

THE CENTRAL AND EASTERN EUROPE FUND, INC.,
THE EUROPEAN EQUITY FUND, INC.
AND
THE NEW GERMANY FUND, INC.,
(THE “FUND”)

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(AMENDED AND RESTATED AS OF MAY 8, 2020)

The Board of Directors (the “Board”) of the Fund has adopted this Charter to govern the activities of the Nominating and Governance Committee (the “Committee”) of the Board.

Committee Organization and Governance

The Committee shall consist solely of three or more members of the Board who are not “interested persons” of the Fund, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (“Independent Directors”). Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

One member of the Committee shall be designated by the Board as the Committee’s chairperson.

The Committee shall meet at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken at additional meetings or by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Committee meetings shall be held in accordance with the Fund’s By-laws.

Statement of Purposes and Responsibilities

The primary purposes and responsibilities of the Committee are:

I. Nominating functions

- (i) to identify individuals qualified to become members of the Board in the event that a position is vacated or created;
- (ii) to consider all candidates proposed to become members of the Board, subject to applicable law, the Fund’s Articles of Incorporation or By-laws, resolutions of the Board and the procedures and policies set forth in this Charter and the Fund’s annual proxy statement;

- (iii) to recommend for nomination by the Board, candidates for election as Directors;
- (iv) in the case of a director nominee to fill a Board vacancy, to make a recommendation to the Board as to the class of directors in which the individual should serve;
- (v) to make recommendations to the Board from time to time as to any changes that the Committee believes to be desirable to the provisions of the Fund's By-laws regarding minimum standards and qualifications for service as a Director on the Board or to any charter of committees of the Board regarding minimum standards and qualifications for service as a committee member, and to recommend to the Board, or to set, any additional standards or qualifications considered necessary or desirable for service as a Director on the Board or as a member of a committee of the Board;
- (vi) to identify Board members qualified to fill vacancies on any committee of the Board, taking into account any qualifications or other criteria set forth in the charter of that committee, and to recommend that the Board appoint the identified member or members to that committee;

II. Governance functions

- (i) to recommend to the Board from time to time changes that the Committee believes to be desirable to the size or composition of the Board or any committee thereof;
- (ii) to recommend to the Board the creation of new committees or elimination of existing committees, as the Committee deems appropriate or desirable;
- (iii) to review with counsel, at least annually, each Director's affiliations and relationships for purposes of determining whether such Director is a person who is not an "interested person" of the Fund, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended;
- (iv) to assist management in the preparation of the disclosure in the Fund's annual proxy statement regarding the operations of the Committee;
- (v) to recommend to the Board the Independent Director who shall serve as Lead Independent Director, and in such capacity shall represent the Independent Directors and speak on their behalf;
- (v) to assist with the Board's governance processes, without derogation of any of the Board's duties or responsibilities to govern the Fund; and

- (vi) to perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board or committee members or to Board governance generally.

Criteria for Director Nominees

To be eligible for nomination as a Director a person must, at the time of such person's nomination, have Relevant Experience and Country Knowledge, as defined in the Fund's By-laws, and must not have any Conflict of Interest, as defined in the Fund's By-laws. In addition, the Committee will not consider any candidate for Independent Director who is a close family member or an employee, officer or interested Director of the Fund or its investment manager or investment adviser. Whether a proposed nominee satisfies the foregoing qualifications shall be determined by the Committee in its sole discretion. The Committee may also take into account a wide variety of factors in considering Director candidates, including (but not limited to): (i) the candidate's knowledge in matters relating to the investment company industry; (ii) any experience possessed by the candidate as a director or senior officer of other public or private companies; (iii) the candidate's educational background; (iv) the candidate's reputation for high ethical standards and personal and professional integrity; (v) any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications; (vi) the candidate's ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly, work collaboratively with other members of the Board and carry out his or her duties in the best interests of the Fund; (vii) the candidate's ability to qualify as an Independent Director; (viii) the extent to which the candidate's background, skills, and experience would complement the background, skills, and experience of other nominees and contribute to the diversity of the Board; and (ix) such other criteria as the Nominating Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other factors.

Identification of Nominees

In identifying potential nominees for the Board, the Committee may consider candidates recommended by one or more of the following sources: (i) the Fund's Directors, (ii) the Fund's officers, (ii) the Fund's investment manager, investment adviser or their affiliates, (iv) the Fund's stockholders (see below) and (v) any other source the Committee deems to be appropriate. The Committee will not consider self-nominated candidates or candidates nominated by members of a candidate's family, including such candidate's spouse, children, parents, siblings, uncles, aunts, grandparents, nieces and nephews. The Committee may, but is not required to, retain a third-party search firm at the Fund's expense to identify potential candidates.

Consideration of Candidates Recommended by Stockholders

The Committee will consider nominee candidates properly submitted by stockholders in accordance with applicable law, the Fund's Articles of Incorporation and By-laws, resolutions of the Board and the qualifications and procedures set forth in this Charter and the Fund's annual proxy statement, including the requirements that a stockholder or group of stockholders seeking to submit a nominee candidate (i) must have beneficially owned at least 1% of the Fund's common stock for at least two years, (ii) may submit only one nominee candidate for any particular meeting of stockholders, and (iii) may submit a nominee candidate for only an annual meeting or other meeting of stockholders at which directors will be elected. The Committee will evaluate nominee candidates properly submitted by stockholders on the same basis as it considers and evaluates candidates recommended by other sources.

Governance

The Committee shall:

- Review, annually and in consultation with the Board Chair, the composition of each Committee of the Board and its leadership (including a review of the potential desirability of rotating membership of Committees of the Board and the Chairs thereof and, in the case of the Audit Committee, and in consultation with the Audit Committee Chair, whether its membership includes at least one "Audit Committee Financial Expert," as defined in Item 3 of Form N-CSR).
- Recommend to the Board, as appropriate and in consultation with the Board Chair, changes to the size and composition of the various Board Committees.
- Confirm that the Board and the Audit Committee (as well as any other Committee that chooses to do so) engage in an annual self-evaluation.
- Recommend to the Board a successor to the Board Chair, if necessary.
- Review each Board member's beneficial investment in Fund shares. The Board encourages each Board member to invest more than \$10,000 (measured at the time of investment) in shares of the Fund, and to make such investment within three years of the Board member's election by stockholders to the Fund's Board. The ownership recommendation is an "attain not maintain" standard, it being recognized that a Director's ownership could fall below \$10,000 due to market depreciation, but should not fall below such amount as a result of the Director's sale of Fund shares.
- Confirm with management that orientation sessions for new Independent Directors are undertaken before or shortly after the new Director joins the Board.

- Review, at least annually, industry “recommended practices” and determine the desirability of implementing them.
- Review and make recommendations to the Board of Directors concerning Director compensation and expenses, including (i) annual Director fees, (ii) supplemental compensation for Committee service, (iii) supplemental compensation for Committee or Board Chairs, (iv) supplemental compensation for Directors who meet with institutional stockholders, (v) Board or Committee meeting attendance fees, and (vi) when requested by the Board or as deemed desirable by the Committee, reimbursement of expenses for the Independent Directors.
- Annually review and, as appropriate, recommend changes to this Charter.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.