

**CRESCENT CAPITAL BDC, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**I. Purpose**

The nominating and corporate governance committee (the “Nominating and Corporate Governance Committee”) of Crescent Capital BDC, Inc., a Maryland corporation (the “Company”), is appointed by the board of directors of the Company (the “Board of Directors”) in order to (i) develop and review changes in certain policies regarding the nomination of directors and recommend such policies or any changes in such policies to the Board of Directors for its approval, (ii) identify, select, research and nominate qualified nominees for approval by the Board of Directors and its committees and, if applicable, election by the Company’s stockholders at the annual stockholder meeting, (iii) oversee the evaluation of the Board of Directors (including its leadership structure) and the Board of Directors’ committees and (iv) undertake such other duties and responsibilities as may from time to time be delegated by the Board of Directors to the Nominating and Corporate Governance Committee.

**II. Committee Membership**

The Nominating and Corporate Governance Committee shall be comprised of the number of Independent Directors (as defined below) as the Board of Directors shall determine from time to time, such number not to be less than two. The Nominating and Corporate Governance Committee shall be comprised solely of Independent Directors. For purposes of this Nominating and Corporate Governance Committee Charter, “Independent Directors” are members of the Board of Directors who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Company and (ii) during such times as the Company’s common stock is listed on the Nasdaq Stock Market (“Nasdaq”), in the determination of the Board of Directors, (a) meet the independence requirements established by Nasdaq that are applicable to the Company or, (b) satisfy one or more of the exceptions permitted by Nasdaq. The Board of Directors shall designate the members of the Nominating and Corporate Governance Committee. The Board of Directors shall have the power at any time to change the membership of the Nominating and Corporate Governance Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members. Unless a chair of the Nominating and Corporate Governance Committee (the “Chair”) is elected by the full Board of Directors, the members of the Nominating and Corporate Governance Committee may designate a Chair by majority vote of the full committee membership.

**III. Authority**

In discharging its responsibilities, the Nominating and Corporate Governance Committee shall have authority and resources to retain outside counsel or other consultants, including any search firm to be used to identify director candidates, in the Nominating and Corporate Governance Committee’s sole discretion. The Nominating and Corporate Governance Committee shall also have sole authority to approve the fees and other retention terms of such counsel or consultants and terminate such counsel or consultants. The Nominating and Corporate Governance Committee shall have the authority to create subcommittees with such powers as the Nominating and Corporate Governance Committee shall from time to time confer. Any communications

between the Nominating and Corporate Governance Committee and its outside legal counsel will be privileged communications.

#### **IV. Responsibilities**

The following are the general responsibilities of the Nominating and Corporate Governance Committee and are set forth only for its guidance. The Nominating and Corporate Governance Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. The Nominating and Corporate Governance Committee may perform such other functions as necessary or appropriate under applicable law, regulations, Nasdaq rules, the Company's charter and bylaws and the resolutions and other directives of the Board of Directors. Nothing in this Nominating and Corporate Governance Committee Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board of Directors.

Pursuant to authority granted to it by the Board of Directors, the responsibilities of the Nominating and Corporate Governance Committee are:

1. The Nominating and Corporate Governance Committee shall consider and recruit candidates to fill positions on the Board of Directors (or a committee thereof), including vacancies resulting from the removal, resignation or retirement of any member of the Board of Directors (or a committee thereof), an increase in the size of the Board of Directors (or a committee thereof) or otherwise. In considering potential candidates, the Nominating and Corporate Governance Committee shall discuss the specific experience, qualifications, attributes and skills that may lead it to the conclusion that such candidate should serve as a director or a committee member for the Company, in light of the Company's then-existing business and structure. The Nominating and Corporate Governance Committee shall seek to enhance the perspectives and experiences of the Board of Directors through diversity in gender, ethnic background, geographic origin and professional experience.
2. The Nominating and Corporate Governance Committee shall establish the criteria for evaluating (subject to Board of Directors approval of those qualifications) and evaluate the qualifications of individuals being considered for election or appointment as members of the Board of Directors (or a committee thereof), which criteria shall include, at a minimum, the following:
  - (a) to the extent required, compliance with the independence and other applicable requirements of Nasdaq, the 1940 Act and the SEC, all other applicable laws, rules, regulations and listing standards and the criteria, policies and principles set forth in this Nominating and Corporate Governance Committee Charter;
  - (b) the ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates; and

- (c) personal and professional integrity, character, time availability in light of other commitments, dedication, conflicts of interest and other such relevant factors that the Nominating and Corporate Governance Committee considers appropriate.

