

# Invesco Perpetual Select Trust plc

10 January 2008

Mr A.H. Clifton

Dear Alan

## **Letter of Appointment**

### **Appointment**

You have been appointed to the Board of Invesco Perpetual Select Trust plc ('the Company') on 10 January 2008 and your election will be approved by shareholders at the Company's AGM in 2008. Subject to the requirement for all Directors to retire periodically by rotation, your initial appointment will be for three years and may be renewed for a further three years at the time of the AGM if both you and the Board agree. Any Director serving on the Board for longer than nine years will be subject to annual re-election.

The Articles of Association and Directors' Tenure Policy adopted by the Company set out certain provisions relating to the termination of Directors' appointments, including provisions under which you will be required from time to time to retire at the AGMs of the Company. Any Director not re-elected at an AGM would obviously cease immediately to be a Director of the Company.

### **Role**

You have been appointed as a non-executive Director. As a member of the Board you will be responsible, with your fellow Directors, for the direction of the Company and for the monitoring of the performance of the Manager and the other suppliers of services to the Company. Furthermore, you should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible. As your duties are of an entirely non-executive nature, you have no individual authority to bind the Company, or any subsidiary, without specific Board or Board Committee approval.

In carrying out your duties as a non-executive Director of the Company you will comply with the Companies Act 2006 and by countersigning this letter you confirm that you are aware of your duties under the Companies Act 2006 and have understood these.

Registered Office: 30 Finsbury Square  
London EC2A 1AG  
Telephone 020 7065 4000  
Facsimile 020 7065 3166

Registered in England No 5916642  
An Investment company under Section 266 of  
the Companies Act 1985

You serve on our Audit Committee, which will meet at least twice a year, usually in January and July, and on the Management Engagement and Nomination Committees, which generally meet at the time of the clearance of the annual financial statements and/or as and when required.

### **Time Commitment**

Overall, we anticipate a time commitment of some 10 days per annum. This will include attendance at Board and Committee meetings, the AGM and meetings with the Managers and/or Shareholders, where necessary. In addition, you will be expected to devote appropriate time ahead of each meeting.

In accepting your appointment, you confirm that you are able to allocate sufficient time to meet the expectations of your role. My agreement or, in my absence, that of another Director should be sought before accepting additional commitments that might impact on the time you are able to provide to your role as a non-executive director of the Company.

### **Fees**

You will be entitled to an annual Director's fee of £18,500 per annum, payable quarterly in arrears, which is reviewed annually. The Company will, of course, reimburse you for any reasonable and properly documented expenses incurred in the performance of your duties.

### **Outside Interests**

It is accepted and acknowledged that you have business interests other than those of the Company and have declared any conflicts that are apparent at present. In the event that you become aware of any potential conflicts of interest, these should be disclosed to both myself and the Company Secretary as soon as apparent.

Please note that your appointment or resignation to or from the board of any publicly listed company must be notified to the Company Secretary as soon as possible, in order that a Stock Exchange announcement can be made.

### **Confidentiality**

All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties without prior clearance from me or, in my absence, another Director of the Company.

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Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of price sensitive information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from me or the Company Secretary.

## **Share Purchases and Sales**

You will comply with the UK Listing Authority's Listing Rules (including the Model Code on directors' dealings in securities) and the Disclosure and Transparency Rules.

Please note that under the continuing obligations for listed companies you are required to seek approval for any share purchases or sales for yourself or related parties from myself as Chairman, whom failing, another of the non-executive Directors, before the deal is struck. The Company Secretary holds an authorisation form, which documents approval. You should notify the Company Secretary within 4 business days of any share purchase or sale. The Company Secretary is also under obligation to make an announcement to the market within 24 hours of a deal being notified to it and would therefore need to be informed of the details within that timescale.

It is important to note that, during a close period, ordinarily both yourself and related parties cannot purchase or sell shares. However, unless information exists to the contrary, the Company Secretary will announce, as a matter of course, at the start of each close period, that the Directors of the Company confirm their satisfaction that all inside information which the Directors and the Company have within the close period has been notified to a Regulated Information Service. This means that both yourself and third parties are permitted to purchase or sell shares during a close period as long as the UK Listing Authority's Listing Rules (including the Model Code on directors' dealings in securities) and the Disclosure and Transparency Rules is complied with.

## **Review Process**

The performance of individual Directors and the whole Board and its Committees is evaluated annually. If, in the interim, there are any matters which cause you concern about your role you should discuss them with me as soon as is appropriate.

## **Insurance**

The Company has directors' and officers' liability insurance and it is intended to maintain such cover for the full term of your appointment.

## **Independent Professional Advice**

Occasions may arise in which it will be necessary for you to seek professional advice from independent advisors about the performance of your duties, at the Company's

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expense. A provision has been agreed whereby advice can be taken up to a cost of £5,000 without recourse to the Board. This could, of course, be a little awkward and in that situation you might find it helpful to discuss the issue with one of your non-executive colleagues or myself, in advance, should you think it appropriate.

I trust that the foregoing accurately records the terms of your appointment and, if you agree, I shall be grateful if you will sign and return to me a copy of this letter which is enclosed for that purpose.

With kind regards,

Patrick Gifford  
Chairman

Confirmed

Alan Clifton

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