

**KAYNE ANDERSON MLP INVESTMENT COMPANY  
KAYNE ANDERSON ENERGY TOTAL RETURN FUND, INC.**

**JOINT NOMINATING, CORPORATE GOVERNANCE AND  
COMPENSATION COMMITTEE CHARTER<sup>1</sup>**

**Adopted June 22, 2016**

Each of the respective Boards of Directors (the “Board”) of Kayne Anderson MLP Investment Company and Kayne Anderson Energy Total Return Fund, Inc. (each, a “Company,” and referred to respectively herein as “the Company”) has established a Nominating, Corporate Governance and Compensation Committee (the “Committee”). The Committee shall be governed by this Joint Nominating, Corporate Governance and Compensation Committee Charter.

**1. COMMITTEE ORGANIZATION**

(a) The Committee shall be comprised solely of the members of the Board who are not considered “interested persons” of the Company (the “Independent Directors”) under the Investment Company Act of 1940, as amended (the “1940 Act”).

(b) The Board will appoint the members of the Committee. If the Board has not designated a Chair of the Committee (the “Committee Chair”), the members of the Committee may designate a Committee Chair by a majority vote of the Committee members then in office. The Committee shall be composed of at least three members.

(c) The Committee shall meet with such frequency, and at such times, as determined by the Committee Chair or a majority of the Committee members. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee. The Committee may meet in person, by telephone, or by other electronic communication method so long as all persons participating in the meeting can hear each other at the same time.

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<sup>1</sup> Replaced each Company’s separate Nominating, Corporate Governance and Compensation Committee Charter, adopted as follows, and as amended through June 24, 2015:

- Kayne Anderson MLP Investment Company, adopted August 26, 2004
- Kayne Anderson Energy Total Return Fund, Inc., adopted June 15, 2005

(d) The Committee Chair will prepare, or cause to be prepared, the agenda for each meeting, in consultation with others as appropriate. The Committee Chair will cause notice of each meeting, together with the agenda and any related materials, to be sent to each Committee member, normally at least one week before the meeting; provided, however, that attendance of the meeting by a Committee member shall be deemed to be a waiver of such notice requirement. The Committee Chair will cause minutes of each Committee meeting to be prepared, which minutes shall be approved by the Committee or the Board at its next regularly scheduled meeting. The Committee may ask legal counsel, representatives of KA Fund Advisors, LLC (the “Adviser”), or others to attend Committee meetings and provide pertinent information as necessary.

## 2. DUTIES AND RESPONSIBILITIES

The Committee shall:

(a) Evaluate the size and composition of the Board, and formulate policies and objectives concerning the desired mix of Director skills and characteristics. In doing so, the Committee shall take into account all factors it considers relevant, including, without limitation, those factors set forth in Appendix A attached hereto.

(b) Identify and screen Director candidates for appointment to the Board, and submit final recommendations to the full Board for approval. The Committee may consider candidates suggested by the Adviser, and may involve representatives of the Adviser in screening candidates. However, the decision to approve candidates for submission to the Board shall be made exclusively by the Committee. The Committee’s policy regarding its procedures for considering candidates for the Board, including any candidate recommended by stockholders of the Company, is attached hereto as Appendix A.

(c) Consult with legal counsel and take such other actions as the Committee deems necessary and appropriate to ensure the independence of the Independent Directors. If any memorandum is prepared by legal counsel relating to positions, transactions and relationships that could reasonably bear on the independence of the Independent Directors or raise concerns regarding potential conflicts of interest, review such memorandum in determining what actions, if any, should be taken.

(d) Make recommendations to the full Board concerning the appointment of Directors to the Board’s committees and, if considered desirable, the appointment of the Chair of each Board committee and periodic changes in those appointments and designations.

(e) Review stockholder recommendations for nominations to fill vacancies on the Board if the Committee is required by law to do so. Any such recommendations must be submitted in writing and addressed to the Committee at the Company’s offices.

(f) Conduct or oversee a periodic evaluation of the Board. Such evaluation may include a consideration of the effectiveness of the committee structure of the Board and the number of investment companies on whose boards each Director serves.

