

CION GROSVENOR INFRASTRUCTURE FUND
CION GROSVENOR INFRASTRUCTURE MASTER FUND, LLC
(each, the “Fund”)

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Composition

The Nominating and Governance Committee (“Committee”) shall be composed entirely of Trustees or Directors, as applicable, who are not “interested persons” of the Fund (referred to herein as “Independent Trustees”), as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, of the Board of Trustees or Directors of the Fund, as applicable (the “Board”), and may be comprised of one or more such Independent Trustees. The Committee may designate its own Chairman.

Purpose

The purpose of the Committee is to assist the Board in adopting fund governance practices and meeting certain “fund governance standards.”

Powers

To carry out its purpose, the Committee shall have the following duties and powers:

1. Reviewing workload, size, and composition of the Board and recommending changes, as necessary;
2. Recommending nominations to the full Board for membership on the Board;
3. Evaluating a candidate’s qualifications for Board membership and, with respect to nominees for positions as Independent Trustees/Directors, their independence from the Fund, the Adviser, and their affiliates.
4. Conducting an annual evaluation of the Board and each committee thereof to determine whether each of them is functioning effectively, and submitting a report of its findings to the full Board;
5. Monitoring regulatory developments and recommending modifications to the Committee’s responsibilities;
6. Considering and recommending the creation of additional committees or changes to Board policies and procedures based on rule changes and industry best practices in fund governance;
7. Reviewing compensation of the Independent Trustees and making recommendations for any changes;

8. Reporting its activities to the full Board on a regular basis and making such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
9. All the powers necessary for the Fund to comply with applicable securities laws and regulations and such other powers and duties as the Board may, from time to time, grant or assign to the Committee.

Responsibilities and Methods of Operation

The Committee shall meet at such times and places as the Committee or Board may, from time to time, determine. The Committee shall normally meet on at least an annual basis or as often as necessary to carry out its purpose (in each case, as practicable, prior to the meeting of the full Board), and is empowered to hold special meetings as circumstances require. The vote of a majority of the members of the Committee in person, by telephone conference or by consent in writing without a meeting shall be the act of the Committee.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to utilize the Fund's outside legal counsel and to retain experts at the expense of the Fund. The Committee shall prepare minutes of each meeting and keep such minutes with the Fund's records.

The Committee shall review this Charter on an annual basis and recommend any changes to the full Board.

Effective: September 25, 2024