



**VIRTUS INVESTMENT PARTNERS, INC.
GOVERNANCE COMMITTEE CHARTER**

By resolution adopted by the Board of Directors (the “Board”) of Virtus Investment Partners, Inc. (the “Company”), the Board has established a Governance Committee (the “Committee”). This Charter sets forth the purpose, composition, responsibilities and processes of the Committee. At least annually, the Committee shall review the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee considers necessary or desirable.

A. PURPOSE

The purposes of the Committee are (1) to assist the Board in fulfilling its oversight responsibilities with respect to matters relating to the interests of the shareholders of the Company and the Company’s relationships to the community at large, (2) to identify individuals qualified to become Board members and to recommend that the Board select director nominees for the next annual meeting of shareholders; and (3) to develop and recommend to the Board a set of governance principles applicable to the Company.

The Committee shall have sole authority to retain, obtain the advice of, and terminate any legal counsel and other adviser (each an “Adviser”) to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee and shall have sole authority to approve the Adviser’s fees and the other terms and conditions of the Adviser’s retention. The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Adviser retained by the Committee.

B. STRUCTURE AND PROCESSES

Composition and Qualifications

The Committee shall be comprised of at least three members of the Board and no members of the Committee shall be employees of the Company. Each member of the Committee will be a director who is considered “independent” pursuant to the applicable rules of the New York Stock Exchange (the “NYSE”).

C. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board, the Chairperson of the Committee or any two (2) Committee members may call meetings of the Committee. The Committee may ask additional members of management, or others, to attend any meeting of the Committee and to provide such information as the Committee may deem pertinent. The Committee shall report to the Board regularly on its deliberations and actions.

A majority of the Committee in office from time to time shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

D. RESPONSIBILITIES AND DUTIES

The following shall be the recurring responsibilities and duties of the Committee in carrying out its purpose. The Committee may perform such other activities as are reasonably consistent with this Charter, the Company's Bylaws and applicable laws and regulations, as the Committee or the Board may deem necessary or appropriate.

External Affairs

The Committee shall:

1. Be responsible for, and exercise general oversight over, corporate governance policy matters that are related to the interests of the shareholders of the Company.
2. Exercise general oversight over the Company's external activities, including, but not limited to, governmental relations, charitable contributions and public benefit programs.

Governance and Nominating

The Committee shall:

3. Review and make recommendations to the Board regarding the Board's size, composition and structure.
4. Review and make recommendations from time to time to the Board regarding the nature and duties of Board committees, including (a) committee member qualifications and criteria for membership on each committee; (b) committee member appointment and removal; (c) committee structure and operations (including authority to delegate to subcommittees); and (d) committee reporting to the Board.
5. Upon consideration of the responsibilities of each Board committee, and the Board as a whole, recommend to the Board the allocation of oversight of major risks by each such committee and the Board.
6. Evaluate and recommend to the Board candidates to be nominated for election or re-election as directors and the members and chairperson of each Board committee, including evaluating those candidates timely recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate. In carrying out its responsibilities under this paragraph, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the nominee should serve and in accordance with any applicable provisions of the Company's Certificate of Incorporation or Bylaws.

7. In making recommendations as to nominations, employ the criteria appearing in the Company's Guidelines for Recruitment of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds, and review such criteria at least annually.
8. Recommend any retirement policies for non-employee directors.
9. Consider from time to time the overall relationship of members of the Board and management.
10. Consider matters respecting corporate governance and responsibility raised by the Board, members of Company management, shareholders and third parties.
11. Review, at least annually, the Company's Corporate Governance Guidelines in light of corporate governance best practices and Company developments and recommend such changes as the Committee deems appropriate.
12. Oversee the annual performance self-evaluation process regarding the Board and each of its committees and the reporting of the results thereof to the Board.

E. PERFORMANCE EVALUATION

The Committee will annually review its own performance, including by reviewing its compliance with this Charter.

Revision of 1/17/24