

CC Japan Income & Growth Trust plc
(the 'Company')

Nomination Committee
(the 'Committee')

Terms of reference

(Adopted 12 November 2015, Revised 21 January 2020)

Scope

These terms of reference are issued to the Nominations Committee.

Membership

The Committee comprises the whole Board of directors.

The Chairman of the Board shall be chairman of the Nomination Committee.

Secretary

The Company Secretary of the Company is the Secretary of the Committee.

Meetings and attendance

The Committee will meet as and when required [but is expected to meet on at least an annual basis to consider the fees payable to the directors of the Company.

The quorum at the meetings shall be two members of the Committee.

The Chair will not Chair the meeting when it is dealing with the appointment of their successor.

Authority

The members of the Committee are authorised to seek any information that they require from the Manager or Company Secretary and to obtain advice from the Company's external auditors, professional advisers or otherwise and to take independent professional advice and to request the Manager or Company Secretary, at the expense of the Company, to attend meetings of the Committee in order to obtain such information or advice.

Shareholder Engagement

The Chairman of the Committee, or his or her nominated delegate, shall attend the Annual General meeting and be prepared to respond to any shareholder questions on the Committee's activities.

Duties

The duties of the Committee are to:

- review the structure, size and composition of the Board;

- Consider the Company's succession plan;
- review length of service of each director and assess if this impacts on their independence;
- evaluate the appointment of additional or replacement directors and consider the requirement to use open advertisement and/or an external search consultancy for each appointment;
- consider job specifications and whether the candidates have the necessary skills and time available to devote to the Company;
- ensure that any newly appointed directors are provided with letters of appointment detailing their duties;
- arrange for any new directors to be provided with training and induction;
- review and recommend the level of fees payable to the directors;
- consider and implement the Company's policy on Board tenure;
- consider and implement the Company's policy on diversity;
- process internal Board evaluation at least on an annual basis , including, if appropriate to consider engagement of an external evaluator; and
- consider any other relevant matters as requested by the Board.

Reporting procedures

The Committee Chairman shall report formally to the Board on its proceedings after each meeting of the Committee.

The Secretary will circulate the minutes of all meetings to the members of the Committee.

The annual report should describe the work of the nomination committee, (including where the whole board is acting as the nomination committee) including:

- 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 any external evaluator's contact with the board (if applicable) the outcomes and actions taken, and how it has or will influence board composition; and
- the policy on diversity and inclusion, its objectives and linkage to company strategy, how it has been implemented and progress on achieving the objectives.