

JPMORGAN INCOME & CAPITAL TRUST PLC

Audit Committee –Terms of Reference **adopted on 29th April 2008**

Audit Committee

The Board has appointed a Committee to act as the Audit Committee. The Committee shall be governed as follows.

Membership

The Committee shall be appointed by the Board from amongst the independent Directors of the Company and shall consist of not less than 2 members. At least one member of the Committee shall have recent and relevant financial experience. A quorum for meetings shall be 2 members. Membership shall be identified in the Annual Report.

The Chairman of the Committee shall be appointed by the Board.

Attendance at Audit Committee Meetings

Any other Board members shall attend if invited by the Committee.

Any of the Head of Investment Trusts, the Company's external Auditors, the head of JPMAM internal audit, JPMAM's Compliance Officer, or any of their representatives shall attend at the invitation of the Committee. The Committee shall meet with the external Auditors at least once a year (without management present, if required). That meeting shall take place around the time of finalisation of the Report and Accounts but frequency of Board meetings may dictate the date.

The Company Secretary shall be the Secretary of the Committee and shall be responsible for preparing the agenda and producing and circulating the minutes to all Directors.

Frequency of Meetings

The Committee shall meet not less than twice per year to coincide with the interim and year end reports. The Company's Auditors may request a meeting with the Committee at any time if they consider that one is necessary.

Authority

The Committee is authorised by the Board:

- to investigate any activity within its terms of reference;
- to seek any information it requires. JPMAM and its employees shall co-operate with any request made by the Committee;
- to obtain outside legal or other independent professional advice at the Company's expense and such advisers may attend meetings as necessary.

Responsibilities

The responsibilities of the Committee shall be:

- to review the Company's compliance with the Combined Code.
- to consider the appointment of the external Auditors and assess their independence, ensuring that key partners are rotated at appropriate intervals;
- to recommend the audit fee to the Board and approve any fees in respect of non audit services provided by the external Auditors and to ensure that the provision of non audit services does not impair the external Auditors' independence or objectivity;
- to discuss with the external Auditors the nature and scope of the audit and to review their quality control procedures and steps taken by the external Auditors to respond to changes in regulatory and other requirements;
- to oversee the process for selecting the external Auditors and make appropriate recommendations through the Board to the shareholders to consider at the AGM ;
- to review the external Auditor's management letter and the Manager's response;
- to review management's and the independent Auditors' reports on the effectiveness of systems of internal control;
- to review and challenge where necessary the actions and judgments of management in relation to the interim and annual financial statements before submission to the Board, paying particular attention to:
 - critical accounting policies and practices, and any changes in them
 - decisions requiring a major element of judgment
 - the extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed
 - the clarity of disclosures
 - significant adjustments resulting from the audit
 - the going concern assumption
 - compliance with accounting standards
 - compliance with stock exchange and other legal requirements
 - reviewing the Company's statement on internal control systems prior to endorsement by the Board, and the policies and process for identifying and assessing business risks and the management of those risks by the Company; and
- other topics, as defined by the Board.

Reporting procedures

The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board, and the Chairman of the Committee or, as a minimum, another member of the Committee, shall attend the Board meeting at which the accounts are approved.

The Committee members shall conduct an annual review of their work and these terms of reference and report to the Board.

The Committee's duties and activities during the year shall be disclosed in the annual financial statements.

The Chairman of the Committee shall attend the AGM and shall answer questions, through the Chairman of the Board, on the Committee's activities and responsibilities.