

Eagle Growth And Income Opportunities Fund

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Effective August 31, 2019

1. The Nominating and Governance Committee (“Committee”) shall be composed of the Independent Trustees of the Board of Trustees (“Board”) of the Eagle Growth and Income Opportunities Fund (the “Fund”). The Independent Trustees are those Trustees who are not “interested persons” of the Fund, as defined in the Investment Company Act of 1940 (the “1940 Act”).
2. The Committee shall make nominations for Independent Trustee membership on the Board. The Committee shall evaluate candidates’ qualifications for Board membership and their independence from the advisers and other service providers to the Fund. Persons selected must not be “interested persons” of the Fund as defined in the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, *e.g.*, business, financial or family relationships with an adviser or other service provider (or an affiliate thereof). In determining nominees’ qualifications for Board membership, the Committee may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board. The Committee shall give recommendations provided by the Officers of the Fund and THL Credit Advisors LLC (the “Adviser”) the same consideration as any other candidate.
3. The Committee, in its review of a potential nominee and in evaluating the renomination of current Independent Trustees, will generally apply the following criteria: (i) the nominee’s reputation for integrity, honesty and adherence to high ethical standards; (ii) the nominee’s business acumen, experience and ability to exercise sound judgment; (iii) a commitment to understand the Fund and the responsibilities of a trustee of an investment company; (iv) a commitment to regularly attend and participate in meetings of the Board and its committees; (v) the ability to understand potential conflicts of interest involving management of the Fund and to act in the interests of all shareholders; and (vi) the absence of a real or apparent conflict of interest that would impair the nominee’s ability to represent the interests of all the shareholders and to fulfill the responsibilities of an Independent Trustee. This Committee does not necessarily place the same emphasis on each criteria and each nominee may not have each of these qualities.
As long as an existing Independent Trustee continues, in the opinion of this Committee, to satisfy these criteria, the Fund anticipates that the Committee would favor the renomination of an existing Independent Trustee rather than a new candidate. Consequently, while this Committee will consider nominees recommended by shareholders to serve as Independent Trustees, the Committee may only act upon such recommendations if there is a vacancy on the Board or a committee determines that the selection of a new or additional Independent Trustee is in the best interest of the Fund. In the event that a vacancy arises or a change in Board membership is determined to be advisable, this Committee will, in addition to any shareholder recommendations, consider candidates identified by other means, including candidates proposed by members of this Committee. This Committee may retain a consultant to assist it in a search for a qualified candidate.
4. The Committee shall coordinate an annual assessment by the Board of the performance of the Board and the committees of the Board, which evaluation must include a consideration of the effectiveness of the committee structure of the Board and the number of funds on whose Boards each Trustee serves.

5. The Committee shall periodically review Independent Trustee compensation and recommend any appropriate changes to the full Board.
6. The Committee shall annually review the independence of counsel to the Independent Trustees.
7. The Committee shall consider as it deems appropriate issues relating to the governance of the Fund.
8. The Committee shall meet at any time as the Committee may deem necessary or appropriate. The Committee shall prepare and approve minutes of each meeting.
9. The Committee shall report its activities to the full Board on a regular basis.
10. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the Fund.

Adopted: August 22, 2013

Amended: May 14, 2015

Amended: August 27, 2019