

**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, legal counsel and other experts or advisors the Committee, in its sole discretion, 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.

**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 Board and the Committee believe that it is in the best interest of the Fund and the stockholders to obtain highly qualified candidates to serve as members of the Board. The Board and the Committee believe the Directors need to have the ability to critically review, evaluate, question and discuss information provided to them, and to interact effectively with Fund management, service providers and counsel, in order to exercise effective business judgment in the performance of their duties. The Committee shall evaluate each potential nominee to serve as a Director of the Fund, which evaluation 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 person's educational background; business, professional training or practice (e.g., accounting or law); public service or academic positions; experience from service as a board member (including the Board) or as an executive of investment funds, public companies or significant private or not-for-profit entities or other organizations, and/or other life experiences;

- whether the person's professional experience, education, skills and other individual qualities and attributes, including gender, race or national origin, would provide beneficial diversity of skills, experience or perspective to the Board's membership and collective attributes. Such considerations will vary based on the Board's existing membership and other factors, such as the strength of a potential nominee's overall qualifications relative to diversity considerations;
- the character and integrity of the person;
- whether or not the person has any criminal convictions (other than traffic violations) or felony or misdemeanor convictions involving the purchase or sale of a security;
- whether or not the person has been the subject of any order, judgment or decree (which was not subsequently reversed, suspended or vacated) of any federal or state authority finding that the individual violated or is in violation of any federal or state securities laws;
- 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, or other Fund service providers or their affiliates;
- whether or not the person is financially literate pursuant to the Exchange's audit committee membership standards and whether or not the person may qualify as an "audit committee financial expert";
- 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 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 stockholders. The Secretary of the Fund will forward all nominations received to the Committee.

Each nominee candidate will be asked to complete a questionnaire that requests such information as may be necessary to determine the individual's eligibility to serve as a Director, his or her status as an "interested person" of the Fund, and his or her relationship with the Fund and the Fund's service providers, and any other facts that may be required to be disclosed in filings to be made with the SEC. In evaluating a nominee candidate, the Committee may interview the nominee candidate and any references offered by the nominee candidate.

### *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.

### *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 role of the Independent Directors; the relationship between the Board and management; and the compensation of Independent Directors for service on the Board and Board committees. The Committee also shall assess the adequacy of this Charter and submit any proposed modifications to the Board for approval.

The Committee shall also oversee, and discuss with the Board, an annual self assessment and 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.

The Committee's responsibilities also include:

- (i) the selection and approval, no less frequently than annually, of independent legal counsel to the Independent Directors in accordance with Rule 0-1(a)(6) under the 1940 Act (subject to approval by the Independent Directors if the Committee does not consist of all independent directors). In making such selection, the Committee will examine information provided by such legal counsel regarding their representation of Fund management organizations in order to ascertain legal counsel's independence;
- (ii) a periodic review of any shareholder correspondence to the Board and a determination how to respond; and
- (iii) a review of issues related to the appointment or succession of officers of the Fund as deemed necessary by the Committee.

In addition to the above, the Committee shall also periodically report to the Board its conclusions with respect to any of the Committee's activities and its findings and recommendations.

### **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.

**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. The Committee will prepare minutes for each meeting, and such minutes will be provided to the Board and maintained in the records of the Fund.

**Limitation of Responsibilities**

The Committee performs its functions under this Charter on the basis of information provided or representations made to it by the Fund's management, the investment adviser or other Fund service providers, or by legal counsel or other experts or advisors, without independent verification. Nothing in this Charter is intended to impose, or should be interpreted as imposing, on any member of the Committee any additional duties or responsibilities over and above those placed on the member in his or her capacity as a Director of the Fund under applicable federal and state law.

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