

**ADAMS DIVERSIFIED EQUITY FUND, INC.  
ADAMS NATURAL RESOURCES FUND, INC.**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The joint Nominating and Governance Committee (the “Committee”) of the Boards of Directors (the “Board”) has the responsibilities, authority and duties described in this Charter.

**Purpose**

The Committee has the responsibility and authority to supervise and review the affairs of the Funds as they relate to Board composition, Board evaluations, director nominations, and corporate governance matters.

**Composition**

The Committee shall consist solely of directors meeting the independence standards of the New York Stock Exchange listing standards, who shall be appointed annually and who are subject to removal at any time by the Board.

**Meetings**

The Committee shall hold at least two regular meetings each year and such additional meetings as deemed necessary or desirable by the Chairperson of the Committee or the Non-Executive Chair of the Funds. The Committee may invite such members of management and other persons to its meetings as it may deem desirable or appropriate. The Committee shall keep minutes of its meetings and shall report periodically to the Boards, generally at the next regularly scheduled Board meetings following a Committee meeting.

**Duties and Powers**

The following are the principal functions of the Committee in carrying out its responsibilities. The functions set forth are a guide with the understanding that the Committee may modify or supplement them as appropriate.

Corporate Governance

- *Governance guidelines.* To develop and recommend to the Board a set of corporate governance principles and practices applicable to the Funds and, at least annually, to review those principles and practices and recommend to the Board any revisions the Committee deems necessary or desirable.
- *Director compensation.* Review periodically the form and amounts of non-employee Director compensation and make recommendations to the Boards with respect thereto.
- *Board assignments.* At the annual organization meetings and other times as appropriate, recommend for Board approval the assignments of committee members and chairs for each committee.

- *Board structural issues.* Review periodically and make recommendations to the full Boards regarding Board size and composition and the tenure of Directors.

### Director Nominations

- Identify, review and evaluate qualified candidates to serve as directors of the Funds, interview and otherwise examine director candidates and their credentials, and recommend to the Board candidates for nomination as directors in connection with any vacancy on or addition to the Board.
- Monitor the Funds' procedures for the receipt and consideration of director nominations by stockholders in accordance with the process for making such nominations that is set forth in the Funds' annual proxy statements.

The Committee may carry out such other responsibilities as the Board may from time to time delegate to the Committee for action consistent with this Charter.

### **Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain and terminate search firms and other experts or consultants. The Funds shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors.

### **Annual Review**

At least annually, the Committee shall review (i) this Charter and the Committee's responsibilities thereunder and (ii) the Committee's performance of its duties. The Committee shall recommend to the Board any revisions or modifications to this Charter that the Committee deems necessary or appropriate to the effective exercise of its responsibilities.

### **Operating procedures**

Formal actions to be taken by the Committee shall be by unanimous written consent or by a majority of the persons present (in person or by tele- or videoconference) at a meeting at which a quorum is present.