

**TERMS OF REFERENCE OF THE AUDIT COMMITTEE (THE “COMMITTEE”)
OF THE BOARD OF DIRECTORS (THE “BOARD”) OF
EDINBURGH NEW INCOME TRUST PLC (THE “COMPANY”)**

AUTHORITY

The Committee is authorised to investigate and undertake any activity within these terms of reference. It is authorised to seek any information it properly requires from any employee of Aberdeen Asset Management/Edinburgh Fund Managers (the “Manager”). All such employees are directed to co-operate with any such request made by the Committee.

If the Committee considers it necessary or desirable so to do, it is authorised to obtain advice or information from, or secure the services of, external sources with relevant experience and expertise to assist it in the performance of its duties and to invite persons representing any such sources to attend meetings of the Committee. The cost of obtaining such advice or services shall be borne by the Company.

MEMBERSHIP

The Committee shall be made up of at least three members. The members of the Committee are Bernard Solomons, Ronnie Hanna, David Ritchie, Sir Donald MacKay and Francis Malcolm. The Chairman of the Committee is Ronnie Hanna.

MEETINGS

The Committee shall meet at least twice in each year, at such times and locations as may be agreed by its members. In addition, any member of the Committee may at any time convene a meeting of the Committee. If they consider that one is necessary or desirable, the Company’s auditors may also request a meeting of the Committee at any time. The quorum for any meeting of the Committee shall be two.

Such employee(s) of the Manager as are appropriate for the purpose and (a) representative(s) of the Company’s auditors shall attend meetings, if appropriate, of the Committee (but they shall have no right to vote at such meetings). Any member of the board who is not a member of the Committee shall have the right to attend (but not to vote at) any meeting of the Committee.

At least once in each year, the Committee shall meet with the Company’s auditors and the Manager’s internal auditors without the presence of any other employee of the Manager.

DUTIES

The duties of the Committee shall be:

1. Financial statement and announcements

To review the interim and annual financial statements of the Company before their submission to the board, focusing particularly on:-

- (a) any changes in accounting policies and practices;
- (b) major judgmental areas including, but not limited to the review of the basis of the valuation of the unlisted investments.
- (c) significant adjustments resulting from the review or audit carried out by the Company's auditors in connection therewith;
- (d) the going concern assumption;
- (e) compliance with applicable accounting standards and practices; and
- (f) compliance with applicable London Stock Exchange, legal and other regulatory requirements.

2. Accounting policies, internal financial systems and controls and going concern

- (a) to review the effectiveness of the financial planning and internal control systems (including financial, operational and compliance controls and risk management) and discuss with the Manager the implementation of improvements;
- (b) to review the Company's statement on its system of internal controls as set out in the directors' report accompanying the Company's annual accounts prior to endorsement of that statement by the board; and
- (c) monitor and review the effectiveness of the Manager's internal audit function

3. Appointment, remit, performance and fees of external auditors

- (a) to consider the appointment and re-appointment of the Company's auditors, review their services and performance, their remuneration and cost effectiveness, their independence and objectivity and any questions of their resignation or dismissal. In relation to the supply of non-audit services to the Company or any of its subsidiary undertakings, review the volume, nature and extent of such services to ensure a balance is maintained;
- (b) to review and approve the annual audit plan of the external auditors and, if necessary, to request special reviews outwith the scope of the auditors' statutory duties including (without limitation) the review of any financial information prior to publication, such as prospectuses and forecasts;
- (c) to discuss problems and reservations (whether of the auditors or of the members of the Committee or of the other directors of the Company) arising from the review by the Company's auditors of interim financial information and/or the annual audit and any other matters which the Company's auditors may wish to discuss (without the presence of the employees of the Manager, where appropriate);
- (d) in relation to each annual audit, to review the auditors' letter to the Committee;
- (e) to consider any major findings of the auditors pursuant to any investigations carried out by the auditors concerning the Company's financial affairs or its system of internal controls and any response of the Manager thereto; and

- (f) to monitor the fees paid to the auditors, both in respect of their work as auditors and for other work.

4. Other matters

- (a) to maintain informal contact with the Manager, the board and the auditors on the above matters; and
- (b) to consider such matters as may be requested by the board; and
- (c) to review its performance, effectiveness and terms of reference annually and recommend any changes it considers necessary to the Board for approval.

REPORTING

The secretary of the Committee shall circulate an agenda before each meeting of the Committee to all members of the Committee and the Company's auditors and, after each such meeting, shall circulate the minutes of such meeting to all members of the board and the Company's auditors.

The Committee Chairman shall report to the Board on its proceedings after each meeting and shall make whatever recommendations to the Board it deems appropriate.

The Committee shall report on its activities in the company's Annual report.