

Aberdeen Emerging Markets Equity Income Fund, Inc.

Audit and Valuation Committee Charter

Mission

The mission of the Audit and Valuation Committee (the “Committee”) of the Aberdeen Emerging Markets Equity Income Fund, Inc. (the “Fund”) is to oversee: (i) the accounting and financial reporting policies and practices for the Fund; (ii) the Fund’s internal controls and, as appropriate, the internal controls of certain service providers; (iii) the integrity, quality and objectivity of the Fund’s financial statements and the independent audit thereof, including, but not limited to, oversight of the independent auditor’s qualifications and independence. The Committee will also oversee the activities of the Fund’s Pricing Committee and perform the responsibilities assigned to the Committee in the Valuation and Liquidity Procedures (the “Procedures”). In addition, the Committee serves to provide an open avenue of communication among the independent auditors, the internal accounting staff of the Fund’s administrator (the “Administrator”) and the Board of Directors (the “Board”). The Committee will report to its respective Board, if necessary, any relationships between the independent auditor and the Fund or any Director, or any other relationships, which come to the Committee’s attention that may adversely affect the independence of the independent auditor. References throughout this Charter to the Committee, the Board and the Fund shall be interpreted to refer to the Committee, the Board and the Fund, respectively.

The function of the Committee is to provide oversight; it is the responsibility of the Fund’s management (“Management”), and, to the extent delegated to the Fund’s investment adviser (the “Adviser”) and the Administrator, such Adviser and Administrator, to maintain appropriate systems for (i) accounting and internal controls; and (ii) maintaining appropriate systems for pricing of the Fund’s assets. It is the responsibility of the Fund’s independent auditor and Management to plan and carry out a proper audit.

Although the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Fund’s financial statements are complete or accurate or have been prepared in accordance with generally accepted accounting principles.

The Pricing Committee is directly accountable to the Committee and the Board. The independent auditor is directly accountable to the Committee and must report directly to the Committee.

Committee Composition and Qualifications

1. The Committee shall be composed of at least three members. Each member of the Committee must have been determined not to be an “interested person” (as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended), of the Fund. In addition, each member of the Committee must be “independent” as that term is interpreted under Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and under the listing standards of the NYSE American exchange (the “Exchange”), except as otherwise set forth by statute, rule or listing standard.¹
2. Members of the Committee must be members of the Fund’s Board and may not be officers of the Fund. In addition, members of the Committee should be free of any relationships that would interfere with their exercise of independent judgment as committee members.
3. Each member of the Committee must not have participated in the preparation of the financial statements of the Fund at any time during the past three years.
4. Each member of the Committee must be able to read and understand fundamental financial statements, including a Fund’s balance sheet, income statement and statement of cash flows, or must become able to do so within a reasonable period of time after his or her appointment to the Committee. Further, at least one member of the Committee must be “financially sophisticated,” as such term is described in the listing standards of the Exchange.² No “financially sophisticated” Committee member or a Committee member designated as an Audit Committee Financial Expert (“ACFE”) under Item 3 of Form N-CSR will be subject to a different or higher degree of individual responsibility, care or obligation than any other member of the Committee. In addition, the designation of a Committee member as “financially sophisticated” or as an ACFE shall not alter or decrease the duties and obligations of members of the Committee not so designated. On an annual basis, the Committee shall determine whether one or more of the Committee members qualifies as “financially sophisticated” or as an ACFE.
5. Unless exempted by an order of the Securities and Exchange Commission (the “SEC”), each member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board or any other committee of the Board,

¹ Although the NYSE American Company Guide exempts closed-end funds from certain specified listing requirements, this Charter has been drafted according to the view expressed by regulators that they may, in fact, apply some of these specified requirements to closed-end funds.

² An individual that qualifies as an “audit committee financial expert” under Item 3 of Form N-CSR is presumed to be “financially sophisticated.”

directly or indirectly, accept any consulting, advisory or other compensatory fee from the Fund or the Fund's independent auditor (or affiliate thereof).

6. The Committee shall appoint its Chairperson by a majority vote of its members.
7. The additional compensation, if any, of the Committee members and Chairperson shall be as determined by the Board.

