

JPMORGAN ASIAN INVESTMENT TRUST PLC

Nomination Committee – Terms of Reference

(approved 21st October 2016)

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

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

1. Nomination Committee

It was resolved that a Committee of the Board to be known as the Nomination Committee be and is hereby constituted. The Committee shall be governed as follows:

2. Membership

2.1. The Committee shall be appointed by the Board amongst the Directors of the Company and shall consist of a Chairman and at least two other Directors.

2.2. The Board shall appoint the Committee Chairman who may be the Chairman of the Board. 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.

3. Secretary

The Company Secretary or their nominee shall act as the Secretary of the Committee.

4. Quorum

The quorum necessary for the transaction of business shall be two members. 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

The Committee shall meet not less than once a year and at such other times as the Chairman of the Committee shall require. (It is recommended that, as a minimum, the Committee meet prior to the approval of the annual report and accounts to consider whether or not Directors retiring by rotation or reaching a pre-determined age limit should stand for re-election at the next Annual General Meeting).

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 no fewer than 5 working days prior to the date of the meeting.

7. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions of all Committee meetings, which shall be circulated to all Directors.

8. Annual General Meeting

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 role of Chairman and Director and undertake an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties, and also to review their contribution to the work of the Board and the breadth of experience of the board as a whole.

- 9.1.6. ensure prior to 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 has formally written 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 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 Directors at the conclusion of their 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 of any Director at any time;
 - 9.2.5. detailing items that should be published in the Company's Annual Report & Accounts relating to the activities of the Committee.

10. Directors' Fees

To consider Directors' Fees on an annual basis, or as and when required, for a recommendation to be put to the Board. This can be done with reference, for example, to research conducted by JPMAM on competitor trusts and on its other managed trusts, as well as to any available independent research.

11. 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. However, prior to doing this the Committee should consult with the Chairman of the Board to agree limits on costs.