

## **Sound Point Meridian Capital, Inc. (the "Fund")**

### **Audit Committee Charter and Qualified Legal Compliance Committee Charter**

#### **ORGANIZATION**

There shall be an audit committee (the "Committee") of the Board of Directors (the "Board"). The Committee shall be composed solely of two or more Directors who are not "interested persons" of the Fund as that term is defined in the Investment Company Act of 1940, as amended (the "1940 Act"), and are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgement as a Committee member ("Independent Directors"). The Committee will also serve as the Fund's "Qualified Legal Compliance Committee."

The Board, by resolution adopted by a majority of the Independent Directors, may:

1. Fill any vacancy on the Committee;
2. Appoint one or more Independent Directors of the Fund to serve as alternate members of the Committee, to act in the absence or disability of members of the Committee with all the powers of such absent or disabled members;
3. Abolish the Committee at their pleasure; and
4. Remove any Manager from membership on the Committee at any time, with or without cause.

#### **PURPOSE**

The purposes of the Committee are:

1. to oversee the accounting and financial reporting policies and practices of the Fund, their internal controls and, as appropriate, the relevant internal controls of the Fund's service providers, as the Committee deems appropriate;
2. to oversee the independent audit of the Fund's financial statements, including the integrity, quality and objectivity thereof;

3. to oversee the performance of the Fund's independent registered public accountants (the "Auditor");
4. to act as a liaison between the Fund's Auditor and the Board; and
5. to oversee compliance with the Code of Ethics for Principal Executive and Senior Financial Officers.

The function of the Committee is oversight. The Fund's management is responsible for (i) the preparation, presentation and integrity of the Fund's financial statements, (ii) the maintenance of appropriate accounting and financial reporting principles and policies and (iii) the maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Auditor is responsible for planning and carrying out audits and reviews in accordance with professional standards. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Fund. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Fund from which they receive information, (ii) the accuracy of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to such Fund's Board), and (iii) statements made by the officers and employees of the Fund, the investment adviser or other third parties as to any information technology, internal audit and other non-audit services provided by the Auditor to the Fund. In addition, the evaluation of the Fund's financial statements by the Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the Auditor, nor does the Committee's evaluation substitute for the responsibilities of the Fund's management for preparing, or the Auditor's for auditing, the financial statements.

### **MEETINGS**

The Committee shall meet at least twice each year and more often if necessary. The Committee will meet, as it deems necessary, separately with management, the Auditor and/or members of the Fund's accounting agent. The Committee shall cause minutes of its meetings to be prepared and submit such minutes to the full Board.

## **DUTIES OF COMMITTEE**

The Committee's responsibilities include the following:

### **Auditor Oversight**

The Committee shall have the following specific duties and responsibilities, which listing is not intended to limit the authority of the Committee in achieving its purposes:

1. The Committee shall approve the selection, retention, compensation, or termination of the Auditor. In connection therewith, the Committee shall ensure receipt from the Auditor of a formal written statement delineating the terms of the relationship between the Auditor and the Fund and shall evaluate the independence of the Auditor in light of applicable regulations, SEC guidance and no-action letters and industry standards. During such evaluation, the Committee shall consider, among other things, whether the Auditor provides any consulting, audit or non-audit services to the investment adviser of the Fund or its control affiliates, and the Auditor's specific representations as to its independence. The Auditor shall promptly report to the Committee any material matters bearing on its independence.
2. The Committee shall meet with the Auditor, including private meetings, at least once a year and more often if necessary:
  - a. to review the arrangements for and scope of the annual audit and any special audits;
  - b. to review changes to the audit plan and other matters related to the conduct of the audit which are required to be communicated to the Committee;
  - c. to review and discuss the results of the annual audit and the audited annual financial statements (including footnotes and the Auditor's report) prior to dissemination to shareholders;
  - d. to discuss the Fund's critical accounting policies and practices and alternative treatments within generally accepted accounting principles of policies and practices related to material items that have been discussed with management, including the ramifications of the use of such alternative treatments and disclosures, and the treatments preferred by the Auditor;

