

Seneca Global Income & Growth Trust plc

Nomination Committee Terms of Reference

Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Nomination Committee.

Membership

The Committee shall be appointed by the Board. All members of the Committee shall be independent non-executive Directors of the Company. The Committee shall consist of not less than three members.

A quorum shall be two members.

The Chairman of the Committee shall be appointed by the Board from amongst the independent non-executive Directors.

The Chairman is Mr McCulloch.

Frequency of Meetings

Meetings shall be held not less than once a year.

Authority

The Committee is authorised by the Board to:

- a. investigate any activity within its terms of reference;
- b. seek any information that it requires from any employee of the Manager and all employees of the Manager are directed to co-operate with any request made by the Committee; and
- c. obtain outside legal or independent professional advice and such advisors may attend meetings as necessary.

Duties

The Committee shall:

- a. be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- b. before making an appointment, the Nomination Committee shall evaluate 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;
- c. review annually the time required from a Director. Performance evaluation should be used to assess whether the Director is spending enough time to fulfil their duties;
- d. consider candidates from a wide range of backgrounds;
- e. 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;

- f. 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;
- g. 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;
- h. 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;
- i. make publicly available its terms of reference explaining clearly its role and the authority delegated to it by the Board; and
- j. ensure that on appointment to the Board, 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.

The Committee shall make recommendations to the Board:

- a. as regards plans for succession;
- b. as regards the re-appointment of any non-executive Director at the conclusion of their specified term of office;
- c. concerning the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's articles of association;
- d. concerning any matters relating to the continuation in office of any Director at any time; and
- e. concerning the appointment of any Director to other office, other than to the position of Chairman, the recommendation for which would be considered at a meeting of the Board.

- 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.