

HEARTLAND GROUP, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(August 2017)

This nominating and governance committee charter, adopted by the Board of Directors (the "Board") of Heartland Group, Inc. (the "Funds") in February 2016, sets forth:

- the roles and responsibilities of the nominating and governance committee of the Board (the "Committee");
- the policies and procedures for director nominations;
- the process and manner in which shareholders can communicate with the Board; and
- the overall governance structure for the Board.

I. Composition of Nominating and Governance Committee

A. The Committee shall consist of such number of directors as the Board shall from time to time determine. Each of the Committee members shall be an independent director (i.e., not an "interested person" of the Funds within the meaning of Section 2(a)(19) of the Investment Company Act of 1940, as amended) ("Independent Director"). Each member of the Committee shall complete a questionnaire at least annually to confirm that such member is an Independent Director.

B. Members of the Committee shall be appointed (and may only be removed or replaced) by a majority of the Independent Directors then serving on the Board.

C. Each member of the Committee shall continue to serve until the earliest to occur of his or her death, retirement, resignation or removal as a director, resignation as a Committee member, removal by a majority of the Independent Directors then serving on the Board, or replacement by a duly appointed successor.

D. The Committee shall appoint a Chair of the Committee. The Chair shall preside at all Committee meetings at which he or she is present and shall have such other duties and powers as may be determined by the other Committee members. The Chair shall serve in such capacity until removed by the Committee or replaced by a duly appointed successor.

II. General Rights and Responsibilities of Nominating and Governance Committee

A. Committee Purposes.

The purposes, rights and responsibilities of the Committee are to oversee, engage in, or delegate the following:

1. Identify, evaluate, consider and recommend persons to the Board and directors to serve on any committee of the Board;
2. Select and nominate Independent Directors for appointment or election to the Board, bearing in mind that at least 75% of the Board must consist of Independent Directors;
3. Determine the independence of proposed Independent Directors and review their ongoing independence;
4. Recommend an Independent Director for appointment by the Board as Chair of the Board;
5. Develop and recommend to the Board minimum standards and qualifications for directors (see Section III);
6. Evaluate from time to time the appropriate size of the Board and retirement age for Directors, if any, and recommend any increase or decrease with respect thereto;
7. Recommend any changes in the composition of the Board;
8. Recommend to the Board the compensation of the Independent Directors and members of committees of the Board;
9. Coordinate and facilitate evaluations of the performance and annual self-assessments of the Board and its committees, including the Committee;
10. Recommend educational opportunities for Directors that may enhance their knowledge, skills and efficiency.
11. Review and assess periodically the adequacy of this Charter and recommend any proposed changes to the Board for approval, with any material amendments to this Charter requiring the approval of both a majority of the Funds' directors and a majority of the Independent Directors;
12. Engage such search firms, attorneys, consultants and experts as the Committee deems appropriate in discharging its responsibilities, at the expense of the Funds;

13. Identify and recommend best practices, policies and procedures with regards to governance matters for the Board

14. Develop and periodically review succession plans for the Board and periodically report to the Board on these matters;

15. Report the Committee's activities to the Board and make such recommendations as the Committee may deem necessary or appropriate; and

16. Oversee orientation process for new Directors;

17. Take such other action and accept such other responsibilities as may be delegated by the Board.

B. Committee Meetings.

1. The Committee may meet as often as it determines on at least 48 hours' notice to the Committee members (although the members may waive such notice requirement). Meetings may be in person or by means of telephone conference call.

2. A majority of the members of the Committee shall constitute a quorum for purposes of its meetings.

3. The approval of a majority of the members of the Committee then present at a meeting at which a quorum is present shall be required in order for the Committee to take action.

4. The Committee may take action by written consent of a majority of the members of the Committee in lieu of a meeting.

III. Consideration of Director Nominees

A. Identification, Consideration, Evaluation and Selection of Nominees.

1. The Committee (or its representatives) shall identify persons to consider as directors from time to time as the need arises, such as in anticipation of the resignation, death or retirement of a director, and may engage outside search firms and consultants and seek input from others for such purposes.

2. The Committee may, but is not required to, consider proposed director nominees who are recommended or suggested by persons other than Committee members, such as the Funds' management, independent auditors, legal counsel and other service providers, search firms, consultants and shareholders of the Funds.

3. In considering proposed director nominees, the Committee may review resumes and other biographical information about the candidates,

conduct background checks, consult with references, conduct interviews and meet as needed to discuss candidates.

B. Director Qualifications

1. Factors to be considered by the Committee for determining persons for recommendation or selection as directors may include the following, among others that the Committee may deem appropriate: the candidate's judgment; skill; business and professional experience (particularly with respect to mutual funds or other skills that would be beneficial to the Funds and in relation to the experience of other directors); other directorship experience; special expertise, if any; commitment, willingness and ability to serve; education; place of residence and proximity or convenience to the Funds' principal offices; character and integrity; public profile and community involvement; diversity; ability to work with others; independence; and nature of any relationships with the Funds or its management and other directors.

2. No person shall be recommended or nominated by the Committee unless the Committee is satisfied that the person possesses a general understanding of mutual funds and understands and agrees to discharge his fiduciary duties to the shareholders of the Funds and that the appointment or election of such person as a director is in the best interests of the Funds and their shareholders.

3. The Committee may establish and develop minimum standards and qualifications for directors, including education, business or professional experience, age and the like.

C. Shareholder Nominations.

1. Shareholders of the Funds may at any time make recommendations and suggestions to the Committee regarding possible director nominees. The following information must be provided with such recommendation:

- a) the name and address of the shareholder making the recommendation;
- b) the number of shares of each Fund which are owned of record and beneficially by such shareholder and the length of time that such shares have been so owned by the shareholder;
- c) a description of all arrangements and understandings between the nominating shareholder, the candidate and/or any other person or persons (including their names)

pursuant to which the recommendation is being made, and if none, a statement to that effect;

- d) the name, age, date of birth, business address and residence address of the person or persons being recommended;
- e) a full listing of the proposed candidate's education, experience and current employment;
- f) the written consent of the candidate to be named in the Funds' proxy statement and to serve as a Director of the Funds if so nominated and elected; and
- g) any other information that would be helpful to the Committee in evaluating the candidate.

2. The Committee will consider recommendations and nominations by shareholders of persons to the Board so long as such recommendations and nominations have been made within one year prior to the appointment or election of a director. A recommendation by a shareholder that the shareholder himself, or a person with a relationship with the shareholder, be considered for a directorship will be evaluated in light of the shareholder's personal interest.

3. The Funds may request additional information about the candidates as may be required in a proxy statement if the candidate was nominated.

IV. Shareholder Communications with Board

A. Shareholders are encouraged to communicate in writing to the Board on matters that are relevant to the management, operation, governance and marketing of the Funds and germane to their interests as shareholders.

B. Such communications shall be sent to the Secretary of the Funds who will review the nature of such communications and forward them to the Chair of the Board, if necessary. Shareholder communications are to be sent to the following address:

Heartland Group, Inc.
Attention: Secretary
789 North Water Street
Milwaukee, WI 53202

C. Directors are encouraged but not required to attend meetings of shareholders of the Funds.

