

Dunedin Enterprise Investment Trust PLC ("the Company")

Terms of reference - Nomination Committee ("the Committee")

Membership

1. The nominations committee ("**Committee**") will comprise a chairman and at least two other members, each of whom will be a director of the Company appointed by the board of directors ("**Board**").
2. A majority of the members of the Committee will be independent of the investment manager.
3. The Board will appoint one of the non-executive director members of the Committee to act as the Committee's chairman ("**Chairman**").
4. A representative of the investment manager will act as the Committee's secretary ("**Secretary**").
5. The Committee may invite others to attend the whole or any part of any meeting of the Committee.

Meetings

1. The Committee will meet formally at such times as the Chairman may determine. Meetings should be organised so that attendance is maximised (for example by arranging them to coincide with Board meetings).
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. Notice of each meeting providing details of the venue for, and the time and date of, the meeting, together with an agenda of items to be discussed at the meeting must be sent to each member of the Committee, each other director of the Company and the Secretary not less than five working days before the date of the meeting.
4. The quorum for Committee meetings will be two members of the Committee, including at least one member who is independent of the investment manager.
5. In the absence of the Chairman, the remaining members present must elect one of their number to chair the meeting.
6. Resolutions of the Committee will be passed by a majority of votes. Each member of the Committee will have one vote on each resolution proposed. In the case of an equality of votes, the Chairman will have a casting vote.
7. The Secretary will keep minutes of the proceedings and resolutions of the Committee.
8. The Secretary will send copies of the minutes of the meetings of the Committee to each member of the Committee and to the chairman of the Board, as soon as reasonably practicable after each meeting. Any director of the Company may obtain copies of the minutes of the meetings of the Committee, except for any minutes which in the opinion of the Chairman should not be made available to the director concerned because of his interest in the matters dealt with in those minutes.

Duties

The Committee will:

1. review the structure, size and composition of the Board and make recommendations to the Board with regard to any adjustments it considers necessary;
2. be responsible for identifying and nominating for the approval of the Board candidates for appointment as additional members of the Board or to fill Board vacancies as and when they arise as well as put in place plans for succession of members of the Board;
3. make recommendations to the Board as to whether or not directors who are retiring by rotation should be put forward for re-election.

Authority

The Committee will be entitled to:

1. instigate and oversee any investigation which it considers necessary of activities within its terms of reference;
2. request and receive any information which it considers necessary to enable it to fulfil its remit from the employees of, or consultants or professional advisers to, the Company or any other member of the Group;
3. obtain any independent legal and other professional advice (including the advice of independent remuneration consultants) which it considers necessary for the fulfilment of its duties, all at the Company's expense, and to rely upon any such advice;
4. require any of the employees of the investment manager to attend any meeting of the Committee, and to make enquiries of any such person regarding the matters within the Committee's remit;
5. commission any reports or surveys which it deems necessary to help it fulfil its obligations.