In addition, the Nominating and Corporate Governance Committee may consider, with respect to an individual being considered for election or appointment a member of the Board of Directors, whether the individual's professional experience, education, skills and other individual qualities and attributes, including gender, race or national origin, would provide beneficial diversity of skills, experience or perspective to the Board of Directors' membership and collective attributes. Such considerations will vary based on the Board of Directors' existing membership and other factors, such as the strength of the individual's overall qualifications relative to diversity considerations.

- 3. The Nominating and Corporate Governance Committee shall recommend the director and committee member nominees for approval by the Board of Directors and, if applicable, election by the stockholders of the Company.
- 4. The Nominating and Corporate Governance Committee shall consider stockholder recommendations for possible nominees for election as members of the Board of Directors when such recommendations are submitted in accordance with the Company's Bylaws, this Nominating and Corporate Governance Committee Charter and any applicable, law, rule or regulation regarding director nominations. Notwithstanding anything to the contrary in this Charter, if the Company is required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Nominating and Corporate Governance Committee.
- 5. The Nominating and Corporate Governance Committee shall, upon a significant change in a member of the Board of Directors' personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a member of the Board of Directors' service to the Board of Directors, review, as appropriate, the continued membership of such member on the Board of Directors.
- 6. The Nominating and Corporate Governance Committee shall annually evaluate of the Board of Directors of the Company, including consideration of:
  - (a) the Board of Directors and each committee thereof to determine whether each of them is functioning effectively;
  - (b) the size and composition of the Board of Directors as a whole and the size and composition of the Board of Directors' committees;
  - (c) the leadership structure of the Board of Directors, including the responsibilities of the Board of Directors with respect to the Company's

management and whether the Chair of the Board of Directors is an “interested person” of the Company, and shall evaluate whether such leadership structure is appropriate for the Company in light of the Company’s then-existing business and structure; and

- (d) the qualifications and diversity of current members of the Board of Directors who are available for reelection in light of the characteristics of independence, age, skills, experience, availability of service to the Company and tenure of its members, and of the Board of Director’s anticipated needs.

In discharging this responsibility, the Nominating and Corporate Governance Committee shall solicit comments from the members of the Board of Directors and report annually to the Board of Directors on the results of such evaluation, and recommend changes, if any, for the Board of Directors’ approval.

- 7. The Nominating and Corporate Governance Committee shall review and assess the adequacy of this Nominating and Corporate Governance Committee Charter annually and submit any proposed modifications to the Board of Directors
- 8. The Nominating and Corporate Governance Committee shall monitor compliance with the Company’s Code of Conduct under the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations adopted thereunder from time to time, and the listing standards of Nasdaq, including reviewing with the Chief Compliance Officer of the Company the adequacy and effectiveness of the Company’s procedures to ensure proper compliance. The Nominating and Corporate Governance Committee shall also recommend to the Board of Directors amendments to the Company’s Code of Conduct as the Nominating and Corporate Governance Committee may deem appropriate.

## **V. Meetings**

Subject to the Company’s bylaws or other organizational documents and resolutions of the Board of Directors, the Nominating and Corporate Governance Committee shall meet from time to time at the direction of its Chair, provided that the Nominating and Corporate Governance Committee shall not meet less frequently than annually, and is empowered to hold special meetings as circumstances require. The Chair or any two members of the Nominating and Corporate Governance Committee may fix the time and place of the Nominating and Corporate Governance Committee’s meetings unless the Board of Directors shall otherwise provide. Members of the Nominating and Corporate Governance Committee may participate in a meeting by means of a telephone or video conference or similar communication methods 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 Nominating and Corporate Governance Committee may also be taken without a meeting if all members of the Nominating and Corporate Governance Committee consent thereto in writing.

The Nominating and Corporate Governance Committee shall keep regular minutes of its meetings and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book. The Nominating and Corporate Governance Committee may invite any member of the Board of Directors who is not a member of the Nominating and Corporate Governance Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Nominating and Corporate Governance Committee, in its sole discretion, considers appropriate.

One third, but not less than two, of the members of the Nominating and Corporate Governance Committee shall be present at any meeting of the Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee. In the absence or disqualification of any member of the Nominating and Corporate Governance Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Director.

This Nominating and Corporate Governance Charter is in all respects subject and subordinate to the Company's charter and bylaws, the resolutions of the Board of Directors and the applicable provisions of the Maryland General Corporation Law.

Approved: January 30, 2020

Amended and Restated: February 15, 2024