

## MONROE CAPITAL ENHANCED CORPORATE LENDING FUND

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. Purpose

The purpose of the Nominating and Corporate Governance Committee is to assist the full Board of Trustees (the “**Board**”) in fulfilling its responsibilities to assure that Monroe Capital Enhanced Corporate Lending Fund (the “**Fund**”) is governed in a manner consistent with the interests of the shareholders of the Fund and in compliance with applicable laws, regulations, rules and orders. Without limiting the foregoing, the Nominating and Corporate Governance Committee shall advise the Board with respect to: (i) select qualified nominees to be elected to the Board by the Fund’s shareholders at the Fund’s annual shareholder meeting; (ii) select qualified nominees to fill any vacancies on the Board and its committees (consistent with criteria approved by the Board); (iii) consider and make recommendations to the Board regarding policies that relate to corporate governance applicable to the Fund; (iv) oversee the evaluation of the Board and management; (v) undertake succession planning for the executive officers of the Fund; and (vi) undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Nominating and Corporate Governance Committee.

#### II. Committee Membership

The Nominating and Corporate Governance Committee is appointed by the Board of the Fund annually. The Nominating and Corporate Governance Committee shall be comprised of the number of Independent Trustees as the Board shall determine from time to time, such number not to be less than two (2). The Nominating and Corporate Governance Committee shall be comprised solely of Independent Trustees. For purposes of this Nominating and Corporate Governance Committee Charter, “**Independent Trustees**” are Trustees of the Fund who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “**1940 Act**”)) of the Fund, and (ii) meet any other applicable requirements of the Securities and Exchange Commission (the “**SEC**”) and any other applicable laws, rules and regulations with respect to independence, as determined by the Board. The Board shall designate the members of the Nominating and Corporate Governance Committee annually. The Board 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, so long as the Nominating and Corporate Governance Committee shall at all times be composed solely of Independent Trustees. The members of the Nominating and Corporate Governance Committee shall select the Chair of the Nominating and Corporate Governance Committee.

### **III. Authority**

In discharging its responsibilities, the Nominating and Corporate Governance Committee shall have authority to retain outside counsel or other consultants 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 consultants and to terminate such consultants; provided, however, that the Nominating and Corporate Governance Committee shall keep the Fund's Chief Executive Officer advised as to the general range of anticipated fees and expenses of such 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.

### **IV. Additional Resources**

Subject to the approval of the Board, the Nominating and Corporate Governance Committee shall have the right to use reasonable amounts of time of the Fund'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 the Nominating and Corporate Governance Committee in connection with its responsibilities. The Nominating and Corporate Governance Committee shall keep the Fund's Chief Executive Officer advised as to the general range of anticipated expenses for outside consultants, and shall obtain the concurrence of the Board in advance for any expenditures.

### **V. Responsibilities**

The following are the general responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Nominating and Corporate Governance Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Fund's Bylaws and other governance documents of the Fund and in accordance with applicable law. The Nominating and Corporate Governance Committee shall:

#### **A. Board of Trustees**

- a. Evaluate periodically the desirability of, and recommend to the Board, any changes in the size and composition of the Board.
- b. Select and evaluate trustees in accordance with the general and specific criteria set forth below or determined as provided below:

*General Criteria.* Trustee selection should include at least enough Independent Trustees to comply with the requirements of the 1940 Act applicable to business development companies, as well as applicable regulations, rules and orders of the SEC. Such Independent Trustees should have appropriate skills, experiences and other characteristics. Subject to the discretion of the Nominating and Corporate Governance Committee and the Board based on the circumstances then existing, certain officers of the Fund or of its investment adviser, as well as certain other individuals having relationships with the Fund that prevent them from being Independent Trustees, may be deemed to be appropriate members of the Board. Each member of the Board should:

- i. Be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
- ii. Be willing and able to devote sufficient time to the affairs of the Fund and be diligent in fulfilling the responsibilities of a member of the Board and a member of any committees thereof (including developing and maintaining sufficient knowledge of the Fund and the specialty finance industry in general; reviewing and analyzing reports and other information important to responsibilities of the Board and any committee thereof; preparing for, attending and participating in meetings of the Board and meetings of any committee thereof; and satisfying appropriate orientation and continuing education guidelines); and
- iii. Have the capacity and desire to represent the balanced, best interests of the shareholders of the Fund as a whole and not primarily a special interest group or constituency.

