

**CORNERSTONE STRATEGIC INVESTMENT FUND, INC.  
CORNERSTONE TOTAL RETURN FUND, INC.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of each of Cornerstone Strategic Investment Fund, Inc. and Cornerstone Total Return Fund, Inc. (each a “Corporation” or collectively the “Corporations”) is appointed by each Corporation’s Board to assist in carrying out its responsibilities relating to (i) the identification and selection of qualified individuals to become Board members and members of Board committees; and (ii) the development, adoption and periodic monitoring/updating of corporate governance principles and policies.

Each Committee is responsible for reviewing the disclosures in the Corporation’s proxy statement to ensure they are in accordance with applicable rules and regulations, regarding the nominations process and the work of this Committee.

**Composition**

Each Committee will consist of no fewer than two members. All members of the Committee must satisfy the independence requirements of the NYSE American and other applicable regulatory requirements.

Each Board shall appoint the members of the Committee and one of its members as Committee Chair (the “chairperson”). The members and the chairperson shall serve for such terms as the Board may determine and may be replaced at any time by the Board. A Committee member may resign by giving written notice to the Board and may resign from Committee membership without resigning from the Board.

Each Committee may delegate authority and responsibility to individuals or subcommittees when it deems appropriate and when such delegation is permitted under applicable laws, regulations and rules.

**Structure and Meetings**

The chairperson shall, after consultation with the other members of the Committee, (i) determine the dates, times and places for meetings of the Committee, and (ii) set the agenda for each meeting. The Committee shall hold at least one meeting each year, and such additional meetings as the chairperson determines are warranted under the circumstances in order for the Committee to fulfill its mandate. The chairperson of the respective Committee shall preside at each meeting of the Committee. In the event the chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee members as acting chairperson of such meeting. The Committee may meet in executive session as often as deemed appropriate. A majority of the total number of Committee members then in office shall constitute a quorum for the transaction of committee business and all matters to be decided by the

Committee shall be decided by the affirmative vote of a majority of the members present in person or by proxy at a duly called meeting of the Committee.

### **Duties and Responsibilities**

Each Committee shall have the power, authority and responsibilities described below.

1. Each Committee will identify individuals qualified to become Board members and members of Board committees (including members to fill vacancies), consistent with criteria approved by the Board, and to recommend particular director nominees to the Board (including nominations for re-election of continuing/incumbent directors) for the next annual meeting of stockholders. Each Committee will seek candidates for the Board that have exhibited strong decision-making ability, substantial business experience, relevant knowledge, skills or technological expertise, independence and exemplary personal integrity and reputation. Each Committee will also consider and review candidates for director nominated by stockholders.
2. Each Committee will have the sole authority to retain and terminate any search firm to be used to assist the Committee and will have sole authority to approve the firm's fees and other retention terms. Each Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors at the Corporation's expense and will have sole authority to approve any such advisor's fees and other retention terms.
3. Each Committee will periodically review the adequacy of the Corporation's directors' and officers' liability insurance policies.
4. Each Committee will conduct the annual self-assessment of the Board and of its committees.
5. Each Committee, in conjunction with the Corporation's Chief Compliance Officer, will periodically review and update, as appropriate, the Corporation's Code of Ethics for Senior Officers, Insider Trading Policy, Procedures for Certain Purchase or Sale Transactions between Two or More Affiliated Mutual Funds and Certain Affiliated Persons and such other Corporation governance-related policies it deems appropriate.
6. Each Committee will review and, if appropriate recommend that the Board approve or ratify, all affiliated-party transactions in accordance with the Corporation's Procedures for Certain Purchase or Sale Transactions Between Two or More Affiliated Mutual Funds and Certain Affiliated Persons Thereof.
7. Each Committee will monitor data submitted to the Board by individual directors that may impact independence and make recommendations to the Board regarding action, if any, that may be required in view of such data.

8. Each Committee will consider and make recommendations to the Board on membership of Board committees and the responsibilities of those committees to enhance overall Board performance.
9. Each Committee will periodically evaluate and make recommendations with respect to: (i) director qualifications and selection criteria; and (ii) board size and composition.
10. Each Committee will consider and make recommendations with respect to director orientation and continuing education programs.
11. Each Committee will make quarterly reports to the Board regarding matters reviewed by the Committee.
12. Each Committee will review and reassess annually the adequacy of this Charter and recommend to the Board for approval any proposed changes to this Charter.
13. Each Committee will periodically review and make recommendations with respect to the compensation paid to independent directors.
14. Each Committee will perform such other duties and responsibilities as may be assigned to the Committee from time to time by the Board.