

**CRESCENT CAPITAL BDC, INC.  
COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The compensation committee (the “Compensation 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) determine, or recommend to the Board of Directors for determination, the compensation paid directly, if any, by the Company to the Company’s chief executive officer (“CEO”) and any other executive officers of the Company, and (ii) assist the Board of Directors with matters related to compensation generally.

**II. Committee Membership**

The Compensation 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 Compensation Committee shall be comprised solely of Independent Directors. For purposes of this Compensation 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”), meet the independence requirements established by Nasdaq that are applicable to the Company or, with the approval of the Board of Directors, satisfy one or more of the exceptions permitted by Nasdaq. The Board of Directors shall designate the members of the Compensation Committee. The Board of Directors shall have the power at any time to change the membership of the Compensation Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members. Unless a chair of the Compensation Committee (the “Chair”) is elected by the full Board of Directors, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**III. Authority**

In discharging its responsibilities, the Compensation Committee shall have authority to retain outside counsel or other consultants, including any compensation consultant or other advisor (each such counsel, consultant or other advisor, a “Consultant”), in the Compensation Committee’s sole discretion. The Compensation Committee shall also have sole authority to approve the fees and other retention terms of such Consultants and to terminate such Consultants. The Compensation Committee shall have the authority to create subcommittees with such powers as the Compensation Committee shall from time to time confer.

The Compensation Committee shall be given the resources, as determined by the Compensation Committee, for payment of (i) compensation to any Consultants employed by the Compensation Committee as described above and (ii) ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

The Compensation Committee may retain, or receive advice from, any Consultant they prefer, including ones that are not independent, after considering the following factors:

- The provision of other services to the Company by the Consultant;
- The amount of fees received from the Company by the Consultant, as a percentage of the total revenue of the Consultant;

- The policies and procedures of the Consultant that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Consultant or its affiliates with a member of the Compensation Committee;
- Any stock of the Company owned by the Consultant; and
- Any business or personal relationship of the Consultant with an executive officer of the Company.

The Committee shall also evaluate whether any 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.

#### **IV. Responsibilities**

The following are the general responsibilities of the Compensation Committee and are set forth only for its guidance. The Compensation Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. The Compensation Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, Nasdaq rules, the Company's charter and bylaws and the resolutions and other directives of the Board of Directors. Nothing in this Compensation 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 Compensation Committee are:

- While the Company does not currently directly pay compensation to its executive officers, including its CEO, and does not anticipate directly paying compensation to its executive officers, the Compensation Committee shall determine, or recommend to the Board of Directors for determination, any compensation paid directly by the Company to the Company's CEO and any other executive officers.
- If applicable, the Compensation Committee shall prepare the report on executive officer compensation that the rules of the Securities and Exchange Commission require to be included in the Company's annual proxy statement.
- The Compensation Committee shall regularly report to the Board of Directors its conclusions with respect to the matters that the Compensation Committee has considered. The report to the Board of Directors may be written or take the form of an oral report by the Chair (as defined) or any other member of the Compensation Committee designated by the Compensation Committee to make such report.
- The Compensation Committee shall review and reassess the adequacy of this Compensation Committee Charter annually and submit any proposed modifications to the Board of Directors.

## **V. Meetings**

Subject to the Company's bylaws or other organizational documents and resolutions of the Board of Directors, the Compensation Committee shall meet from time to time at the direction of its Chair, provided that the Compensation 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 Compensation Committee may fix the time and place of the Compensation Committee's meetings unless the Board of Directors shall otherwise provide. Members of the Compensation Committee may participate in a meeting by means of a telephone or video conference or similar communication methods if all persons participating can hear and be heard by 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 Compensation Committee may also be taken without a meeting if all members of the Compensation Committee consent thereto in writing.

The Compensation 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 Compensation Committee may invite any member of the Board of Directors who is not a member of the Compensation Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Compensation Committee, in its sole discretion, considers appropriate, provided that no executive officer of the Company may attend that portion of any meeting where such executive's compensation is deliberated or voted upon.

One third, but not less than two, of the members of the Compensation Committee shall be present at any meeting of the Compensation 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 Compensation Committee. In the absence or disqualification of any member of the Compensation 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 Compensation Committee 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 18, 2022