

Schroder Oriental Income Fund Limited

Terms of Reference

For the Nomination and Remuneration Committee (the “Committee”)

Role

1. The role of the Committee is to consider and make recommendations to the board on its composition so as to maintain an appropriate balance of skills, experience and diversity, including gender and to ensure progressive refreshing of the board. The Committee shall do this by driving the selection process, the annual board evaluation process, making recommendations as to the appropriate structure and amounts of director remuneration, and by overseeing succession planning.

Membership and attendance

2. The Committee shall be appointed by the board and shall consist of not less than three members all of which shall be non-executive directors of the Company. A quorum shall be two members, a majority of which must be independent.
3. The chairman of the Committee shall be appointed by the board.
4. Membership of the Committee shall be reviewed by the board from time to time.
5. The appointed chairman of the Committee shall not be the chairman of the Board. In the event that there is an ad-hoc requirement for a director in attendance to chair a meeting of the Committee, any director, including the chairman of the Board may do so.
6. The Committee may invite such persons as it deems appropriate to attend meetings.

Meetings

7. The Committee shall meet at least annually.

Secretary

8. The company secretary shall be the secretary of the Committee and shall attend all meetings of the Committee.

Authority

9. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to employ the services of such advisers as it deems necessary to fulfil its responsibilities, and to invite such persons as it considers appropriate to attend its meetings and to participate in its discussions.

Responsibilities

10. The responsibilities of the Committee shall be:

- i. to evaluate the balance of skills, knowledge, experience and diversity, including gender, of the board of directors and to prepare a description of the role and capabilities required for a particular appointment. In the case of the appointment of a chairman, to prepare a job specification;
- ii. to oversee the independent search process for director appointments;
- iii. to select potential candidates to fill vacancies on the board of directors for recommendation to the board; and
- iv. to interview, or arrange for suitable directors to interview, candidates for directors;
- v. undertake an annual evaluation of the board and directors and make recommendations to the board with respect to each director's annual re-election;
- vi. consider and make recommendations to the board on its composition so as to maintain an appropriate balance of skills, experience and diversity and to ensure progressive refreshing of the board;
- vii. periodically review the terms of appointment of the non-executive directors;
- viii. annually review and make recommendations on the fees paid to directors in light of directors' workloads, levels of responsibility and industry norms;
- ix. consider whether a senior independent director should be appointed and, if appropriate, to identify and recommend to the board suitable candidates for the role; and
- x. consider other issues, as requested and defined by the board.

Reporting procedures

11. The Committee chairman, or in his absence the elected chairman of the relevant meeting, shall report on the issues raised at the meeting to the board at the earliest opportunity.
12. The Secretary shall circulate the minutes of meetings of the Committee to all members of the board.

Terms of reference last approved: 10 July 2023