

**TORTOISE POWER AND ENERGY INFRASTRUCTURE FUND, INC.
COMPLIANCE COMMITTEE
CHARTER**

I. Purpose

The Compliance Committee (the “Committee”) of Tortoise Power and Energy Infrastructure Fund, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) (1) to review and assess the Company’s and management’s compliance with applicable securities laws, rules and regulations; (2) to monitor compliance with the Company’s Code of Ethics; and (3) to handle other matters as the Board or the Committee chair deems appropriate.

II. Committee Membership

The Committee shall consist of at least three members, including a chair and such other members as the Board shall appoint. The members of the Committee must meet the independence requirements of the New York Stock Exchange and will not be “interested persons” of the Company as defined by Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”).

III. Meetings

The Committee shall meet as often as it may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine; provided, however, that the Committee shall meet at least annually in the discharge of its duties. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Committee shall make regular reports to the Board on its activities.

IV. Committee Authority and Responsibilities

A. The Committee shall provide oversight necessary to ensure that the Company’s compliance program effectively prevents and/or detects violations of law, regulations and Company policies by the Company or its officers, directors or other agents, and the Committee shall investigate any circumstance that comes to the attention of the Committee within the scope of its duties hereunder.

B. The Committee shall review the results of management’s compliance testing program regarding checks performed, exceptions that occurred, and corrective action taken to reasonably assure compliance with applicable securities laws, rules and regulations.

C. The Committee, at least annually, shall receive from and review with the chief compliance officer a written report to the Board regarding the operation of the compliance policies and procedures of the Company, and each investment adviser, administrator and transfer agent of the Company, any material changes to the policies and procedures, any material changes recommended and each Material Compliance Matter (as defined in Rule 38a-1 under the 1940 Act) that occurred since the date of the last report.

D. The Committee shall monitor compliance with the Company’s Code of Ethics.

E. The Committee shall review the qualifications of the individual designated as the Company's chief compliance officer and may, in its discretion, recommend removal of the chief compliance officer under compelling circumstances.

F. The Committee shall have the resources and authority to select, retain, terminate, and approve the fees and other retention terms of such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, without seeking approval of the Board or management.

G. The Committee shall recommend compliance policies, and any material changes to such policies, for Board approval and review them periodically.

H. The Committee shall recommend for Board approval any other actions to be taken or decisions to be made for the Company to be in compliance with Rule 38a-1 under the 1940 Act.

I. The Committee shall annually evaluate the Committee's performance under this Compliance Committee Charter and reassess the adequacy of the Compliance Committee Charter. The Committee shall report to the Board the results of the evaluation and any recommendations of proposed changes to the Compliance Committee Charter.

J. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board.

Adopted on July 9, 2007 | Amended on May 18, 2018