

# Tortoise Power and Energy Infrastructure Fund, Inc.

## Nominating & Governance Committee Charter

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### **I. Purpose**

The Nominating and Governance 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 identify individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders and to fill any vacancies; (2) to monitor the structure and membership of Board committees; (3) to recommend to the Board director nominees for each committee; and (4) review issues and developments related to corporate governance issues and develop and recommend to the Board corporate governance guidelines and procedures, to the extent necessary or desirable.

### **II. Committee Membership**

The Committee will consist of no fewer than three members. 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.

The members of the Committee will be elected by the Board at the annual meeting of the Board and will serve at the pleasure of the Board until their successors are duly elected or they resign or are removed, with or without cause, by the Board. The Committee chairperson will be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

### **III. Meetings**

The Committee will meet as often as it may deem necessary or appropriate to fulfill its responsibilities set forth in this Charter. A majority of the members of the Committee will constitute a quorum for the transaction of business. The Committee will meet in executive session, without management present, at least once per year. The Committee may meet in person or via telephonic conference call.

The chairperson will ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors, and will regularly provide reports to the Board regarding its activities and recommendations for action.

### **IV. Committee Authority and Responsibilities**

- A. The Committee will actively seek individuals who meet the standards for directors set forth in the Company’s Bylaws, who meet the requirements of any applicable laws or exchange requirements and who are otherwise qualified to become board members for recommendation to the Board.
- B. The Committee will select and nominate persons for election as director who meet such standards and requirements and have such qualifications; provided that nominees for

independent directors shall be recommended for selection and approval by all of the incumbent independent directors then serving on the Board.

- C. The Committee will monitor the mix of skills and experience of the Company's Board members and committee members in order to assess whether the Board has the appropriate tools to perform its functions effectively. The Committee will consider shareholder recommendations for nominees for membership to the Board so long as such recommendations are made in accordance with the Company's Bylaws.
- D. The Committee will recommend to the Board the removal, replacement or retirement of an incumbent director as it deems appropriate so long as such recommendations are made in accordance with the Company's Bylaws.
- E. The Committee has the sole authority to retain and terminate any search firm used to identify director candidates and has sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to access Company resources and to obtain advice and assistance from management, internal or external legal, accounting or other advisors as it deems appropriate.
- F. The Committee will perform an annual review of all Board committees' structure and governance charters to ensure that they reflect a commitment to effective governance. The Committee will periodically evaluate the governance practices of the Board and its committees, and review and assess the adequacy of the Board's adherence to industry corporate governance best practices. In addition, the Committee will make recommendations to the Board regarding the composition and responsibility of the Board committees.
- G. The Committee will nominate the Chair of the Board, any Vice Chair, and all other officers.
- H. The Committee will regularly review issues and developments related to corporate governance issues and develop and recommend to the Board corporate governance guidelines and procedures, to the extent necessary or desirable.
- I. The Committee will recommend to the Board the annual compensation of the members of the Board.
- J. The Committee will oversee an evaluation by members of the Board of the service of members of the Board, including a self-evaluation by each member of the Board of his or her service on the Board and evaluation of Board/management effectiveness.
- K. The Committee may not delegate its authority.
- L. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- M. The Committee will have the authority to recommend policies for Board approval and review them periodically.
- N. The Committee will undertake any other assignment delegated to it by the Board.
- O. If the Company registers a class of common shares under Securities Exchange Act of 1934, this Charter will be made available on the Company's website.

**V. Limitations on Authority and Responsibility**

If, pursuant to the Company's Articles of Incorporation or applicable law, any class of preferred shares has the right to nominate one or more directors, the selection and nomination of such directors will not be subject to the Committee processes set forth herein.

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