

## **PARKVIEW CAPITAL CREDIT, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **I. PURPOSE**

The primary purposes of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Parkview Capital Credit, Inc. (the “**Corporation**”) are (i) to assist the Board in identifying individuals qualified to become directors of the Corporation, (ii) to provide the Board with recommendations of director candidates to fill vacancies on the Board and to stand for election by the stockholders, (iii) to recommend committee assignments for directors of the Board, (iv) to periodically assess the performance of the Board and (v) to review and recommend to the Board appropriate corporate governance policies and procedures for the Corporation.

#### **II. MEMBERSHIP**

The Committee shall be comprised of [three] or more directors as determined by the Board, none of whom shall be an “interested person” as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “**1940 Act**”), and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board after considering and receiving the recommendations of the Committee and shall serve until their successors shall be duly elected and qualified or until their earlier death, retirement, resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the independence requirements referred to herein. The members of the Committee shall designate a Chair by a majority vote of all members of the Committee.

#### **III. MEETINGS**

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually), either in person or by telecommunications, at such times and places as the Committee determines. A majority of the members of the Committee constitutes a quorum. The Committee may invite members of the management or others to attend any meeting and provide information or advice as the Committee deems appropriate.

#### **IV. POWERS, DUTIES AND RESPONSIBILITIES**

The Committee shall have the powers, duties and responsibilities to:

##### Board Membership

(1) Review the composition of the Board in order to ensure that the Board has the proper expertise and its membership consists of persons with sufficiently diverse backgrounds.

(2) Make recommendations to the Board regarding the size and composition of the Board and the criteria for the selection of candidates for membership on the Board.

(3) At the direction of the Board, search for, identify, evaluate the qualifications of and recommend to the Board for the Board's consideration a slate of qualified director nominees to be elected by the stockholders in connection with each annual meeting, and any directors to be elected by the Board to fill vacancies or newly created directorships between annual meetings. Notwithstanding the foregoing, it is understood that the Board will decide director nominees or directors to fill vacancies.

(4) In assessing the qualifications of prospective nominees to the Board, consider each nominee's personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective Board member, and commitment to acting in the best interests of the Corporation and its stockholders. Consideration shall also be given to the Board's having an appropriate mix of backgrounds and skills.

(5) Consider whether it is appropriate for the Board to have policies on age and term limits for Board members.

#### Other Board Committee(s)

(6) Monitor the performance of other committee(s) of the Board and make recommendations to the Board with respect to the committee(s)' performance.

(7) Recommend to the Board the membership of the Board committees.

#### Management Succession

(8) Annually review and report to the Board on the succession planning with respect to the Corporation's Chief Executive Officer (the "CEO") and/or other senior officers of the Corporation, and recommend to the Board a successor to the CEO and/or other senior officers of the Corporation when a vacancy occurs through retirement or otherwise, including emergency procedures for succession in the event of unexpected death, disability, or departure of the CEO and/or other senior officers.

#### Corporate Governance

(9) Review the Corporation's code of business conduct and ethics for the Corporation's executive officers and senior financial officers; at least annually, review and reassess the (i) adequacy of such code and, as needed, recommend any proposed modifications to the Board for approval and (ii) compliance with such code.

(10) Periodically review the Articles of Incorporation and Bylaws of the Corporation and recommend to the Board changes thereto in respect of good corporate governance and fostering stockholders' rights.

(11) Develop and recommend to the Board for the Board's approval an annual self-evaluation process for the Board and each of the Board committees, and oversee the annual self-evaluations.

(12) Review the Corporation's corporate governance guidelines periodically and recommend changes to the Board as the Committee deems appropriate.

(13) Periodically review the frequency, structure and content of Board meetings and recommend changes to the Board as the Committee deems appropriate.

(14) Periodically review director fees and other compensation and advise the Board on these matters.

(15) Annually evaluate the performance of the Board and its members.

#### Other

(16) Take such other action regarding the manner of governance of the Corporation from time to time that are in the best interests of the Corporation and its stockholders, as the Committee shall deem appropriate. Consider any other matters of corporate governance raised by the Board or the Corporation's management.

### **V. PROCESSES**

The Committee shall produce and provide to the Board the following reports: (i) an annual performance evaluation of the Committee under this Nominating and Corporate Governance Committee Charter (the "**Charter**"). In conducting this evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the following year; (ii) a summary of actions taken at each Committee meeting; and (iii) A report of any issues that arise with respect to the Committee's responsibilities.

The Committee shall have the authority to delegate any of its responsibilities to its subcommittees, as the Committee may establish from time to time. The Committee shall also have the authority to engage a search firm to assist in identifying director candidates and to engage outside counsel and other advisors to assist the Committee in carrying out its responsibilities, in each case as it deems appropriate, and to set the terms (including fees) of all such engagements. The Corporation shall provide for appropriate funding, as determined by the Committee, for paying fees to outside advisors engaged by the Committee.