

**MACQUARIE GLOBAL INFRASTRUCTURE TOTAL
RETURN FUND INC.**

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Organization

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors for The Macquarie Global Infrastructure Total Return Fund Inc. (the "Fund"), shall be composed solely of "Independent Directors" who (i) are not "interested persons" of the Fund as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act"), (ii) are "independent" as defined in the New York Stock Exchange (the "Exchange") listing standards (if applicable), and (iii) meet any other applicable requirements of the Securities and Exchange Commission (the "SEC") and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors of the Fund (the "Board").

The Board shall annually appoint the members of the Committee, which shall be composed entirely of Independent Directors (but may or may not be all of the Independent Directors) and may remove members at any time, with or without cause. The Board shall also designate the Chairman of the Committee. The Committee shall have authority to retain, at the Fund's expense, outside counsel and other advisors the Committee, in its sole discretion, as it deems appropriate to be used to identify Director candidates or for any other purpose relating to the Committee's functions and shall have the sole authority to approve the compensation and other terms of such party's retention and termination. The Committee shall have the authority to create subcommittees with such powers of the Committee as the Committee shall from time to time confer. The Committee shall be comprised of not less than two members of the Board of Directors.

Purpose

The purpose of the Committee is to identify and select Director nominees qualified to serve as Independent Directors of the Fund (consistent with criteria approved by the Board) and recommend its nominees for consideration by the full Board, develop and recommend to the Board a set of corporate governance principles applicable to the Fund, oversee the evaluation of the Board and management, and undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Committee.

Responsibilities

The following are the general responsibilities of the Committee and are set forth only for its guidance.

Identification and Evaluation of Potential Nominees

The Committee shall establish criteria for identifying and evaluating a person as a potential nominee to serve as an Independent Director of the Fund, which criteria shall include, at a minimum, (i) to the extent required, compliance with the independence and other applicable Exchange listing standards, the 1940 Act and the SEC, all other applicable laws, rules, regulations and the criteria, policies and principles set forth in this Charter and (ii) other factors that the Committee may deem relevant to the position, which may include but shall not be limited to:

- the contribution which the person can make to the Board, with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant;
- the character and integrity of the person;
- whether the person is otherwise qualified under applicable laws and regulations to serve as a Director or Independent Director of the Fund;

- whether or not the person has any relationships that might impair his or her independence, such as any business, charitable, financial or family relationships with Fund management, the investment adviser of the Fund, any principal underwriter of the Fund, any subadviser to the Fund, Fund service providers or their affiliates;
- whether or not the person is financially literate pursuant to the Exchange's audit committee membership standards;
- whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related investment company complexes;
- whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund; and
- whether or not the selection and nomination of the person would be consistent with the requirements of the Fund's retirement policy.

While the Committee is solely responsible for the selection and nomination of the Fund's Independent Directors, the Committee may consider nominations for the office of Director made by Fund stockholders as it deems appropriate. Stockholders who wish to recommend a nominee should send a nomination submission to the Secretary of the Fund that includes all information relating to the recommended nominee that is required to be disclosed in solicitation or proxy statements for the election of Directors and set forth the qualifications of the proposed nominee (including those qualifications relevant to the factors listed above). Nomination submissions must be accompanied by a written consent of the recommended nominee to stand for election if nominated by the Board and to serve if elected by shareholders. The Secretary of the Fund will forward all nominations received to the Committee.

Corporate Governance and Other Responsibilities

The Committee is responsible for annually evaluating the qualifications of current members of the Board (both "interested" Directors and Independent Directors) who are available for reelection in light of the Board's anticipated needs and the characteristics of independence, age, skills, experience, availability of service to the Fund and the tenure of its members.

Upon a significant change in a Director's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a Director's service to the Board, the Committee shall review and assess, as appropriate, the reelection of such Director or such Director's continuing to serve as a Director.

The Committee shall annually review and assess the size of board, including the appropriate ratio of Independent to interested Directors; the compensation of Independent Directors for service on the Board and Board committees; and assess the adequacy of this Charter and submit any proposed modifications to the Board for approval. The Committee shall also conduct, for the Board's review, an annual evaluation of the performance of the Board and each committee to determine whether each of them is functioning effectively, including consideration of the effectiveness of the committee structure of the Board and the number of funds on whose boards each Director serves.

In addition to the above, the Committee shall also periodically report to the Board of Directors its conclusions with respect to any other matters that the Committee has considered.

Quorum

A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at any meeting at which there is quorum shall be the act of the Committee.

Nomination Of Directors

After a determination by the Committee that a person should be nominated as an Independent Director of the Fund, the Committee shall present its recommendation to the full Board for its consideration. Each Director shall be elected as set forth in the Fund's Bylaws.

Meetings

The Committee may meet either on its own or in conjunction with meetings of the Board. Meetings of the Committee may be held in person, video conference or by conference telephone. The Committee may take action by unanimous written consent in lieu of a meeting.

Adopted: October 16, 2006

Reviewed: October 22, 2008