

# MONROE CAPITAL ENHANCED CORPORATE LENDING FUND

## AUDIT COMMITTEE CHARTER

### I. Purpose

The Audit Committee is appointed by the Board of Trustees of Monroe Capital Enhanced Corporate Lending Fund (the “**Fund**”) to assist the Board of Trustees of the Fund (the “**Board**”) in fulfilling its oversight responsibilities for the Fund’s accounting and reporting processes and the audits of its financial statements by, pursuant to authority delegated to it by the Board, (i) assisting the Board with oversight of the integrity of the Fund’s financial statements, the independent registered public accounting firm’s qualifications and independence, the Fund’s compliance with legal and regulatory requirements and the performance of the Fund’s independent registered public accounting firm; (ii) overseeing the scope of the annual audit of the Fund’s financial statements, the quality and objectivity of the Fund’s financial statements, accounting and financial reporting policies and internal controls; (iii) determining the selection, appointment, retention and termination of the Fund’s independent registered public accounting firm, as well as approving the compensation thereof; (e) pre-approving all audit and permissible non-audit services provided to the Fund and certain other persons by such independent registered public accounting firm; (f) overseeing the investment valuation process followed the Fund’s valuation designee and providing information to the Board on matters relating to the valuation of the Fund’s investments; and (g) acting as a liaison between the Fund’s independent registered public accounting firm and the Board.

The Audit Committee shall also be responsible for overseeing the preparation of the report required by the rules of the Securities and Exchange Commission (the “**SEC**”) to be included in the Fund’s annual proxy statement (to the extent applicable).

### II. Committee Membership

The Audit 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 Audit Committee of the Fund shall at all times be composed solely of Independent Trustees. For purposes of this Audit 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 the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the rules and regulations of the SEC, including the requirements that such persons not accept directly or indirectly any consulting, advisory, or other compensation from the Fund or any subsidiary thereof (other than Trustees’ fees received in his or her capacity as a member of the Audit Committee, the Board or another committee of the Board or such subsidiary). The Board shall designate the members of the Audit Committee annually. The Board shall have the power at any time to change the membership of the Audit Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Audit Committee shall at all times be composed solely of Independent Trustees. The members of the Audit Committee shall select the Chair of the Audit Committee.

Each member of the Audit Committee must (a) be “financially literate,” as such qualification is interpreted by the Board, and (b) have a basic understanding of finance and accounting practices and shall be able to read and understand financial statements. In addition, at least one member of the Audit Committee must be an “audit committee financial expert” as that term is defined in Item 407(d)(5)(ii) of Regulation S-K, with such qualification to be determined by the Board. In addition, no member of the Audit Committee may have participated in the preparation of the financial statements of the Fund or any current subsidiary of the Fund at any time during the past three years. If a vacancy on the Audit Committee exists due to the retirement or resignation of a member of the Audit Committee who has been designated

as an “audit committee financial expert,” the Board will endeavor to fill such vacancy with another “audit committee financial expert,” as soon as reasonably practicable thereafter. The designation of a member of the Audit Committee as an “audit committee financial expert” does not increase the duties, obligations or liability of the designee as compared to the duties, obligations and liability otherwise imposed on the designee as a member of the Audit Committee and of the Board.

Notwithstanding the foregoing, the Audit Committee shall at all times have at least one member that has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

### **III. Authority**

The function of the Audit Committee is one of oversight. Management<sup>1</sup> is primarily responsible for maintaining appropriate systems for accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent accountants are primarily responsible for planning and carrying out a proper audit of the Fund’s annual financial statements in accordance with U.S. generally accepted accounting principles. The independent accountants are accountable to the Board and the Audit Committee, as representatives of the Fund’s shareholders. The Board and the Audit Committee have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the Fund’s independent accountants (subject, if applicable, to shareholder ratification). Members of the Audit Committee are not full-time employees of the Fund or management and are not, and do not represent themselves to be, accountants or auditors by profession. Accordingly, it is not the duty or the responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures, to determine that the financial statements are complete and accurate and are in accordance with U.S. generally accepted accounting principles, or to set auditor independence standards. Each member of the Audit Committee shall be entitled to rely on: (i) the integrity of those persons within and outside the Fund and management from which it receives information; (ii) the accuracy of the financial and other information provided to the Audit Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board); and (iii) statements made by the officers and employees of the Fund, its investment adviser or other third parties as to any information technology, internal audit and other non-audit services provided by the independent accountants to the Fund. In carrying out its responsibilities, the Audit Committee’s policies and procedures shall be adapted, as appropriate, to best react to a changing environment.

