

GAMCO INVESTORS, INC.

NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

Organization

There shall be a Nominating Committee of the Board of Directors which shall be comprised of directors of GAMCO Investors, Inc. (“GAMCO”).

Members

The Board annually will appoint not less than two directors as members of the Committee.

Statement of Principle

The Nominating Committee has responsibility for identifying and recommending to the Board of Directors potential director candidates for nomination.

Duties and Responsibilities

The Nominating Committee shall have the following duties and responsibilities in addition to any others that may be assigned by the Board:

- Identify, interview and recruit candidates for the Board.
- Review potential directors’ qualifications, skills, qualities and other relevant factors.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board.

Chairperson

The Board will appoint a member as Chair of the Committee. In the event of the Chairperson's absence, the Committee may select another member as Chairperson.

Meetings

The Committee will determine the date, time and place for its meetings. The Committee may meet on written or verbal notice from the Chairperson. Any member of the Committee may also call a special meeting of the Committee by written request and invite other Committee members to attend. The Committee may establish those procedures for the conduct of its business it deems appropriate, such procedures to be in keeping with those adopted by the Board. All decisions will be by majority vote. In the event of a tie, the Chairperson will have the casting vote.

Quorum

A majority, but not fewer than two, of the members of the Committee constitute a quorum for the transaction of business.

Decisions

The Committee will report its recommendations and decisions to the Board at the Board's next regular meeting.

Secretary and Minutes

The Chairperson of the Committee will appoint a person to act as Secretary of the Committee. The minutes of the Committee meetings will be in writing and duly entered in the books of GAMCO.