

BABSON CAPITAL GLOBAL SHORT DURATION HIGH YIELD FUND

Nominating and Governance Committee Charter

July 29, 2013

Appendix A
Procedures for Shareholders to Submit Nominee Candidates

A Trust shareholder must follow the following procedures in order to properly submit a nominee recommendation for the Committee's consideration.

1. The shareholder must submit any such recommendation (a "Shareholder Recommendation") in writing to the Trust's Nominating and Governance Committee, to the attention of the Secretary, at the address of the principal executive offices of the Trust.
2. The Shareholder Recommendation must be delivered to or mailed and received at the principal executive offices of the Trust at least 120 calendar days before the date on which the Trust's proxy statement was released to shareholders for the previous year's annual meeting.
3. The Shareholder Recommendation must include:
 - (i) a statement in writing setting forth:
 - (A) the name, age, date of birth, phone number, business address, residence address and nationality of the person recommended by the shareholder (the "Candidate");
 - (B) the class or series and number of all shares of the Trust owned of record or beneficially by the Candidate, as reported to such shareholder by the Candidate;
 - (C) any other information regarding the Candidate called for with respect to director nominees by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), adopted by the Securities and Exchange Commission (or the corresponding provisions of any regulation or rule subsequently adopted by the Securities and Exchange Commission or any successor agency applicable to the Trust);
 - (D) any other information regarding the Candidate that would be required to be disclosed if the Candidate were a nominee in a proxy statement or other filing required to be made in connection with solicitation of proxies for election of Trustees or directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and
 - (E) whether the recommending shareholder believes that the Candidate is or will be an "interested person" of the Trust (as defined in the Investment Company

Act of 1940, as amended) and, if not an "interested person," information regarding the Candidate that will be sufficient for the Trust to make such determination;

- (ii) the written and signed consent of the Candidate to be named as a nominee, for such Candidate's information submitted in accordance with (i) above to be disclosed, as may be necessary or appropriate, and to serve as a Trustee if elected;
- (iii) the recommending shareholder's name as it appears on the Trust's books and the class or series and number of all shares of the Trust owned beneficially and of record by the recommending shareholder;
- (iv) a description of all arrangements or understandings between the recommending shareholder and the Candidate and any other person or persons (including their names) pursuant to which the recommendation is being made by the recommending shareholder; and
- (v) such other information as the Committee may require the Candidate to furnish as it may reasonably require or deem necessary to determine the eligibility of such Candidate to serve as a Trustee.