

**CALAMOS ADVISORS TRUST
CALAMOS INVESTMENT TRUST
CALAMOS CONVERTIBLE OPPORTUNITIES AND INCOME FUND
CALAMOS CONVERTIBLE AND HIGH INCOME FUND
CALAMOS STRATEGIC TOTAL RETURN FUND
CALAMOS GLOBAL TOTAL RETURN FUND
CALAMOS GLOBAL DYNAMIC INCOME FUND
CALAMOS DYNAMIC CONVERTIBLE AND INCOME FUND
CALAMOS LONG/SHORT EQUITY & DYNAMIC INCOME FUND
CALAMOS ETF TRUST
CALAMOS ANTETOKOUNMPO SUSTAINABLE EQUITIES TRUST**

**Governance Committee Charter and Guidelines
(the “Charter”)**

(adopted by the Boards of Trustees of Calamos Investment Trust, Calamos Advisors Trust, Calamos Convertible Opportunities and Income Fund, Calamos Convertible and High Income Fund, Calamos Strategic Total Return Fund, Calamos Global Total Return Fund and Calamos Global Dynamic Income Fund on September 26, 2013, adopted by the Board of Trustees of Calamos Dynamic Convertible and Income Fund on February 12, 2014, adopted by the Board of Trustees of Calamos ETF Trust on March 11, 2014, and adopted by the Board of Trustees of Calamos Long/Short Equity & Dynamic Income Fund (formerly, Calamos Long/Short Equity & Income 2028 Term Trust) on September 11, 2017, and adopted by the Board of Trustees of Calamos Antetokounmpo Sustainable Equities Trust on September 30, 2022; amended and restated on September 25, 2014, further amended on March 22, 2018, further amended on September 25, 2019, and further amended on March 24, 2021)

I. Purposes

The Governance Committee (the “Committee”) is a committee of the Board of Trustees (the “Board”) of each of the trusts named above (each referred to as a “Trust”). Its purposes are to oversee the independence and functioning of the Board and to be informed about good practices for mutual fund boards.

II. Organization and Composition

The Board shall appoint a Trustee to serve as Chair of the Board. If the Chair of the Board is an interested Trustee, the Board shall also appoint an Independent Trustee to serve as Lead Independent Trustee.

The Board of Trustees has five standing committees: the Executive Committee, the Dividend Committee, the Audit Committee, the Valuation Committee and the Governance Committee. Each of the Audit, Valuation and Governance Committees is composed solely of Independent Trustees and is governed by a separate charter. The Trustees may, from time to time, appoint such other Committees, which may be standing committees or committees with a limited term, as the Trustees deem appropriate.

The members of the Governance Committee shall be appointed annually by the Board, which shall also designate a chair of the Committee. Members of the Committee shall serve at the pleasure of the Board. The Committee shall be comprised of three or more Board members, each of whom the Board has determined to be not an “interested person” of the Trust (each an “Independent Trustee”), as defined in the Investment Company Act of 1940, as amended (the “1940 Act”). Any individual who has been an “interested person” of Calamos Advisors LLC (the “Adviser”) or Calamos Financial Services LLC (the “Distributor”) at any time since the beginning of the last two completed fiscal years of the Trusts is not eligible to serve as an Independent Trustee. In addition, to avoid any appearances of conflict, an Independent Trustee may not have any material business or family relationship or other relationship with the Adviser, senior management of the Adviser, the Distributor or interested trustees; provided, however, that having a beneficial interest in shares of a fund of a Trust (each a “Fund”) or a separate account managed by the Adviser on terms no more favorable than other similarly situated accounts shall not be deemed a material relationship. The final determination of a Trustee’s independence, whether as a matter of general status or with regard to a particular issue, is subject to final determination by the other Independent Trustees of the Trusts, upon the advice of their legal counsel.

III. Committee Meetings

The Committee shall meet two times annually, or more frequently as circumstances dictate. The presence in person or by telephone of a majority of the Committee members shall constitute a quorum at any meeting.

