

NUVEEN CHURCHILL DIRECT LENDING CORP.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation 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 develop and oversee the implementation of the Company’s compensation philosophy with respect to executive officers. The Committee’s activities and effectiveness will be assessed periodically and reviewed with the Board.

II. Membership and Qualifications

Membership: The Committee shall consist of at least three (3) independent members of the Board. The members of the Committee shall be nominated by the Nominating and Corporate Governance Committee annually and as vacancies or newly created positions occur. The members of the Committee shall be appointed by the Board.

Qualifications: Each member of the Committee: (1) 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, (2) must meet the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and (3) must be an independent director as set forth in Section 303A.02 of the New York Stock Exchange (“NYSE”) Listed Company Manual. The Board shall annually review the Committee’s compliance with such requirements.

Chairperson: Unless a Chairperson of the Committee is elected by the full Board, the members of the Committee may designate a Chairperson of the Committee 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 member, upon the recommendation of the Committee, to replace any absent or disqualified members.

III. Procedures

The Committee will meet at least once per year and at such additional times as may be necessary to carry out its responsibilities. The Chairperson of the Committee, in consultation with the other committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

Any two members of the Committee, the Chairperson of the Committee, or the Chairperson of the Board and/or the Chief Executive Officer of the Company 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, officer, counsel, representatives of service providers 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 shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board.

IV. Goals, Responsibilities and Authority

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters. The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

Executive Compensation

While the Company does not currently directly pay compensation to its executive officers and does not anticipate directly paying compensation to its executive officers, the Committee shall determine, or recommend to the Board for determination, any compensation paid directly by the Company to the Company's Chief Executive Officer and any other executive officers.

If applicable, the Committee shall:

- (i) review and approve corporate goals and objectives relative to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation;
- (ii) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and proxy statement relating to its annual meeting of shareholders and the related tabular and other disclosures about director and executive compensation;
- (iii) discuss the Compensation Discussion and Analysis section with management and recommend to the Board whether such section should be included in the Company's Annual Report on Form 10-K and proxy statement relating to its annual meeting of shareholders; and
- (iv) furnish for inclusion in the Annual Report on Form 10-K and annual proxy statement its report with respect to such discussion and recommendation as

required by applicable law.

Reports to the Board:

The Committee shall report to the Board:

- (i) with respect to such matters as are relevant to the Committee's discharge of its responsibilities; and
- (ii) with respect to such recommendations as the Committee may deem appropriate.

The report to the Board may be written or take the form of an oral report by the Chairperson of the Committee or any other member of the Committee designated by the Committee to make such report

V. Authority and Advisers

The Committee has the sole authority to retain, obtain advice from and terminate any compensation consultant, independent legal counsel or other adviser, at the Company's expense, assisting the Committee in the evaluation of Chief Executive Officer or executive officer compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.

The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- b. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- c. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- f. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

VI. Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairperson of the Committee, in consultation with the other members of the Committee, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.

VII. Disclosure of Charter

The Charter will be made available on the Company's website.

VIII. Evaluation

The Committee shall conduct an annual review of the Committee's performance and recommend changes to the Board as needed.

Adopted: December 28, 2023