

**EATON VANCE CORP.**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**Adopted by the Board of Directors and effective on October 31, 2004**

**Purpose**

The purpose of the Nominating and Governance Committee of the Board of Directors (“Board”) is to assist the Board in its responsibilities relating to Board membership by:

- ? identifying individuals qualified to become directors of the Corporation (“Directors”);
- ? recommending to the Board nominees for Director for election by the voting shareholders of the Corporation;
- ? reviewing with the Board the independence and other qualifications of Directors;
- ? recommending to the Board the membership composition of the committees of the Board (“Committees”);
- ? developing and recommending to the Board the corporate governance principles applicable to the Corporation;
- ? leading the Board in its annual review of its performance; and
- ? overseeing the annual evaluation of the Board and the Corporation’s management.

**Committee Membership**

The Nominating and Governance Committee shall consist of at least three Directors, one of whom shall serve as the chairperson of the Committee. The members of the Nominating and Governance Committee shall meet the applicable membership and independence requirements under Section 303A of the Listed Company Manual of the New York Stock Exchange (“NYSE”).

The members of the Nominating and Governance Committee and the chairperson of the Nominating and Governance Committee shall be appointed at least annually by the Board. The Board from time to time may remove members of the Nominating and Governance Committee and fill any resulting vacancy.

## **Meetings**

The Nominating and Governance Committee shall hold at least one meeting per year and such additional meetings as the Nominating and Governance Committee or its chairperson shall determine.

## **Committee Duties and Powers**

To carry out its purpose, the Nominating and Governance Committee shall have the following duties and powers:

*Identification of Potential Board Members.* The Nominating and Governance Committee actively shall seek and identify individuals qualified to become Directors, consistent with criteria approved by the Board.

*Recommendation of Director Nominees.* The Nominating and Governance Committee shall recommend to the Board that it select Director nominees for election at each annual meeting of the voting shareholders of the Corporation.

*Independence and Qualification of Directors.* The Nominating and Governance Committee shall review with the Board at least annually the qualifications of new and existing Directors, considering the level of independence of individual members, together with such other factors as the Board may deem appropriate, including overall skills and experience, to ensure the Corporation's on-going compliance with the independence and other standards set by the NYSE.

*Committee Composition.* The Nominating and Governance Committee shall make recommendations to the Board with respect to the membership composition of other Committees of the Board and shall evaluate the composition of each such Committee periodically to ensure the Corporation's on-going compliance with the independence and other standards set by the NYSE.

*Search Firms.* The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates and shall have the sole authority to approve any such search firm's fees and other retention terms. The Nominating and Governance Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting and other advisors.

*Board and Management Evaluations.* The Nominating and Governance Committee shall receive comments from all Directors regarding Board performance and shall report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each year. In addition, the Nominating and Governance Committee shall oversee the Board's annual evaluation of the Corporation's management.

*Corporate Governance Guidelines.* The Nominating and Governance Committee shall periodically review and assess the continuing adequacy of the Corporate Governance Guidelines of the Corporation in accordance with the requirements of Section 303A of

the Listed Company Manual of the NYSE and shall recommend any proposed changes to the Board for approval.

Subcommittees. The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.

Nominating and Governance Committee Charter. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

Self-Evaluation. The Nominating and Governance Committee shall conduct an annual self-performance evaluation.

Other Duties. The Nominating and Governance Committee also shall perform such additional duties and have such additional responsibilities and functions as the Board from time to time may determine.

### **Reports of the Committee**

At each regular meeting of the Board, the Nominating and Governance Committee shall report the substance of all actions taken by the Nominating and Governance Committee since the date of its last report to the Board. Each report shall be filed with the minutes of the Board to which it is presented, as a part of the corporate records.