IV. Committee Responsibilities

A. Governance Responsibilities

The Committee shall:

1. **Board Composition.** Identify individuals qualified to become Board members, consistent with the criteria approved by the Board and set forth in Appendix A and as otherwise set forth in a Trust’s charter documents (as applicable), and, for the closed-end Trusts only, recommend that the Board select Trustee nominees for the next annual shareholder meeting.¹ The Committee has the sole authority to retain and terminate a third party to identify Trustee candidates, including the authority to approve the fees and retention terms of the third party.

¹ Candidates for election as Independent Trustees must be nominated by the Independent Trustees and selected by a vote of a majority of the incumbent Independent Trustees, and the selection and nomination of interested Trustees is by vote of a majority of the Trustees. Trustees shall be elected by the shareholders, except that vacancies occurring between shareholder meetings may be filled by the Trustees to the extent permitted by Section 16 of the 1940 Act. The Board may change the size of the Board (subject to a minimum of three and a maximum of 15 members) and may fill vacancies on the Board so long as at least two-thirds of the Trustees then holding office have been elected by the shareholders.

2. **Board Committees.** Make recommendations to the Board at least annually regarding committees of the Board and committee assignments. The Committee shall also periodically review and make recommendations to the Board regarding the qualifications for committee membership, the structure and operations of the committees and the authority to delegate to subcommittees or to individual committee members.
3. **Trustee Independence.** Review annually, responses by the Independent Trustees to a questionnaire prepared by the Trusts' legal counsel. The Trusts' legal counsel will first review the completed questionnaires and will bring to the attention of the Committee any issue raised by answers to the questionnaires as to the independence of any Trustee. In addition, Independent Trustees must pre-clear any change in principal occupation or new directorships with the Committee and the Independent Trustees' legal counsel, prior to accepting any such new position or directorship to ensure that their independence will not be impaired as a result. Independent Trustees are prohibited from owning securities issued by the investment adviser or principal underwriter of the Trusts or by any entity directly or indirectly controlling the investment adviser or principal underwriter of the Trusts.
4. **Trustee Orientation.** Oversee the process for orientation of new Independent Trustees, which will be prepared and conducted with the assistance of the Adviser and outside legal counsel. The orientation is intended to familiarize new Independent Trustees with (1) their responsibilities under applicable corporate law and the 1940 Act; (2) the operation of the Trusts and their principal service providers; and (3) the industry in which the Trusts operate.
5. **Trustee Education.** Assist the Board in identifying educational topics of interest to be presented, from time to time, at Board meetings. The Committee also shall review the attendance by Independent Trustees at educational seminars. Each Independent Trustee is encouraged to attend at least one industry education session per year.
6. **Evaluation.** Oversee the process for evaluating the functioning of the Board.
7. **Trustee Compensation.** Annually review the schedule of Independent Trustee compensation and, when deemed appropriate by the Committee, make recommendations to the Board regarding the compensation of Independent Trustees.

8. **Trustee Ownership of Fund Shares.** Review each Trustee's beneficial ownership of shares of the Calamos Funds. The Committee will encourage each Independent Trustee, to the extent it is financially suitable for that Trustee, to maintain investments, either directly or beneficially, in the Trusts that are equal to twice the aggregate fees for one year that he or she receives for Board-related service to the Trusts. Each new Independent Trustee will be encouraged to achieve that level of investment initially within one year after he or she is elected as Trustee; and if the amount of the annual retainer is increased, each Trustee shall have one year thereafter to increase the amount invested to twice the amount of the then current retainer.
9. **Retirement Age.** Review Independent Trustee compliance with the requirement that an Independent Trustee must retire from Board service by December 31 of the year in which he or she reaches the age of 75.
10. **Best Practices.** Review, at least annually, industry "recommended practices," and recommend to the Board, as the Committee deems appropriate, any changes to the Board's operation or organization necessary to comply with such "recommended practices."
11. **Legal Counsel.** Review, at least annually, the engagement of outside counsel to the Trusts and to the Independent Trustees, including fees and expenses and the independence of counsel to the Independent Trustees.
12. **Conflicts.** Review and address potential conflicts of interest that may arise between the Trusts and the Adviser or the Adviser's affiliates due to other business activities of the Adviser or its affiliates. The Committee will ask the Adviser to report any such conflicts to it at least annually.
13. **Review of Charter.** Review this Charter at least annually and recommend to the full Board any changes.
14. **Recommendation of Candidates.** Consider recommendations regarding candidates for election as Trustees of any Trust submitted by any Trustee, the Adviser, or other persons deemed necessary or desirable by the Committee. The Committee shall not give preferential consideration to any recommended candidate based on the source of the recommendation. Any shareholder may submit the name of a candidate for consideration by the Committee by submitting the recommendation to the Trust's Secretary in accordance with Procedures for Consideration of Trustee

Candidates Submitted by Shareholders included as Appendix B hereto.