Duties and Powers

To carry out its mission under this Charter, the Committee shall have the following duties and powers to be discharged in such a manner as it deems appropriate, in its sole discretion:

1. To annually select, retain or terminate, and recommend to the members of the Board of the Fund for their ratification, the selection, retention or termination, the Fund's independent auditor and, in connection therewith, to evaluate the terms of the engagement (including compensation of the independent auditor) and the qualifications and independence of the independent auditor, including whether the independent auditor provides any consulting, auditing or tax services to the Adviser or any sub-adviser. The Committee must also receive annually a report from the independent auditor, disclosing all relationships that may affect the independent auditor's independence, including the disclosures required by PCAOB Rule 3526³ or any other applicable auditing standard. The Committee must actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and is responsible for taking, or recommending that the full Board take, appropriate action to oversee the independence of the independent auditor;
2. To review in advance, and consider approval of, any and all proposals by Management or the Adviser that the Fund, the Adviser or any of their affiliated persons, employ the independent auditor to render "permissible non-audit services"⁴ to the Fund and to consider whether such services are consistent with

³ PCAOB Rule 3526 requires that, at least annually, the auditor: (1) disclose to the Committee, in writing, all relationships between the auditor and its related entities and the Fund and its related entities and Board members that in the auditor's professional judgment may reasonably be thought to bear on independence; (2) confirm in writing that, in its professional judgment, it is independent of the Fund within the meaning of the securities acts administered by the SEC; and (3) discuss the auditor's independence with the audit committee.

⁴ "Permissible non-audit services" include any professional services, including tax services, provided to the Fund by the independent auditor, other than those provided to the Fund in connection with an audit or a review of the financial statements of the Fund. Permissible non-audit services may not include: (i) bookkeeping or other services related to the accounting records or financial statements of the Fund; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the

the independent auditor's independence.⁵ The Committee may delegate to one or more of its members ("Delegate(s)") authority to pre-approve permissible non-audit services to be provided to the Fund (a description of the Committee's current delegation is included as Exhibit A). Any pre-approval determination of a Delegate shall be presented to the full Committee at its next meeting. The Committee shall communicate any pre-approval made by it or a Delegate to the Adviser, who will ensure that the appropriate disclosure is made in the Fund's periodic reports required by Section 30 of the Investment Company Act of 1940, as amended, and other documents as required under the federal securities laws;

3. To select, and recommend to the members of the Board of the Fund for their ratification, the selection and engagement of , new independent auditors, should it prove necessary, subject to shareholder approval, if required;
4. To review and oversee, in advance and in consultation with the independent auditors, the staffing of the audit of the Fund's financial statements and obtain from the independent auditors a written representation that they have appointed a lead auditor and/or review partner who has not acted in such capacity for the Fund in each of the Fund's previous five fiscal years;
5. To meet on a regular basis, as often as necessary to fulfill its responsibilities, including at least twice a year in connection with the issuance of audited annual financial statements and unaudited semi-annual financial statements;
6. To meet periodically with the Fund's independent auditor and Management, including private meetings, as necessary (i) to review the arrangements for and scope of the annual audit and any special audits, and the fees proposed to be charged in connection with such services, (ii) to review and discuss the Fund's audited annual financial statements and unaudited semi-annual financial statements, (iii) to discuss any matters of concern relating to the Fund's financial statements, including any adjustments to such statements recommended by the independent auditor, or other results of said audit(s), including matters required to be discussed by the Statement on Auditing Standards ("SAS") No. 114, as amended,⁶ and Management's response to such matters, (iv) to consider the

audit; and (ix) any other service the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

⁵ Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the aggregate amount of all such permissible non-audit services provided to the Fund constitutes not more than 5% of the total amount of revenues paid by the Fund to its auditor during the fiscal year in which the permissible non-audit services are provided; (ii) the permissible non-audit services were not recognized by the Fund at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Committee and approved by the Committee or its Delegate(s) prior to the completion of the audit.

