

**Sixth Street Specialty Lending, Inc.**  
**Sixth Street Lending Partners**

**Nominating and Corporate Governance Committee Charter**

**I. Statement of Purpose**

The Nominating and Corporate Governance Committee (each, a “**Committee**”) of each of Sixth Street Specialty Lending, Inc. (“**SLX**”) and Sixth Street Lending Partners (“**SLP**,” and together with SLX, the “**Companies**”) are standing committees established by the Boards of Directors/Trustees (the “**Board**”) of the Companies. The purpose of each Committee is to assist each Board in fulfilling its oversight responsibilities related to:

- i. identifying individuals qualified to become members of the Board;
- ii. selecting or recommending to the Board the director nominees for each annual meeting of shareholders;
- iii. developing and recommending to the Board a set of corporate governance principles applicable to the Company;
- iv. planning for the succession of the Company’s executive officers; and
- v. overseeing the evaluation of the Board, its committees and management.

**II. Membership and Qualifications**

**Membership:** Each Committee shall consist of at least three (3) independent members of the Board meeting the qualifications set forth below. Members of each Committee shall be appointed by the respective Board.

**Qualifications:** Each member of a 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, and must meet the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and the applicable director independence requirements of the New York Stock Exchange (the “**NYSE**”). Each Board shall annually review the Committee’s compliance with such requirements.

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

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

**III. Procedures**

Each Committee will meet at least once per year and at such additional times as may be necessary to carry out its responsibilities. The Chairman of each Committee, in consultation with the other Committee members, shall determine the frequency and length of Committee meetings and shall set meeting agendas consistent with this charter. Any two members, the Chairman of each Committee, the Chairman of the Board and/or the Chief Executive Officer (the “**CEO**”) of each

Company may call a meeting of the Committee whenever deemed necessary.

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

A Committee may invite any member of its respective Board who is not a member of the Committee, or any officer, employee, counsel, representative of a service provider 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 each Committee prior to each meeting. Minutes for all meetings of each 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 respective Board.

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

In carrying out its mission, each Committee shall have direct responsibility and authority to perform the following duties:

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

- A. Identify individuals qualified to become Board members, consistent with criteria approved by the relevant Board, receive nominations for such qualified individuals, select, or recommend that a 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 each Board;
- B. Recommend to the relevant Board candidates for election to the Board and evaluate each Board in accordance with criteria set forth below or determined as provided below. As part of this responsibility, each Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the relevant Board and such candidate's compliance with the independence and other qualification requirements established by each Committee.
  - i. General Considerations. Each director/trustee should:
    - a. 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;
    - b. 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/trustee;
    - c. Be willing and able to devote sufficient time to the affairs of the relevant Company and be diligent in fulfilling the responsibilities of a director/trustee; and
    - d. Have the capacity and desire to represent the balanced, best interests of the relevant Company's shareholders as a whole, and not a special interest group or constituency.
  - ii. Specific Considerations. Each Committee shall periodically review the skills, experiences (such as business experience or other such involvement in public

service, academia or scientific communities), particular areas of expertise, particular backgrounds, and other characteristics that help ensure the effectiveness of the Boards and the Boards' committees. These considerations should:

- a. Take into account any particular needs of a Company and may be adjusted as these Company characteristics evolve;
  - b. Consider periodically complimentary skills or other attributes, which may not be represented on a Board that would be useful to the Board as it fulfills its duties; and
  - c. Be based on a consideration of each individual's contributions, the availability of director/trustee candidates, and a Company's needs.
- C. Monitor Board composition and recommend candidates as necessary to ensure that the number of independent directors serving on the Board satisfies applicable SEC (and, if applicable, NYSE) requirements;
  - D. 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 each Company's organizational documents and applicable law;
  - E. Recommend to the relevant Board qualified individuals to serve as committee members on the various Board committees; and
  - F. Recommend to the relevant Board or to the appropriate committee thereto processes for annual evaluations of the performance of the Board and any executive officers of the relevant Company. In discharging this responsibility, a Committee shall solicit comments from all directors/trustees and report annually to the relevant Board on the results of the evaluation.

#### ***Policies and Procedures with Respect to Directors/Trustees***

- A. Review each Company's practices and policies with respect to directors/trustees, including the size of the Board, the ratio of employee directors/trustees to non-employee directors/trustees, 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 CEO and Other Executive Officers***

- A. Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in each Company.

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

- A. Oversee an annual review of the performance of the relevant full Board and report the results thereof to the full Board;
- B. Monitor and make recommendations to the relevant Board on matters of Company policies and practices relating to corporate governance, including performing periodic reviews of the relevant Company's Corporate Governance Guidelines and recommending to the Board any proposed revisions thereto;
- C. Periodically evaluate relevant Company's *SOX Code of Business Conduct and Ethics* and, if appropriate, recommend changes to that code;
- D. Consider and report to the relevant Board any questions of possible conflicts of interest of Board members; and

- E. Review shareholder proposals regarding corporate governance and make recommendations to the relevant Board.

***Other***

- A. Periodically review and assess the adequacy of this charter, the structure and operations of each 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. Have the sole authority to 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. Have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors; and
- D. Carry out such other duties that may be delegated to a Committee by a Board from time to time.

The Committee shall have the right to use reasonable amounts of time of the relevant Company's independent registered public accounting firm, outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise a Committee in connection with its responsibilities. Each Committee shall keep the relevant Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants.

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

**V. Evaluation**

Each Committee shall evaluate its performance on an annual basis and recommend changes to the relevant Board as needed.

**VI. Disclosure of Charter**

To the extent a Company maintains a website, this charter will be made available on the Company's website.

Last Reviewed: February 2023

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