B. Other Powers and Responsibilities of the Committee

The Committee shall:

1. Authorize and oversee investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to use Trust assets to retain independent counsel, consultants, and other professionals to assist the Committee in fulfilling its responsibilities, as the Committee reasonably considers appropriate. The Committee will report any use of a Trust's assets for such purpose on a quarterly basis to the Board.
2. In collaboration with outside counsel and as required by law or deemed advisable by the Committee, developing policies and procedures addressing matters which should come before the Committee in the proper exercise of its duties.
3. Perform any other activities consistent with this Charter and each Trust's Declaration of Trust, By-Laws and governing law as the Committee or the Trustees deem necessary or appropriate.
4. Maintain minutes or other records of its meetings and activities and report to the Board on a regular basis.
5. Annually review the Board procedures attached hereto as Appendix C.

V. Charter Provisions

If any provision of this Charter is inconsistent with the Trusts' Declaration of Trusts, Trust Instruments, or by-laws, or any prior action of the Trustees, to the fullest extent permitted under applicable law, these procedures and guidelines shall govern and any ambiguity will be resolved in favor of this Charter. In addition, notwithstanding the express authorization in this Charter, to the extent any vote, action, or determination hereunder requires further action by the Trustees, such vote, action, or determination shall be subject to approval by the requisite vote of the Trustees, and the Trustees shall generally defer to the judgment of such vote, action, or determination.

STATEMENT OF COMPETENCIES AND PERSONAL ATTRIBUTES OF BOARD CANDIDATES

The Board's goal is to have diversity of background, thoughts, skills, and experience in candidates to complement the background, thoughts, skills, and experience of existing Board members, both professionally and personally. The Board recognizes that bringing together a diverse group of individuals fosters different insights, new perspectives, and good decision-making, and the Board believes that such diversity will contribute to its effectiveness.

The Board has identified the following criteria for potential Board candidates:

1. **Representation of Shareholders:** Clearly recognizes the role of Trustees to represent the interests of shareholders. Understands the difference between the function of the Board and that of management.
2. **Judgment and Knowledge:** Demonstrates judgment in the ability to assess strategy, business plans, evaluation of service providers, and other key issues. Sufficiently informed and knowledgeable to contribute effectively to the Board's monitoring responsibilities. Makes individual expertise available to the Board.
3. **Meaningful Participation:** Comfortable being an active, inquiring participant. Participates in Board process in a meaningful way. Has confidence and willingness to express ideas and engage in constructive discussion. Actively participates in decision-making and is willing to make tough decisions. Is diligent and faithful in attending Board and committee meetings.
4. **Communications:** Communicates freely with other Board members. Willing to challenge fellow Trustees. Asks insightful questions and raises thought provoking perspectives. Willing to hold management accountable for performance and results. Mindful not to get overly involved in operational details and the management process. Finds the proper balance between dominating the deliberations and making no contribution at all. Team player; works well with other Trustees even if not necessarily sharing their views. Listens with an open mind.
5. **Vision and Leadership:** Oriented toward the future, and sensitive to future direction of industry. Fulfills legal and fiduciary responsibilities. Is open, honest, and direct. Makes appropriate time commitment for Board service. Has no conflict of interest that the Committee determines would impair the candidate's ability to serve on the Board.

