

Invesco Asia Trust plc

Schedule of Matters Reserved for the Board (March 2019)

1. Objective

- 1.1 The Board's role is to provide leadership of the Company within the framework of prudent and effective controls which enable risk to be assessed and managed.
- 1.2 The Board sets the Company's strategic aims, ensures that the necessary financial and human resources are in place for the Company to meet its objectives and reviews the performance of the Investment Management Company.
- 1.3 The Board sets the Company's values and standards and ensures that its obligations to its shareholders and others are understood and met.
- 1.4 The Board will constructively challenge and help develop proposals on strategy, scrutinise the performance of the investment managers in meeting agreed goals and objectives and monitor the reporting of performance. The Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible and must take all decisions objectively in the interests of the Company.
- 1.5 All Directors must take decisions objectively and act in accordance with the provisions of the Companies Act 2006 and the general duties of directors specified therein: -
 - i) to act within powers;
 - ii) to promote the success of the Company;
 - iii) to exercise independent judgement;
 - iv) to exercise reasonable care, skill and diligence;
 - v) to avoid conflicts of interest;
 - vi) not to accept benefits from third parties; and
 - vii) to declare any interest in a proposed transaction or arrangement.
- 1.6 Non-executive Directors should constructively challenge and help develop proposals on strategy, scrutinise the performance of the investment management company in meetings, agree goals and objectives and monitor the reporting of performance. They should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.

2. Authority

The Directors are authorised under the Companies Acts and the Articles of the Company to:

- Seek any information they may require from:
 - the Manager's Compliance and Internal Audit personnel;
 - the Manager's Specialist Funds Division;
 - any other relevant person within the Invesco Group;
 - external parties, including auditor, depositary, broker, registrar, lawyer, custodian and third party service providers.

- Obtain outside legal or other professional advice to a level of £10,000 having first consulted the Chairman.
- Seek the attendance of any relevant persons from the Invesco Group at meetings as appropriate.

3. Meetings

- 3.1 A quorum for any meeting will be two members.
- 3.2 The Board may invite such other persons, internal or external, to attend its meetings, as it deems necessary.
- 3.3 Meetings of the Board shall be summoned by the Secretary at the request of the Chairman or of a Director.
- 3.4 Meetings shall be held not less than four times a year. Further meetings may be convened as required. Notices of meetings will normally be issued at least five working days in advance.
- 3.5 In accordance with the Articles of Association, a Director shall be treated as present in person at a meeting of the Board if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another.
- 3.6 The proceedings of all meetings will be minuted. Draft minutes will be sent to the Chairman within 10 working days of the meeting to which they refer and, following approval by the Chairman, to all Directors.

The Board of Directors has ultimate responsibility for:

4. Strategy and Management

- 4.1 Having responsibility for the overall investment management of the Company.
- 4.2 Approving the Company's long-term objectives and strategy.
- 4.3 Approving the annual operating budgets and any material changes to them.
- 4.4 Overseeing the Company's operations and ensuring:
 - competent and prudent investment management;
 - sound planning;
 - an adequate system of internal control;
 - adequate accounting and other records; and
 - compliance with statutory and regulatory obligations.
- 4.5 Reviewing performance in the light of the Company's strategy, investment objectives and policy, financials and ensuring that any necessary corrective action is taken.
- 4.6 Appointing or removing the Investment Managers.
- 4.7 Reviewing the management contract with regard to any adjustment deemed necessary.
- 4.8 Reviewing the terms of the Manager's investment management fee, if applicable.

- 4.9 Developing and presenting any resolution to be put to shareholders at a general meeting (considering the rules laid down in the Company's Articles of Association).

5. Investment Management

- 5.1 Agreeing a policy with the investment manager regarding voting and corporate governance issues in respect of holdings in the Company's portfolio.
- 5.2 Defining the scope of the investment manager's responsibilities, including the principal operating issues (such as the methodology for performance benchmarking, hedging, gearing, share buy-backs and issuance) and agreeing the procedure for the investment manager to report back to the Board.
- 5.3 Identifying any circumstances in which the investment manager should refer to the Board for approval before undertaking transactions.
- 5.4 Agreeing that the investment manager inform the Board of any conflicts surrounding share trades and votes.
- 5.5 Agreeing a policy on whether the investment manager should be permitted to carry out commission sharing.
- 5.6 Changing the investment policy guidelines for the investment manager.

