

CT UK CAPITAL AND INCOME INVESTMENT TRUST PLC
("the Company")

NOMINATION AND REMUNERATION COMMITTEE ("the Committee")

TERMS OF REFERENCE

1. Constitution

The Nomination Committee of the Company was established by a resolution of the Board of Directors of the Company ("the Board") in 2018. The Nomination Committee was renamed as the Nomination and Remuneration Committee ("the Committee") and received an expanded role with effect from 1 December 2021. The Committee is accountable to the Board.

2. Responsibilities

The Committee shall:

- review regularly the Board structure, size and composition and diversity, as well as the balance of knowledge, experience and skill range and, having considered succession planning and agreeing a tenure policy, make recommendations to the Board with regard to any changes that are deemed necessary; prepare job specifications, as appropriate and draft letters of appointment for approval by the Board;
- Identify from a variety of sources, including using search consultants, and nominate for the approval of the Board, taking account of diversity guidance, candidates to fill Board vacancies as and when they arise. Open advertising and/or an external search consultancy should generally be used for the appointment of the chair and non-executive directors. If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any connection it has with the company or individual directors.
- ensure that an appropriate induction programme is available to Directors and review and update the Directors' Handbook periodically for approval by the Board;
- make recommendations for changes to the chairmanship and membership of the Company's committees;
- make recommendations with regard to any variation in the terms of Directors' appointments and in the standard period of appointment for which a Director is appointed.
- recommend directors standing for annual re-election to the Board to be put forward for re-election/re-appointment.
- assess and recommend which directors are independent or not independent for approval by the Board and for disclosure in the Annual Report and Accounts;
- be responsible for considering Directors' requests for authorisation of conflicts of interest situations and for making recommendations to the Board on whether or not the situation should be authorised in accordance with the Conflicts of Interests – Authorisation Policy and Procedure, and:-

- review annually any conflict situations which have been authorised, together with any updates provided by Directors. Provided there has been no material change in circumstance and the Committee is of the view that the Conflict situation has not affected the Director in his role as a Director of the Company, the Committee will not recommend any change to the terms of the authorisation or withdrawal of authorisation.
 - review, following receipt of a notification from a Director that the facts of the conflict situation have changed materially, the change in circumstance and consider whether a new authorisation should be given, or the terms of the existing authorisation varied, or whether the existing authorisation should be withdrawn. The Committee will make its recommendation to the next scheduled Board meeting where the Board will decide whether to withdraw, vary or maintain the existing authorisation.
- To periodically review the remuneration policy and level of Directors' fees and recommend any fee changes to the Board. When a remuneration consultant is appointed, this appointment will be at the recommendation of the Committee.
 - Review annually the terms of reference of the Committee and make recommendations to the Board as appropriate.
 - review annually the time required to perform duties of a Director and assess whether Directors are spending enough time to fulfil these duties; and
 - prepare:
 - a statement for the Annual Report about its activities (including process used for appointments; explaining if external advice or open advertising has not been used; membership of the committees, number of meetings and attendance, and on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed); and
 - The Directors' Remuneration Report within the Annual Report detailing the Directors' Remuneration Policy and fees for services to the Company.

3. Membership

The Committee will comprise all the independent non-executive directors of the Company. Members of the Committee shall be appointed by the Board. The Chair or Senior Independent Director will recuse themselves if the Committee is considering a successor for the Chair or Senior Independent Director as appropriate.

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

4. Company Secretary

The Company Secretary of the Committee shall be Columbia Threadneedle Investment Business Limited.

5. Meetings

The Committee will meet at least once a year and additional meetings as required shall be called by the Secretary at the request of the Chair of the Committee.

A quorum shall be any two members including the Chair of the Committee, or the Chair's delegate.

6. Reporting

The minutes of each meeting of the Committee shall be circulated to all members of the Committee. Any director may, upon request to the Secretary, provided that there is no conflict of interests, obtain copies of the Committee's agenda and minutes.

Reports shall be made to the Board as appropriate.

The Committee will report its activities to stakeholders in the Annual Report.

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

7. General powers

The Committee is empowered to employ the services of such advisers as it deems necessary to fulfil its responsibilities.

The Terms of Reference are available on request and are published on the Company's website.