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(each a “Trust,” and each
series of a Trust, a “Fund”)**

**PROCEDURES FOR CONSIDERATION OF TRUSTEE CANDIDATES SUBMITTED
BY SHAREHOLDERS**

(Adopted October 7, 2005, Revised September 13, 2006, Revised December 18, 2008)

The Trusts’ Governance Committee (“Committee”) is responsible for identifying and nominating candidates for election as Independent Trustees of the Trusts. Any shareholders of a Fund may submit the name of a potential candidate for nomination as Trustee of a Trust in accordance with these Procedures.

A candidate for nomination as Trustee of a Trust submitted by a shareholder will not be deemed to be properly submitted to the Committee for the Committee’s consideration unless the following qualifications have been met and procedures followed:

1. A shareholder of a Fund who wishes to nominate a candidate for election to a Trust’s Board of Trustees (“Nominating Shareholder”) must submit any such recommendation in writing via regular mail to the attention of the Secretary of the Trust, at the address of the principal executive offices of the Trusts (“Shareholder Recommendation”). In the case of a closed-end Fund, to be timely, a Nominating Shareholder’s notice must be delivered to the Secretary at the principal executive office of the Trust not later than the close of business on the 90th day prior to the first anniversary of the date of mailing of the notice for the preceding year’s annual meeting nor earlier than the close of business on the 120th day prior to the first anniversary of the date of mailing of the notice for the preceding year’s annual meeting; provided, however, that in the event that the date of the mailing of the notice for the annual meeting is advanced or delayed by more than 30 days from the anniversary date of the mailing of the notice for the preceding year’s annual meeting, notice by the Nominating Shareholder to be timely must be so delivered not earlier than the close of business on the 120th day prior to the date of mailing of the notice for such annual meeting and not later than the close of business on the later of the 90th day prior to the date of mailing of the notice for

such annual meeting or the 10th day following the day on which public announcement of the date of mailing of the notice for such meeting is first made by the Trust. In no event shall the public announcement of a postponement of the mailing of the notice for such annual meeting or of an adjournment or postponement of an annual meeting to a later date or time commence a new time period for the giving of a Nominating Shareholder's notice as described above.

2. The Shareholder Recommendation must include: (i) the class or series and number of all shares of the Fund owned beneficially and of record by the Nominating Shareholder at the time the recommendation is submitted and the dates on which such shares were acquired, specifying the number of shares owned beneficially; (ii) a full listing of the proposed candidate's education, experience (including knowledge of the investment company industry, experience as a director or senior officer of public or private companies, and directorships on other boards of other registered investment companies), current employment, date of birth, business and residence address, and the names and addresses of at least three professional references; (iii) information as to whether the candidate is, has been or may be an "interested person" (as such term is defined in the Investment Company Act of 1940, as amended) of the Trust, Calamos Advisors LLC (the "Adviser") or any affiliate of the Adviser, and, if believed not to be or have been an "interested person," information regarding the candidate that will be sufficient for the Committee to make such determination; (iv) the written and signed consent of the candidate to be named as a nominee and to serve as a Trustee of the Trust, if elected; (v) a description of all arrangements or understandings between the Nominating Shareholder, the candidate and/or any other person or persons (including their names) pursuant to which the Shareholder Recommendation is being made, and if none, so specify; (vi) the class or series and number of all shares of the Fund or any other Fund owned of record or beneficially by the candidate, as reported by the candidate; and (vii) such other information that would be helpful to the Committee in evaluating the candidate.

3. The Committee may require the Nominating Shareholder to furnish such other information as it may reasonably request to verify any information furnished pursuant to paragraph 2 above or to determine the qualifications and eligibility of the candidate proposed by the Nominating Shareholder to serve as a Trustee of a Trust. If the Nominating Shareholder fails to provide such other information in writing within seven days of receipt of written request from the Committee, the recommendation of such candidate as a nominee will be deemed not properly submitted for consideration, and the Committee is not required to consider such candidate.

Unless otherwise specified by the Committee chairman (or the chairman's designee) or by outside counsel to the independent Trustees, the Secretary of the Trusts (or the Secretary's designee) will promptly forward all Shareholder Recommendations to the Committee chairman (or the chairman's designee) and the legal counsel to the Independent Trustees of the Trust, indicating whether the Shareholder Recommendation has been properly submitted pursuant to these Procedures.

