

**DNP SELECT INCOME FUND INC.  
DUFF & PHELPS UTILITY AND INFRASTRUCTURE FUND INC.  
DTF TAX-FREE INCOME INC.**

**JOINT NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**As amended December 17, 2020**

**PURPOSE**

- The Nominating and Governance Committee has been established by the Board of Directors to: (1) identify individuals qualified to become Board members and recommend director nominees to the Board for election at each annual meeting of shareholders and for appointment by the Board to fill interim vacancies, (2) recommend to the Board the individuals to be appointed as members and chairpersons of Board committees and as officers of the Fund, (3) review the compensation paid to directors and recommend to the Board changes in compensation as appropriate, (4) develop and recommend to the Board policies and procedures relating to corporate governance, (5) lead the Board in its annual review of the Board's performance and (6) assist the Board in fulfilling its oversight responsibilities with respect to matters relating to the interests of shareholders of the Fund.

**COMPOSITION**

- The Nominating and Governance Committee shall consist of at least three directors, including a chairman, appointed by the Board of Directors upon the recommendation of the Nominating and Governance Committee. Nominating and Governance Committee members may be removed and replaced by the Board at any time.
- Each member of the Nominating and Governance Committee shall be an Independent Director, as defined using the criteria set forth below.
- Except as expressly provided in this Charter, the Bylaws of the Fund, the Corporate Governance Guidelines of the Fund, the rules of the New York Stock Exchange ("NYSE") or any applicable law or regulation, the Nominating and Governance Committee shall establish its own rules of procedure.

**RESPONSIBILITIES AND POWERS**

- To carry out its purposes, the Nominating and Governance Committee shall have the following responsibilities and powers:

***General***

- Meet at least twice a year, or more frequently as circumstances may require.

- ❑ Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.
- ❑ Review annually the Nominating and Governance Committee’s own performance and report the results of such review to the Board of Directors.
- ❑ Form and delegate authority to subcommittees when appropriate.

***Board of Directors***

- ❑ Develop qualification criteria for members of the Board of Directors.
- ❑ Actively seek, interview and screen individuals qualified to become Board members.
- ❑ Recommend director nominees to the Board for election at each annual meeting of shareholders and for appointment by the Board to fill interim vacancies.
- ❑ Make recommendations to the Board regarding the size of the Board as appropriate.
- ❑ Monitor the composition of the Board on an ongoing basis to ensure that the Board includes at least a sufficient percentage of Independent Directors to satisfy the requirements of the Investment Company Act of 1940, as amended (the “1940 Act”), and the rules and regulations thereunder, and the corporate governance listing standards of the NYSE.
- ❑ At least every two years, review the compensation paid to directors and recommend to the Board changes in compensation as appropriate to enable the Fund to continue to attract and retain highly-qualified directors.
- ❑ Oversee the implementation of an annual evaluation of the performance of the Board and its committees, including a consideration of the effectiveness of the Board’s committee structure and whether each Board member is capable of providing sufficient oversight to the number of funds on whose boards he or she serves.
- ❑ Have the sole authority to retain and terminate any search firm to be used to identify director candidates and approve the search firm’s fees and other retention terms.
- ❑ Have the sole authority to obtain advice and assistance from internal or external legal, accounting, or other advisers.

***Committees of the Board***

- ❑ Recommend to the Board, at its meeting held in connection with the annual meeting of shareholders, the individuals to be appointed as members and chairpersons of Board committees.

- ❑ Recommend to the Board the individuals to be appointed as members and chairpersons of Board committees when necessary to fill interim vacancies.

### ***Officers of the Fund***

- ❑ Recommend to the Board, at its meeting held in connection with the annual meeting of shareholders, the individuals to be appointed as officers of the Fund.
- ❑ Recommend to the Board the individuals to be appointed as officers of the Fund when necessary to fill interim vacancies.
- ❑ Periodically review the functions of the officers of the Fund and make recommendations to the Board regarding those functions as appropriate.

### ***Diversity, Equity and Inclusion***

- ❑ In selecting nominees for the position of director, and in appointing officers of the Fund, the Nominating and Governance Committee shall consider and seek out candidates who are women or members of racial or ethnic minority groups in order to help promote diversity, equity and inclusion among the members of the Board and the officers of the Fund.

### ***Corporate Governance Guidelines***

- ❑ Develop and recommend to the Board Corporate Governance Guidelines for the Fund that comply with the corporate governance listing standards of the NYSE and any applicable law or regulation.
- ❑ Periodically review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

### ***Code of Business Conduct and Ethics***

- ❑ Develop and recommend to the Board: (i) a Code of Business Conduct and Ethics for the Fund that complies with the corporate governance listing standards of the NYSE and (ii) a Code of Ethics for Chief Executive and Senior Financial Officers that complies with the requirements of Section 406 of the Sarbanes-Oxley Act of 2002 and Item 2(b) of Form N-CSR promulgated by the Securities and Exchange Commission (collectively, the “Codes”).
- ❑ Periodically review and reassess the adequacy of the Codes and recommend any proposed changes to the Board for approval.
- ❑ Consider any requests for waivers from either of the Codes, make recommendations to the full Board regarding such waivers and see that disclosure of such waivers is made to

the NYSE and the Securities and Exchange Commission as required by the rules of the NYSE and any applicable law or regulation.

