

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The compensation committee (the “Compensation Committee”) of Palmer Square Capital BDC Inc., a Maryland corporation (the “Company”), is appointed by the board of directors of the Company (the “Board of Directors”) pursuant to authority delegated to it by the Board of Directors to (i) determine, or recommend to the Board of Directors for determination, the compensation paid directly, if any, by the Company to the Company’s chief executive officer and any other executive officers of the Company, (ii) directly appoint, compensate and oversee the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee and (iii) assist the Board of Directors with matters related to compensation generally.

II. COMPOSITION

The Compensation Committee shall be comprised of the number of Independent Directors as the Board of Directors shall determine from time to time, such number not to be less than two. The Compensation Committee shall be comprised solely of Independent Directors. For purposes of this Compensation Committee Charter, “Independent Directors” are members of the Board of Directors who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Company, (ii) during such times as the Company’s common stock is listed on the New York Stock Exchange (“NYSE”), meet the independence requirements established by the NYSE, and (iii) 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 Securities and Exchange Commission (the “SEC”), including the requirements that such persons not accept directly or indirectly any consulting, advisory, or other compensation from the Company or any subsidiary thereof (other than directors’ fees received in his or her capacity as a member of the board of directors of the Company or such subsidiary or the audit committee or another committee of the board of directors of the Company or such subsidiary), and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The Board of Directors shall designate the members of the Compensation Committee. The Board of Directors shall have the power at any time to change the membership of the Compensation Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Compensation Committee shall at all times have at least two members and be composed solely of Independent Directors. The members of the Compensation Committee shall select its chair.

III. MEETINGS

Subject to the Company’s bylaws or other organizational documents and resolutions of the Board of Directors, the Compensation Committee shall meet as often as it determines, but not less frequently than annually, and is empowered to hold special meetings as circumstances require. The chair of the Compensation Committee or any two members of the Compensation Committee may fix the time and place of the Compensation Committee’s meetings unless the Board of Directors shall otherwise provide. Members of the Compensation 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 Compensation Committee may also be taken without a meeting if all members of the Compensation Committee consent thereto in writing. The Compensation 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 Compensation Committee may invite any member of the Board of Directors who is not a member of the Compensation Committee, management, counsel, representatives of service providers or other persons to attend meetings of the Compensation Committee and provide information as the Compensation Committee in its sole discretion, considers appropriate, provided that no executive officer of the Company may attend that portion of any meeting where such executive's compensation is deliberated or voted upon.

A majority, but not less than two, of the members of the Compensation Committee shall be present at any meeting of the Compensation 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 Compensation Committee. In the absence or disqualification of any member of the Compensation 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 Directors to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Director.

IV. AUTHORITY

In discharging its responsibilities, the Compensation Committee shall have authority to retain outside counsel or other consultants in the Compensation Committee's sole discretion. The Compensation Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Compensation Committee shall have the authority to create sub-committees with such powers as the Compensation Committee shall from time to time confer.

The Compensation Committee shall be given the resources, as determined by the Compensation Committee, for payment of (i) compensation to any advisers employed by the Compensation Committee as described above and (ii) ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

The Compensation Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the following factors:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total

revenue of the person that employs the compensation consultant, legal counsel or other advisor;

- The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor or the person that employs the consultant with an executive officer of the Company.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

V. RESPONSIBILITIES

The following are the general responsibilities of the Compensation Committee and are set forth only for its guidance. The Compensation Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. These responsibilities are the sole responsibility of the Compensation Committee and may not be allocated to a different committee, other than a sub-committee of the Compensation Committee. Nothing in this Compensation Committee Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board of Directors. Pursuant to authority granted to it by the Board of Directors, the responsibilities of the Compensation Committee are as follows:

- While the Company does not currently directly pay compensation to its executive officers, including its CEO, and does not anticipate directly paying compensation to its executive officers, the Compensation Committee shall determine, or recommend to the Board of Directors for determination, any compensation paid directly by the Company to the Company's CEO and any other executive officers.
- The Compensation Committee shall prepare the report on executive officer compensation that the rules of the SEC require to be included in the Company's annual proxy statement (currently no such report would be required to be produced because none of the Company's executive officers are compensated by the Company).
- The Compensation Committee shall regularly report to the Board of Directors its conclusions with respect to the matters that the Compensation Committee has considered. The report to the Board of Directors may be written or take the form

of an oral report by the chair or any other member of the Compensation Committee designated by the Compensation Committee to make such report.

- The Compensation Committee shall annually review and reassess the adequacy of this Compensation Committee Charter and submit any proposed modifications to the Board of Directors for submission to the stockholders at an annual meeting for approval.

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