

**TERMS OF REFERENCE OF THE AUDIT
COMMITTEE (THE “COMMITTEE”) OF THE BOARD OF DIRECTORS (THE “BOARD”)
OF STANDARD LIFE EQUITY INCOME TRUST PLC (THE “COMPANY”)**

1. Membership

1.1 The Committee shall be made up of at least 2 members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee.

1.2 All members of the Committee shall be independent non-executive Directors of the Company, at least one of whom shall have recent and relevant financial experience. The Chairman of the Board can be a member of, but not chair, the Committee, provided he or she was considered independent on appointment.

1.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals, such as employees of the Manager and/or Company Secretary, may be invited to attend all or part of any meeting as and when appropriate and necessary.

1.4 The auditor will be invited to attend meetings of the Committee on a regular basis.

1.5 The Board shall appoint the Chairman of the Committee who shall be an independent non-executive Director. In the absence of the Chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

2. Secretary

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

3. Quorum

3.1 The quorum necessary for the transaction of business shall be 2 members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of meetings

4.1 The Committee shall meet at least twice in each year at appropriate times in the reporting and audit cycle and otherwise as required.

5. Notice of meetings

5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or at the request of the auditor if they consider it necessary.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive Directors, no later than 4 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of meetings

6.1 The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.

6.2 Draft Minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once agreed, Minutes should be circulated to all members of the Board, unless it would be inappropriate to do so.

7. Annual General Meeting

7.1 The Chairman of the Committee shall attend the Annual General Meeting to answer shareholder questions on the Committee's activities.

8. Duties

The Committee should carry out the duties below for the Company.

8.1 Financial reporting

8.1.1 The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, interim management statements, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.

8.1.2 In particular, the Committee shall review and challenge where necessary

8.1.2.1 the consistency of, and any changes to, accounting policies on a year on year basis across the Company.

8.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible.

8.1.2.3 whether the Company has followed appropriate accounting standards and made appropriate estimates and judgements, taking into account the views of the auditor.

8.1.2.4 the basis of the going concern assumption.

8.1.2.5 the clarity of disclosure in the Company's financial reports and the context in which statements are made.

8.1.2.6 all material information presented with the financial statements, such as the business review and the corporate governance statement (insofar as it relates to the audit and risk management).

8.1.3 where requested by the Board, shall provide advice on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

8.2 Internal controls and risk management systems

The Committee shall

8.2.1 keep under review the adequacy and effectiveness of the Company's internal financial controls and internal control and risk management systems.

8.2.2 review and approve the statements to be included in the annual report concerning internal controls and risk management.

8.3 Compliance, Whistleblowing and fraud

The Committee shall

8.3.1 review the arrangements in place for the Manager's and Company Secretary's employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

8.3.2 review the Manager's and Company Secretary's procedures for detecting fraud.

8.3.3 review the Manager's and Company Secretary's systems and controls for the prevention of bribery and receive reports on non-compliance.

8.4 Internal audit

The Committee shall

8.4.1 monitor and review the effectiveness of the Manager's and Company Secretary's internal audit function in the context of the Company's overall risk management system.

8.4.2 consider and approve the remit of the Manager's and Company Secretary's internal audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards. The Committee shall also ensure the function has adequate standing within the Manager's and Company Secretary's organisation and is free from restrictions.

8.4.3 review and assess the Manager's and Company Secretary's annual internal audit plan.

8.4.4 review biannual reports on the Company from the Manager's and Company Secretary's internal audit and compliance function.

8.4.5 review and monitor the Manager's and Company Secretary's responsiveness to the findings and recommendations of the internal audit function.

8.4.6 meet the Manager's head of internal audit at least once a year. The head of the Manager's internal audit function shall be given the right of direct access to the Chairman of the Board and Chairman of the Committee.

8.5 External Audit

The Committee shall

8.5.1 consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's auditor. The Committee shall oversee the selection process for new auditors and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.

8.5.2 oversee the relationship with the auditor including (but not limited to)

8.5.2.1 approval of their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an adequate audit to be conducted.

8.5.2.2 approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit.

8.5.2.3 assessing annually their independence and objectivity taking into account relevant UK professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services.

8.5.2.4 satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business).

8.5.2.5 monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements.

8.5.2.6 assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process which shall include a report from the auditor on their own internal quality procedures.

8.5.3 meet annually with the auditor at the audit reporting stage. The Committee shall meet the auditor at least once a year, without the Manager and/or Company Secretary being present, to discuss their remit and any issues arising from the audit.

8.5.4 review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement.

8.5.5 review the findings of the audit with the auditor. This shall include but not be limited to, the following

8.5.5.1 a discussion of any major issues which arose during the audit.

8.5.5.2 any accounting and audit judgements.

8.5.5.3 levels of errors identified during the audit.

8.5.5.4 the effectiveness of the audit.

The Committee shall also

8.5.6 review any representation letter(s) requested by the external auditor before it (they) are signed by the Board.

8.5.7 review the auditor's audit highlights memorandum letter and their findings and recommendations.

8.5.8 develop and implement a policy on the supply of non-audit services by the auditor, taking into account any relevant ethical guidance on the matter.

9. Reporting responsibilities

9.1 The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

9.3 The Committee shall compile a report to shareholders on its activities to be included in the Company's annual report.

10. Other matters

The Committee shall

10.1 have access to sufficient resources in order to carry out its duties, including access to the Company Secretary for assistance as required.

10.2 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.

10.3 give due consideration to laws and regulations, the provisions of the UK Corporate Governance Code and the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure and Transparency Rules and any other applicable Rules, as appropriate.

10.4 oversee any investigation of activities which are within its terms of reference.

10.5 arrange for periodic reviews of its own performance, 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.

11. Authority

The Committee is authorised

11.1 to seek any information it requires from any employee of the Manager and Company Secretary in order to perform its duties.

11.2 to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference.

11.3 to call any representative of the Manager to be questioned at a meeting of the Committee as and when required.

7 November 2013