

## **NOMINATING COMMITTEE CHARTER**

### **ORGANIZATION**

The Nominating Committee of each registered investment company listed on Appendix A hereto (each, a “Fund” and together, the “Funds”) shall be composed solely of Directors who are not “interested persons” of the Fund as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”) and, with respect to those Funds listed on the New York Stock Exchange, who are “independent” as defined in the New York Stock Exchange listing standards (“Independent Directors”). The Board of Directors of the Fund (the “Board”) shall nominate the members of the Committee and shall designate the Chairperson of the Committee. The Chairperson shall preside at each meeting of the Committee.

### **RESPONSIBILITIES**

The Committee shall select and nominate persons for election or appointment by the Board as Directors of the Fund.

### **EVALUATION OF POTENTIAL NOMINEES**

In evaluating a person as a potential nominee to serve as a Director of the Fund, the Committee should consider among other factors it may deem relevant:

- whether or not the person is an “interested person” as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Director 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 manager of the Fund, other Fund service providers or their affiliates;
- whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes;
- whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund;
- the contribution which the person can make to the Board and the Fund (or, if the person has previously served as a Director of the Fund, the contribution which the person made to the Board during his or her previous term of service), with consideration being given to the person’s business and professional experience, education and such other factors as the Committee may consider relevant;
- the character and integrity of the person; and
- whether or not the selection and nomination of the person would be consistent with the requirements of the Fund’s retirement policies.

While the Committee is solely responsible for the selection and nomination of Directors, the Committee may consider nominees recommended by Fund stockholders as it deems appropriate. Stockholders who wish to recommend a nominee should send nominations to the Secretary of the Fund that include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Directors. The recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders.

## **QUORUM**

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.

## **NOMINATION OF DIRECTORS**

After a determination by the Committee that a person should be selected and nominated as a Director of the Fund, the Committee shall present its recommendation to the Board for its consideration.

## **MEETINGS**

The Committee may meet either on its own or in conjunction with meetings of the Board. Meetings of the Committee may be held in person, video conference or by conference telephone. The Committee may take action by unanimous written consent in lieu of a meeting.

Adopted: February 15, 2007

*As amended February 10, 2017*

Appendix A

ClearBridge American Energy MLP Fund Inc. (CBA)  
 ClearBridge Energy MLP Fund Inc. (CEM)  
 ClearBridge Energy MLP Opportunity Fund Inc. (EMO)  
 ClearBridge Energy MLP Total Return Fund Inc. (CTR)  
 Legg Mason BW Global Opportunities Fund Inc. (BWG)  
     Legg Mason Funds Trust (LMFT)  
     Legg Mason Permal Alternatives Fund Inc.\*  
     LMP Capital and Income Fund Inc. (SCD)  
     Western Asset Corporate Loan Fund Inc. (TLI)  
 ClearBridge Real Estate Opportunities Fund (“CRO”)  
     EnTrustPermal Hedge Strategies Fund I (PHSF I)  
     EnTrustPermal Hedge Strategies Fund II (PHSF II)  
     EnTrustPermal Hedge Strategies Portfolio (PHSP)  
 Western Asset Emerging Markets Debt Fund Inc. (EMD)  
 Western Asset Global Corporate Defined Opportunity Fund Inc. (GDO)  
     Western Asset Global High Income Fund Inc. (EHI)  
     Western Asset High Income Fund II Inc. (HIX)  
     Western Asset High Income Opportunity Fund Inc. (HIO)  
     Western Asset High Yield Defined Opportunity Fund Inc. (HYI)  
     Western Asset Intermediate Muni Fund Inc. (SBI)  
 Western Asset Investment Grade Defined Opportunity Trust Inc. (IGI)  
     Western Asset Managed Municipal Fund Inc. (MMU)  
     Western Asset Middle Market Debt Fund Inc. (XWAMX)  
     Western Asset Middle Market Income Fund Inc. (XWMFX)  
 Western Asset Mortgage Defined Opportunity Fund Inc. (DMO)  
 Western Asset Municipal Defined Opportunity Trust Inc. (MTT)  
     Western Asset Municipal High Income Fund Inc. (MHF)  
     Western Asset Municipal Partners Fund Inc. (MNP)  
     Western Asset Opportunistic Income Fund Inc.\*  
     Western Asset Variable Rate Strategic Fund Inc. (GFY)

- \* Has not yet commenced operations. The Fund's registration statement has not yet been declared effective by the SEC.