In discharging its responsibilities, the Audit Committee shall have authority to retain outside counsel or other consultants as the Audit Committee determines necessary to carry out its duties. The Audit Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Audit Committee shall have the authority to create subcommittees with such powers as the Audit Committee shall from time to time confer. The Audit Committee shall also be given the resources, as determined by the Audit Committee, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Fund and (ii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

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<sup>1</sup> For purposes of this Charter, the term “management” means the appropriate officers of the Fund, and its investment adviser, administrator and other key service providers (other than the independent accountants). Also, for purposes of this Charter, the phrase “internal accounting staff” means the appropriate officers and employees of the Fund, and its investment adviser, administrator and other key service providers (other than the Fund’s independent accountants).

#### **IV. Responsibilities**

The following are the general responsibilities of the Audit Committee. The Audit Committee may assume such other responsibilities as the Board and/or the Audit Committee deems necessary or appropriate in carrying out the Audit Committee's purpose. The Audit Committee shall consult, on an ongoing basis, with management, the independent accountants and counsel as to legal or regulatory developments affecting its responsibilities, as well as relevant tax, accounting and industry developments.

Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

Pursuant to authority granted to it by the Board, the following are among the specific duties and responsibilities of the Audit Committee :

##### **a. Retention of Independent Accountants and Approval of Services**

- i. To appoint and retain each year a firm or firms of independent accountants to audit the accounts and records of the Fund, to approve the terms of compensation of such independent accountants and to terminate such independent accountants as it deems appropriate.
- ii. Approve in advance all audit and permissible non-audit services to be provided by the Independent Accountant and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the Independent Accountant. See the Policy on Pre-Approval of Audit and Non-Audit Services set forth in Annex A attached hereto.
- iii. The Audit Committee may delegate its pre-approval responsibilities to one or more of its members. The member(s) to whom such responsibility is delegated must report any pre-approval decisions to the Audit Committee at its next scheduled meeting.

##### **b. Oversight of the Fund's Relationship with the Independent Accountants**

- i. To obtain and review a report from the independent accountants at least annually regarding:
  1. the independent accountants' internal quality-control procedures;
  2. any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
  3. any steps taken to deal with any such issues; and
  4. all relationships between the independent accountants and the Fund.
- ii. To evaluate the qualifications, performance and independence of the independent accountants, including the following:

1. evaluating the performance of the lead partner, and the quality and depth of the professional staff assigned to the Fund;
  2. considering whether the accountant's quality controls are adequate;
  3. considering whether the provision of permissible non-audit services is compatible with maintaining the accountant's independence; and
  4. taking into account the opinions of management and the internal accounting staff (or other personnel responsible for the internal audit function). The Audit Committee shall present to the Board its conclusions with respect to the independent accountants.
- iii. To ensure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.
  - iv. To oversee any hiring of employees or former employees of the Fund's independent accountant who participated in any capacity in the audit of the Fund.
  - v. To discuss with the national office of the independent accountants, if appropriate, issues on which they were consulted by the Fund's audit team and matters of audit quality and consistency.
  - vi. To consider the effect on the Fund of:
    1. any changes in accounting principles or practices proposed by management or the independent accountants;
    2. any changes in service providers, such as the Fund's accountants or administrators, that could impact the Fund's internal controls; and
    3. any changes in schedules (such as fiscal or tax year-end changes) or structures or transactions that require special accounting activities or resources.
  - vii. To review, at least annually, a presentation by the independent accountants with respect to the Fund's qualification under Subchapter M of the Internal Revenue Code of 1986, as amended, and amounts distributed and reported to shareholders for federal tax purposes.
  - viii. To, at least annually, consider the independence of the Fund's independent accountant, and, consistent with rules of the Public Company Accounting Oversight Board ("*PCAOB*"), obtain and review a report by the independent accounting describing any relationships between the independent accountant and the Fund, or individuals in financial reporting oversight roles at the Fund, that may reasonably be thought to bear on the independent accountant's independence and

discuss with the independent accountant the potential effects of any such relationships on independence.