⁶ SAS 114 requires independent auditors to communicate certain matters related to the conduct of an audit to those who have responsibility for oversight of the financial reporting process, specifically the audit committee. Among

independent auditor's comments with respect to the Fund's financial policies, procedures and internal accounting controls and Management's responses thereto, (v) to review the form of opinion the independent auditor proposes to render to the Board and shareholders, and (vi) to review the performance of the independent auditor;

7. To review the fees charged by the independent auditor for audit and permissible non-audit services;
8. To review and discuss policies with respect to risk assessment and risk management with respect to the Fund.
9. To review annually with Management and the independent auditors their separate evaluations of the adequacy and effectiveness of the Fund's system of internal controls;
10. To review with Management and the independent auditor any significant audit findings related to the Fund's systems for accounting, reporting and internal controls, and any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable;
11. To consider, in consultation with the independent auditor, reports from Fund legal counsel with respect to compliance with laws and regulations, significant litigation, and possible impact of financial results;
12. To review the Fund's tax compliance and status, including the status of the Fund's position relative to tax audits and significant issues disputed by tax authorities;
13. To develop, establish and periodically review procedures for: (i) the receipt, retention and treatment of complaints received by the Fund from any source regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission of concerns regarding questionable

the matters to be communicated to the audit committee are: (1) methods used to account for significant unusual transactions; (2) the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus; (3) the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditor's conclusions regarding the reasonableness of those estimates; (4) adjustments arising from the audit that could, in the auditor's judgment, have a significant effect on the company's financial reporting process, or uncorrected misstatements aggregated by the auditor that were determined by management to be immaterial to the financial statements; (5) disagreements with management over the application of accounting principles, the basis for management's accounting estimates, and the disclosures in the financial statements; (6) the auditor's responsibilities under generally accepted auditing standards; and (7) the planned scope and timing of the audit. SAS No. 90 clarifies that the auditor must discuss certain information relating to its judgment about the quality, not just the acceptability, of the company's accounting principles with the audit committee and encourages a three-way discussion among the auditor, management and the audit committee.

accounting, internal accounting controls or auditing matters related to the Fund by employees of the Fund and employees of its service providers, including employees of the Adviser, the Administrator, the Fund's custodian, the Fund's principal underwriter, if any, and any other provider of accounting-related services (such procedures are included as Exhibit B);

14. To investigate improprieties or suspected improprieties in Fund operations and other matters within the scope of its duties, as they are presented to the Committee or brought to the attention of the Committee;
15. To set clear hiring policies for employees or former employees of the independent auditor;
16. To appoint a Pricing Committee for the Fund, in accordance with the Procedures;
17. To review the actions of the Pricing Committee and to ratify or revise such actions, in accordance with the Procedures;
18. To investigate matters brought to the Pricing Committee's attention within the scope of its duties;
19. To review any fair price valuation in a special meeting, if called to do so by the Pricing Committee; and
20. To report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.

Other Powers and Responsibilities

1. The Committee normally shall meet twice yearly, and may meet at such time or times as the Committee or Board may determine appropriate or necessary, and is empowered to hold special meetings as circumstances require. 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.
2. The Fund's officers shall provide, or arrange to provide, such information, data and service as the Committee may request. The Committee shall conduct interviews or discussions as it deems appropriate with service providers of the Fund, and/or others whose views would be considered helpful to the Committee. The Committee may ask Management and representatives of the service providers to attend meetings as it deems necessary.
3. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged

(including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit reviews or attest services for the Fund, and each such independent auditor must report directly to its respective Committee.

4. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to: (i) engage and compensate independent legal counsel and other experts or consultants at the expense of the Fund; (ii) compensate any independent auditor engaged for the purpose of preparing or revising an audit report or performing other audit, non-audit, tax, review or attest services for the Fund; and (iii) 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.
5. In discharging their duties, the members of the Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) officers of the Fund whom the member reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, the independent auditors or other public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or (3) another Board committee on which the member does not sit.
6. The Committee shall review this Charter annually and recommend any changes to the full Board.

