

**ING FUNDS
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

I. Purpose:

The Nominating and Governance Committee (the “Committee”) is a committee of the Boards of Directors and Trustees (the “Board”) of the ING Funds listed in Appendix A, amended from time to time (the “Funds”). The Board hereby delegates to the Committee the duty:

- (1) to identify and recommend for nomination candidates to serve as Board members who are not “interested persons” of the Funds (“Independent Board Members”) as that term is defined in the Investment Company Act of 1940, as amended (“1940 Act”), and, with assistance from legal counsel, take reasonable steps to ascertain that such candidates are not subject to any material conflicts of interest;
- (2) to evaluate and make recommendations to the Board regarding potential Board candidates who are “interested persons” of the Funds (“Interested Persons”) as that term is defined by the 1940 Act;
- (3) to review annually the collective workload and capabilities of Independent Board Members and, as the Committee deems appropriate, to make annual recommendations to the Board regarding the size, membership and chairpersons of such committees;
- (4) to monitor regulatory and other developments to determine whether to recommend modifications to the duties assigned to various committees, the creation of additional committees or changes to other Trustee policies and procedures in light of rule changes and reports concerning “best practices” in corporate governance;
- (5) to administer a periodic study of compensation for Independent Board Members in concert with such third-party assistance as the Committee deems appropriate, to review at least annually the compensation of the Independent Board Members and to report its annual review findings to the Board, including any recommended changes regarding such compensation for the consideration by the Board;
- (6) to oversee the Board’s annual self-evaluation process and, in this connection, to oversee and administer an annual discussion by Independent Board Members that evaluates the Board’s performance during the prior year and develops best practices and goals for the coming year with respect to the Board’s operations.
- (7) to facilitate periodic reviews for the purpose of confirming that Independent Board Members are not Interested Persons of the Funds as defined by the 1940 Act, and to facilitate initial training of new Trustees and ongoing training of existing Trustees regarding relevant independence guidelines applicable to Independent Board Members;
- (8) to develop annually (with assistance from management) a meeting calendar for the Board and its committees;

(9) to (a) administer the periodic dissemination of information to Independent Board Members regarding opportunities for attendance at relevant training sessions and seminars (“collectively, “conferences”) for investment company independent board members, (b) maintain a list of conferences attended by Independent Board Members, and (c) coordinate the distribution of useful conference materials or summaries to all Independent Board Members by attendees at such sessions; and

(10) to perform such other duties as may from time to time be assigned to the Committee by the Board or by the Board Chairperson.

The foregoing duties shall be performed in consultation or coordination with the Funds’ Chairman of the Board of the Trustees or, if the Chairman of the Board is an “interested person” of the Funds as defined by the 1940 Act, with the person who is designated as the lead Board member of those Trustees who are not “interested persons” of the Funds.

II. Committee Composition:

The Committee shall be comprised of four or more Board members as determined from time to time by the Board. Each member of the Committee shall be an Independent Board Member. The Board shall elect Committee members at least annually. Any member of the Board may nominate candidates for such positions. The Board shall select one of the Committee members to be the Chairperson at least annually. Committee members and the Chairperson can serve as many consecutive terms as the Board deems appropriate.

III. Meetings:

The Committee shall meet periodically during the year and on an as-needed basis. Meetings may be in person or by telephone, and may be called by the Chairperson or a majority of Committee members with reasonable advance notice. The Committee shall maintain minutes of its meetings. A quorum shall consist of a majority of Committee members.

IV. Certain Committee Operations:

As necessary or appropriate to carry out its duties pursuant to Section I.(1) above, the Committee shall recommend to the Board one or more candidates for Board membership, based on its research of the people suggested to it or identified by it as potential candidates. Potential candidate names may be accepted from Board members, Fund shareholders, legal counsel to the Independent Board Members or such other sources as the Committee deems appropriate. If the Committee becomes aware of more than one potential candidate, it shall attempt to rank such candidates in terms of overall suitability for Board membership. The Chairperson shall maintain records of any research performed by or on behalf of the Committee to determine and evaluate candidate qualifications and relative rankings. Such information shall be provided to the Board upon its request.

As necessary or appropriate to carry out its duties pursuant to Section I.(2) above, the Committee shall evaluate those Interested Persons who are proposed by management of the Funds to serve as Board members and make recommendations to the Board regarding such proposed nominees. The Committee shall review such information as it deems appropriate in order to make this evaluation. At its option, the Committee also can seek to interview any such potential nominee.

As necessary or appropriate to carry out its duties pursuant to Sections I.(1) and I.(2) above in the event of a proposed acquisition of a fund group by ING Funds (or a consolidation of a fund group with the ING Funds), the Committee will investigate the proposal and determine whether to recommend to the Board that any of such fund group's board members be added to the Board. The Committee shall review the backgrounds of such fund group's board members and evaluate them in terms of suitability and compatibility for the Board's consideration.

As necessary or appropriate to carry out its duties pursuant to Sections I.(1) and I.(2) above, the Committee will recommend Board nominees in connection with annual or special shareholder meetings of the Funds at which persons are to be proposed for election to the Board. Other than actions described above with regard to a fund acquisition, such recommendations are expected to take place primarily in the context of any Fund that, due to its listing on a national exchange, is required to have annual shareholders meetings at which Board members are elected. Absent circumstances warranting different action, the Board expects that such nominations shall be made in a manner designed to maintain common Board membership with the other Funds.

