

**JPMorgan Global Convertibles Income Fund Limited**  
**(the ‘Company’)**

**Remuneration and Nomination Committee – Terms of Reference**

Adopted on 18th September 2013

(Amended 14 May 2015)

**1. Purpose**

The Remuneration and Nomination Committee (the ‘Committee’) is a committee of the Board, established to:

- 1.1 review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes that are deemed necessary;
- 1.2 consider Directors’ fees on an annual basis, or as and when required, for a recommendation to be put to the Board; and
- 1.3 deal with any other related matters.

**2. Membership and Quorum**

- 2.1. The Committee shall be appointed by the Board amongst the independent Directors of the Company and shall comprise a Chairman and at least two other Directors.
- 2.2. The Board shall appoint a Committee Chairman who could 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.
- 2.3. If a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another Director of the Company to serve as an alternate member.
- 2.4. Care should be taken to minimise the risk of any conflict of interest that might be seen to give rise to an unacceptable influence.
- 2.5. The quorum necessary for the transaction of business shall be two Committee 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.

**3. Secretary**

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

**4. Frequency of Meetings**

- 4.1. 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 meets prior to the approval of the annual financial statements to consider whether or not

Directors retiring by rotation should stand for reappointment at the next Annual General Meeting). Directors being considered will not be present while their own nomination is being discussed.

## **5. Notice of Meetings**

- 5.1. Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee.
- 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 no fewer than 5 working days prior to the date of the meeting.

## **6. Minutes of Meetings**

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

## **7. Annual General Meeting**

- 7.1. 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.

## **8. Responsibilities**

- 8.1. The Committee is responsible for:
  - 8.1.1. regularly reviewing the structure, size and composition of the Board, having regard to the balance of skills, experience, independence, knowledge and leadership needs of the Company, and making recommendations to the Board with regard to any changes that are deemed necessary;
  - 8.1.2. preparing a description of the role and capabilities required for a particular appointment;
  - 8.1.3. reviewing the Board's policy on diversity, including gender, any measurable objectives that the Board has set for implementing the policy and progress on achieving the objectives;
  - 8.1.4. 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;
  - 8.1.5. satisfying itself with regard to succession planning, that appropriate processes and plans are in place with regard to Board appointments;
  - 8.1.6. assessing the time needed to fulfill the roles of Chairman and non executive Director, and undertaking an annual performance evaluation to ensure that all the members of the Board have devoted sufficient time to their duties, and also to reviewing their contribution to the work of the Board and the breadth of experience of the Board as a whole;
  - 8.1.7. ensuring on appointment that a candidate has sufficient time to undertake the role and, if applicable, reviewing his commitments and training;

- 8.1.8. ensuring that the Secretary on behalf of the Board has formally written to any appointees, detailing the role and proposing an induction plan; and
- 8.1.9. reviewing, on an annual basis, its own performance and terms of reference.
- 8.2. It shall also make recommendations to the Board:
  - 8.2.1. with regard to the Chairman, having assessed on an annual basis, whether the present incumbent shall continue in post, taking into account the needs of continuity versus freshness of approach;
  - 8.2.2. concerning any matters relating to the continuation in office as a Director of any Director at any time;
  - 8.2.3. concerning the reappointment by shareholders of each Director;
  - 8.2.4. describing the findings of an annual performance evaluation to establish whether all its members have devoted sufficient time and contributed adequately to the work of the Board; and
  - 8.2.5. detailing items that should be published in the Company's annual financial statements relating to the activities of the Committee.

## **9. Directors' Fees**

- 9.1. To consider Directors' fees on an annual basis, or as and when required, for a recommendation to be put to the Board.
- 9.2. This can be done with reference, for example, to research conducted by the Manager (JPMorgan Funds Limited) on competitor trusts and on its other managed trusts, as well as any available independent research.
- 9.3. To review the Directors' Remuneration Report in the annual financial statements.

## **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. The Manager 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.