

Aberdeen Diversified Income and Growth Trust PLC

Nomination Committee

Terms of Reference

Adopted 17 September 2021

1. Membership

- 1.1 The Nomination Committee (the "Committee") shall comprise at least three members all of whom shall be independent non-executive directors.
- 1.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as representatives of the Manager and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- 1.3 The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.

2. Secretary

The Company Secretary or his or her nominee shall act as the secretary of the Committee.

3. 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.

4. Meetings

The Committee shall meet at least once a year and otherwise as required.

5. Notice of meetings

- 5.1 Meetings of the Committee shall be called by the Company at the request of the Committee Chairman.
- 5.2 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, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

6. Annual general meeting

The Committee Chairman should attend the Company's Annual General Meeting to answer any shareholder questions on the Committee's activities.

7. Duties

The Committee shall:

- 7.1 be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- 7.2 seek to engage an independent consultancy to assist with the selection of candidates;
- 7.3 before making an appointment, evaluate the diversity of, as well as the balance of skills, knowledge and experience on, the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment;

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- 7.4 review annually the time required from a non-executive Director with particular regard to their other appointments, both public and non-public. Performance evaluation should be used to assess whether the non-executive Director is spending enough time to fulfil their duties;
- 7.5 consider candidates from a wide range of backgrounds;
- 7.6 give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future;
- 7.7 regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes;
- 7.8 keep under review the leadership needs of the Company, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 7.9 pursue a policy whereby no Director, including the Chairman of the Board, shall serve for longer than the ninth AGM after the date of their initial date of appointment as a Director, unless in relation to exceptional circumstances;
- 7.10 make a statement in the Annual Report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance of members over the course of the year;
- 7.11 make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
- 7.12 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.

8. Reporting responsibilities

- 8.1 The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 8.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed, including but not limited to in relation to the following matters:
 - 8.2.1 plans for succession;
 - 8.2.2 as regards the re-appointment of any non-executive Director at the conclusion of their specified term of office;
 - 8.2.3 concerning the annual re-election by shareholders of any Director, the reasons for their re-election with reference to their contribution to the Company;
 - 8.2.4 concerning any matters relating to the continuation in office of any Director at any time; and;
 - 8.2.5 concerning the appointment of any Director to other office (e.g. Chairman of the Audit Committee) other than to the positions of chairman and chief executive, the recommendation for which would be considered at a meeting of the Board.

9. Other matters

The Committee shall

- 9.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required
- 9.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

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- 9.3 give due consideration to laws and regulations, the provisions of the latest UK Code on Corporate Governance and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable Rules, as appropriate
- 9.4 arrange for periodic reviews of its own performance including consideration of engagement of external facilitators if required and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

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.