

**CUSHING REGISTERED FUNDS**  
**NOMINATING AND CORPORATE GOVERNANCE**  
**COMMITTEE CHARTER**

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) of each of the Cushing Registered Funds listed in Appendix A (each, a “Fund” and, collectively, the “Funds”) is to:

- provide support for the governance role of the Board by reviewing and making recommendations on the composition of the Board;
- periodically assess the functioning of the Board and its committees, develop and recommend to the Board of Trustees a set of corporate governance principles applicable to the Funds, and make recommendations to the Board regarding corporate governance matters and practices;
- evaluate executive officer performance;
- review and make recommendations to the Board with respect to (i) the Board’s approval of the compensation to be paid to the Fund’s Chief Compliance Officer (“CCO”) and (ii) the compensation to be paid by the Funds to the Independent Trustees.

**II. MEMBERSHIP**

The Committee will consist solely of independent trustees of the Funds who meet the applicable New York Stock Exchange independence requirements and each of whom will not be an “interested person” of the Funds, as defined in the Investment Company Act of 1940.

Committee members will be appointed by the Board and may be removed by the Board at any time. Each Committee member will serve until a successor to such member is duly elected and qualified or until such member’s resignation or removal from the Board or the Committee. The Board will designate the Chairman of the Committee.

**III. MEETINGS AND PROCEDURES**

The Committee will hold such regular meetings as may be necessary or advisable, but no less frequently than twice annually. The Chairman of the Committee, in consultation with the other Committee members, will determine the frequency and length of the Committee meetings and will set meeting agendas consistent with this charter. No executive officer should attend that portion of any meeting where such executive’s performance is discussed, unless specifically invited by the Committee. Any or all of the Independent Trustees may attend portions of meetings where Independent Trustee compensation is discussed.

The presence in person or by telephone of a majority of the Committee's members will constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present or a unanimous written consent.

The Committee will maintain and submit to the Board copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or-taken by the Committee at such meeting or by such written consent. A copy of the minutes of each meeting and each written consent will be maintained by the Funds.

Unless restricted by any applicable rule, regulation or statute, the Committee may delegate its authority to subcommittees or to the Chairman of the Committee when it deems appropriate and in the best interests of the Funds.

#### **IV. RESPONSIBILITIES, DUTIES AND AUTHORITY**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee will, and has the authority to undertake the following:

##### *Board Composition, Committee Functions, Nominations and Shareholder Proposals*

- Evaluate the current composition and organization of the Board and its committees in light of requirements established by any regulatory body or any statute, rule or regulation which the Committee deems relevant, including the relevant independence requirements applying to the Board and committees of the Board, and make recommendations regarding the foregoing to the Board for approval.
- Review the composition and size of the Board and its committees in order to ensure that the Board and its committees are comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a trustee of the Funds and as a member of the relevant committee, as determined by the Committee.
- Conduct an annual evaluation of the Board and each committee (including this Committee) to determine whether each of them is functioning effectively, and submit a report to the full Board at the end of the review.
- Request that any candidate for legal counsel to the Independent Trustees provide a memorandum or make a presentation to the Independent Trustees as to its independence.
- Determine the criteria for selection of the Chairman of the Board, Board members and Board committee members.
- Make recommendations to the Board regarding the elections to the Board and a committee.

- Evaluate and, if deemed necessary, recommend the termination of Board or committee membership of any trustee in accordance with the Code of Ethics for Principal Executives and Senior Financial Officer of the Funds (the “Code of Conduct”) or any corporate governance principles adopted by the Board, for cause or for other appropriate reason.
- Recommend to the Board the designation of the Chairman of each of the committees of the Board.
- Identify, evaluate and approve a slate of nominees for election to the Board and review the qualifications, experience and fitness for service on the Board of any potential members of the Board.
- Review all shareholder proposals submitted to the Funds (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission and recommend to the Board appropriate action on each such proposal.
- Have the sole authority to retain and terminate any search firm to be used to identify trustee candidates, and will have the sole authority to approve the search firm’s fees and other retention terms.
- Develop, implement, review and monitor a continuing education program for members of the Board, to the extent required by any regulatory body or otherwise deemed advisable by the Committee.
- Review and assess the adequacy of the Funds’ Declarations of Trust and By-Laws and the charters of any committee of the Board (the “Governing Documents”) periodically in order to ensure compliance with any principles of corporate governance developed by the Committee and recommend to the Board any necessary modifications to the Governing Documents.
- Periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board. Any member of the Committee may submit proposed charter amendments to the Board. The Board will circulate any proposed charter amendment to members of the Committee upon receipt.
- Review and make recommendations to the Board with respect to the Board’s approval of the compensation to be paid to the Fund’s Chief Compliance Officer (“CCO”).
- Review and make recommendations to the Board with respect to the compensation payable by the Funds to each of the Funds’ Independent Trustees, which compensation may include an annual retainer, per meeting fees (in person or telephonic), per-committee meeting fees, fees for serving as the Board’s or a committee’s Chairman, and/or such other basis as the Committee may determine in its business judgment. Payments of compensation to the Independent Trustees will be made at such times and with such frequency as the Board may determine. The Funds

will reimburse each Independent Trustee for any out-of-pocket expenses, including travel and/or lodging expenses reasonably incurred.

*Self-Evaluation and Reporting to the Board*

- Evaluate, at least annually, its own performance and report to the Board on such evaluation.

**APPENDIX A**

**Fund:**

**Date of Adoption of Charter:**

*Closed End Funds*

NXG Cushing Midstream Energy Fund  
NXG NextGen Infrastructure Income Fund

November 11, 2008  
July 26, 2012

**Last Revised: January 25, 2024**