- ix. To review and discuss with the Fund's independent accountant the matters required to be discussed by the independent accountant by the applicable requirements of the PCAOB and the SEC, including any problems or difficulties the independent accountant encountered in the course of its audit work and management's response thereto.
- x. Review and discuss with the Fund's independent accountant (1) the independent accountant's responsibilities under U.S. generally accepted accounting principles and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the independent accountant's risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

**c. Financial Statements and Disclosure Matters**

- i. To review and discuss with management and the independent accountants the Fund's annual audited financial statements, including disclosures made in management's discussion and analysis and the independent accountants' reports related to the financial statements.
- ii. To review and discuss with management and the independent accountants the Fund's earnings releases and quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the independent accountants' reviews of the quarterly financial statements.
- iii. To meet with the Fund's independent accountants periodically during each fiscal year, including private meetings, and review written materials prepared by the independent accountants, and, as appropriate:
  - 1. to review the arrangements for and the scope of the annual audit and any special audits or other special permissible services;
  - 2. to review the Fund's financial statements and to discuss any matters of concern arising in connection with audits of such financial statements, including any adjustments to such statements recommended by the independent accountants or any other results of the audits;
  - 3. to consider and review, as appropriate and in consultation with the independent accountants, the appropriateness and adequacy of the Fund's financial and accounting policies, procedures and internal accounting controls and, as appropriate, the internal controls of key service providers, and to review management's responses to the independent accountants' comments relating to those policies, procedures and controls, and to any special steps adopted in light of material control deficiencies;
  - 4. to review with the independent accountants their opinions as to the fairness of the financial statements;
  - 5. to review and discuss quarterly reports from the independent

accountants relating to:

- a. all critical accounting policies and practices to be used;
  - b. all alternative treatment of financial information within U.S. generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent accountants; and
  - c. other material written communications between the independent accountant and management, such as any management letter or schedule of unadjusted differences; and
- iv. Oversee the preparation of the report required by the rules of the SEC to be included in the Fund's annual proxy statement (to the extent applicable), and recommending to the Board based on the review and discussion of the items detailed above and as required by Item 407(d)(3)(i) of Regulation S-K, whether the audited financial statements should be included in the Fund's annual report on Form 10-K.

**d. Compliance Oversight**

- i. To obtain from the independent accountants assurance that Section 10A(b) of the Exchange Act has not been implicated with respect to the Fund.
- ii. To investigate, when the Audit Committee deems it necessary, improprieties or suspected improprieties in Fund operations.
- iii. To establish and maintain procedures for the following, including considering exceptions to and responding to alleged violations of such procedures as the Audit Committee shall consider appropriate:
  - 1. the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters; and
  - 2. the confidential, anonymous submission by employees regarding questionable accounting or auditing matters.
- iv. To discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Fund's financial statements or accounting policies.
- v. To discuss with the Fund's counsel legal matters that may have a material impact on the financial statements or the Fund's compliance policies.
- vi. To review all potential conflict-of-interest situations arising in respect of the Fund's affairs and involving the Fund's affiliates or employees not otherwise delegated to the Board as a whole, including review and approval of all transactions with related persons (as defined in Item 404 of Regulation S-K).

- vii. To receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Fund's disclosure controls and procedures.
- viii. To review and discuss the Fund's off-balance sheet transactions and obligations with management and the Fund's independent accountants.

**e. Oversight of the Fund's Internal Audit Function**

- i. To consider whether to grant any approvals or waivers sought under the Fund's Code of Conduct (the "**Code**") adopted pursuant to the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations adopted thereunder from time to time.
- ii. To review any alleged violations under the Fund's Code and to make any recommendations to the Board as it deems appropriate.
- iii. To require the appropriate officers of the Fund, internal accounting staff and individuals with internal audit responsibilities to meet with the Audit Committee for consultation on audit, accounting and related financial matters.
- iv. To review proposed disclosures in the Fund's periodic reports to the SEC concerning any significant deficiencies in the design or operation of internal controls or material weaknesses in such controls, and any fraud involving management or other employees who have a significant role in the Fund's internal controls, deemed necessary by management during such officers' certification process for the Fund's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q.
- v. To review and discuss the Fund's practices with respect to risk assessment and risk management, and risks related to matters including the Fund's financial statements and financial reporting processes and compliance. The Audit Committee shall have oversight responsibility for financial reporting with respect to the Fund's major financial exposures and the steps management has taken to monitor and control such exposures, with respect to the Fund's valuation process, and also for the effectiveness of management's enterprise risk management process that monitors and manages key business risks facing the Fund.

