

International Oil and Gas Technology Limited (the “Company”)

TERMS OF REFERENCE - THE MANAGEMENT ENGAGEMENT COMMITTEE

In these Terms of Reference, the following terms shall have the following meanings:

- i. the “Board” shall mean the Board of Directors of the Company;
- ii. the “Committee” shall mean the Management Engagement Committee;
- iii. the “Investment Manager” shall mean Linton Capital LLP or its successors; and
- iv. the “Management Fee” shall mean the aggregate management fee payable by the Company to the Investment Manager.

1. Introduction

These Terms of Reference have been produced to identify and formalise the roles, tasks and responsibilities of the Committee for compliance with the UK guidance on corporate governance and to assist the Committee in achieving best practice in corporate governance for the Company.

2. Membership and attendance

- 2.1 The Committee shall be appointed by the Board from amongst the directors of the Company and shall be made up of at least three members, each of whom shall be an independent non-executive director of the Company.
- 2.2 The Board shall appoint a chairman of the Committee who shall be either the chairman of the Board or an independent non-executive director. In the absence of the Committee chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair any meeting of the Committee. The chairman of the Board shall not chair the Committee when it is dealing with the appointment of a successor to the chairmanship.
- 2.3 Subject to paragraph 2.4 below, only members of the Committee shall have the right to attend and vote at Committee meetings. However, other individuals such as principals from the Investment Manager and external advisers of the Company may be invited to attend for all or part of any meeting as and when appropriate.
- 2.4 No member of the Committee shall be entitled to vote on any matter where a conflict of interest may arise. No member of the Committee who is a person connected to the Investment Manager or any other person whose terms of appointment or engagement are reviewed or considered by the Committee, shall be entitled to vote on any matter relating to that person.
- 2.5 Members of the Committee shall be appointed by the Board for a period of three years. That appointment may then be extended by a further three years, and thereafter for another period of three years, subject to a maximum term of nine years, and provided that the majority of Committee members continue to be independent.

3. Secretary

- 3.1 The Company Secretary or its nominee shall act as the secretary of the Committee (“Secretary”).
- 3.2 The Secretary shall also act as a co-ordinating intermediary between the Board and the Committee.

International Oil and Gas Technology Limited (the “Company”)

TERMS OF REFERENCE - THE MANAGEMENT ENGAGEMENT COMMITTEE

4. Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive 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.

5. Frequency of meetings

The Committee shall meet at least once a year and at any other times as the chairman of the Committee shall require. Meetings should be organised so that attendance is maximised.

6. Notice of meetings and proceedings at meetings

6.1 Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

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, any other person required to attend, if applicable, and all other non-executive directors of the Company, no fewer than five working days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6.3 Meetings of the Committee may be conducted when the members are physically present in Guernsey or outside the UK or Canada, or in the form of either video or audio conferences provided that the members are physically present outside the UK or Canada.

7. Minutes of meetings

7.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings (including the names of those present and in attendance).

7.2 The Committee should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and have them minuted accordingly.

7.3 Minutes of Committee meetings shall be circulated to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interests exists.

8. Annual General Meeting

The chairman of the Committee (or in his absence another member of the Committee) shall attend the Company’s Annual General Meeting prepared to respond to any shareholder questions on the Committee’s activities.

9. Duties

9.1 The Committee shall:

9.1.1 regularly review the terms of engagement and continued retention of the Investment Manager and any other service providers and make any recommendation for change;

9.1.2 regularly review the level of fees and other remuneration payable to the Investment Manager and other service providers and make recommendations to the Board;

International Oil and Gas Technology Limited (the “Company”)

TERMS OF REFERENCE - THE MANAGEMENT ENGAGEMENT COMMITTEE

- 9.1.3 keep under review the contract notice period of the Investment Manager and other service providers;
- 9.1.4 monitor and evaluate the performance of the Investment Manager and other service providers and, if necessary, provide appropriate guidance;
- 9.1.5 consider the level of the Management Fee and ensure that the basis of payment of the Management Fee does not encourage excessive risk;
- 9.1.6 consider the merit of obtaining, on a regular basis, an independent appraisal of the services of the Investment Manager and other service providers; and
- 9.1.7 ensure that the interests of shareholders are considered in relation to all of the above.

10. Reporting responsibilities

- 10.1 The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall make a statement in the annual report about its activities.
- 10.4 The Committee shall make available to shareholders these Terms of Reference on written request.

11. Other matters

- 11.1 The Committee shall, at least once a year, review its own performance, constitution and these Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- 11.2 The Committee shall consider any relevant guidelines when recommending any changes to these Terms of Reference.

12. Authority

- 12.1 The Committee is authorised by the Board to seek any information it requires from the Investment Manager, any service providers and, if applicable, any employee of the Company in order to perform its duties.
- 12.2 In connection with its duties, the Committee is authorised by the Board to:
 - (a) seek legal or other professional advice;
 - (b) commission any reports or surveys that it deems necessary to help fulfil its obligations; and
 - (c) secure the attendance of external advisers at its meetings,all at the Company’s expense.

13. Procedure

Subject to the constitutional documents of the Company, the Committee shall determine its own procedures.

APPROVED BY THE BOARD on 25 May 2012