

**DNP SELECT INCOME FUND INC.
DUFF & PHELPS UTILITY AND INFRASTRUCTURE FUND INC.
DTF TAX-FREE INCOME 2028 TERM FUND INC.**

**Procedures for Complaints Regarding
Accounting, Internal Accounting Controls or Auditing Matters**

As amended June 7, 2023

The Audit Committee of the Board of Directors (the “Audit Committee”) of each of the above-captioned funds (collectively, the “Funds” and each individually, a “Fund”) has established the following procedures (these “Procedures”) pursuant to Section 10A(m)(4) of the Securities Exchange Act of 1934, as amended by Section 301 of the Sarbanes-Oxley Act of 2002.¹

POLICY

The Fund is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. In order to facilitate the reporting of complaints, the Audit Committee has established these Procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

It is the policy of the Fund to treat complaints about accounting, internal accounting controls, or auditing matters seriously and expeditiously. Officers and employees of the Fund and its investment adviser (the “Adviser”), administrator, principal underwriter (if any), custodian and any other provider of accounting related services to the Fund (collectively “Fund-Related Personnel”), as well as any other person, will be given the opportunity to submit confidential and anonymous complaints about accounting, internal accounting controls or auditing matters for review by representatives of Virtus Investment Partners, Inc. (“Virtus”), the parent company of the Adviser, and, if appropriate, by the Audit Committee. These complaints will be handled in a manner that protects the confidentiality and anonymity of the person submitting the complaint when so requested by that person.

No Fund-Related Personnel will be terminated or otherwise retaliated against for submitting a complaint under these Procedures if such Fund-Related Personnel reasonably believe that the complaint involves a violation of federal securities or anti-fraud laws.

A copy of these Procedures will be disseminated to Fund-Related Personnel annually and will be made available at appropriate websites of the Fund and/or the Adviser.

SCOPE OF MATTERS COVERED BY THESE PROCEDURES

¹ These Procedures have been adopted by the Audit Committee of each Fund. Solely for the sake of clarity and simplicity, these Procedures have been drafted as if there were a single Fund, a single Audit Committee and a single Board. The terms “Audit Committee” and “Board” mean the Audit Committee and Board of each Fund, respectively, unless the context otherwise requires. The Audit Committee and the Board of each Fund, however, shall act separately and in the best interests of its respective Fund.

These Procedures relate to complaints by Fund-Related Personnel or any other persons regarding accounting, internal accounting controls or auditing matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Fund;
- Fraud or deliberate error in the recording and maintaining of financial records of the Fund;
- Deficiencies in or noncompliance with the Fund’s internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Fund; or
- Deviation from full and fair reporting of the Fund’s financial condition.

COMPLAINT REPORTING PROCEDURES

The Fund has established these Procedures to allow Fund-Related Personnel or any other persons to submit confidential, anonymous complaints about accounting, internal accounting controls, or auditing matters. Persons submitting such complaints are not required to leave their name or other personal information, however to the extent they do, they may be able to provide important resources to the investigation, since follow up questions or further clarification can be required in order to perform an effective investigation. Without exception, investigations that follow from a complaint will be conducted in a manner that protects the confidentiality and anonymity of the person submitting the complaint to the extent reasonably practicable and in accordance with all applicable legal and regulatory requirements.

1. Compliance Hotline: Fund-Related Personnel with complaints about accounting, internal accounting controls or auditing matters are able to call 1-833-620-0002 to submit a confidential, anonymous complaint. Calls placed to this number will be answered by an independent third-party service trained in matters of this nature. Reports may also be transmitted via the internet to www.lighthouseservices.com/virtus. The service will forward all reports to the Chief Compliance Officer of Virtus, General Counsel of Virtus (“General Counsel”), Senior Vice President - Human Resources of Virtus, who will forward them to the Chief Compliance Officer of the Fund (“Fund CCO”) and the legal counsel to the disinterested directors of the Fund (“Fund Independent Counsel”). Anonymity may be requested and if requested, the caller will be provided with a code and a time and date to call back to provide further information.
2. Written Complaints: Fund-Related Personnel or any other persons may submit written confidential, anonymous complaints about accounting, internal accounting controls or auditing matters to:
Chief Compliance Officer
Virtus Investment Partners, Inc.
One Financial Plaza
Hartford, CT 06103

