

CARLYLE SECURED LENDING, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Carlyle Secured Lending, Inc. and its subsidiaries (collectively, the “Company”) shall be to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the nominations of directors and corporate governance, including, without limitation:

- (a) developing, reviewing and, as appropriate, updating certain policies regarding the nomination of directors and recommending such policies or any changes in such policies to the Board for its approval;
- (b) identifying individuals qualified to become directors;
- (c) evaluating and recommending to the Board nominees to fill vacancies on the Board or a committee thereof or to stand for election by the stockholders of the Company;
- (d) from time to time, reviewing the Company’s policies relating to corporate governance and recommending any changes in such policies to the Board; and
- (e) overseeing the annual evaluation of the Board (including its leadership structure) and the annual evaluations performed by each of the Board’s committees.

II. STRUCTURE AND OPERATIONS

Independence Requirements

The Committee shall be comprised of two or more members of the Board, each of whom is determined by the Board to be “independent” under the listing standards of the NASDAQ Global Select Market.

Limitation on Other Compensation

No member of the Committee shall receive compensation from the Company or any of its subsidiaries other than (i) director’s fees for service as a director of the Company, including reasonable compensation for serving on the Committee and regular benefits that other directors receive, but only to the extent the directorship on the affiliate’s board of directors and related compensation has been approved by the Board and (ii) a pension or similar compensation (including deferred compensation) for prior service with the Company, provided that such compensation is fixed and is not conditioned on continued or future service to the Company.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such

member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless a chairman of the Committee (the "Chairman") is elected by the full Board, the members of the Committee may designate a Chairman by the majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Subcommittees

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet at least once per year, or more frequently as circumstances dictate. At all meetings of the Committee, a majority of the members shall constitute a quorum for the transaction of business and the act of a majority of Committee members at any meeting at which there is a quorum shall be an act of the Committee. Any matter that is put to a vote which results in a tie shall be decided by the Chairman of the Committee. The Chairman or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically.

In addition, the Committee may invite to its meetings, or communicate with, any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES

Overview

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. These functions are the sole responsibility of the Committee and may not be allocated to a different committee, other than a sub-committee of the Committee. The Committee shall also carry out any other responsibilities delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

Oversight of Director Nominations

1. Develop, and recommend to the Board for approval, policies regarding:
 - (i) specific, minimum qualifications for director nominees;
 - (ii) the process for identifying and evaluating director nominees and for evaluating and renominating existing directors; and
 - (iii) consideration of any director nominee candidates recommended by the Company's stockholders.
2. Identify individuals qualified to become Board members and consider and evaluate candidates (including candidates identified by other directors, by management of the Company's investment adviser and by stockholders of the Company) to fill positions on the Board (including, but not limited to, persons nominated by stockholders) and to fill vacancies on committees of the Board, pursuant to the policies adopted under clause (1) above.
3. Recommend to the Board nominees to fill vacancies on the Board or a committee thereof or to stand for election by the stockholders of the Company.
4. 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 Committee.

Corporate Governance

5. Review from time to time the Company's policies relating to corporate governance and recommend any changes in such policies to the Board.
6. Review from time to time the size and composition of the Board as a whole and the size and composition of the Board's committees and review and recommend any changes in such policies to the Board for its approval.
7. Review the independence and other qualifications of the Board members and director nominees.

Preparation of Reports

8. Report regularly to the Board of Directors:
 - (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 Chairman or any other member of the Committee designated by the Committee to make such report.

9. Maintain minutes or other records of meetings and activities of the Committee.

Outside Advisors and Funding

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain independent legal, accounting or other advisors as it reasonably deems necessary to carry out its duties, including the authority to approve the fees payable to such advisors and any other terms of retention. The Committee shall be provided with funds necessary to engage independent advisors and to fund its ordinary administrative expenses that are necessary or appropriate to carry out its duties, in each case, as determined by the Committee in its sole discretion.

Access

The Committee, in discharging its oversight role, shall be given full access to all of the following:

- (i) the Board; and
- (ii) all officers of the Company and employees of its affiliated service providers.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.