As amended December 11, 2018

Exhibit A

On June 8, 2011, pursuant to this authority, the Fund's Committee delegated to the Committee Chairman, subject to subsequent ratification by the full Committee, the authority to pre-approve non-routine permissible non-audit services on behalf of the Fund's Committee up to a maximum amount of \$25,000, which includes any professional services, including tax services, provided to the Fund by its independent registered public accounting firm other than those provided to the Fund in connection with an audit or a review of the financial statements of the Fund.

Exhibit B

Audit and Valuation Committee Procedures for Handling Complaints and Concerns

The Fund seeks to ensure the integrity of its financial reporting and its compliance with applicable law. The Fund also desires to conduct itself in a prudent and ethical manner. The Fund believes that any measures which assist it in protecting the integrity of its financial reporting and promoting its compliance with applicable law benefits the interests of its stockholders.

Pursuant to the requirements of Rule 10A-3(b)(3) of the Securities Exchange Act of 1934, as amended, Section 803 B(4) of the NYSE American Company Guide, the Fund's Audit and Valuation Committee Charter, and in accordance with Section 806 of the Sarbanes-Oxley Act of 2002, the Audit and Valuation Committee of the Fund (the "Committee") has adopted the following procedures for handling complaints and concerns to assist the Fund in meeting certain legal obligations in connection with its accounting and auditing practices (the "Procedures"). The Procedures have also been adopted to address complaints and concerns and encourage reporting of any potential conduct that is dishonest, illegal or unethical, including, but not limited to, conduct which involves violations of any rules and regulations adopted by the Securities and Exchange Commission as well as any federal rules relating to fraud against stockholders. The goal of the Procedures is to reduce the prospect of illegal conduct.

Although the Fund has officers, the Fund does not have employees. The Fund contracts with third parties for management, administrative, custodial, accounting, auditing, transfer agency and other services to the Fund ("Service Providers"). The Committee relies on its officers and Service Providers for information about the Fund's accounting, internal accounting controls and auditing matters (collectively, "Accounting Matters") as well as information concerning the daily operations of the Fund ("Operational Matters"). Because the Committee is dependent upon the information provided to it by the Fund's officers and Service Providers, it is important for the Committee to ensure that open and effective channels of communication are available for the reporting of concerns and complaints regarding Accounting Matters and Operational Matters.

The Committee has established the Procedures for the:

- receipt, retention and treatment of complaints received by the Fund regarding Accounting Matters or Operational Matters; and
- the confidential, anonymous submission by officers of the Fund or employees of Service Providers (collectively, "Reporting Persons") of concerns regarding questionable Accounting Matters or Operational Matters.

1. Submission of Complaints and Concerns

- (a) The Fund encourages any Reporting Person who has a concern regarding a

potentially questionable Accounting Matter or Operational Matter to bring this concern to the attention of the Fund's Committee Chairman. A matter may be a potentially questionable Accounting Matter if, for example, it involves fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of a Fund; fraud or deliberate error in the recording and maintaining of financial records of a Fund; deficiencies in or noncompliance with any internal accounting controls affecting a Fund; any misrepresentation or false statement regarding a matter contained in the financial records, financial reports or audit reports of a Fund; or any deviation from full and fair reporting of a Fund's financial condition. A matter may be a potentially questionable Operational Matter if, for example, it involves fraud or intentional illegal conduct affecting a Fund or its stockholders; potential violation of the applicable federal securities laws or other applicable federal or foreign laws governing a Fund; or potentially unethical conduct impacting the operations of a Fund.

(b) Any such concerns involving questionable Operational Matters or Accounting Matters should be submitted directly to the Committee's Chairman (the "Chairman"). The Chairman, may be contacted as follows:

By mail: Chairman of the Audit and Valuation Committee of Aberdeen Emerging Markets Equity Income Fund, Inc.

c/o Drinker Biddle & Reath LLP

One Logan Square

18th and Cherry Sts.

Ste. 2000

Philadelphia, PA 19103

Attn. Michael P. Malloy

By telephone: (215) 988-2700

By fax: (215) 988-2757

By e-mail: Michael.Malloy@dbr.com

If a Reporting Person does not want to be identified with the submission, he or she should mail his or her communications to the Chairman, without including his or her name in the correspondence but, instead, prominently indicating on the submission that it is a "*Confidential, Anonymous Submission.*"

(c) Any complaint received by an officer of the Fund or an employee of a Service Provider with respect to Accounting Matters or Operational Matters should be promptly forwarded to the Chairman. Given the sensitivity of such matters, any written correspondence regarding a complaint should be marked "Confidential."

