

**Aberdeen Income Credit Strategies Fund (“ACP”)
(the “Fund”)**

NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE & SCOPE

The Fund has established a Nominating and Corporate Governance Committee (the “Committee”) to promote the effective participation of qualified individuals on the Board of Trustees (the “Board”), committees of the Board, and as executive officers of the Fund, and to review, evaluate and enhance the effectiveness of the Board in its role in governing the Fund and overseeing the management of the Fund so that the interests of shareholders in the Fund are well-served.

- In pursuit of this purpose, the scope of the Committee’s responsibilities shall include:
- the nomination of new Trustees.
 - the coordination of the annual self-assessment of the performance of the Board and the Fund’s committee structure.

MEMBERSHIP

(a) The Committee for the Fund shall consist of at least three of the Trustees who are not “interested persons” of the Fund, as defined in the Investment Company Act of 1940, as amended (the “1940 Act”) (“independent directors”), and, if applicable, "independent" as such term is defined by the listing standards of the principal national securities exchange upon which the Fund's shares are listed.

(b) The Committee shall appoint its Chairperson by a majority vote of its members.

(c) The additional compensation, if any, of the Committee members and Chairperson shall be as determined by the Board.

NOMINATION POLICY AND RESPONSIBILITIES

(a) The Committee shall make nominations for trustees and officers of the Fund and submit such nominations to the full Board. The Committee shall evaluate candidates’ qualifications for such positions, and, in the case of candidates for independent director positions, their independence from the Fund’s investment manager, investment adviser, sub-adviser, as the case may be, other principal service providers and significant shareholders.

(b) In nominating candidates, the Committee will seek to identify candidates who can bring to the Board the skills, experience and judgment necessary to address the issues trustees of investment companies, and the Fund in particular, may confront in fulfilling their duties to fund shareholders. The Committee may, in its discretion, establish specific, minimum qualifications (including skills) that must be met by Committee-nominated or shareholder-nominated candidates. The Committee may take into account a wide variety of factors in considering prospective trustee candidates, which may include (but are not limited to): (i) availability (including availability to attend to Board business on short notice) and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board; (ii) relevant industry and related experience; (iii) educational background; (iv) reputation; (v) financial expertise; (vi) the candidate’s ability, judgment and expertise; (vii) overall diversity of the Board’s composition; and (viii) commitment to the representation of the interests of the Fund and its shareholders.

(c) Persons selected as independent directors/trustees must not be “interested persons” of the Fund as that term is defined in the 1940 Act. The Committee shall also consider the effect of any

relationships beyond those delineated in the 1940 Act that might impair independence, *e.g.* business, financial or family relationships with the Investment Adviser or Sub-Adviser or their affiliates.

(d) While the Committee has not adopted a particular definition of diversity or a particular policy with regard to the consideration of diversity in identifying candidates, when considering a candidate's and the Board's diversity, the Committee generally considers the manner in which each candidate's leadership, independence, interpersonal skills, financial acumen, integrity and professional ethics, educational and professional background, prior director or executive experience, industry knowledge, business judgment and specific experiences or expertise would compliment or benefit the Board and, as a whole, contribute to the ability of the Board to oversee the Fund. The Committee may also consider other factors or attributes as they may determine appropriate in their judgment. The Committee believes that the significance of each candidate's background, experience, qualifications, attributes or skills must be considered in the context of the Board as a whole.

(e) The Committee shall evaluate the participation and contribution of each director coming to the end of his or her term before deciding whether to recommend re-election. The Committee may seek the views of other directors to assist it in this evaluation.

(f) The Committee will consider potential director candidates, if any, recommended by shareholders, provided that the proposed candidates (i) satisfy any minimum qualifications of the Fund for its trustees and (ii) are not "interested persons" of the Fund, as that term is defined in the 1940 Act.

(h) The Committee is empowered to establish such procedures and eligibility requirements for shareholder submission of nominee candidates as the Committee deems appropriate, in addition to such procedures and requirements as are set forth above and in the Fund's bylaws.

