

COMMITTEE ROLE, PROCEDURES AND TERMS OF REFERENCE

1. Introduction

The Precious Metals Oversight Committee (PMOC) was established to oversee the administration of the LBMA Gold and Silver Prices. The committee's role was expanded at the end of the EU BMR transitional period when IBA became recognised by ESMA¹ and now covers the following responsibilities to:

- Assess, and where appropriate challenge, the decisions of IBA with regards to the provision of the LBMA Gold and Silver Prices;
- Address to the IBA Board all recommendations of the committee on oversight of the Benchmarks; and
- Record in its meeting minutes if the committee becomes aware that the IBA Board has acted or intends to act contrary to any recommendations resulting from a decision of the committee.

2. Background

The LBMA Gold Price and LBMA Silver Price are the global benchmark prices for unallocated gold and silver delivered in London. Producers, the investment community, banks and central banks, fabricators, jewellers, other consumers and market participants from around the globe use the benchmarks as reference prices.

The LBMA Gold Price and LBMA Silver Price benchmarks facilitate spot, monthly averaging, cash-settlement, location swaps, fixed for floating swaps, options and other derivative transactions important to price risk management.

IBA took responsibility for administering the LBMA Gold Price and the LBMA Silver Price in March 2015 and October 2017 respectively.

IBA hosts electronic auctions on the WebICE platform. The auctions are held on London business days at 10.30 and 15.00 for the LBMA Gold Price and at 12.00 for the LBMA Silver Price.

IBA has introduced a central clearing model for both LBMA Precious Metals Prices in order to minimise the work required for new Direct Participants in the auction and their associated risk, whilst allowing firms to settle bilaterally where both parties to the trade would prefer to do so.

3. Regulatory requirements

United Kingdom

IBA is authorised and regulated by the UK's Financial Conduct Authority (FCA).

The LBMA Gold Price and the LBMA Silver Price are Commodity benchmarks and therefore subject to the requirements set out in Annex II (Commodity Benchmarks) of the UK Benchmarks Regulation (BMR).

¹ In relation to the LBMA Gold Price (the LBMA Silver Price is currently out of scope of the EU BMR)

European Union

IBA is recognised under the EU Benchmarks Regulation (EU BMR) as a third country administrator in relation to the use of LBMA Gold Price by supervised entities located in the EU.

4. Membership and attendance**4.1 Committee composition**

Article 32(3) of the EU BMR requires IBA, by virtue of its recognition by ESMA as a third country administrator, to have a legal representative located in the EU to act on its behalf with regard to IBA's obligations under the EU BMR and to perform the oversight function with IBA relating to the LBMA Gold Price.

ICE Endex Markets B.V. (Endex) is IBA's legal representative for these purposes. Endex has appointed individuals to attend each Oversight Committee meeting.

The composition of the PMOC, other than Endex appointees, is set by IBA's Board on the recommendation of IBA's Nominating and Corporate Governance Committee (N&CGC) and includes a balanced representation of stakeholders including representation from the following stakeholder groups:

- supervised entities that use the benchmark;
- market infrastructure operators;
- auction participants; and
- independent members.

The N&CGC uses the [selection criteria](#) published on IBA's website to select committee members, including evaluation of potential committee members' expertise and skills. The N&CGC also considers whether candidates can meet the time commitments required, taking into account any role they have in other oversight function(s).

On the recommendation of the N&CGC, the IBA Board appoints a chair of the PMOC and may from time to time appoint an alternate or deputy chair of the committee.

The oversight requirements in Article 5 of the BMR apply to the Benchmarks together with the associated binding technical standards (TS).

The composition of the committee does not include any IBA Board members. However, in line with EU BMR RTS 2018 1637 Article 1 (6), Board members may be invited to attend meetings by the oversight function in a non-voting capacity.

There are currently no Observers on the PMOC but there is no reason in principle why one or more appropriate Observers may not be appointed to the committee in the future.

The right is reserved to the N&CGC to remove a committee member at its discretion where that committee deems such action to be in the overall interests of the functioning of the committee.

