

# **KAYNE ANDERSON ENERGY INFRASTRUCTURE FUND, INC.**

## **VALUATION COMMITTEE CHARTER**

**Adopted September 27, 2018  
Last Amended September 22, 2022**

The Board of Directors (the “Board”) of Kayne Anderson Energy Infrastructure Fund, Inc. (the “Company”) has established a Valuation Committee (the “Valuation Committee”). The Valuation Committee shall be governed by this Valuation Committee Charter.

### **I. PURPOSE**

The Board has appointed KA Fund Advisors, LLC (“KAFA” or the “Advisor”) as the Company’s Valuation Designee for purposes of making determinations of fair value as permitted by Rule 2a-5 under the Investment Company Act of 1940, as amended (the “1940 Act”). The Valuation Committee shall aid the Board in overseeing the Valuation Designee’s performance of fair value determinations. The Valuation Committee shall have unrestricted access to the Board, the independent auditors, the Company’s counsel, and the executive and financial management of the Advisor and the Company. The Valuation Committee may meet with such persons as needed in order to carry out its duties.

### **II. COMPOSITION**

The Valuation Committee shall be composed of at least three members (each a “Member”), each of whom shall be a Director of the Company. The Board may amend the committee’s membership at any time.

### **III. MEETINGS**

The Valuation Committee shall meet quarterly to oversee the Valuation Designee’s performance of fair value determinations. The Valuation Committee’s oversight would include scrutinizing information provided by the Valuation Designee, asking probing questions of the Valuation Designee’s process and performance of the fair value procedures, reviewing the Valuation Designee’s resources, and identifying and managing conflicts of interest in the Valuation Designee.

Reasonable notice, as dictated by the circumstances, of a meeting shall be given to all Members. The Valuation Committee may take action by majority vote of the Members present during any meeting at which a quorum of Members are present. The presence of any two members of the Valuation Committee, including at least one member who is not an “interested person” of the Company as defined in the 1940 Act, shall constitute a quorum for purposes of

conducting the Valuation Committee's business.

Valuation Committee meetings may be held in person, by telephone conference, or other interactive electronic communication. Minutes of all meetings of the Valuation Committee shall be submitted to the Board.

If the Valuation Designee is unable to determine what it believes to be a fair value for any security in accordance with its fair value methodology, the Valuation Designee shall inform the Secretary of the Company and a meeting of the Board shall be called forthwith to determine what action shall be taken.

#### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties, the Valuation Committee shall:

1. Meet quarterly to review the Valuation Designee's performance of fair valuation determinations and take such action as may be required.
2. Report to the Board any actions taken by the Valuation Committee and make such recommendations to the Board as the Valuation Committee deems necessary or appropriate.
3. Investigate any other matter brought to its attention within the scope of its duties.
4. Perform any other activities consistent with and in furtherance of this Charter, as the Valuation Committee or the Board deems necessary or appropriate.