

NOMINATING AND CORPORATE GOVERNANCE 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 Funds directly and through third party sub-administrators.

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

I. Responsibilities of the Committee

The primary responsibilities of the Committee are to:

- Identify and to carry out the responsibilities delegated by the Board to the Committee related to the Fund’s process and procedures for nominating trustees;
- Select individuals qualified to serve as trustees of the Fund and on committees of the Board;
- Advise the Board with respect to the Board’s composition, procedures and committees;
- Develop, monitor and review the Fund’s corporate governance documentation and practices;
- Monitor adherence to the Fund’s code of ethics and any other policies and procedures;
- Address conflict of interest matters;
- Oversee the evaluation of the Board’s performance and effectiveness and consider the qualifications, diversity and independence of trustees; and
- Undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Committee.

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 Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”).

The Committee shall meet only as necessary or appropriate and is empowered to hold special meetings as circumstances require. The Chairman or a majority of the members shall be authorized to call a meeting

of the Committee and send notice thereof. Notice of meetings shall be made to each member by any reasonable means. The Committee may meet either on its own or in conjunction with Board meetings; members may attend telephonically, and the Committee may act by written consent, to the extent permitted by law and a Fund's governing documents. The Committee shall prepare and retain minutes of its meetings.

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. 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.

III. Identification and Evaluation of Potential Nominees

In identifying and evaluating a person as a potential nominee to serve as a trustee of the Fund, the Committee shall consider:

- The contribution which the person can make to the Board, with consideration being given to the person's business and professional experience, education, skills, judgment, and such other factors as the Committee may consider relevant;
- The character and integrity of the person and whether or not the person is an "interested person" of the Fund and whether the person is otherwise qualified under applicable laws and regulations to serve as a trustee of the Fund;
- Whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment advisor or manager of the Fund, Fund service providers or their affiliates;
- Whether or not the person serves on boards of, or is otherwise affiliated with, financial service organizations, their related investment company complexes or other public companies;
- Whether or not the person is willing and is able to commit the time necessary to serve as a trustee of the Fund;
- Whether or not the selection and nomination of the person would contribute to Board diversity, including with respect to differences of viewpoint, professional experience, education, skill and other individual qualities and attributes;
- Whether or not the person is finally literate and/or is an "audit committee financial expert" as defined in Item 3 of Form N-CSR.

While the Committee is solely responsible for the selection and nomination of the Fund's trustees, the Committee shall review and consider trustee nominations submitted by management and by Fund shareholders.

IV. Corporate Governance of the Fund

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

- At the request of the Fund’s management or upon the advice of counsel, to review the Fund’s organizational documents and by-laws and to recommend to the Board any appropriate changes;
- To develop, monitor and review the Fund’s code of ethics and adherence thereto by trustees, executive officers, employees and third parties providing services to the Fund;
- At the request of the Fund’s management, upon the advice of counsel or as otherwise required by the Securities and Exchange Commission, to develop and review the corporate governance policies, principles and procedures applicable to the Fund, including those relating to the structure and operations of the Board and its committees, and to recommend to the Board appropriate governance policies, principles and procedures and any changes thereto;
- To evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise; and
- To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

V. Duties and Powers

To carry out the responsibilities specified in Section I above, the Committee shall have the following duties and powers:

- If deemed appropriate and necessary, the sole responsibility to select, retain and terminate a search firm to assist the Committee in identifying trustee candidates, including sole authority to approve all such search firm’s fees and other retention terms; and,
- The sole authority to engage independent counsel to address corporate governance matters brought before the Committee if the Fund’s legal counsel is in conflict or unable to address the matter; and

VI. Periodic Review of Charter

The Committee shall review this Charter, as it deems necessary or appropriate and recommend any changes to the full Board at least annually.