

## **COMPENSATION COMMITTEE CHARTER**

### **TRILOMA EIG ENERGY INCOME FUND**

**ADOPTED AS OF JUNE 24, 2015**

Triloma EIG Energy Income Fund, (the “Fund”) is a registered investment company. The Fund is advised by Triloma Energy Advisors, LLC (the “Advisor”) and sub-advised by EIG Credit Management Company, LLC (the “Sub-Advisor”). The Advisor also provides administrative services to the Fund directly and through third party sub-administrators.

The board of trustees (“the Board”) of the Fund has determined that the Compensation Committee of the Board (the “Committee”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. This Compensation Committee Charter (the “Charter”) establishes the governing principles of the Committee.

#### **I. Purposes of the Committee**

The Committee is a standing committee created by the Board to carry out the responsibilities delegated by the Board relating to the review and determination of Board compensation, including:

- Evaluating, reviewing and approving the compensation, if any, by the Fund for each of the Fund’s board members and the Chief Compliance Officer, as required; and
- Providing recommendations to the Board regarding the compensation of trustees who are not “interested persons” of the Fund as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”) (including base fees or retainers, service for service as a chair and/or member of a Board committee, and other compensation arrangements).

#### **II. Membership and Meetings**

The Committee shall consist of at least three (3) members, comprised solely of trustees who are not an “interested person” of the Fund as that term is defined in the 1940 Act.

The members of the Committee and the Chairman of the Committee shall be elected by the Board and shall remain in place until their successors are duly elected and qualified. The Board may replace members of the Committee for any reason, at any time. The Committee shall meet from time to time, as it deems appropriate, and at least semi-annually. A majority of the members of the Committee shall constitute a quorum to transact business. The Committee may invite to any of its meetings other Board members, members of the Fund’s management and such other persons, as it deems appropriate in order to carry out its responsibilities. The Committee will keep minutes of its meetings and will make such minutes available to the full Board for its review.

#### **III. Qualifications**

Each member of the Committee shall be knowledgeable in the field of board compensation. In addition, any independent trustee on the Committee shall be free from any relationship that, in the opinion of the

Board, as evidenced by its election of such Committee members, would interfere with the exercise of independent judgment as a Committee member.

#### **IV. Responsibilities**

The principal responsibilities of the Committee, which may be supplemented from time to time, are:

##### *Board Compensation*

The Committee shall, among other things:

- Review and make recommendations to the Board regarding the compensation, if any, payable to the trustees of the Fund and to any other person whose compensation is required by law, rule, regulation, order or listing standard to be approved or determined by the Board or a committee thereof; and
- Compare and benchmark the Fund's Board compensation program to comparable similarly sized investment companies and fund complexes.

##### *Reporting to the Board*

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Fund compensation and benefits policies, executive officer compensation, including chief compliance officer compensation and any other matters that the Committee deems appropriate or is requested to be included by the Board.

At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.

The Committee shall review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board.

#### **V. Authority**

The Committee shall have the authority to confer with the Fund's management and other employees of the Advisor and/or the Sub-Advisor to the extent it deems necessary or appropriate to fulfill its responsibilities.

The Committee is authorized to conduct or initiate inquiries or investigations into any matters within the Committee's scope of responsibilities and shall have full access to the books, records, facilities and personnel of the Funds. The Committee is further authorized to retain, at the expense of the Fund, outside legal or other expert advice, including financial advice, to the extent it deems necessary or appropriate from time to time, provided that the Committee keeps the Board reasonably informed as to the nature and extent of such outside advice.

#### **VI. Use of Resources**

The Committee shall have the right to make use of appropriate resources in fulfilling its duties and responsibilities, including evaluating board compensation relative to similarly sized investment companies and fund complexes.