**f. Other**

- i. Review and assess the adequacy of this Charter of the Audit Committee annually and submit any proposed modifications to the Board for submission to stockholders at an annual meeting for approval.
- ii. To report its activities to the Board on a regular basis and to make such recommendations with respect to the matters described above and other matters as the Audit Committee may deem necessary or appropriate.
- iii. Oversee and monitor the valuation process for all of the Fund's portfolio securities for which market quotations are not readily available, including oversight of any valuation designee for the Fund designated by the Board

pursuant to Rule 2a-5 under the 1940 Act, in accordance with the valuation policy approved by the Board.

- iv. To review and discuss with management the Fund's disaster-recovery plan, and the implementation thereof by management, including electronic back-up systems and off-site data recovery and storage facilities.

## **V. Meetings**

Subject to the Fund's Bylaws and resolutions of the Board, the Audit Committee shall meet from time to time at the direction of the Chair of the Audit Committee, provided that the Audit Committee shall not meet less frequently than once per calendar quarter, and is empowered to hold special meetings as circumstances require. Notice of meetings of the Audit 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 Audit Committee shall be one-third, but not less than two, of the members of the committee. Members of the Audit 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 Audit 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 Audit 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 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 Audit 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 Audit Committee may invite any trustee who is not a member of the Audit Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Audit Committee, in its sole discretion, considers appropriate.

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



## **Annex A**

### **Policy on Pre-Approval of Audit and Non-Audit Services**

#### **I. Statement of Principles**

The Audit Committee is required to pre-approve the audit and non-audit services performed by the Fund's independent registered public accounting firm (the "***Independent Accountant***") in order to ensure that the provision of such services to the Fund does not impair the independence of the Independent Accountant. Unless a type of service to be provided by the Independent Accountant has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved fee levels will require specific pre-approval by the Audit Committee.

#### **II. Audit Services**

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Fund structure or other matters.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other audit services, which are those services that only the Independent Accountant reasonably can provide, such as limited quarterly reviews, comfort letters, statutory audits, attest services, reports on internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act of 2002, as amended, consents and assistance with and review of documents filed with the SEC.

#### **III. Audit-Related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Fund's financial statements and that are traditionally performed by the Independent Accountant. All audit-related services must be separately pre-approved by the Fund.

#### **IV. Tax Services**

Tax services include tax compliance, tax planning and tax advice. All tax services must be separately pre-approved by the Audit Committee.

#### **V. All Other Services**

The Audit Committee may grant pre-approval to those permissible non-audit services classified as "All Other Services" that it believes are routine and recurring services and would not impair the independence of the Independent Accountant. Permissible All Other Services must be separately pre-approved by the Audit Committee.

A list of the SEC's prohibited non-audit services is attached to this policy as Exhibit 1. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

## **VI. Pre-Approval Fee Levels**

Pre-approval fee levels for all services to be provided by the Independent Accountant will be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

## **VII. Supporting Documentation**

With respect to each proposed pre-approved service, the Independent Accountant will provide an engagement letter to the Audit Committee regarding the specific services to be provided.

## **VIII. Procedures**

Requests or applications to provide services that require specific pre-approval by the Audit Committee will be submitted to the Audit Committee by the Chief Financial Officer, and must include a statement as to whether, in his or her view, the request or application is consistent with the SEC's rules on auditor independence.

## **IX. Confirmation**

The Independent Accountant will provide a written confirmation of its independence with respect to the Fund to the Audit Committee on an annual basis.

### **Exhibit 1: Prohibited Non-Audit Services**

- Bookkeeping or other services related to the accounting records or financial statements
- Financial reporting systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources functions
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Advocacy in litigation, regulatory or administrative investigations and proceedings unrelated to external audit work
- Any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible