

**Virtus Dividend, Interest & Premium Strategy Fund (“NFJ”)  
Virtus AllianzGI Convertible & Income Fund (“NCV”)  
Virtus AllianzGI Convertible & Income Fund II (“NCZ”)  
Virtus AllianzGI Diversified Income & Convertible Fund (“ACV”)  
Virtus AllianzGI Equity & Convertible Fund (“NIE”)  
Virtus AllianzGI Convertible & Income 2024 Target Term Fund (“CBH”)  
Virtus AllianzGI Artificial Intelligence & Technology Opportunities Fund (“AIO”)**

**Governance and Nominating Committee Charter**

The Board of Trustees (each a “Board”) of each of the Funds listed above (each a “Trust” or a “Fund”) has adopted this Charter to govern the activities of the Governance and Nominating Committee (the “Committee”) of the Board. This Charter applies separately to each Trust and its particular Board and Committee, and shall be interpreted accordingly. This Charter supersedes and replaces any governance and/or nominating committee charter previously adopted by any Board.

**Statement of Purpose and Responsibility**

The primary purposes and responsibilities of the Committee are (i) advising and making recommendations to the Board on matters concerning Board governance and related Trustee practices, and (ii) the screening and nomination of candidates for election to the Board as Trustees, including Independent Trustees (as defined below).

**Organization**

1. The Committee shall consist of as many Trustees as the Board shall determine, but in any event not fewer than two (2) Trustees. The Committee shall consist exclusively of Board members who are not “interested persons” of the Trust (“Independent Trustees”), as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”). Each Board may remove or replace any member of the Committee, with or without cause, at any time in its sole discretion.

2. One or more members of the Committee may be designated by the Board as the Committee’s chair or vice chair, as the case may be, and shall serve for such term or terms as the Board may determine. The Committee Chair shall: (1) schedule meetings to take place at such times and frequency as he or she deems appropriate; (2) provide input to management regarding its establishment of an agenda for each Committee meeting, with assistance from other Committee members as the Chair deems appropriate; (3) serve as chair of each Committee meeting; (4) serve as the primary Committee member who shall interface with management regarding Committee-related matters; and (5) perform such other duties as the Board or the Committee deems appropriate. The Chair can delegate to one or more other Committee members one or more of such duties as he or she deems appropriate.

3. The Committee will have at least one regularly scheduled meeting per year to consider the compensation of Independent Trustees and other matters the Committee deems appropriate. Additional Committee meetings shall be held as and when the Committee or the Board determines necessary or appropriate in accordance with the Trust’s Bylaws.

**Duties and Responsibilities for Governance Matters**

1. Overview of Responsibilities. The responsibilities of the Committee of each Trust include considering and making recommendations to the Board regarding: (1) governance, retirement and other policies, procedures and practices relating to the Board and the Trustees; (2) in consultation with the Chair of the Trustees, matters concerning the functions and duties of the Trustees and committees of the Board; (3) the size of the Board and, in consultation with the Chair of the Trustees, the Board’s committees and their composition; and (4) Board and committee meeting procedures, including the appropriateness and adequacy of the information supplied to the Trustees in connection with such meetings.

2. Trustee Compensation. The Committee will periodically review and recommend for approval by the Board the structure and levels of compensation and any related benefits to be paid or provided by the Trust to the Independent Trustees for their services on the Board and any committees of the Board.

3. Board Governance Policies. The Committee shall review the Board Governance Policies designed to enhance the independence and effectiveness of the Independent Trustees in serving the interests of the Funds and their shareholders. The Committee shall review these Policies no less than every two years and shall recommend any changes to the Board for its approval. In addition to other areas that the Board may assign, the Committee shall be responsible for reviewing the appointment of independent legal counsel, reviewing the Trustees' insurance coverage, and overseeing Trustee education.

4. The Committee shall discharge any other duties or responsibilities delegated to the Committee by the Board from time to time.

### **Trustee and Officer Nominations**

1. Qualifications for Trustee Nominees. A Trustee candidate must have a college degree or equivalent business experience. The Committee may take into account a wide variety of factors in considering Trustee candidates, including (but not limited to): (i) availability and commitment of a candidate to attend meetings and perform his or her responsibilities on the Board, (ii) relevant industry and related experience, (iii) educational background, (iv) ability, judgment and expertise and (v) overall diversity of the Board's composition. The Committee shall consider the effect of any relationships delineated in the 1940 Act or other types of relationships, *e.g.*, business, financial or family relationships with the investment adviser(s) or other principal service providers, which might impair independence.

2. Identification of Nominees. In identifying potential nominees for a Board, the Committee may consider candidates recommended by the following sources: (i) the Trust's current Trustees; (ii) the Trust's officers; (iii) the Fund's investment adviser or sub-advisers; (iv) shareholders of the Fund (see below); and (v) any other source the Committee deems to be appropriate. The Committee may, but is not required to, retain a third party search firm at the Trust's expense to identify potential candidates. With respect to annual nominations for the Closed-End Funds, absent circumstances warranting different action, the Board expects that such nominations will be made in a manner designed to maintain common Board membership with the other Funds.

3. Consideration of Candidates Recommended By Shareholders. The Committee will consider and evaluate nominee candidates properly submitted by shareholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A to this Charter, as it may be amended from time to time by the Committee, sets forth procedures that must be followed by shareholders to submit properly a nominee candidate to the Committee (recommendations not properly submitted in accordance with Appendix A will not be considered by the Committee or the Board).

4. Recommendation of Candidates to the Board. The Committee will recommend to the Board the Trustee candidates that it deems qualified to serve as Independent Trustees on the Board. To the extent practicable, the Committee will rank such potential nominees for the Board in order of preference. The Committee may also consider and recommend to the Board Trustee candidates who would not qualify as Independent Trustees.

5. Fund Officers. The Committee shall nominate annually candidates to serve as officers of the Funds.

### **Operating Guidelines**

1. The appropriate officers of the Trust shall provide or arrange to provide such information, data, and services as the Committee may request. The Committee shall have the resources and authority necessary or appropriate for purposes of discharging its responsibilities under this Charter, including the authority to engage such

legal counsel and other experts and consultants at the Trust's expense as the Committee, in its discretion, deems necessary or appropriate to carry out its responsibilities.

2. Absent actual knowledge to the contrary, each Committee member is entitled to rely upon (1) the integrity and competence of those persons and organizations that render services to the Trust and from whom the Committee receives information or reports and (2) the accuracy and completeness (both at the time of presentation and on a continuing basis, as appropriate) of the information and reports provided to the Committee by such persons or organizations. 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 Trustee of a Trust, under federal and state law.

## **Governance and Nominating Committee**

### **Charter Log of Changes**

- Adopted as of March 4, 2015 for all Trusts.
- Adopted as of April 20, 2015 for AllianzGI Diversified Income & Convertible Fund.
- Adopted as of May 17, 2017 for AllianzGI Convertible & Income 2024 Target Term Fund.
- Adopted as of October 1, 2019 for AllianzGI Artificial Intelligence & Technology Opportunities Fund.
- Revised December 17, 2019 to make various clarifying revisions, add language regarding review of board governance policies, the role of Committee Chair, the independence of nominees, and the nomination of Officers.
- Revised effective February 1, 2021, to reflect name changes and remove Trusts and Funds no longer subject to the Charter.

**Appendix A**  
**Procedures for Shareholders to Submit Nominee Candidates for the Funds**

A Trust shareholder must follow the following procedures in order to properly submit a nominee recommendation for the Committee's consideration.

1. The shareholder/stockholder must submit any such recommendation (a "Shareholder Recommendation") in writing to a Trust, to the attention of the Secretary, at the address of the principal executive offices of the Trust.
2. The Shareholder Recommendation must be delivered to or mailed and received at the principal executive offices of a Trust not less than forty-five (45) calendar days nor more than seventy-five (75) calendar days prior to the date of the Board or shareholder meeting at which the nominee would be elected.
3. The Shareholder Recommendation must include: (i) a statement in writing setting forth (A) the name, age, date of birth, business address, residence address and nationality of the person recommended by the shareholder (the "candidate"); (B) the class and number of all shares of the Trust owned of record or beneficially by the candidate, as reported to such shareholder by the candidate; (C) any other information regarding the candidate called for with respect to director nominees by paragraphs (a), (d), (e) and (f) of Item 401 of Regulation S-K or paragraph (b) of Item 22 of Rule 14a-101 (Schedule 14A) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), adopted by the Securities and Exchange Commission (or the corresponding provisions of any regulation or rule subsequently adopted by the Securities and Exchange Commission or any successor agency applicable to the Trust); (D) any other information regarding the candidate that would be required to be disclosed if the candidate were a nominee in a proxy statement or other filing required to be made in connection with solicitation of proxies for election of Trustees or directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder; and (E) whether the recommending shareholder believes that the candidate is or will be an "interested person" of the Trust (as defined in the Investment Company Act of 1940, as amended) and, if not an "interested person," information regarding the candidate that will be sufficient for the Trust to make such determination; (ii) the written and signed consent of the candidate to be named as a nominee and to serve as a Trustee if elected; (iii) the recommending shareholder's name as it appears on the Trust's books; (iv) the class and number of all shares of the Trust owned beneficially and of record by the recommending shareholder; and (v) a description of all arrangements or understandings between the recommending shareholder and the candidate and any other person or persons (including their names) pursuant to which the recommendation is being made by the recommending shareholder. In addition, the Committee may require the candidate to furnish such other information as it may reasonably require or deem necessary to determine the eligibility of such candidate to serve on the Board.