

**TERMS OF REFERENCE OF THE REMUNERATION AND MANAGEMENT ENGAGEMENT
COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS (THE "BOARD")
OF STANDARD LIFE EQUITY INCOME TRUST PLC (THE "COMPANY")**

Membership

The Committee shall be appointed by the Board. All members of the Committee shall be independent non-executive Directors of the Company. The Committee shall consist of not less than three members. A quorum shall be two members.

The Chairman of the Committee shall be appointed by the Board from amongst the independent non-executive Directors.

Secretary

The Secretary of the Company shall be the Secretary of the Committee.

Attendance at meetings

No one other than the Remuneration & Management Engagement Committee members shall be entitled to attend Remuneration & Management Engagement Committee meetings. Other non-executive Directors, representatives of the external auditor and the Manager or other persons shall attend at the invitation of the Committee.

Frequency of meetings

A meeting of the Committee shall be held at least once a year.

Authority

The Committee is authorised by the Board to:

- keep under review from time to time the performance of the Manager and their terms of engagement to ensure that they are in the best interests of the Company.
- fix the remuneration of the members of the Board, provided that each member of the Committee shall take no part in the determination of their own remuneration.
- agree the content of the Directors' remuneration report, in conjunction with the Company's auditor, to be included in the Company's annual report.

The Chairman and members of the Committee will be identified in the annual report and the Committee must make these terms of reference, which shall be reviewed annually, publicly available.

The Remuneration & Management Engagement Committee Chairman shall attend the AGM and shall answer questions, through the Chairman of the Board, on the Remuneration & Management Engagement Committee's activities and their responsibilities.

17 February 2011