

# Cboe Europe Index Advisory Committee

## Terms of Reference

### 1. CONSTITUTION & PURPOSE

- 1.1 The Cboe Europe Index Advisory Committee (the “**Committee**”) has been established to provide Cboe Europe with strategic advice in relation to the Cboe Europe Equity Benchmarks.
- 1.2 The Committee provides oversight and direction with respect to :
  - 1.2.1 proposed material changes to Cboe Europe Index Rules and Methodologies (“**Rules**”);
  - 1.2.2 the course of action that should be taken in respect of extraordinary corporate actions that are not already contemplated in the Rules; and
  - 1.2.3 The strategic development of the Cboe Europe Equity Benchmark business.
- 1.3 The Cboe Europe Regulatory Decisions Committee (“**RDC**”) has responsibility for monitoring Cboe Europe’s compliance with its regulatory obligations as a benchmark administrator. The Committee will have no formal governance or compliance responsibilities.

### 2. MEMBERSHIP

The Committee shall be appointed by Cboe Europe and will comprise individual market practitioners with the relevant experience and expertise. Members of the Committee will normally be appointed for periods of three years, up to a maximum of six years.

The Chairman of the Committee (the “**Chairman**”) shall be appointed by Cboe Europe for a period of three years, which may be extended for a further period of three years. In the absence of the Chairman, the Committee will select an alternate.

- 2.1 Only members, a nominated Cboe Europe senior executive and the Secretary have the right to attend Committee Meetings. Other staff members may be invited to attend as necessary. The

Chairman may allow non-members to attend or participate in all or part of any Committee Meeting.

### 3. COMMITTEE MEETINGS

To support the index review timetable for Cboe Europe Indices, the Committee will meet quarterly in March, June, September and December. The dates for these regular review meetings will be set to support the timetable detailed in the Rules and outlined below.

Changes to index constituents will be advised to the Committee following the analysis conducted on the Tuesday before the first Friday of the review month. The committee will meet to review these changes and provide any recommendations to RDC.

At or between scheduled meetings, the Committee may be asked to advise on other specific index related matters and events, e.g. proposed changes to the Rules or extraordinary corporate actions that are not covered by the Rules. The Committee's recommendations in such regard will be reviewed by RDC and then made public by Cboe Europe ahead of any changes taking effect.

The quorum for a Committee Meeting is at least three members except in emergency situations, for example where immediate action is required, in which cases the quorum for a Committee Meeting is at least two Members. Members can be present in person or by telephone/videoconference. A nominated Cboe Europe senior executive is also entitled to be present.

### 4. VOTING AT COMMITTEE MEETINGS

Each member shall have one vote which may be cast on matters considered at Committee meetings and votes can only be cast by members present (including by telephone or video conference) at the Committee meetings. Non-members do not have voting rights.

Any matter requiring a vote will be determined by a simple majority of those members present and voting. The Chairman shall have a casting vote.

Members shall not be able to vote in relation to any matter in which they have a direct or indirect personal interest unless agreed to by the Committee.

### 5. GENERAL MATTERS AND REPORTING

The Secretary of the Committee (the "**Secretary**") shall be appointed by Cboe Europe.

The Secretary (or their alternate) shall be responsible for preparing the agenda for Committee meetings in consultation with the Chairman and circulating the agenda and any papers to the members.

The Secretary (or their alternate) shall be responsible for the minutes and ensuring that any items requiring action are recorded.

The Committee's minutes will be shared with the RDC. The recommendations of the Committee will be taken into account but will not be binding upon Cboe Europe.

In performing their duties, the members shall act with integrity and exercise due care, skill and diligence.