

# DWS FUNDS

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER (EFFECTIVE DECEMBER 5, 2024)

### I. PURPOSE

The Nominating and Governance Committee (the “Committee”) is a committee of the Board of Trustees/Directors (the “Board”) of the DWS Funds. Its primary function is to recommend individuals for membership on the Board, to nominate officers, board and committee chairs and committee members and to oversee the operations of the Board. The Committee shall make such recommendations to the Board as it deems appropriate with respect to the matters set forth herein.

### II. COMPOSITION

The Committee shall be composed of three or more board members<sup>1</sup> as determined by the Board, each of whom shall be an independent board member. For purposes of the Nominating and Governance Committee, a board member is independent if he or she is not an “interested person” of the Fund as that term is defined in the Investment Company Act of 1940.

### III. MEETINGS

The Committee shall meet on a regular basis as it deems necessary or appropriate and may hold special meetings as circumstances warrant.

### IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

#### A. *Board Nominations*

1. Recommend individuals for membership on the Board, including recommendations of any general qualification standards for evaluation of such candidates.
2. Recommend individuals for election as Chair and Vice Chair (if any) of the Board.
3. Evaluate candidates recommended for membership on the Board. The Committee may consider recommendations for candidates from any source, including but not limited to shareholders and other directors. Shareholders

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<sup>1</sup> For DWS Municipal Income Trust only, the Committee shall be composed of two or more board members. To the extent the Fund is organized as a Massachusetts business trust, any references to “directors” or “board members” shall be deemed to mean “trustees.”

may recommend candidates for Board positions by forwarding their correspondence by U.S. mail to a designated post office box.

B. *Committee Nominations and Functions*

1. Review at least annually the charters of committees of the Board.
2. Recommend individuals for membership on all committees and review committee assignments at least annually.
3. Recommend individuals for Chair and Vice Chair (if any) of all committees.

C. *Officers Nominations and Functions*

Recommend individuals for election as officers of the Funds.

D. *Board Operations*

1. Review matters related to the compensation of board members.
2. Review matters related to the Funds' Code of Ethics and potential conflicts of interests.
3. Review other matters related to the operation of the Board, including policies relating to retirement of board members, ownership of fund shares by board members and other governance matters.
4. Review at least annually the effectiveness of board and committee operations.

E. *Proxy Voting*

1. At least annually, review policies and procedures relating to the voting of proxies for Fund portfolio investments and the implementation of such policies and procedures.
2. Review quarterly reports regarding the voting of proxies for Fund portfolio investments where DWS Investment Management Americas, Inc. has a potential conflict of interest with respect to the proxy vote.

F. *Engagement of Counsel*

Review matters related to the engagement of counsel for the Funds and counsel for the independent board members.

G. *Frequency of Reviews*

Except as otherwise specifically provided herein, the Committee shall review the matters recited in this Charter at such times and with such frequency as it deems necessary or appropriate, or as the Board may otherwise direct.

H. *Other Powers and Responsibilities*

1. Review this Charter annually and recommend changes, if any, to the Board.
2. Investigate any other matter brought to its attention within the scope of its duties.
3. Perform any other activities consistent with this Charter, the Fund's Charter, By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.
4. The Committee may consult with counsel to the Funds and counsel to the independent board members and, subject to the approval of the Board, may retain such other outside counsel, consultants or other experts at the expense of the Fund as the Committee may deem appropriate.
5. Maintain minutes of Committee meetings, report its significant activities to the Board, and make such recommendations to the Board as the Committee deems necessary or appropriate.