

**GABELLI VALUE PLUS + TRUST PLC**  
**(the "Company")**

**NOMINATION COMMITTEE**  
**Terms of Reference**  
(as adopted on 28 January 2015)

**1. DEFINITIONS**

Reference to the "Committee" shall mean the Nomination Committee.

Reference to the "Board" shall mean the board of directors of the Company.

Unless otherwise stated, reference to the "Chairman" shall mean the Chairman of the Committee.

Unless otherwise stated, reference to the "Secretary" shall mean the Secretary of the Committee.

**2. MEMBERSHIP**

2.1 Members of the Committee shall be appointed by the Board from amongst the independent non-executive directors and shall consist of not less than three members.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as representatives from external advisers, may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 Appointments to the Committee shall be made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the relevant director still meets the criteria for membership of the Committee.

2.4 The Chairman shall be appointed by the Board and should be an independent non-executive director. In the absence of the Chairman and/or an appointed deputy, the remaining members of the Committee present shall elect one of their number to chair the meeting. The Chairman of the Board shall not chair the Committee when it is dealing with the matter of succession to the chairmanship.

**3. SECRETARY**

The company secretary of the Company or their nominee shall act as the Secretary of the Committee.

**4. QUORUM**

The quorum necessary for the transaction of business shall be two members.

**5. FREQUENCY OF MEETINGS**

The Committee shall meet when summoned by the secretary of the Committee at the request of any of its members.

**6. NOTICE OF MEETINGS**

6.1 Meetings of the Committee shall be summoned by the Secretary at the request of the Chairman.

6.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee, any other person required to attend and all

other non-executive directors, no later than 5 working days before the date of the meeting.

## **7. MINUTES OF MEETINGS**

- 7.1 The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings.
- 7.2 The Secretary of the Committee shall ascertain, at the beginning of the meeting, the existence of any conflicts of interest and minute them accordingly.
- 7.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to any other members of the Board, unless a conflict of interest exists.

## **8. ANNUAL GENERAL MEETING**

The Chairman shall attend the Company's annual general meeting prepared to respond to any shareholder questions on the Committee's activities.

## **9. DUTIES**

- 9.1 The Committee shall:
  - 9.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes that are deemed necessary;
  - 9.1.2 give full consideration to succession planning for directors, including the Chairman, in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future;
  - 9.1.3 keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;
  - 9.1.4 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
  - 9.1.5 be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
  - 9.1.6 before appointment is made by the Board, 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. In identifying suitable candidates the Committee shall:
    - 9.1.6.1 use open advertising or the services of external advisers to facilitate the search or, if this is not done, explain this in the annual report;
    - 9.1.6.2 consider candidates from a wide range of backgrounds; and
    - 9.1.6.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
    - 9.1.6.4 identify a candidate's other business interests that may result in a conflict of interest and the candidate's other significant interests;
    - 9.1.6.5 review annually the time required from directors; and

- 9.1.6.6 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and committee service.
- 9.1.7 for the appointment of the Chairman, prepare a job specification, including the time commitment expected. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairman's commitments should be reported to the Board as they arise;
- 9.1.8 prior to the appointment of a director, require the proposed appointee to disclose any other business interest that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- 9.1.9 review the result of the Board performance evaluation process that relate to the composition of the Board; and
- 9.1.10 work and liaise as necessary with all other Board committees.
- 9.2 The Committee shall also make recommendations to the Board concerning:
  - 9.2.1 formulating plans for orderly succession for both executive and non-executive directors and in particular for the key role of Chairman of the Committee, so as to maintain an appropriate balance of skills and experience on the Board and to ensure progressive refreshing of the Board;
  - 9.2.2 membership of the Audit and Management Engagement Committee in consultation with the chairman of that committee;
  - 9.2.3 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
  - 9.2.4 the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's articles of association having due regard to their performance and ability to continue and contribute to the Board in the light of the knowledge, skills and experience required;
  - 9.2.5 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract; and
  - 9.2.6 any matters relating to the continuation in office of any director at any time.

## **10. REPORTING RESPONSIBILITIES**

- 10.1 The Chairman shall report formally to the Board on the Committee's proceedings after each meeting on all matters within its duties and responsibilities and take into account any matters within its terms of reference that may be brought to its attention by the Board.
- 10.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report to be included in the annual report about its activities, including its membership and the frequency of and attendance at its meetings and the process used to make appointments, explaining whether external advice or open advertising has been used.
- 10.4 The report referred to in 10.3 above should include a statement of the Board's policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

## 11. OTHER MATTERS

The Committee shall:

- 11.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 11.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 11.3 give due consideration to all applicable laws and regulations, including the Companies Act 2006, the provisions of the Model Code and the requirements of the UK Listing Authority's Listing Rules, Prospectus Rules and Disclosure and Transparency Rules;
- 11.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval; and
- 11.5 make its terms of reference publicly available.

## 12. AUTHORITY

- 12.1 The Committee is authorised to seek any information it requires from the Board or from the directors or employees of the investment manager of the Company (from time to time) in order to perform its duties.
- 12.2 The Committee is authorised to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference, up to a limit of £5,000.