

# **MSCI BMR OVERSIGHT COMMITTEE**

Terms of Reference

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**November 2022**

## General

MSCI uses a committee structure to provide overall oversight and governance for the design, calculation and maintenance of MSCI indexes as follows:

- Oversight as required by the EU benchmark regulation and any similar post-Brexit UK regulation (collectively, the “BMR”) is provided by the Oversight Committee (“OC”).
- A Risk and Regulatory Committee presides over operational and business risk and regulatory compliance matters.
- The Index Policy Committee (“IPC”) presides over major methodology developments and changes as well as market classification decisions, and is an escalation point for any index committee.
- An Index Committee presides over the development, review and interpretation of index methodologies and other matters described in the relevant terms of reference.

All of the committees are staffed solely by MSCI group company employees with extensive relevant experience. MSCI believes that its editorial and operational independence is critical to its objectivity, efficiency and avoiding conflicts of interest.

All committee members are expected to act with integrity as is required of all our employees according to our Code of Ethics and Business Conduct posted on [www.msci.com](http://www.msci.com).

All decisions taken by the committees are the responsibility of their members.

## Oversight Committee Terms of Reference

### Description

The OC provides independent oversight of all aspects of the governance of benchmark administration as required by the BMR.

While the OC is independent of the other governance committees, the OC may rely on reports provided by these committees to perform its responsibilities.

The OC has no authority to make specific index content decisions, which are the independent editorial responsibility of the IPC and relevant Index Committee.

These terms of reference are reviewed and approved by the MSCI group General Counsel annually.

## Responsibility

The key responsibilities of the OC include, but are not limited to, the following:

- Oversee the other governance committees to ensure their respective responsibilities are adequately performed.
- Make recommendations to relevant stakeholders based on reports and information provided by functional areas and other governance committees. Provide a summary report of any such recommendations to relevant members of Executive Committee, at least quarterly.
- Consider if it may request internal or commission external audits of relevant benchmark administration processes.
- Report to the national competent authority, as required by law.

## Composition

- The OC is comprised of at least three voting members from areas not directly involved in benchmark administration, such as MSCI's Government and Regulatory Affairs (GRA), Legal, Compliance, Internal Audit or IT Security departments, and non-voting representation with backgrounds and experience in research and data operations that can provide specific market knowledge and operational expertise for the relevant benchmark families.
- Membership of the OC is based on the members' experience and roles. Changes in membership or chairperson are proposed by the OC and approved by the MSCI group General Counsel.
- Membership shall be revoked for the following reasons:
  - The member notifies the committee of his or her decision to resign from the OC.
  - The member is no longer an employee of an MSCI group company or his or her role changes significantly.
  - The member does not fulfill or is not capable of fulfilling his or her responsibilities on the committee, including attendance at meetings.
- To allow the committee to operate effectively and have access to appropriate information in challenging decisions in the provision of equity, blended and fixed income benchmarks, all voting members of the OC and non-voting members representing the equity, blended and fixed income benchmarks are behind the MSCI Information Wall and subject to all associated MSCI compliance policies.

## Meetings

- Meetings are to be held at least quarterly and as needed and may be attended in person or by teleconference.
- The chairperson and at least one other voting member of the committee must be present at any meeting. Each voting member has one vote.
- In instances when an OC decision is required and scheduling an ad-hoc OC meeting is not possible, such decision may be reached via email communication.
- Decisions will be taken by simple majority of the voting members present at a meeting or voting by email.
- Members must disclose any potential conflict of interest before each agenda item and recuse themselves from any discussions where they have a conflict of interest. This will be recorded in the minutes.
- The committee may ask any personnel to attend or to present at the meeting. These attendees will not have voting rights.
- If discussion includes disclosure of price sensitive information, any participants, including non-voting members, who are not behind the MSCI Information Wall will be excused.
- The agendas for all the OC meetings contain the date, time, expected attendees and topics. Topics presented at the OC may have supporting documents.
- Generally, the minutes of all OC meetings contain the date, time, attendees, topics discussed and decisions made.
- The secretary will record minutes of each meeting, which will be retained for at least five years.

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