

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

This Nominating and Governance Committee Charter (this "Charter") shall govern the membership, duties and operations of the Nominating and Governance Committee (the "Committee") of Corporate Capital Trust, Inc. (the "Company").

### **I. PURPOSE**

The Committee is appointed by the Board of Directors of the Company (the "Board"), pursuant to authority delegated to it by the Board to: (i) identify, select, research and nominate qualified nominees to be elected to the Board (consistent with criteria approved by the Board) by the Company's shareholders at the annual shareholder meeting, (ii) select qualified nominees to fill any vacancies on the Board or a committee of the Board (consistent with criteria approved by the Board), (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (iv) oversee the evaluation of the Board and management, (v) review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer (the "CEO") and evaluate the CEO's performance, (vi) determine and approve the Chief Executive Officer's compensation level, (vii) make recommendations to the Board with respect to non-CEO executive officer compensation and incentive-compensation and equity based plans that are subject to Board approval, (viii) prepare the report required by Item 407(e)(5) of Regulation S-K to be included in the Company's proxy statements when and as required by applicable rules and (ix) undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Committee.

### **II. COMMITTEE COMPOSITION**

The Committee shall be comprised of two or more Independent Directors. For purposes of this Charter, "Independent Directors" are members of the Board who (a) are not "interested persons" of the Company, as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act") and (b) meet the independence requirements of any other applicable laws, rules and regulations, as determined by the Board. The Board shall designate the members of the Committee and shall have the power at any time to change the membership of the Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Committee shall at all times have at least two members and be composed solely of Independent Directors. The members of the Committee shall select a Chairperson of the Committee annually. The Chairperson may be selected and re-selected for, and thereby succeed himself or herself in, that office for any number of consecutive or nonconsecutive terms. In the event that the Committee shall fail to select its Chairperson for any given year, the existing Chairperson shall continue to serve as Chairperson until a successor is selected by the Committee.

### **III. COMMITTEE MEETINGS**

The Committee may meet separately or in conjunction with meetings of the Board. Subject to the Bylaws of the Company (as they may be amended from time to time, the "Bylaws"), the Committee shall meet from time to time at the direction of the Chairperson, provided that the Committee shall not meet less frequently than annually, and is empowered to hold special meetings as circumstances require. The Chairperson or any two members of the Committee may fix the time and place of the Committee's meetings unless the Board shall otherwise provide. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating can hear each other at the same time. Subject to the provisions of the 1940 Act, participation in a meeting by these means constitutes presence in person at the meeting. Any action required or permitted to be taken at a meeting of the Committee may also be taken without a meeting if all members of the Committee consent thereto in writing. The Committee may invite any member of the Board (a "Director") who is not a member of the Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Committee, in its sole discretion, considers appropriate.

### **IV. DUTIES OF THE COMMITTEE**

Generally, the function of the Committee shall be to oversee and make recommendations to the Board with respect to the governance of the Company, selection and nomination of Directors, and compensation for Director services. The Committee shall have the following specific responsibilities:

#### **A. Company Organizational Documents**

The Committee shall review, no less than annually, the Company's Articles of Incorporation and Bylaws to ensure they remain in conformity with the requirements of the laws of the State of Maryland and all federal securities laws applicable to the Company.

#### **B. Nomination of Directors**

The Committee shall consider, recruit and nominate persons: (i) to fill vacancies on the Board resulting from the removal, resignation or retirement of any Director, an increase in size of the Board or otherwise and (ii) for election by shareholders

of the Company at the annual shareholder's meeting, all in accordance with the procedures set forth in Section V below. The Committee shall also consider stockholder recommendations for possible nominees for election as Directors.

#### C. Chairperson of the Board

The Committee shall nominate the Chairperson of the Board. The Chairperson of the Board shall be appointed by a majority of the directors of the Company.

#### D. Nomination of Committee Members

The Committee shall nominate persons for appointment as members of each standing committee of the Board, and shall nominate persons for appointment as chairperson of each such committee and, if desired, vice chairperson of each such committee. Evaluation by the Committee of a person as a potential committee member shall include the factors set forth in Section VI to the extent that such factors are applicable or relevant. Members of the Committee shall be appointed by a majority of the directors of the Company. An individual may be nominated to serve on more than one committee of the Board.

#### E. Director Compensation

The Committee shall review and make recommendations to the Board from time to time, regarding the compensation, if any, payable to the directors and officers of the Company and to any other person whose compensation is required by law, rule, regulation or order to be approved or determined by the Board or a committee thereof. The Committee shall annually review such compensation, if any, and make appropriate recommendations to the Board.

#### F. Selection of Counsel to Independent Directors

The Committee shall select independent legal counsel to the Independent Directors ("Independent Legal Counsel") either on a regular basis, or on an as-needed basis, as determined by the Committee. The Committee shall consider the factors set forth in Rule 0-1(a)(6) under the 1940 Act, as well as any other applicable regulatory requirements or guidance, in determining whether such Independent Legal Counsel is sufficiently independent. The Committee shall review and approve the compensation, if any, payable to any such Independent Legal Counsel. Unless otherwise prohibited by law, Independent Legal Counsel may also serve as legal counsel to the Company.

