

## NUVEEN CHURCHILL DIRECT LENDING CORP.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. Statement of Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a standing committee established by the Board of Directors (the “Board”) of Nuveen Churchill Direct Lending Corp. (the “Company”). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities related to:

- A. Identifying individuals qualified to become members of the Board;
- B. Selecting or recommending to the Board the director nominees for each annual meeting of shareholders;
- C. Overseeing the evaluation of the Board, its committees and management; and
- D. Recommending to the Board the compensation to be paid to the independent directors of the Board.

#### II. Membership and Qualifications

***Membership:*** The Committee shall consist of at least three (3) independent members of the Board. Members of the Committee will be nominated by the Committee periodically and as vacancies or newly created positions occur. Members of the Committee shall be appointed by the Board.

***Qualifications:*** Each member of the Committee may not be an “interested person” of the Company, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended. If and when the Company lists its shares on a national securities exchange, the members of the Committee shall also satisfy the requirements of such exchange. The Board will annually review the Committee’s compliance with such requirements when applicable.

***Chairperson:*** Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

***Resignation, Removal and Replacement:*** Any member of the Committee may resign from the Committee at any time upon notice of such resignation to the Company. The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon the recommendation of the Committee, to replace any absent or disqualified members.

#### III. Procedures

The Committee will meet at such times as may be necessary to carry out its responsibilities. The Chairperson of the Committee, in consultation with the other Committee

members, may determine the frequency and length of the Committee meetings and may set meeting agendas consistent with this charter. Any two members or Chairperson of the Committee may call a meeting of the Committee whenever deemed necessary.

Action may be taken by the Committee upon the affirmative vote of a majority of the members present at the meeting if a quorum of Committee members, as defined in the Company's bylaws, is present (or where only two members are present, by unanimous vote).

The Committee may invite any member of the Board who is not a member of the Committee, any officer of the Company, any representatives of the Company's counsel or other service providers to the Company, or other persons to attend meetings and provide information to the Committee as appropriate.

An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee may be prepared to document the Committee's discharge of its responsibilities.

#### **IV. Goals, Responsibilities and Authority**

In carrying out its mission, the Committee shall have direct authority to perform the duties set forth below.

##### ***Nominating Directors***

- A. The Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals, and select (or recommend that the Board select) the director nominees for the next annual meeting of shareholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board.
- B. In recommending candidates to the Board, the Committee may discuss and conduct, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Committee.
  - a. General Considerations. Each director should:
    - i. Be an individual possessing high standards of character and integrity, relevant experience, a willingness to ask hard questions and the ability to work well with others;
    - ii. Be free of conflicts of interest that would violate applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
    - iii. Be willing and able to devote sufficient time to the affairs of the

Company and be diligent in fulfilling the responsibilities of a director and Board committee member; and

- iv. Have the capacity and desire to represent the balanced, best interests of the shareholder as a whole and not a special interest group or constituency.
- b. Specific Considerations. The Committee may discuss annually the skills, experiences (such as current business experience or other such current involvement in public service, academia or scientific communities), particular areas of expertise, particular backgrounds, and other characteristics that help ensure the effectiveness of the Board and Board committees. These considerations should:
  - i. Take into account any particular needs of the Company and may be adjusted as these Company characteristics evolve;
  - ii. Include periodic consideration of complimentary skills or other attributes which may not be represented on the Board that would be useful to the Board as it fulfills its duties; and
  - iii. Be based on a consideration of each individual's contributions, the availability of director candidates, and the Company's needs.
- C. The Committee shall monitor Board composition and recommend candidates as necessary to ensure that the number of independent directors serving on the Board satisfies regulatory requirements.
- D. The Committee shall review any candidate recommended or nominated by shareholders in light of the Committee's criteria for selection of new directors, as well as requirements under the Company's organizational documents and applicable law.
- E. The Committee may recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee may review and recommend committee slates periodically and may recommend additional committee members to fill vacancies as needed.
- F. The Committee shall cause an annual assessment of the performance of the Board and each committee to be conducted. In discharging this responsibility, the Committee shall cause comments from all directors to be solicited and report annually to the Board on the results of the evaluation.

### ***Board of Directors***

- A. The Committee may clearly articulate to each director what is expected of their tenure on the Board, including directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials.
- B. The Committee may develop and periodically evaluate orientation guidelines

and continuing education guidelines for each member of the Board and each member of each committee thereof regarding his or her responsibilities as a director generally and as a member of any applicable committee of the Board.

- C. The Committee may periodically discuss the Company's practices and policies with respect to directors, including the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board, the structure of Board meetings and the responsibilities of the Board and its Committees and make recommendations to the Board with respect thereto.

#### ***Succession Planning for Chief Executive Officer and Other Executive Officers***

- A. The Committee may review and oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company.

#### ***Corporate Governance***

- A. The Committee may oversee a periodic review of the performance of the full Board and report the results thereof to the full Board.
- B. The Committee may monitor and make recommendations to the Board on matters of Company policies and practices relating to corporate governance, including periodic review of the Company's Corporate Governance Guidelines, if any.
- C. The Committee may periodically evaluate the Company's Code of Business Conduct and, if appropriate, recommend changes to that code.
- D. The Committee may, in concert with the Board, periodically review the Company policies with respect to significant issues of corporate public responsibility, including contributions.
- E. The Committee may consider and report to the Board any questions of possible conflicts of interest of Board members.
- F. The Committee may review shareholder proposals regarding corporate governance and make recommendations to the Board.

#### ***Compensation to be Paid to Independent Directors of the Board***

- A. The Committee may periodically review and assess the compensation paid to the independent directors of the Board and make recommendations to the Board with respect to any recommended changes.

#### ***Other***

- A. The Committee may periodically review and assess the adequacy of the

charters, structures and operations of this Committee and the other existing Board committees, including policies for removal of members and rotation of members among other Committees of the Board, and submit any changes to the Board for approval.

- B. The Committee may retain and terminate a search firm to assist in the identification of director candidates and have the authority to approve the search firm's fees and other retention terms.
- C. The Committee may retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.
- D. The Committee may carry out such other duties that may be delegated to the Committee by the Board from time to time.

In discharging its duties hereunder, the Committee shall have full access to any relevant records of the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

## **V. Disclosure of Charter**

This charter may be made available on the Company's website.