Recommendations for candidates as Trustees of a Trust will be evaluated, among other things, in light of whether the number of Trustees is expected to change and whether the Trustees expect any vacancies. During periods when the Committee is not actively recruiting new Trustees, Shareholder Recommendations will be kept on file until active recruitment is under way. After consideration of a Shareholder Recommendation the Committee may dispose of the Shareholder Recommendation.

PROCEDURES

I. Performance and Service of the Board of Trustees

A. Use of Experts

The Independent Trustees are authorized to and will retain, at the Trust's expense, independent legal counsel to advise them as to their responsibilities under state and federal law. The Independent Trustees will determine the functions for such counsel.

The Independent Trustees are authorized to use Trust assets to retain such other experts or professionals as they deem necessary or desirable in the fulfillment of their duties and responsibilities. The Adviser will report the use of Fund assets for such purposes quarterly to the Trustees.

B. Meetings of the Trustees

The Trustees typically meet at least four times per year at the offices of the Adviser or at such other location as the Trustees find acceptable. The agenda and supporting materials for each meeting will be prepared by the Adviser, in consultation with the Chair of the Board, the Lead Independent Trustee and legal counsel to the Trusts and the Independent Trustees, and will normally be transmitted to the Trustees at least seven calendar days prior to the meeting. Trustees are expected to be prepared for and attend to the extent practicable, all regularly scheduled Trustees meetings and meetings of Board Committees of which they are members.

The Independent Trustees will meet and perform such functions and take such actions as are assigned to them by the Trustees or by the Declaration of Trusts or by-laws, or as provided for or permitted under applicable law. The Independent Trustees will meet separately if and as they deem appropriate, and they will normally meet separately in conjunction with regular meetings of the Trustees. In addition, the Independent Trustees will meet separately to consider the Trust's advisory and underwriting agreements and any Rule 12b-1 plan. A meeting of the Independent Trustees may be called by any Independent Trustee upon reasonable notice to the other Independent Trustees.

Except as otherwise required by the 1940 Act, action shall be approved by a majority of the Trustees present at a meeting where a quorum of a majority of the Trustees is present (in person or by telephone) or by unanimous written consent of the Trustees.

It is expected that legal counsel to the Independent Trustees will normally attend all Trustee and Board Committee meetings.

Representatives of the Adviser will make themselves available for consultation with the Independent Trustees, and will arrange such consultation with the Trusts' other service providers, from time to time as requested by the Independent Trustees.

C. Shareholder Communications

The Adviser shall provide a process for shareholders to send written communications to the Trustees via regular mail. Written communications to the Trustees, or to an individual Trustee, should be sent to the attention of the Trust's Secretary at the address of the Trust's principal executive office. All such communications received by the Trust's Secretary shall be promptly forwarded to the individual Trustee of the Trusts to whom they are addressed or to the full Board of Trustees, as applicable. If a communication does not indicate a specific Trustee, it will be sent to the Lead Independent Trustee and counsel to the Independent Trustees for further distribution as deemed appropriate by such persons. The Trustees may further develop and refine this process as deemed necessary or desirable.

D. Insurance

The Trusts shall obtain and maintain directors' and officers' liability insurance and errors and omissions insurance in an amount and type that the Independent Trustees consider satisfactory and reasonable.

II. Conflicts of Interest Between the Trusts and The Adviser

The Board shall have responsibility for reviewing and addressing potential conflicts of interest that may arise between the Trusts and the Adviser or the Adviser's affiliates due to other business activities of the Adviser or its affiliates. The Adviser will report to the Board any such conflicts at least annually. Conflicts will include these that can arise as a result of, among other things:

- the operation of any non-investment management business in which the Adviser or any of its affiliates engages;
- the engagement by the Adviser in any new line of business;
- the offering by the Adviser of any new investment products or services; or
- any significant change in the manner in which the Adviser operates its investment management business.

Ongoing identification of potential conflicts of interest will assist the board and the Adviser in addressing situations that could have a significant negative effect on the interest of the Fund shareholders

III. Statement of Ethical Principles

The Trustees are fiduciaries under state law with respect to the interests of the Fund shareholders. As such, they act solely in the best interests of the Trusts and their shareholders.