*Specific Criteria.* In addition to the foregoing general criteria, the Nominating and Corporate Governance Committee, in identifying and evaluating a person as a potential nominee to serve as a member of the Board, or when determining to re-elect an incumbent, shall consider among other factors it may deem relevant:

- i. the contribution that the person can make to the Board (or has made to the Board, with respect to an incumbent trustee), with consideration being given to the person's business and professional experience, education, skills, judgment, and such other factors as the Nominating and Corporate Governance Committee may consider relevant;
- ii. whether or not the person is an Independent Trustee and whether the person is otherwise qualified under applicable laws and regulations to serve as a member of the Board
- iii. whether or not the person has any relationships or conflicts of interest that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment adviser of the Fund, Fund service providers or their affiliates;
- iv. whether or not the person is financially literate and/or is an "audit committee financial expert" as that term is defined under Item 407 of Regulation S-K of the Securities Exchange Act of 1934, as amended;
- v. whether or not the person serves on boards of, or is otherwise affiliated with, financial service organizations, their related investment company complexes or other public companies; and
- vi. whether or not the selection and nomination of the person would contribute to Board diversity, including with respect to race, gender, national origin, geography, sexual orientation, age, differences of viewpoint, professional experience, education, skill and other individual qualities and attributes.

- c. Evaluate each new trustee-candidate and each incumbent trustee before recommending that the Board nominate or re-nominate such individual for election or reelection (or that the Board elect such individual on an interim basis) as a trustee based upon the extent to which such individual satisfies the general criteria above and will contribute significantly to satisfying the overall mix of specific criteria identified above. Each annual decision to re-nominate an incumbent trustee should be based upon a careful consideration of such individual's contributions, including the value of his or her experience as a trustee of the Fund, the availability of new trustee-candidates who may offer unique contributions, and the Fund's changing needs.
- d. Diligently seek to identify potential trustee-candidates who will strengthen the Board and will contribute to the overall mix of specific criteria identified above. This process should include establishing procedures for soliciting and reviewing potential nominees from trustees and for advising those who suggest nominees of the outcome of such review. The Nominating and Corporate Governance Committee shall have authority to retain and terminate any search firm used to identify trustee-candidates and to approve any such search firm's fees and other terms of retention.
- e. Submit to the Board the candidates for appointment to the Board to be recommended by the Board for election at each annual meeting of shareholders and to be added to the Board at any other times due to any expansion of the Board, trustee resignations or retirements or otherwise.
- f. Monitor performance of the Board and its individual members based upon the general criteria and the specific criteria applicable to the Board and each of its members. If any serious issues are identified with any trustee, work with such trustee to resolve such issues or, if necessary, seek such trustee's resignation or recommend to the Board such person's removal.

**B. Board Committees**

- a. Evaluate at least annually the performance, authority, operations, charter and composition of each standing or ad hoc committee of the Board (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.
- b. Submit to the Board annually (and at any additional times that any committee members are to be selected) recommendations regarding candidates for membership on each committee of the Board. The Nominating and Corporate Governance Committee will coordinate closely with the full Board as to the selection of an Independent Trustee who qualifies to serve on the Audit Committee as a designated "audit committee financial expert."

**C. Evaluation of and Succession Planning for Chief Executive Officer and Other Executive Officers**

- a. Assist the Board in evaluating the performance of and other factors relating to the retention of the Chief Executive Officer. Assist the Board in overseeing the evaluation of the performance of other executive officers. It is recognized that, subject to oversight by the Board and the Nominating and Corporate Governance Committee, the Chief Executive Officer will have primary responsibility for evaluating the performance of the other executive officers of the Fund.
- b. Develop and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Fund and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

**D. Corporate Governance**

- a. Monitor and make recommendations to the Board on matters of Fund policies and practices relating to corporate governance.
- b. Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

**E. Other Matters**

- a. Perform such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board of the Fund and/or the Chair of the Board, or as designated in Fund documents.

**VI. Meetings**

Subject to the Fund's Bylaws and resolutions of the Board, the Nominating and Corporate Governance Committee shall meet from time to time at the direction of the Chair of the Nominating and Corporate Governance Committee, provided that the Nominating and Corporate Governance Committee shall not meet less frequently than once annually, and is empowered to hold special meetings as circumstances require. Notice of meetings of the Nominating and Corporate Governance Committee shall be given in the same manner as notice for special meetings of the Board, as set forth in the Fund's Bylaws. A quorum for all meetings of the Nominating and Corporate Governance Committee shall be one-third, but not less than two, of the members of the committee. Members of the Nominating and Corporate Governance Committee may participate in a meeting by means of a conference telephone or similar remote communications equipment 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. Subject to the Fund's Bylaws, any action of the Nominating and Corporate Governance Committee may be taken at a meeting by vote of a majority of the members present (a quorum being present) or without a meeting by written consent as provided for in the Fund's Bylaws. 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 Trustees to act at the meeting in the place of any such

absent or disqualified member, so long as such appointee is an Independent Trustee.

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 Fund's minute book. The Nominating and Corporate Governance Committee may invite any trustee 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.

**Adopted/Approved:** October 10, 2025