(g) At least annually, review the compensation of the Independent Directors and formulate policies and objectives concerning the desired compensation of the Independent Directors. In doing so, the Committee shall take into account all factors it considers relevant, including, without limitation, the total assets of the Company and other funds in the fund complex and market information regarding compensation. The Committee shall make recommendations to the full Board concerning the changes regarding Independent Director compensation as it deems appropriate. The Committee may consider compensation amounts and components suggested by the Adviser and may involve representatives of the Adviser in determining compensation. However, the decision to recommend to the Board the approval of Independent Director compensation shall be made exclusively by the Committee. The Committee may develop a formula to be used in determining compensation changes, including procedures for considering compensation increases, as it deems appropriate in its sole discretion.

(h) Perform such other activities consistent with this Nominating, Corporate Governance and Compensation Committee Charter (this “Charter”) as deemed appropriate by the Board or the Committee.

### **3. AUTHORITY AND RESOURCES**

(a) The Committee shall have the resources and authority appropriate to discharge its responsibilities, including, among other things, the authority to retain a search firm to assist the Committee in identifying, screening and recruiting Independent Directors, including the sole authority to approve the search firm’s fees and other retention terms, including, if applicable, termination.

(b) The Committee may obtain the advice and assistance of legal counsel, accountants, and other advisers as it deems necessary and appropriate.

(c) The Committee may form and delegate authority to subcommittees composed of one or more Committee members as it deems appropriate. Any subcommittee shall be subject to this Charter. The decisions of any subcommittee to which authority is delegated shall be presented to the full Committee or the Board at its next regularly scheduled meeting.

### **4. POLICIES AND PROCEDURES**

In meeting its responsibilities, the Committee shall:

(a) Provide oversight regarding the orientation of new Independent Directors. The Committee Chair shall designate an experienced Independent Director to assist, and

be available to, each new independent director during his or her first year of service on the Board.

(b) Consider, at such times as the Committee may deem appropriate, whether the composition of the Board and its committees reflect an appropriate blend of skills, backgrounds and experience, in relation to the goal of maximizing their effectiveness. The Committee shall also consider the effectiveness of Board and committee meetings, including their frequency, scheduling and duration, adequacy and focus of agendas, materials and presentations, and Board or committee member attendance.

(c) Periodically review and reassess the adequacy of this Charter, and recommend to the full Board any changes deemed advisable, which may be approved by a majority vote of the Board.

**APPENDIX A**  
**POLICY REGARDING**  
**SELECTION OF DIRECTOR NOMINEES**

When a vacancy on the Board exists or is anticipated, or when the Committee deems it desirable to select a new or additional Director, the Committee expects to seek referrals from a variety of sources, including current Directors, stockholders (if required by applicable law), and officers of the Company; the Adviser; counsel to the Company; and other service providers of the Company. The Committee may also engage a search firm to identify or evaluate or assist in identifying or evaluating candidates. The Committee will consider any candidate for Director recommended by a current stockholder of the Company to the extent required by any applicable law. Any such stockholder recommendation must contain sufficient background information concerning the candidate to enable the Committee to make a proper judgment as to the candidate's qualifications. The Committee, however, will not be required to solicit recommendations from the Company's stockholders.

The Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a Director. In evaluating candidates for a position on the Board, the Committee considers a variety of factors, including, as appropriate:

- (i) the candidate's knowledge in matters relating to investment funds and energy companies as well as in business and financial matters generally;
- (ii) any experience possessed by the candidate as a director or senior officer of public companies;
- (iii) the candidate's educational background and diversity;
- (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 perceived ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly and work collaboratively with other members of the Board;
- (vii) the candidate's ability to qualify as an Independent Director for purposes of the 1940 Act, the candidate's independence from the service providers of the Company and the existence of any other relationships that

might give rise to a conflict of interest or the appearance of a conflict of interest; and

(viii) such other factors as the Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other transitions (*e.g.*, whether or not a candidate is an “audit committee financial expert” under the federal securities laws).

Prior to making a final recommendation to the Board, the Committee may conduct personal interviews with the candidates it concludes are the most qualified. Any candidates recommended by stockholders of the Company will be evaluated in the same manner as nominees identified by the Committee.