#### G. Evaluations

The Committee shall oversee the Board's evaluation of itself, which shall be conducted no less than annually and shall include a review of the performance of the Board and the committees of the Board, including a consideration of the effectiveness of the committee structure of the Board and the number of companies on whose boards each director serves. Any summaries, working papers, evaluation notes and other documents generated by the Board while conducting this evaluation shall be maintained only until such evaluation has been completed and the results of which have been formally memorialized in the relevant minutes of the Committee, at which time such summaries, papers, notes and other documents shall be destroyed in accordance with the Company's Books and Records Policy;

#### H. Executive Officers Compensation Committee Report

The Committee must either:

1. Prepare a "Compensation Committee Report," as described in Item 407(e)(5) of Regulation S-K, which shall be either included in or incorporated by reference into the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C. The report shall be prepared in accordance with the requirements of Item 407(e)(5) of Regulation S-K; or
2. Make a determination that such report is exempt from the requirements of Item 407(e)(5) of Regulation S-K. The Committee shall record in its minutes this exemption determination and the basis upon which such determination was made.

#### I. Compensation Discussion and Analysis

As may be required, the Committee must review and approve compensation discussion and analysis disclosures ensuring that it is in compliance with the relevant requirements of the federal securities laws governing proxy statements, annual reports to shareholders, information statements and any registration statement on Form N-2.

The Committee is authorized to hire employees and to retain advisors and experts as necessary to carry out their duties under this Charter.

### V. PROCEDURES FOR NOMINATION OF DIRECTORS

After a determination by the Committee that a person should be nominated as an additional Director, or as soon as practical after a vacancy occurs or it appears that a vacancy is about to occur for a Director position on the Board, the Committee shall nominate a person for appointment to add to the Board or to fill the vacancy.

#### A. Nominees Recommended by the Committee

The Committee may identify prospective nominees for Director from its own sources. Consistent with the 1940 Act, and in its sole discretion, the Committee may solicit or consider candidates or potential candidates from any person, including the Company's investment advisor, principal underwriter or other affiliated person.

#### B. Nominees Recommended by Shareholders

A shareholder who desires to recommend a nominee shall submit a request in writing pursuant to the relevant provisions of the Bylaws. The Committee shall consider nominees recommended in writing by a shareholder (other than shareholder recommendations of himself or herself) to serve as Directors, provided that: (i) such person is a shareholder of the Company at the time he, she or it recommends such nominee and is entitled to vote at the meeting of shareholders at which directors will be elected; and (ii) the Committee shall make the final determination as to the qualifications of the individual to be nominated. The Committee shall evaluate each nominee recommended by a shareholder to serve as Director of the Company in the same manner as it would evaluate potential nominees identified by the Committee.

### VI. DESIRED QUALITIES OF INDEPENDENT DIRECTORS

The Committee shall only nominate a person to serve as an Independent Director, including a person recommended by a shareholder if it is determined:

- A. Upon advice of counsel, that the person will qualify as an Independent Director and that the person is otherwise qualified under applicable laws and regulations to serve as a director of the Company;
- B. That the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of an Independent Director;
- C. That the person can make a positive contribution to the Board and the Company, with consideration being given to the person's business experience, education and such other factors as the Committee may consider relevant; and
- D. That the person is of good character and high integrity.

In seeking out potential nominees and in nominating persons to serve as Independent Directors, the Committee shall not discriminate against any person based on his or her race, religion, national origin, sex, sexual orientation, physical disability and other factors not relevant to the person's ability to serve as an Independent Director.

### VII. VOTES REQUIRED FOR ACTION

A majority, but not less than two, of the members of the Committee shall be present at any meeting of the Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of the Committee.

### VIII. OTHER POWERS

The Board grants the Committee the authority necessary to discharge its responsibilities under this Charter, including the authority to retain special counsel and other experts or consultants at the expense of the Company. The Committee shall be responsible for oversight of the work of such counsel, experts or consultants and reviewing and approving the compensation payable to such counsel, experts or consultants. The Committee may retain, or receive advice from, any compensation advisor they prefer, including advisors that are not independent, after considering the following factors:

- A. The provision of other services to the Company by the person that employs the legal counsel or other expert or consultant;
- B. The amount of fees received from the Company by the person that employs the legal counsel or other expert or consultant, as a percentage of the total revenue of the person that employs the legal counsel or other expert or consultant;
- C. The policies and procedures of the person that employs the legal counsel, or other expert or consultant that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the legal counsel or other expert or consultant with a member of the Committee;
- E. Any stock of the Company owned by the legal counsel or other expert or consultant; and
- F. Any business or personal relationship of the legal counsel or other expert or consultant or the person that employs the legal counsel or other expert or consultant with an executive officer of the Company.

The Committee shall evaluate whether any legal counsel, or other expert or consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

#### IX. FUNDING

The Company shall provide for appropriate Company funding, as determined by the Committee, for payment of (a) compensation to Independent Legal Counsel, experts, consultants or other advisors engaged by the Committee and (b) ordinary administrative expenses of the Committee in connection with the Committee's performance of its responsibilities under this Charter.

#### X. REPORTING

The Chairperson, or his or her designee, shall report to the full Board on the results of the Committee's reviews and make such recommendations as deemed appropriate by the Committee. The Committee shall keep minutes of its meetings and records of decisions taken without a meeting and cause such minutes and records to be recorded in the Company's minute book.

#### XI. RELIANCE ON SERVICE PROVIDERS

The Committee hereby delegates to the Company's administrator the responsibility to inform the Committee of matters requiring Committee oversight as required in this Charter. The Committee shall rely on the Company's administrator and other service providers to supply information reasonably necessary for the Committee to carry out its responsibilities.

#### XII. EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

#### XIII. AMENDMENT AND MAINTENANCE OF CHARTER

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the full Board for approval. This Charter may be amended by a vote of the full Board.

#### XIV. AVAILABILITY OF CHARTER

The Company shall post a copy of this Charter and all amendments on its internet website.