(d) The Fund's Chairman will observe the following procedures in investigating a complaint or concern:

- the Chairman will take such action as he or she deems appropriate, in his or her sole discretion, to investigate any complaints or concerns reported to him or her, which actions may (but need not) include the use of internal or external counsel, accountants or other personnel; and

- the Chairman will promptly report any complaint or concern he or she receives to the President of the Fund and to the Fund's legal counsel, although the Chairman may refrain from notifying the President of the Fund if after consultation with the Fund's legal counsel or the Committee, the Chairman believes that refraining would be in the Fund's best interest.

The Chairman will inform the Committee of any complaints or concerns reported under the Procedures at the next regularly scheduled Committee meeting, although the Chairman will notify the Committee before the meeting if the Chairman determines that the Committee should be notified more promptly. The Committee in its discretion may take any action it deems appropriate to investigate any complaints or concerns of which it becomes aware, which may include referring the matter to the President of the Fund or another Fund officer or initiating an independent investigation. The Committee may also choose to take no action. If the Committee chooses to conduct an investigation, it may, at the Fund's expense, use internal or external counsel, accountants and other personnel. The Committee will maintain records of all complaints and concerns reported under the Procedures, the disposition of such complaints and concerns, and the basis for such disposition.

2. Freedom to Report (No Retaliation)

The Fund will not tolerate any form of retaliation against a Fund director or officer; or against a Service Provider employee (i) who submits a good faith complaint or concern about the Fund's Accounting or Operational Matters or (ii) who assists in an investigation of challenged practices.

Accordingly, any director or officer of the Fund, or employee of an Service Provider is prohibited from discharging, demoting, suspending, threatening, harassing, or in any other manner discriminating against a Reporting Person that would have an impact on the terms and conditions of the Reporting Person's employment, because of any lawful act done by the Reporting Person to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the Reporting Person reasonably believes is reportable under the Procedures. Reporting Persons have the option, and are encouraged to, report any violation to the Fund's Chairman with confidentiality. The Procedures are intended to create an environment where Reporting Persons can act without fear of reprisal or retaliation. So as to ensure that Service Providers are aware of, and complying with, the Procedures, a Fund may, as part of these Procedures, provide Service Providers with the Procedures and obtain annual affirmations of such Service Providers' receipt of, and compliance with, the Procedures.

In order to monitor whether the Reporting Person is being subjected to reprisals or retaliation, a Fund's Chairman may contact the Reporting Person (if the Reporting Person's identity is known) to determine whether any changes in the Reporting Person's work situation have occurred, potentially as a result of providing such information. If the Chairman determines that any reprisal or retaliation has occurred, a report of this shall be made to the Service Provider and to the Committee, if consented to by the Reporting Person.

Any Reporting Person who feels he or she has been the subject of reprisal or retaliation because of his or her reporting under the Procedures should immediately notify the Fund's

Chairman.

3. Director Concerns

Any director who has a concern regarding what he or she views as questionable Accounting Matters or Operational Matters should bring such concern to the attention of the Fund's Chairman no later than the first Committee meeting held after he or she becomes concerned.

4. Retention of Records

The Fund's Chief Compliance Officer, on behalf of the Fund and the Committee, will maintain a confidential file of materials related to complaints or concerns received concerning Accounting Matters or Operational Matters. These materials will be retained for a period of five (5) years or such longer period as may be required by law. Any records relating to a report may, if necessary, be redacted (or similar steps taken) to preserve the confidentiality of the person(s) submitting the report.

5. Communication

The officers of the Fund shall be responsible for ensuring that all persons involved with Accounting Matters and Operational Matters (including employees of Service Providers) are made aware of and encouraged to report matters under the Procedures.

6. Review of Procedures

The Procedures shall be reviewed by the Fund's Audit Committee at the same time as the review of the Fund's Audit and Valuation Committee Charter.