

abrdrn Japan Equity Fund, Inc.
(the "Fund")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE AND SCOPE

The Fund has established a Nominating and Corporate Governance Committee (the "Committee") to promote the effective participation of qualified individuals on the Board of Directors (the "Board"), committees of the Board, and to review, evaluate and enhance the effectiveness of the Board in its role in governing the Fund and overseeing the management of the Fund so that the interests of shareholders of the Fund are well-served.

In pursuit of this purpose, the scope of the Committee's responsibilities shall include:

- the identification and nomination of new Directors; and
- the coordination of the annual self-assessment of the performance of the Board and the Fund's committee structure to ensure the effective functioning of the Board.

MEMBERSHIP

- a) The Committee shall be composed entirely of directors who are not "interested persons" of the Fund, as defined in the Investment Company Act of 1940, as amended (the "1940 Act") ("independent directors"), and, if applicable, "independent" as such term is defined by the listing standards of the principal national securities exchange upon which the Fund's shares are listed. Committee members shall be appointed and removed by action of the independent directors of the Fund.
- b) The Committee shall appoint its Chair by a majority vote of its members. Members of the Committee shall serve at the pleasure of the Board.
- c) The additional compensation, if any, of the Committee members and Chair shall be as determined by the Board.

NOMINATION AND APPOINTMENT POLICY AND RESPONSIBILITIES

- a) The Committee shall make nominations to fill vacancies for directors of the Fund, however those vacancies may arise, and shall submit such nominations to the full Board. The Chair of the Committee shall notify the Committee members when a vacancy has occurred. No director may be elected by the Board or nominated by the Board for election by shareholders unless nominated by the Committee.
- b) In nominating candidates, the Committee will seek to identify candidates who can bring to the Board the skills, experience and judgment necessary to address the issues directors of investment companies, and the Fund in particular, may confront in fulfilling their duties to fund shareholders. The Committee may, in its discretion, establish specific, minimum qualifications (including skills) that must be met by candidates. The Committee may take into account a wide variety of factors in considering prospective director candidates. The Committee generally considers the background, experience, qualifications, attributes, skills and diversity that a prospective director will bring to the Board. The Committee may also consider other factors or attributes as they may determine appropriate in their judgment. The Committee believes that the significance of each candidate's

background, experience, qualifications, attributes or skills must be considered in the context of the Board as a whole.

- c) Prior to the Committee's vote on whether to recommend any nominee to serve as a director, each member of the Committee shall be given an opportunity to meet with the prospective director nominee.
- d) Persons selected as independent directors must not be "interested persons" of the Fund as that term is defined in the 1940 Act and, if applicable, must be "independent" as such term is defined by the listing standards of the principal national securities exchange upon which the Fund's shares are listed. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence (e.g., business, financial or family relationships with the Fund's investment adviser or its affiliates, other principal service providers, or a significant shareholder).
- e) The Committee will consider potential director candidates, if any, recommended by shareholders, provided that the proposed candidates (i) satisfy any minimum qualifications of the Fund for its directors; (ii) are not "interested persons" of the Fund, as that term is defined in the 1940 Act; and (iii) are "independent" as defined in the listing standards of any exchange on which the Fund's shares are listed.
- f) The Committee is empowered to establish such procedures and eligibility requirements for shareholder submissions of nominee candidates as the Committee deems appropriate, in addition to such procedures and requirements as are set forth above and in the Fund's bylaws. The procedures for shareholder submission of nominee candidates, as such procedures may be amended from time to time, are attached as Appendix A to this Charter.
- g) The Committee may identify prospective directors from any reasonable source, including, but not limited to, consultation with third-party director search services. The Committee shall have sole authority to retain and determine the terms of engagement for such third-party director search services and may pay for any search firm's services from the assets of the Fund.
- h) It shall be in the Committee's sole discretion as to whether to nominate a candidate for membership on the Board.

CORPORATE GOVERNANCE, ADDITIONAL AUTHORITY AND RESPONSIBILITIES

- a) The Committee shall be responsible for and implement (or cause to be implemented) an annual self-assessment of the performance of the Board and the organization and effectiveness of its committees, including a consideration of the appropriateness of the committee structure and the number of funds the Board members oversee (consistent with relevant Securities and Exchange Commission regulations), and the performance of the Committee and the organization and effectiveness of Committee meetings.
- b) The Committee shall review, discuss, and make recommendations to the Board, relating to those issues that pertain to the effectiveness of the Board in carrying out its responsibilities in governing the Fund and overseeing the management of the Fund, including:
 - i. Composition of the Board, including size, areas of expertise represented, tenure of the directors, including term limits and/or age limits;

- ii. Committee assignments;
 - iii. The role of the Board's committees, including the scope of each committee's responsibilities; and
 - iv. The role of the Independent Directors, including periodic review of governance policies adopted by the Board;
- c) The Committee shall have the authority to investigate any matter brought to its attention within the scope of its duties, and shall have the authority to meet with the compliance personnel of management as the Committee deems appropriate in connection with the performance of its responsibilities.
 - d) The Committee shall have the authority to delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.
 - e) The Committee shall have any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the governance of the Fund and the nomination of Board members or any Committee members.