### ***Continuing Education of Directors***

- ❑ Oversee the Board's continuing education program by making recommendations to management regarding educational presentations to be offered to Directors in connection with meetings of the Board.
- ❑ Topics of educational presentations may include, without limitation: (i) the industries and types of investments in which the Fund invests, (ii) investment techniques utilized by the Fund, (iii) current developments in securities law and the mutual fund industry and (iv) best practices in corporate and mutual fund governance.
- ❑ Presentations may be made, as appropriate, by officers of the Fund, portfolio managers or other employees of the Fund's investment adviser, the Fund's outside counsel, representatives of other service providers to the Fund and outside external resource persons.

### ***Reporting Responsibilities***

- ❑ Keep regular minutes of Committee meetings and report the same to the Board of Directors when required.
- ❑ Report to the Board of Directors on the Committee's activities on a regular basis and make such recommendations for action by the Board as it may deem appropriate.

## **NOMINATIONS PROCESS**

### ***General***

- ❑ In identifying potential director nominees, the Committee shall consider candidates recommended by one or more of the following sources: the Fund's current directors, the Fund's officers, the Fund's shareholders and any other source the committee deems appropriate.
- ❑ The Committee may recommend additions of members to the Board or, conversely, may recommend that a vacancy in the membership of the Board not be filled, in each case based on the then current Board's size, composition and structure.
- ❑ The Committee may, but is not required to, retain a third-party search firm at the Fund's expense to identify potential candidates.
- ❑ Shareholders wishing to recommend candidates to the Nominating and Governance Committee should submit such recommendations to the Secretary of the Fund, who will forward the recommendations to the Committee for consideration.

### ***Selection Criteria***

- ❑ In evaluating potential director nominees, including nominees recommended by shareholders, the Committee shall consider such qualifications and skills as it deems relevant but does not have any specific minimum qualifications that must be met by a nominee. The Committee shall consider, among other things:
  - ❑ whether the candidate will qualify as a Independent Director, as defined using the criteria set forth below;
  - ❑ the absence of any real or apparent conflict of interest that would interfere with the candidate's ability to act in the best interests of the Fund and its shareholders;
  - ❑ the contribution that the candidate can make to the board of directors by virtue of his or her education, business experience and financial expertise;
  - ❑ the interplay of the candidate's skills and experience with the skills and experience of other board members;
  - ❑ whether the candidate is willing to commit the time necessary to attend meetings and fulfill the responsibilities of a director; and
  - ❑ the candidate's personality traits, including integrity, independence, leadership, sound business judgment and the ability to work effectively with the other members of the board of directors.
- ❑ With respect to the renomination of incumbent directors, past service to the board shall also be considered.

### ***Criteria for "Independent Director" Status***

- ❑ An Independent Director may not be an "interested person" of the Fund, as that term is defined in the 1940 Act or any rules, regulations or other interpretations adopted in connection therewith.
- ❑ An Independent Director must satisfy the independence criteria of the NYSE's corporate governance listing standards.
- ❑ In evaluating Independent Director status, the Committee shall carefully evaluate a director's independence from any investment adviser, administrator or principal underwriter to the Fund (each, a "Management Organization") and any affiliate thereof.
- ❑ The Committee shall also take into consideration any affiliations disclosed in the then current registration statement or other public filings of the Fund or otherwise disclosed to the Committee, through a director questionnaire or otherwise.

- The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that impair the independence of any existing or prospective Independent Director.
- Any person whom the Committee considers to be unlikely to exercise an appropriate degree of independence as a result of (a) a material business or professional relationship with the Fund or any of its Management Organizations, or (b) a close familial relationship with any natural person who is an investment adviser, administrator or principal underwriters to the Fund may be considered by the Committee to be an “interested person.”
- The Committee shall consult with counsel to the Fund concerning the criteria, including the requirements of the 1940 Act, applicable to the selection and qualification of Independent Directors.

### *Nominations by Shareholders*

- As discussed above, recommendations from the Fund’s shareholders are one source of candidates that the Committee may consider. However, a shareholder may also nominate candidates for director independently of the Committee and the Board by following the procedures set out in the Fund’s bylaws, as summary of which follows. This summary is qualified by reference in its entirety to the pertinent provisions of the Fund’s bylaws.
  - For nominations at an annual shareholder meeting, the shareholder must give written notice to the Secretary of the Fund between 90 and 120 days prior to the first anniversary of the preceding year’s annual meeting, except that if the annual meeting is advanced by more than 30 days or delayed by more than 60 days from the anniversary date of the preceding year’s annual meeting or no annual meeting was held in the preceding year, notice must be delivered between 60 and 90 days prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first made.
  - For nominations at a special shareholder meeting called for the purpose of electing directors, the shareholder must give written notice to the Secretary of the Fund not later than the close of business on the tenth day following the day on which notice of the date of the special meeting was mailed or public announcement of the date of the special meeting was made, whichever first occurs.
  - The notice must set forth, as to each person whom the shareholder proposes to nominate for election as a director, all information relating to such person that is required to be disclosed in connection with solicitations of proxies for election of directors pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder.

- The notice must set forth, as to the shareholder giving the notice (i) the name and address of such shareholder as they appear on the Fund's books and of the beneficial owner, if any, on whose behalf the nomination is made, (ii) the class or series and number of shares of capital stock of the Fund which are owned beneficially or of record by such shareholder and such beneficial owner, (iii) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder, (iv) a representation that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A of the Exchange Act and the rules and regulations promulgated thereunder.
- The notice must be accompanied by a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected.
- The shareholder making the nomination must be a shareholder of record on the date of the giving of the notice and on the record date for the determination of shareholders entitled to vote at the shareholder meeting.
- No adjournment or postponement of a meeting of shareholders shall commence a new period for the giving of notice of a shareholder nomination.