

JPMORGAN INCOME & CAPITAL TRUST PLC

Nomination Committee – Terms of Reference adopted on 29th April 2008

Reference to “the Committee” shall mean The Nomination Committee.

Reference to “the Board” shall mean The Board of Directors.

1. Nomination Committee

The Board has appointed a Committee to act as the Nomination Committee. The Committee shall be governed as follows:

2. Membership

2.1. The Committee shall be appointed by the Board and shall comprise the whole Board.

2.2. The Board shall normally appoint the Chairman of the Board to be the Committee Chairman . 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.

2.3. *Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.*

3. Secretary

3.1. The Company Secretary shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5. Frequency of Meetings

5.1. The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require. As a minimum, the Committee should meet prior to the approval of the annual report and accounts to consider whether or not directors retiring by rotation should stand for re-appointment at the next Annual General Meeting (AGM). Directors being considered should not be present for the discussion.

6. Notice of Meetings

6.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.

- 6.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee no fewer than 5 working days prior to the date of the meeting.

7. Minutes of Meetings

- 7.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, which shall be circulated to all members of the Board.

8. Annual General Meeting

- 8.1. The Chairman of the Committee shall attend the Annual General Meeting and be prepared to respond to any shareholder questions on the Committee's activities.

9. Duties

- 9.1. The Committee shall:

- 9.1.1. regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;

- 9.1.2. prepare a description of the role and capabilities required for a particular appointment;

- 9.1.3. be responsible for identifying, from a variety of sources including the possible use of search consultants, and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- 9.1.4. satisfy itself with regard to succession planning, that appropriate processes and plans are in place with regard to Board appointments;

- 9.1.5. assess and articulate the time needed to fulfil the roles of Chairman and non executive director;

- 9.1.6. ensure on appointment that a candidate has sufficient time to undertake the role, and if applicable, review his commitments and training.

- 9.1.7. ensure that the Secretary on behalf of the Board writes formally to any appointees, detailing the role and proposing an induction plan.

- 9.2. It shall also make recommendations to the Board:

- 9.2.1. with regard to the Chairman, having assessed at least every three years whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;

- 9.2.2. as regards the re-appointment of any non-executive director at the conclusion of his or her specified term of office; especially when they have concluded their second term;
- 9.2.3. concerning the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's Articles of Association;
- 9.2.4. concerning any matters relating to the continuation in office as a director of any director at any time;
- 9.2.5. detailing items that should be published in the Company's Annual Report relating to the activities of the Committee.

10. Authority

- 10.1. The Committee is authorised by the Board to investigate any activity within its terms of reference and to seek any information it requires. JPMAM and its employees shall co-operate with any request made by the Committee.
- 10.2. The Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference. However, prior to doing this the Committee should consult with the Chairman of the Board to agree fee levels.