The names of committee members are available on IBA's [website](#).

4.2 *Terms of office of committee members*

The N&CGC decides the terms of office of PMOC committee members, taking into account the need to ensure appropriate continuity in membership over time. Generally, a committee member can serve for a maximum of nine consecutive years unless the IBA Board specifically approves an extended period of service for a committee member.

A committee member who does not attend three consecutive scheduled full meetings of the committee may be asked by IBA to resign from the committee. Any such decision shall be taken by the N&CGC.

4.3 *Alternates*

An alternate may attend occasional meetings on behalf of a committee member, subject to prior agreement of the chair before each such meeting. Committee members should not delegate routine attendance to an alternate.

4.4 *Sub-committees*

The PMOC may appoint sub-committees with such powers as the committee may from time to time confer within the scope of the committee's Terms of Reference.

The chair or committee shall determine the terms of reference of any sub-committee.

5. **Confidentiality**

The letters of appointment for members of the PMOC require adherence to strict confidentiality provisions.

Committee members are required to keep all materials provided to, discussions of and decisions of the committee confidential and shall not share them with any third party, including their employer or client, unless agreed in writing by the chair or IBA.

6. **Conflicts of interest**

In signing their letters of appointment to the PMOC, committee members confirm that they will:

- promptly declare to the committee chair or an IBA director any other appointments or arrangements that conflict or may conflict with being a committee member; and
- comply with IBA's policy on conflicts of interest.

Committee members must declare any private or professional interests that may result in a potential or actual conflict as soon as the conflict or potential conflict arises.

At the start of each committee meeting, the chair will ask those present (in person or by call) to declare any conflict arising from the agenda. In the event of a conflict of interest during a committee meeting, the committee member must declare the conflict immediately and excuse themselves from participating in the discussion of or decision making relating to such item(s). The committee member should confirm the conflict in writing to the chair as soon as possible after the meeting.

Where the chair believes that a committee member has a conflict that cannot be managed or adequately mitigated, the chair may ask a committee member to recuse him/herself from the meeting and, if the conflict is likely to persist, the chair will refer this to the N&CGC to consider whether the committee member should resign.

7. Meeting protocols

7.1 *Terms of Reference*

The authority of the committee is set out in the Terms of Reference herein. IBA and Endex jointly approve the PMOC Terms of Reference.

7.2 *Meeting frequency*

The PMOC usually meets four times each year. Further meetings occur, or actions are taken in writing, when deemed necessary or desirable by the committee or its chair.

Meetings are scheduled by IBA in the autumn for the forthcoming year. No less than two weeks' notice will generally be given of a proposed change in the date or time of any meeting.

Exceptionally, a meeting may be required as a matter of urgency without the requisite notice being given. Members of the committee may participate in PMOC meetings in person or by telephone / video conference.

7.3 *Meeting preparation*

In conjunction with the chair, IBA and Endex establish the agenda for each committee meeting.

Papers are generally circulated to committee members at least a week before the meeting unless a genuinely urgent matter arises; the determination as to whether a matter is genuinely urgent shall rest with the chair, after consultation with IBA and Endex if appropriate.

IBA provides the PMOC with documentation and data relevant to the committee's terms of reference.

IBA will respond positively to additional information requests from the committee provided that these are consistent with the committee's responsibilities and would not breach confidentiality obligations that IBA owes to auction participants.

In providing documentation and data to the committee, IBA gives due consideration to expected timings for each item. IBA seeks, in conjunction with the chair of the committee, to allocate sufficient time for discussion of topics.

7.4 *Meeting quorum*

The quorum is three committee members which must include a committee member from IBA's legal representative in the EU.

If a quorum is not present at the scheduled commencement time of a meeting of the PMOC, the meeting shall be adjourned for 15 minutes or such other time as the chair may deem appropriate in the circumstances.

If the quorum is not present following the adjournment, the committee members present may discuss matters but shall not move forward to any binding vote at the meeting. IBA may subsequently email all PMOC members with a request to vote electronically.