PROCEDURAL MATTERS

- a) The Committee shall meet as deemed necessary or appropriate to carry out its nominating and governance functions, and at such other time or times as the Committee or Board may determine appropriate or necessary, and is empowered to hold special meetings as circumstances require.
- b) A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at any meeting at which there is a quorum shall be the act of the Committee.
- c) The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Fund, and the Committee shall report to the Board on its meetings.
- d) The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the full Board for approval.
- e) The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to (i) engage and compensate independent legal counsel and other experts or consultants at the expense of the Fund; and (ii) determine and request appropriate funding from the Fund to cover the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Amended: December 13, 2022

Appendix A – Requirements for Shareholder Nominations

The Committee shall consider Director candidates from such sources it deems appropriate, including candidates recommended by shareholders of the Fund. In order for the Committee to consider shareholder submissions, the following requirements must be satisfied regarding the candidate:

- The candidate must satisfy all qualifications provided under this Charter and in the Fund’s organizational documents, including qualification as a “non-interested” Board member.
- The candidate may not be the nominating shareholder (the shareholder and/or entity (as applicable) who is making the recommendation for a Director candidate) or a member of the nominating shareholder group (as defined below). A member of the nominating shareholder group refers to any person who: (A) at any time during the current calendar year or at any time within the two most recently completed calendar years had any agreement, arrangement, understanding (whether written or oral) or practice, including the sharing of information, decisions or actions, with the nominating shareholder with respect to the Fund or other investment companies or shares of the Fund or other investment companies, (B) has beneficial ownership of securities of the nominating shareholder, (C) shares beneficial ownership of any securities with the nominating shareholder, (D) is an immediate family member of the nominating shareholder, (E) at any time during the current calendar year or at any time within the two most recently completed calendar years had a material business or professional relationship with the nominating shareholder or with any person of which the nominating shareholder is a holder of 5% or more of the outstanding voting securities, officer, director, general partner, managing member or employee or (F) controls, is controlled by or is under common control with the nominating shareholder.
- Neither the candidate nor any member of the candidate’s immediate family may be currently employed or employed within the last year by any nominating shareholder that is an entity or by any entity that is a member of the nominating shareholder group.
- Neither the candidate nor any immediate family member of the candidate is permitted to have accepted directly or indirectly, during the year of the election for which the candidate’s name was submitted, during the immediately preceding calendar year, or during the year when the candidate’s name was submitted, any consulting, advisory, or other compensatory fee from the nominating shareholder or any member of a nominating shareholder group.
- The candidate may not be an executive officer, director/trustee (or person fulfilling similar functions) of the nominating shareholder or any member of the nominating shareholder group, or of an affiliate of the nominating shareholder or any such member of the nominating shareholder group.
- The candidate may not control (as that term is defined under the 1940 Act) the nominating shareholder or any member of the nominating shareholder group

(or, in the case of a holder or member that is a fund, an interested person of such holder or member as defined by Section 2(a)(19) of the 1940 Act).

- A shareholder or shareholder group may not submit for consideration a candidate who has previously been considered by the Committee.

Any recommendation should be submitted in writing to the Secretary of the Fund. Shareholders or shareholder groups submitting proposed candidates must substantiate compliance with the above requirements at the time of submitting their proposed candidate. Any submission should include, at a minimum, the following information: As to each individual proposed for election or re-election as director, the name, age, business address, residence address and principal occupation or employment of such individual, the class, series and number of shares of stock of the Fund that are beneficially owned by such individual, the date such shares were acquired and the investment intent of such acquisition, whether such shareholder believes such individual is, or is not, an “interested person” of the Fund (as defined in the 1940 Act), and information regarding such individual that is sufficient, in the discretion of the Committee, to make such determination, and all other information relating to such individual that is required to be disclosed in solicitation of proxies for election of directors in an election contest (even if an election contest is not involved) or is otherwise required, in each case pursuant to Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934, as amended, and the rules thereunder (including such individual’s written consent to being named in the proxy statement as a nominee and to serving as a director (if elected)). In the case of a Fund holding an annual meeting of shareholders, any such submission in order to be considered for inclusion in the Fund’s proxy statement must be delivered to the Secretary at the principal executive office of the Fund neither earlier than 9:00 a.m., Eastern Time, on the 150th day nor later than 5:00 p.m., Eastern Time, on the 120th day before the first anniversary of the date of the proxy statement for the preceding year’s annual meeting; provided, however, that in the event the date of the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of the preceding year’s annual meeting, or in the event that no annual meeting was held the preceding year, notice by the Shareholder will be timely if so delivered not later than 5:00 p.m., Eastern Time, on the tenth day following the day on which public announcement of the date of such annual meeting is first made. Any such submission must also be submitted by such date and contain such information as may be specified in the Fund’s By-laws or other organizational documents, or as required by any relevant stock exchange listing standards.