As necessary or appropriate to carry out its duties pursuant to Sections I.(3) and I.(4) above, the Committee has the primary responsibility for recommending action to the Board if it identifies concerns that relate to the Board's size, composition, committee structure or governance processes, or the number of Funds under the Board's jurisdiction. Such concerns could arise from annual or other reviews and evaluations by the Independent Board Members of the Board's performance, efficiency and effectiveness. Action by the Committee in this context normally will be commenced with the concurrence of, and shall be reported to, the other Independent Board Members.

Prior to conveying any recommendations contemplated by this Charter to the Board, the Committee shall consult with the other Independent Board Members regarding such recommendations and articulate the basis for its proposed recommendations.

V. Criteria for Selecting Nominees:

In connection with its duties pursuant to Section I.(1) above, the Committee shall nominate candidates for new or vacant Board positions based on its evaluation of which applicants or potential candidates are most qualified to serve and protect the interests of each Fund's shareholders and to promote the effective operations of the Board. In order for the Committee to consider an applicant or potential candidate, the Committee initially must receive at least the following information regarding such person: (1) name; (2) date of birth; (3) education; (4) prior and current business, professional or other relevant experience and areas of expertise; (5) current business and home addresses and contact information; (6) other board

positions or prior experience; and (7) any knowledge and experience relating to investment companies and investment company governance (collectively, “Preliminary Information”).

A successful candidate must qualify as an Independent Board Member under the 1940 Act and should have certain uniform characteristics, such as a very high level of integrity, appropriate experience, and a commitment to fulfill the fiduciary duties inherent in Board membership. The Committee also shall consider the extent to which potential candidates possess sufficiently diverse skill sets and diversity characteristics that would contribute to the Board’s overall effectiveness. Thus, depending on the Committee’s perception of Board needs at any given time, the Committee can rate certain qualities higher than others when considering potential candidates for a particular Board vacancy or new position. For example, the Committee might determine to assign special weight to the presence of particular skills, such as financial, accounting, investment management or legal experience, or to particular characteristics necessary to maintain an appropriately diverse Board membership.

In order to facilitate the nominating process, the Committee may produce and, as appropriate, update a “Proposed Nominee Criteria List and Rating Scale” (the “Criteria List”) to be completed with respect to every person who wishes to be considered for nomination as a Board member. The Criteria List may include a listing of those qualities that the Committee believes are essential or desirable for any nominee for a particular Board vacancy. The results of ratings derived from the Criteria List shall not be determinative of which person shall be nominated by the Committee because individual Committee members (or the Committee as a whole) can decide to assign different weightings to different qualities and attributes set forth in the Criteria List.

VI. Submissions by Shareholders of Potential Nominees:

The Committee shall consider potential candidates for nomination identified by one or more shareholders of a Fund. Shareholders can submit recommendations in writing to the attention of the Chairperson of the Committee at an address to be maintained by Fund management for this purpose. In order to be considered by the Committee, any shareholder recommendation must include the Preliminary Information set forth in Section V above.

Following an initial evaluation by the Committee based on the Preliminary Information, a successful candidate proposed by a shareholder must:

- (1) demonstrate the integrity, experience, sound business judgment, talents and commitment necessary to fulfill the fiduciary duties inherent in Board membership and to add value to the Board’s performance of its duties;
- (2) be prepared to submit written answers to a questionnaire seeking professional and personal information that will assist the Committee to evaluate the candidate and to determine, among other matters, whether the candidate would be an Independent Board Member under the 1940 Act or otherwise have material relationships with key service providers to the Funds;

- (3) submit character references and agree to appropriate background checks;
- (4) demonstrate the disposition to act independently from management, but effectively within a Board composed of numerous members;
- (5) be willing to meet with one or more members of the Committee at a time and location convenient to those Committee members in order to discuss the candidate's qualifications; and
- (6) if nominated and elected, be able to prepare for and attend in person at least ten full days of Board and committee meetings annually at various locations in the United States.

VII. Outside Service Providers:

The Committee is authorized to retain the services of outside service providers (such as executive search firms, consultants or legal counsel) to assist it in performing the foregoing duties, and the reasonable costs of such service providers shall be borne by the Funds.

Dated: February 2005 as last amended July 2009

Appendix A to the
ING Funds Nominating and Governance Committee Charter

ING Asia Pacific High Dividend Equity Income Fund
ING Equity Trust
ING Funds Trust
ING Global Advantage and Premium Opportunity Fund
ING Global Equity Dividend and Premium Opportunity Fund
ING Infrastructure, Industrials and Materials Fund
ING International High Dividend Equity Income Fund
ING Investors Trust
ING Mayflower Trust
ING Mutual Funds
ING Partners, Inc.
ING Prime Rate Trust
ING Risk Managed Natural Resources Fund
ING Senior Income Fund
ING Separate Portfolios Trust
ING Variable Insurance Trust
ING Variable Products Trust

Dated: January 2010