

**TERMS OF REFERENCE OF THE  
NOMINATION AND REMUNERATION COMMITTEE (The "Committee") OF  
THE BOARD OF DIRECTORS (The "Board") OF  
DUNEDIN INCOME GROWTH INVESTMENT TRUST PLC (the "Company")**

**Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Nomination and Remuneration Committee.

**Membership**

The Committee shall be drawn from the Board of the Company and shall include a minimum of three independent Directors. The chairman of the Committee shall be appointed by the Board and, prior to making the appointment, the Board should satisfy itself that the appointee has relevant experience and understanding of the Company.

**Meetings**

The Committee shall meet at least once a year. A quorum shall be any two members including the chairman of the Committee or the chairman's nominated delegate.

The Committee shall:

**Responsibilities**

1. Review regularly the Board structure, size, composition and age profile, as well as the balance of knowledge, experience and skill range, with due regard to the Board's policy on diversity.
2. Prepare a statement for the Annual Report about its activities, which should include:

Nomination Matters

- the process used in relation to appointments, its approach to succession planning and how both support developing a diverse pipeline;
- how the Board evaluation has been conducted, the nature and extent of an external evaluator's contact with the Board and individual Directors, the outcomes and actions taken, and how it has or will influence Board composition;
- the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives; and
- the gender balance of the Board.

Remuneration Matters

- a description of the work of the Committee.

3. Annually review the Directors' Remuneration Policy and Implementation Report. (Note Directors' Remuneration Policy approved by shareholders every three years, next at the 2020 AGM).

### **New Appointments**

4. Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
5. Ensure the provision of an induction programme for new Directors.

### **Succession Planning**

6. Be responsible for identifying and nominating in a timely manner candidates for the approval of the Board to fill Board vacancies as and when they arise, including whether open advertising and/or an external search consultancy should be used.
7. Put in place plans for succession for the Chairman and other Committees.
8. In respect of Directors who are retiring by rotation or whose term of appointment is due to expire, make recommendations to the Board as to their suitability for re-election or re-appointment.

### **Performance Evaluation**

9. Approve the process for the annual evaluation of the Board, its Committees and individual Directors.
10. Assess and recommend which Directors are independent or not independent for approval by the Board and for disclosure in the Annual Report.
11. Review annually the time required for Directors to perform their duties and assess whether the Directors are spending enough time to fulfil these duties.
12. Monitor the professional development and training needs of the Directors.
13. Consider the need for a regular externally facilitated Board evaluation. An external Board evaluation review will be conducted at least every three years (next review due November 2021).

### **Remuneration**

14. Review annually the Directors' Remuneration Policy and the level of Directors' fees, including the Chairman.
15. Consider the need to appoint external remuneration consultants.

### **Reporting**

The minutes of each meeting of the Committee shall be circulated to all members of the Committee and made available to all Directors. Reports shall be made to the Board as appropriate.

### **General Powers**

The Committee is empowered to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

Last reviewed 3 December 2020