- e. to discuss any matters of concern relating to the financial statements or the audit, including any adjustments to such statements recommended by the Auditor, or other results of such audits and any significant accounting difficulties or disagreements between the Auditor and management;
- f. to consider the Auditor's comments with respect to the Fund's financial policies, procedures and internal accounting controls and management's responses thereto;
- g. to review the form of opinion or report the Auditor proposes to render to the Board and the Fund's members;
- h. to provide the Auditor the opportunity to provide to the Committee, on a timely basis, copies of any material written communication between the Auditor and management, such as any management letter, schedule of unadjusted differences or responses to recommendations made by the Auditor in connection with each audit;
- i. to review the adequacy and effectiveness of relevant internal controls and procedures and the quality of the staff implementing those controls and procedures, including the relevant internal controls and procedures of the service providers of the Fund;
- j. to discuss with the Auditor any relationships or services disclosed by the Auditor to the Committee that may impact the objectivity and independence of the Auditor;
- k. to receive periodic reports concerning regulatory changes and new accounting pronouncements that may significantly affect the value of the Fund's assets and its financial reporting;
- l. to receive disclosure from the Auditor regarding services provided by the Auditor to the Fund, including the fees associated with those services, at least annually, and if the annual communication is not made within 90 days before the filing of the Fund's annual report, to receive an update, in the 90 day period before such filing, of any changes to the previously reported information; and

- m. to discuss with the Auditor any required communication as promulgated by the Securities and Exchange Commission and the Public Company Accounting Oversight Board.
- 3. The Committee shall consider material questions of choice presented to the Committee by the Fund's officers, the service providers or the Auditor, with respect to appropriate accounting principles and practices to be used in the preparation of the Fund's financial statements;
- 4. The Committee shall have the power, to the extent permitted by law, to inquire into any of the Fund's financial matters. The Committee shall review with management and the Auditor, significant matters arising in the preparation of the annual financial statements and assess with the Auditor whether the financial statements reflect appropriate accounting policies. The questions suggested in Appendix A may be useful to the Committee in performing this review;
- 5. The Committee shall inquire of management and the Auditor as to their procedures to assess the representation of securities valuations provided by external pricing sources, particularly where such valuations are not based on prices last quoted in organized markets;
- 6. For securities valued at "fair value" as determined in good faith under procedures established by the Board, the Committee shall inquire as to Auditor's conclusions as to reasonableness of procedures, management's adherence to established "fair value" procedures, and adequacy of supporting documentation;
- 7. The Committee shall review with the Auditor, among others, regulatory and other matters that may have a material impact on the Fund's financial statements, related compliance policies, and programs, as well as reports received from regulators;
- 8. The Committee shall review any disputes between the service providers, the Fund's officers and the Auditor that arise in connection with the audits and/or preparation of the financial statements;
- 9. The Committee shall inquire as to management's and the Auditor's views about how the Fund's choices of accounting (including valuation policies) and tax principles and disclosure practices may affect shareholder and public views and attitudes about the Fund; and

10. Discuss with the Fund's officers the Fund's major financial exposures and the steps management has taken to monitor and control such exposures, including the Fund's risk assessment and risk management policies.

### **Pre-Approval of Audit and Permitted Non-Audit Services**

1. *Pre-Approval Requirements of the Fund.* The Committee shall pre-approve all auditing services and permissible non-audit services (e.g., tax services) to be provided to the Fund by the Auditor, including the fees associated with those services.
2. *Pre-Approval Requirements of Affiliates.* Additionally, the Committee shall pre-approve any engagement of the Auditor to provide non-audit services to an investment adviser of the Fund or to any affiliate of such investment adviser that provides ongoing services to the Fund, if the engagement relates directly to the operations and financial reporting of the Fund.
3. *Delegation.* The Committee may delegate to the Chair of the Committee, or if the Chair is not available, one or more of its members, the authority to grant pre-approvals. The decisions of any member to whom authority is delegated shall be presented to the full Committee at its next scheduled meeting.
4. *Prohibited Services.* The Committee shall confirm with the Auditor that the Auditor is not performing contemporaneously with the Fund's audit any prohibited non-audit services for the Fund, any investment adviser, or any affiliates of the Fund or such investment adviser. The Auditor is responsible for informing the Committee of whether it believes that a particular service is permissible or prohibited pursuant to applicable regulations and standards.

### **Supervision of Management**

The Committee shall meet with management of the Fund:

1. to review the financial statements contained in the annual and semi-annual reports prior to dissemination to shareholders and the scope of the annual audit, including any related matters;
2. to review any report associated with the certification required for periodic filings received from the President and Treasurer of the Fund;

3. to receive periodic reports from management concerning regulatory changes and new accounting pronouncements that significantly affect the value of the Fund's assets and its financial reporting;
4. to review any compliance matter brought to the attention of the Committee; and
5. to receive any comments from or matters brought to management's attention by the staff of the Securities and Exchange Commission.

### **Audit Committee Financial Expert**

At least annually, the Board shall determine whether one or more members of the Committee are an "audit committee financial expert," as such term is defined by the U.S. Securities and Exchange Commission pursuant to rules adopted in connection with Section 407 of the Sarbanes-Oxley Act of 2002, and whether any such expert is not an "interested person" as defined by the 1940 Act. The Board shall authorize related disclosures concerning this matter. The designation of a person as an "audit committee financial expert" shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Committee, nor does it decrease the duties and obligations of other Committee members.

### **GENERAL RESPONSIBILITIES**

1. The Committee shall:
  - a. have the authority to authorize and oversee investigations into any matters within the Committee's scope of responsibilities;
  - b. consider such other matters as may be referred to it from time to time by the Board and report to the Board regularly and as requested on the performance of its responsibilities and findings;
  - c. review this Audit Committee Charter on an annual basis and shall present the results of the evaluation to the Board and recommend changes to the Board as needed; ; and
  - d. have the resources and authority appropriate to discharge its responsibilities, including the authority to retain special counsel and other experts or consultants at the expense of the Fund.

2. The appropriate officers of the Fund shall provide or arrange to provide such information, data and services as the Committee may request.
3. The Committee shall conduct interviews or discussions as it deems appropriate with personnel of the Fund, and/or others whose views would be considered helpful to the Committee.

### **QUALIFIED LEGAL COMPLIANCE COMMITTEE DUTIES**

It is the authority and the responsibility of the Committee as the Fund's Qualified Legal Compliance Committee ("QLCC") to:

- a. receive reports of evidence of a material violation by the Fund or any officer, director, employee or agent of the Fund of an applicable United States federal or state securities law, a material breach of fiduciary duty arising under United States federal or state law, or a similar material violation of any United States federal or state law (a "Material Violation");
- b. inform the Fund's Principal Executive Officer ("PEO") of any report of evidence of a Material Violation, except in circumstances provided in applicable laws or regulations;
- c. determine, by majority vote, whether an investigation is necessary regarding any report of evidence of a Material Violation. If it determines an investigation is necessary or appropriate, the QLCC will (i) notify the full Board, (ii) initiate an investigation, which may be conducted by the CEO or outside attorneys, and (iii) retain expert personnel as the QLCC deems necessary;
- d. at the conclusion of the investigation, the QLCC will (i) recommend, by majority vote, that the issuer implement an appropriate response to evidence of a Material Violation, and (ii) inform the CEO and the Board of Directors of the results of the investigation and the appropriate remedial measures to be adopted;
- e. take all other appropriate action, acting by majority vote, including notifying the Securities and Exchange Commission, in the event the issuer fails in any material respect to implement an appropriate response that the QLCC has recommended; and
- f. adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a Material Violation.

Adopted: March 19, 2024