6. Structure and Capital

- 6.1 Changing the Company's capital structure including reduction of capital, share issues, share buy-backs (including the use of treasury shares).
- 6.2 Approving any policies relating to discount management policy, share buy-backs, share issuance.
- 6.3 Changing the Company's corporate structure, seeking shareholders' consent as appropriate.
- 6.4 Changing the Company's listing or its status as a plc, seeking shareholders' consent as appropriate.

7. Financial Reporting and Controls

- 7.1 Approving the Annual Financial Report and Half-Yearly Financial Report announcements.
- 7.2 Approving the Annual Financial Report and the Half-Yearly Financial Report.
- 7.3 Approving the dividend policy.
- 7.4 Declaring any interim dividends and recommendation of any final dividend.
- 7.5 Approving any significant changes in accounting policies or practices.
- 7.6 Approving any changes to the capital: revenue apportionment of expenses.
- 7.7 Approving any treasury policies (including borrowing parameters, foreign currency exposure and the use of financial derivatives).

8. Internal Controls and Risk Management

- 8.1 Through the Audit Committee, ensuring the maintenance of a sound system of internal control and risk management including:
- receiving reports on, and reviewing the effectiveness of, the Company's risk and control processes to support its strategy and objectives;
 - undertaking an annual assessment of these processes; and
 - approving an appropriate statement for inclusion in the annual financial report.

9. Contracts

- 9.1 Approving contracts which are materially, strategically or by reason of size, entered into by the Company in the ordinary course of business, for example bank borrowings.
- 9.2 Approving contracts of the Company not in the ordinary course of business, for example loans and repayments; foreign currency transactions other than those permitted in the standard guidelines; major acquisitions or disposals.
- 9.3 Approving major investments (including the acquisition or disposal of interests of more than 5 per cent in the voting shares of any company or the making of any takeover offer).

10. Communication

- 10.1 Approving resolutions and corresponding documentation (Annual Financial Report) to be put forward to shareholders at a general meeting.
- 10.2 Approving all Company circulars and listing particulars (approval of routine documents may be delegated to a Committee of the Board).

11. Board Membership and other Appointments

- 11.1 Changes to the size and composition of the Board.
- 11.2 Ensuring sufficient succession planning for the Board.
- 11.3 Appointment to the Board, taking into consideration the recommendations of the Nomination Committee.
- 11.4 Selecting a Chairman of the Board.
- 11.5 Appointing a Senior Independent Director, if deemed appropriate.
- 11.6 Membership and Chairmanship of all Board Committees.
- 11.7 Continuation in office of Directors at the end of their term of office, when they are due to be re-elected by shareholders at the AGM and otherwise as appropriate.
- 11.8 Continuation in office of any Director at any time, including the suspension or termination of service of any executive Director as an employee.
- 11.9 Appointing or removing the Company Secretary.

11.10 Appointing, reappointing or removal of the external Auditor to be put to shareholders for approval following the recommendations of the Audit Committee.

12. Remuneration

12.1 Through the Remuneration Committee, determining the remuneration of the non-executive Directors, subject to the articles of association and shareholder approval as appropriate.

12.2 In determining such policy, taking into account all factors which are deemed necessary in order to ensure that members of the Board are provided with appropriate compensation and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company, also taking into account committee memberships.

12.3 Approving the remuneration policy and the remuneration report for inclusion in the annual report.

12.4 Recommend to shareholders the appointment or removal of the auditors (following any recommendations of the Audit Committee).

13. Delegation of Authority

13.1 Approving the terms of reference of Board committees.

13.2 Receiving reports from Board committees on their activities.

14. Corporate Governance Matters

14.1 Undertaking a formal and rigorous review (as and when appropriate) of its own performance, that of its committees and individual Directors, the Manager and the Company Secretary.

14.2 Determining the independence of Directors.

14.3 Reviewing the Company's overall corporate governance arrangements.

14.4 Receiving reports on the views of the Company's shareholders.

14.5 Considering the interests of shareholders.

14.6 Considering and authorising (if appropriate) direct or indirect interests of Directors that conflict, or possibly may conflict, with the interests of the Company.

15. Other

15.1 Making political donations.

15.2 Approving the appointment of the Company's principal professional advisers.

15.3 Prosecution, defence or settlement of litigation.

15.4 Approving overall levels of insurance for the Company including Directors' & Officers' liability insurance (and indemnification of Directors).

15.5 Approving this schedule of matters reserved for Board decisions.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its Committees.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Company.