7.5 *Conduct of meetings and decision-making*

For the sake of efficiency of meetings, committee members are expected to have read the meeting materials and to be prepared for the committee discussion with, at most, the key points or questions requiring to be highlighted by the chair or IBA at the meeting.

Should there be a PMOC vote on any matter, each committee member shall have one vote and decisions of the committee shall be made by a simple majority. Should the numbers of votes cast for and against be equal, the chair of the committee may exercise a deciding vote.

Where the chair determines that a committee member has an actual or potential material conflict of interest on a particular matter, that committee member shall not be allowed to vote on that matter. Where the committee member from IBA's legal representative in the EU is subject to a conflict and is not allowed to vote on a particular matter, this circumstance alone shall not invalidate the quorum and the vote may take place without such committee member.

If the chair of the meeting has agreed that an alternate may attend, the alternate may vote in place of the appointed member.

7.6 *Minutes*

Within one week of a meeting of the PMOC, IBA draws up a list of actions from the meeting and shares this with the committee chair.

IBA aims to send draft minutes to committee members within 8 working days after the meeting, requesting comments within one week. IBA addresses any comments received, in consultation with the meeting chair as appropriate. Minutes of committee meetings are then shared with the FCA upon request and with ESMA.

The minutes are submitted to the committee for formal approval at its next meeting.

IBA circulates minutes of committee meetings to the Board of IBA.

Public (redacted or summary) minutes are published by IBA. The approval process is the same as for the full minutes.

7.7 *Resources*

The PMOC has no budgetary authority.

However, if the committee sees a need for additional resources (for example, for special counsel or other experts or consultants) to discharge its duties and responsibilities, the chair shall refer the request to the President of IBA or to the IBA Board as appropriate.

8. **Disputes**

The chair of the committee is expected to seek to achieve a consensus of views amongst Committee members.

Where this is not possible and a dispute cannot be resolved through discussion, the chair should take a formal vote on the matter in question. The chair may exercise a deciding vote.

The chair will seek to discuss a dispute with the management and chair of IBA. The chair will also inform the FCA and (in relation to the LBMA Gold Price) ESMA of the matter as appropriate.

9. **Review of the workings of the committee**

Unless agreed otherwise by the Board, the chair of the committee undertakes an annual review of the workings of the committee. IBA may arrange a review in a different manner, for example using external consultants.

The findings of the review are reported to the committee.

The findings are subsequently reported to the N&CGC together with an assessment as to whether there is appropriate representation, expertise and experience among the committee membership.

TERMS OF REFERENCE

The following are the responsibilities of the Precious Metals Oversight Committee:

1. Reviewing the definition, methodology and setting of the LBMA Gold Price and the LBMA Silver Price (together the LBMA Precious Metals Prices) at least annually;
2. In conducting reviews in accordance with Term 1, assessing the underlying market and the usage of the LBMA Precious Metals Prices;
3. Overseeing any changes to the benchmark methodology and requesting IBA to consult on proposed changes;
4. Reviewing updates of the LBMA Gold and Silver Price Benchmarks and the IBA Precious Metals Auction Rule Book;
5. Overseeing IBA's control framework insofar as it affects the LBMA Precious Metals Prices and the management and operation of those benchmarks;
6. Overseeing IBA's adherence to its Published Methodologies, including calculation and business continuity policies;
7. Overseeing any third party involved in the provision of the benchmark, including calculation or dissemination agents if applicable;
8. Assessing internal and external audits or reviews insofar as they affect the LBMA Precious Metals Prices and monitoring the implementation of identified remedial actions;
9. Reviewing and approving procedures for cessation of the benchmarks, including any consultation about a cessation;
10. Reporting to the FCA and (in relation to the LBMA Gold Price) ESMA any misconduct of which the oversight function becomes aware, including any anomalous or suspicious input data;
11. Considering existing or potential conflicts of interest and establishing whether they are material; and
12. Keeping these Terms of Reference of the Committee under regular review.

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