

**Fidelity Emerging Markets Ltd
(the “Company”)**

Terms of Reference of the Nomination Committee

1. Function

The Nomination Committee (the “Committee”) is appointed by the Board to ensure that the balance and effectiveness of the Company’s Board is regularly reviewed in a fair and thorough manner and to ensure that required skills and individuals are identified.

2. Duties

The Committee shall:

- a) regularly review the Board structure, size, composition, gender mix and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- b) assess the time commitments of the Board posts and ensure that each individual has sufficient time available to undertake their duties effectively;
- c) be responsible for identifying and nominating candidates for the approval of the Board to fill vacancies as and when they arise and to control the process of external recruitment, ensuring appropriate consideration of candidates from a wide range of backgrounds;
- d) evaluate the balance of skills, knowledge and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for each new appointment;
- e) for the appointment of a Chairman, prepare a job specification, including an assessment of the time commitment expected, recognising the need for availability in the event of crises;
- f) ensure that on appointment to the Board Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
- g) put in place plans for succession, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future;
- h) make recommendations to the Board for the continuation or cessation of service of Directors and review tenure of directors on a three year cycle;
- i) recommend whether Directors who are retiring in according to Listing Rules and Companies Act requirements should be put forward for re-election, taking into account the needs of continuity versus freshness of approach, particularly at the conclusion of the Director’s second term of office;
- j) make recommendations for details relating to the activities of the Committee to be included in the Company’s annual report;
- k) arrange to have the Committee’s terms of reference made available, explaining clearly its role and the authority delegated to it by the Board;

- l) Give due consideration to all relevant laws and regulations, the provisions of the Code and associated guidance, the requirements of the FCA's Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate. eEnsure compliance with the Companies (Guernsey) Law 2008.
- m) ensure that a periodic evaluation of the committee's own performance is carried out.
- n) at least annually, review the committee's constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

3. Membership

The Committee shall comprise all the Directors of the Company.

The Board shall appoint the Committee Chairman who shall be the Chairman of the Board, except when appointing his/her successor. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting who is qualified under these Terms of Reference.

The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two independent Directors.

5. Meetings

The Committee shall meet at least annually and at such other times as the Chairman of the Committee shall require. Meetings should be organised, when possible, to coincide with the year end Board meeting so that resolutions regarding the proposal of re-election of Directors at the next Annual General Meeting can be considered.

A meeting of the Committee may be called by any member of the Committee or the Secretary.

Notice of each meeting confirming date, time and venue, together with an agenda shall be circulated to Committee members at least five days prior to the date of the meeting.

The Secretary shall minute the meetings and circulate copies of the minutes to all members of the Committee unless a conflict of interest exists.

The Chairman of the Committee shall be available at the Annual General Meeting to respond to any shareholder questions on the Committee's activities.

6. Reporting requirements

- a) The committee chair shall report to the Board after each meeting on the nature and content of its discussion, recommendations and action to be taken.
- b) The committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is

needed, and adequate time should be made available for Board discussion when necessary.

The Committee should ensure that the Board discloses the following information in the Company's annual report:

- a) the identity of the Chairman and members of the Committee;
- b) an explanation of the terms of reference of the Committee, demonstrating the role and authority of the Committee;
- c) a statement detailing the activities and process used for appointments to the Board (including the data source), explaining the reasons why external recruitment consultants or open advertising were not used, if necessary;
- d) how Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the board and individual directors, the outcomes and actions taken, and how it has influenced or will influence board composition
- e) the number of Committee meetings held and members' attendance levels over the course of the year; and
- f) the reasons why a Director should be appointed by the shareholders at the forthcoming Annual General Meeting.

7. Authority

The Committee is authorised to employ the services of such outside advisers as it deems necessary to fulfil its responsibilities at the Company's expense.

Date last reviewed by the Board: 24 September 2024