3. Alternative Contact: If at any time any person wishing to submit a complaint has reason to believe that the Virtus Chief Compliance Officer is involved in the activity, such person may contact the Virtus General Counsel. Fund-Related Personnel or any other persons may submit written complaints about Fund accounting, internal accounting controls or auditing matters involving the Virtus Chief Compliance Officer to:
General Counsel Virtus
Investment Partners, Inc.
One Financial Plaza
Hartford, CT 06103

COMPLAINT INVESTIGATION PROCEDURES

Note: In no event shall a person, (including the Virtus Chief Compliance Officer, the Fund CCO or Fund Independent Counsel), who is alleged to be potentially involved in a submitted complaint regarding accounting, internal accounting controls, or auditing matters, be involved in the complaint investigation procedures described below. If such a complaint is received, outside counsel will be consulted prior to proceeding with the complaint investigation in order to delineate appropriate complaint investigation procedures.

1. Any complaint made about accounting, internal accounting controls, or auditing matters shall be immediately reported to Virtus Chief Compliance Officer, Virtus General Counsel, the Fund CCO and the Fund Independent Counsel (collectively, the “Review Team”) and to the Chairman of the Fund’s Audit Committee.
2. The Review Team shall review the complaint promptly. Upon evaluating the allegations contained in the complaint, the Fund’s Independent Counsel will establish a procedure for investigating the complaint. The procedure chosen shall be consistent with the Fund’s desire to investigate thoroughly any complaint regarding accounting, internal accounting controls or auditing matters.
3. The Virtus Chief Compliance Officer shall assign an individual who is familiar with accounting, internal accounting controls or auditing to investigate the complaint. The Virtus Chief Compliance Officer may elect to direct that the individual conduct the investigation at the direction of or in conjunction with the Fund Independent Counsel. If at any time the investigator believes he or she has discovered evidence of criminal wrongdoing, that person shall immediately contact the Fund Independent Counsel so that further investigation can be promptly undertaken.
4. Unless otherwise directed by the Fund Independent Counsel, the person assigned to investigate shall conduct a thorough investigation of the complaint and shall within 25

days provide a written report of findings and recommendations to the Fund Independent Counsel, who will determine any other recipients. An extension of the 25-day deadline may be obtained from the Fund Independent Counsel. The report should be documented and forwarded to the Fund Independent Counsel with copies to the other members of the Review Team.

5. If necessary, the person assigned to the investigation or the Virtus Chief Compliance Officer shall obtain additional resources that may be necessary to conduct the investigation.
6. Prior to each regularly scheduled meeting of the Fund's Audit Committee, and whenever else as deemed necessary by the Fund Independent Counsel, the Fund CCO, shall submit to the Fund's Audit Committee and Treasurer a report that summarizes each complaint made within the last 12 months pursuant to these Procedures and shows specifically: (a) the complainant (unless anonymous, in which case the report will so indicate), (b) a detailed description of the substance of the complaint, (c) the status of the investigation, (d) any findings and recommendations reached by the investigator, and (e) any findings and recommendations by the Virtus Chief Compliance Officer, Virtus General Counsel, the Fund CCO or the Fund Independent Counsel.
7. The Fund's Treasurer, with consultation from the Fund Independent Counsel, shall provide a summary of such complaints to the Fund's external auditors.
8. At any time with regard to any complaint, the Fund Independent Counsel may specify a different procedure for investigating and treating such a complaint, such as when the complaint concerns pending litigation. The procedure chosen by the Fund Independent Counsel shall be consistent with the Fund's desire to investigate thoroughly any complaint regarding accounting, internal accounting controls, or auditing matters.

RETENTION OF RECORDS

All complaints and documents relating to such complaints made through these Procedures shall be retained for at least five years, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.