

HPS CORPORATE LENDING FUND

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The nominating and governance committee (the “Nominating and Governance Committee”) of HPS Corporate Lending Fund, a Delaware statutory trust (together with any successor thereto, the “Company”), is appointed by the board of trustees of the Company (the “Board”) pursuant to authority delegated to it by the Board to (i) select, research and nominate qualified nominees to be elected to the Board by the Company’s shareholders at the annual shareholders meeting; (ii) select qualified nominees to fill any vacancies on the Board or a committee thereof (consistent with criteria approved by the Board); (iii) develop and recommend to the Board a set of governance principles applicable to the Company; (iv) oversee the evaluation of the Board and management; (v) review and approve the compensation of the Independent Trustees; (vi) review and approve co-investment transactions for the Company; and (vii) undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Nominating and Governance Committee.

Committee Membership

The Nominating and 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. The Nominating and Governance Committee shall be comprised solely of Independent Trustees. For purposes of this charter of the Nominating and Governance Committee (this “Charter”), “Independent Trustees” are members of the Board who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Company 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 Governance Committee. The Board shall have the power at any time to change the membership of the Nominating and Governance Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Nominating and Governance Committee shall at all times have at least two members and be composed solely of Independent Trustees. The members of the Nominating and Governance Committee shall select its Chair.

Authority

In discharging its responsibilities, the Nominating and Governance Committee shall have authority to retain outside counsel or other consultants in the Nominating and Governance Committee’s sole discretion. The Nominating and Governance Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Nominating and Governance Committee shall keep the Company’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 such expenditures. The Nominating and Governance Committee shall have the authority to create subcommittees with such powers as the Nominating and Governance Committee shall from time to time confer.

Responsibilities

The following are the general responsibilities of the Nominating and Governance Committee and are set forth only for its guidance. The Nominating and Governance Committee may assume such other

responsibilities as it deems necessary or appropriate in carrying out its purpose. 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 responsibilities of the Nominating and Governance Committee are as follows:

1. The Nominating and Governance Committee shall consider and recruit candidates to fill positions on the Board (or a committee thereof), including vacancies resulting from the removal, resignation or retirement of any member of the Board (or a committee thereof), an increase in the size of the Board (or a committee thereof) or otherwise. In considering potential candidates, the Nominating and Governance Committee shall discuss the specific experience, qualifications, attributes and skills that may lead it to the conclusion that such candidate should serve as a trustee or a committee member for the Company, in light of the Company's then-existing business and structure. The Nominating and Governance Committee shall seek to enhance the perspectives and experiences of the Board through diversity in gender, ethnic background, geographic origin and professional experience.
2. The Nominating and Governance Committee shall establish the criteria for evaluating (subject to Board approval of those qualifications) and evaluate the qualifications of individuals for election as members of the Board (or a committee thereof), which criteria shall include, at a minimum, the following:
 - (a) to the extent required, compliance with the independence and other applicable requirements of the 1940 Act and the SEC, all other applicable laws, rules and regulations and the criteria, policies and principles set forth in this Charter; and
 - (b) the ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates.

In addition, the Nominating and Governance Committee may consider, with respect to an individual being considered for election or appointment as a member of the Board, whether the individual's professional experience, education, skills and other individual qualities and attributes, including gender, race or national origin, would provide beneficial diversity of skills, experience or perspective to the Board's membership and collective attributes. Such considerations will vary based on the Board's existing membership and other factors, such as the strength of the individual's overall qualifications relative to diversity considerations.

3. The Nominating and Governance Committee shall recommend the trustee and committee member nominees for approval by the Board and, if applicable, election by the shareholders of the Company.
4. The Nominating and Governance Committee shall consider shareholder recommendations for possible nominees for election as members of the Board.
5. The Nominating and Governance Committee shall annually evaluate the qualifications and diversity of current members of the Board who are available for reelection in light of the characteristics of independence, age, skills, experience, availability of service to the Company and tenure of its members, and of the Board's anticipated needs.

6. The Nominating and Governance Committee shall, upon a significant change in a member of the Board's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a member of the Board's service to the Board, review, as appropriate, the continued membership of such member on the Board.
7. The Nominating and Governance Committee shall report to the Board its conclusions with respect to the matters that the Nominating and Governance Committee has considered.
8. The Nominating and Governance Committee shall establish and recommend to the Board guidelines for the removal of members of the Board.
9. The Nominating and Governance Committee shall review the desirability of term limits for members of the Board and recommend to the Board policies in this regard from time to time.
10. The Nominating and Governance Committee shall evaluate the leadership structure of the Board, including the responsibilities of the Board with respect to the Company's management and whether the Chair of the Board is an "interested person" of the Company, and shall evaluate whether such leadership structure is appropriate for the Company in light of the Company's then-existing business and structure. If the Chair of the Board is an "interested person" of the Company, the Nominating and Governance Committee shall consider whether appointment of a lead independent trustee is appropriate and, if such lead independent trustee is appointed, establish the role of such trustee in the leadership of the Company.
11. The Nominating and Governance Committee shall conduct and oversee an annual evaluation of the Board, each committee thereof and the executive officers of the Company, to determine whether each of them is functioning effectively. In discharging this responsibility, the Nominating and Governance Committee shall solicit comments from all members of the Board, and discuss and report on the results of such annual evaluation with the full Board following the end of each fiscal year.
12. The Nominating and Governance Committee shall review periodically with the Chair of the Board and the Chief Executive Officer of the Company the succession plans relating to positions held by executive officers of the Company and make recommendations to the Board with respect to the process for selection, and the selection, of individuals to occupy these positions.
13. The Nominating and Governance Committee shall review and approve co-investment transactions for the Company in accordance with the Company's co-investment exemptive relief granted by the SEC and the Company's co-investment procedures attached to the Company's compliance manual.
14. The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and submit any proposed modifications to the Board for approval.
15. The Nominating and Governance Committee shall monitor compliance with the Company's Code of Conduct under the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations adopted thereunder from time to time, including reviewing with the Chief Compliance Officer of the Company the adequacy and effectiveness of the

Company's procedures to ensure proper compliance. The Nominating and Governance Committee shall also recommend amendments to the Company's Code of Conduct to the Board as the Nominating and Governance Committee may deem appropriate.

16. The Nominating and Governance Committee shall approve and review periodically the compensation of the Independent Trustees and recommend appropriate changes to the Board.

Meetings

Subject to the Company's bylaws or other organizational documents and resolutions of the Board, the Nominating and Governance Committee shall meet from time to time at the direction of its Chair, provided that the Nominating and Governance Committee shall not meet less frequently than annually, and is empowered to hold special meetings as circumstances require. The Chair of the Nominating and Governance Committee or any two members of the Nominating and Governance Committee may fix the time and place of the Nominating and Governance Committee's meetings unless the Board shall otherwise provide. Members of the Nominating and Governance Committee may participate in a meeting by means of a conference telephone or similar 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. Any action required or permitted to be taken at a meeting of the Nominating and Governance Committee may also be taken without a meeting if all members of the Nominating and Governance Committee consent thereto in writing. The Nominating and 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 Company's minute book. The Nominating and Governance Committee may invite any member of the Board who is not a member of the Nominating and Governance Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Nominating and Governance Committee, in its sole discretion, considers appropriate.

A majority, but not less than two, of the members of the Nominating and Governance Committee shall be present at any meeting of the Nominating and Governance Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of the Nominating and Governance Committee. In the absence or disqualification of any member of the Nominating and 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 to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Trustee.

Approved: December 7, 2023