(i) The Committee may identify prospective trustees from any reasonable source, including, but not limited to, consultation with third-party director search services, and may pay for such search services from the assets of the Fund.

(j) It shall be in the Committee's sole discretion as to whether or not to nominate a candidate for membership on the Board.

ADDITIONAL AUTHORITY AND RESPONSIBILITIES

(a) The Committee shall be responsible for and implement an annual self-assessment of the performance of the Board and the committees of the Board, including a consideration of the appropriateness of the committee structure and the number of Funds the Board members oversee.

(b) The Committee shall have the authority to investigate any matter brought to its attention within the scope of its duties, and shall have the authority to meet with the compliance personnel of management as the Committee deems appropriate in connection with the performance of its responsibilities.

(c) The Committee shall have the authority to delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

(d) The Committee shall periodically review the amount of compensation to be paid by the Fund to Trustees for their service as members of the Board and as members of committees, and shall recommend any appropriate changes to the Board as a group.

(e) So long as the Fund relies on any of Rule 10f-3, Rule 12b-1, Rule 15a-4(b)(2), Rule 17a-7, Rule 17d-1(d)(7), Rule 17e-1, Rule 17g-1(j), Rule 18f-3 or Rule 23c-3, (i) a majority of the trustees of the Fund shall be independent directors, (ii) the selection and nomination of any other independent trustees shall be committed to the discretion of the existing independent directors, and (iii) any person who acts as counsel to the independent directors shall be “independent legal counsel” as defined in the rules under the 1940 Act.

(f) The Committee shall periodically review issues related to the succession of officers of the Fund.

(g) The Committee shall have any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of the Board members or any Committee members.

(h) The Committee shall be responsible for the analyses of the appropriateness of establishing minimum shareholding levels, if any, for Trustees.

(i) The Committee shall make nominations for membership on all committees of the Board and shall review committee assignments as necessary.

CORPORATE GOVERNANCE FUNCTION

The Committee shall review, discuss, and make recommendations to the Board relating to those issues that pertain to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing the management of the Fund. These may include, but are not limited to, issues relating to:

(a) Composition of the Board, including:

- the size of the Board and the qualifications and representative areas of expertise;
- years of service on the Board; and
- retirement policies relating to members of the Board.

(b) Members of the Board, including:

- guidelines relating to ownership by members of the Board of shares of the Fund;
- continuing education of members of the Board; and
- identification of best practices for members of the Board.

(c) Meetings of the Board, including:

- coordination with the Chairman of the Board in developing the agenda for the meetings of the Board;
- frequency of meetings of the Board;
- Board meeting attendance policies.

(d) The role of the Independent Trustees, including:

- ability of independent members of the Board to act and function independently of management;
- responsibilities pursuant to statutory and regulatory requirements; and
- periodic review of the Independent Trustee Compliance Manual and periodic review of governance policies adopted by the Board.

(e) The role of the committees of the Board, including:

- scope of the responsibilities of the committees; and
- whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized.

- (f) The relationship between the Board and management, including:
- oversight of management;
 - communication with management; and
 - coordination with management in ensuring that management has developed an appropriate plan to deal with potential crisis management situations.
- (g) Board self-evaluation.
- The Committee may confer with the Board, and with independent consultants, in connection with the foregoing, and shall make recommendations for any action to the full Board. The Committee may pay for the services of such independent consultants from the assets of the Fund.

PROCEDURAL MATTERS

- (a) The Committee shall meet as deemed necessary or appropriate to carry out its nominating function, and at such other time or times as the Committee or Board may determine appropriate or necessary, and is empowered to hold special meetings as circumstances require.
- (b) The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Fund, and the Committee shall report to the Board on its meetings.
- (c) The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- (d) The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to: (i) engage and compensate independent legal counsel and other experts or consultants at the expense of the Fund; and (ii) determine and request appropriate funding from the Fund to cover the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Dated: December 12, 2017