

**BLACKSTONE LOAN FINANCING LIMITED (the "Company")**  
**Terms of Reference for the Management Engagement Committee**  
**Adopted: 5 November 2021**

**1. CONSTITUTION**

- 1.1. The management engagement committee ("**Committee**") has been established by resolution of the board of directors of the Company (" the **Board**") and is to be known as the Management Engagement Committee.

**2. FUNCTION**

- 2.1. The function of the Committee is to assist the Board in evaluating the performance of the Company's investment adviser, Blackstone Ireland Limited (the "**Investment Adviser**") and regularly reviewing the continued retention of the Investment Adviser's services.
- 2.2. The Committee also assists the Board in evaluating the performance of the Company's other service providers.

**3. AUTHORITY**

- 3.1. The Committee is authorised by the Board at the expense of the Company to investigate any activity within its terms of reference. It is authorised to seek any information that it requires from any director of the Company or third party. It is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise as it considers necessary.
- 3.2. These terms of reference may be amended from time to time as required, subject to approval by the Board.

**4. MEMBERSHIP**

- 4.1. The Committee shall be appointed by the Board and shall consist of all the non-executive directors.
- 4.2. The Chairman of the Committee shall be appointed by the Board. In the absence of the Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board.
- 4.3. The Board shall regularly review the membership of the Committee to ensure that undue reliance is not placed on particular individuals.

## **5. QUORUM**

- 5.1. A quorum shall be two directors. 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.

## **6. MEETINGS**

- 6.1. The Committee shall meet at least annually at appropriate times and where possible, shall precede a Board meeting.
- 6.2. Meetings may be held more frequently if the Committee deem it necessary or if requested by the Company's auditors.
- 6.3. Meetings shall be convened by the Company Secretary at the request of any of the members of the Committee or, where relevant, the Company's auditors.
- 6.4. The Company Secretary shall:
  - 6.4.1. be the secretary of the Committee and attend all meetings;
  - 6.4.2. shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance; and
  - 6.4.3. circulate the minutes of meetings of the Committee to all members of the Board.
- 6.5. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be sent to each member of the Committee, any other person required to attend and all other non-executive directors not later than 48 hours prior to the date of the meeting.

## **7. ANNUAL GENERAL MEETING**

- 7.1. The Chairman of the Committee, or, in his or her absence, a duly authorised representative of the Committee, shall be available at the annual general meeting of the Company to answer questions regarding the Committee's activities and its responsibilities.

## **8. DUTIES**

- 8.1. The Committee shall be responsible for:

## **The Investment Adviser**

- 8.1.1. putting in place procedures by which the board regularly reviews the continued retention of the Investment Adviser's services;
- 8.1.2. recommending to the Board whether the continuing appointment of the Investment Adviser is in the best interests of the Company and shareholders and the reasons for this recommendation;
- 8.1.3. preparing a disclosure statement in accordance with rule 15.6.2 of the United Kingdom Listing Authority Listing Rules regarding the continuing appointment of the Investment Adviser on the terms agreed to be included within the Annual Report of the Company;
- 8.1.4. monitoring and reviewing the Investment Adviser's performance, for example, taking into account the following factors:
  - 8.1.4.1. investment performance (portfolio performance/risk profile);
  - 8.1.4.2. cashflow analysis (projections/capacity/treasury counterparty limits);
  - 8.1.4.3. marketing performance (demand/relationship maintenance); and
  - 8.1.4.4. communication/support (quality of board papers/contribution to meetings/compliance with terms of the Investment Advisory Agreement)
- 8.1.5. providing feedback to the Investment Adviser on its performance, and if necessary, suggesting changes/improvements.;
- 8.1.6. reviewing the terms of the Investment Advisory Agreement from time to time to ensure that the terms thereof conform with market and industry practice and remain in the interests of the Company's shareholders as a whole and making recommendations to the Board on any variation to the terms of the Investment Advisory Agreement which it considers necessary or desirable;
- 8.1.7. investigating any breaches of agreed investment limits and any deviation from the agreed investment policy and strategy;
- 8.1.8. reviewing the standard of any administrative services provided by the Investment Adviser
- 8.1.9. comparing the notice period within the Investment Advisory Agreement with industry norms; and

8.1.10. assessing the level of fees charged by the Investment Adviser and how these fees compare with those charged to peer group companies; and

8.1.11. considering any other issues on the appointment of the Investment Adviser.

#### **Other Service Providers**

8.1.12. where necessary, establishing procedures by which the providers, to whom services are delegated, should report back to the Board; and

8.1.13. establishing a structure for the regular review of these delegated services to ensure their continued competitiveness and effectiveness.

#### **Other**

8.1.14. giving due consideration to any applicable laws and regulation, including the provisions of the UK Corporate Governance Code and/or the AIC Code of Corporate Governance (as appropriate) and the requirements of the UKLA's Prospectus, Disclosure and Transparency Rules and any other applicable rules, as appropriate;

8.1.15. at least once a year, reviewing its own performance, constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval; and

8.1.16. reporting to the board on how it has discharged its responsibilities.