the "**Committee**") shall comprise all independent Directors. The Senior Independent Director shall be a member of the Committee. The Chairman of the board of Directors of the Company (the "**Board**") may be a member of the Committee if they were independent on appointment but may not act as the Committee Chairman. The Board shall appoint the Committee Chairman, who should have relevant experience and understanding of the Company. In the absence of the Committee Chairman the remaining members present shall elect one of their number to chair the meeting.

Meetings

The Committee shall meet at least once a year and at such other times as the Chairman of the Committee shall require. A meeting of the Committee may be called by any member of the Committee or the Company Secretary.

The quorum for the meetings of the Committee shall be three members of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, date and time together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee at least one week prior to the date of the meeting.

The minutes of each meeting of the Committee shall be circulated to all members of the Committee. Any Director, upon request to the Secretary, may obtain copies of the Committee's agenda and minutes provided that there are no conflicts of interest.

The Chairman of the Committee will report to the Board on the Committee's decisions and recommendations.

Attendance

The Committee may invite non-independent Directors to attend and may request representatives of the third-party service providers to the Company or any other relevant person to attend meetings, but such invitees

have no right of attendance.

A Committee member shall not participate in the consideration of any matter in which they have a conflict of interest unless authorised to do so in accordance with the Company's Articles of Association and applicable law.

Resources

The Company Secretary shall act as Secretary to the Committee and should ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

Authority

The Committee is authorised to:

- seek any information that it reasonably requires from a representative of any third-party service provider in order to perform its duties
- request a representative of a third-party service provider to attend any meeting of the Committee
- obtain at the Company's expense outside legal or other professional advice on any matters within its terms of reference
- have timely and unrestricted access to relevant documents relating to the affairs of the Company.

Principal Responsibilities

Review of performance of and contractual arrangements with the manager

The Committee shall review at least annually the contractual relationships with, and scrutinise and hold to account the performance of, the Manager and describe its decisions and rationale in the Annual Report. The Committee shall:

- monitor and evaluate the Manager's investment performance and, if necessary, provide appropriate guidance;
- consider the merit of obtaining, on a regular basis, an independent appraisal of the Manager's services;
- review from time to time the terms of the Investment Management Agreement to ensure that the terms thereof conform with market and industry practice and remain in the best interests of the Company and its shareholders as a whole, having regard to the matters set out in section 172 of the Companies Act 2006 where relevant and make recommendations to the Board on any variation to the terms of the Investment Management Agreement which it considers necessary or desirable;
- regularly review the continued retention of the Manager's services and recommend to the Board whether the continuing appointment of the Manager is in the best interests of the Company and its shareholders as a whole, and the reasons for this recommendation;
- review the level and method of remuneration and the notice period. Due weight should be given to the competitive position of the Company against its peer group, including an analysis of all relevant costs

and ongoing charges;

- consider whether the annual fee should be based on gross assets, net assets or market capitalisation;
- require the Manager to provide appropriate analyses of risk and ensure that a sound system of risk management and internal control is maintained to safeguard shareholders' investment and the Company's assets.

Monitoring and evaluation of other service providers

The Committee shall monitor and regularly evaluate all other non-investment management services provided to the Company (with the exception of those provided by the external auditor and including but not limited to those of the Custodian, Depositary, Stockbroker, Share Registrars, Fund Administrator and Company Secretary) to ensure that they comply with the terms of the relevant service agreement with the Company and that such terms follow good industry practice, are competitive and are in the best interests of the Company and its shareholders as a whole. The Committee shall establish procedures by which service providers should report back and the methods by which these providers are monitored and evaluated. The Committee shall also consider any points of conflict which may arise between the providers of services to the Company. The Committee shall report accordingly in the Company's Annual Report.

Reporting Responsibilities

The Committee Chairman shall report to the Board on its proceedings 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 Committee shall ensure that applicable statutory and regulatory provisions regarding disclosure of information relating to the Committee's activities and the continuing appointment of the Manager and other service providers are fulfilled.

Other Matters

The Committee shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes to the Board.