

**Sound Point Meridian Capital, Inc.**

**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**Governance and Nominating Committee Membership and Purposes**

The Governance and Nominating Committee (the “Governance Committee”) of Sound Point Meridian Capital, Inc. (the “Fund”) shall be composed solely of members of the Board of Directors of the Fund (“Board”) who are not “interested persons” of the Fund (“Independent Directors”), as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (“1940 Act”) and the thereunder. The Governance Committee shall consist of two or more Independent Directors selected by the Board.

The primary purposes of the Governance Committee are to consider and evaluate the structure, composition and operation of the Board, to evaluate and recommend individuals to serve on the Board, and to consider and make recommendations relating to the compensation of Independent Directors.

**Duties and Powers of the Governance Committee**

1. The Governance Committee shall coordinate with counsel to the Fund or to the Independent Directors to establish and carry out a process for an annual evaluation by the Board of the performance of the Board and its various committees. The Governance Committee shall report to the Board the findings and recommendations from these evaluations.
2. The Governance Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Governance Committee shall conduct this evaluation in such manner as it deems appropriate.
3. The Governance Committee shall periodically review the composition of the Board and each committee thereof and the backgrounds and skill sets of the Board and committee members to determine whether it may be appropriate to recommend adding or removing Directors. The Governance Committee shall propose to the Board and the Independent Directors changes to the number of positions on the Board and each committee. The Governance Committee shall also review as it deems necessary the responsibilities of any committees of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized and shall make recommendations to the Board on these matters.
4. The Governance Committee shall recommend to the Independent Directors of the Fund the selection and nomination of candidates for Independent Directors, whether proposed to be appointed by the Board or to be elected by shareholders. The Governance Committee may consider recommendations for candidates from any source it deems appropriate. The Governance Committee shall evaluate candidates’ qualifications for Board membership and their independence from the Fund’s investment adviser and other principal service providers. The Governance Committee shall consider the effect of any relationships

delineated in the 1940 Act or other types of relationships, e.g., business, financial or family relationships with the investment adviser(s) or other principal service providers, which might impair independence. In determining candidates' qualifications for Board membership, the Governance Committee may consider all factors it may determine to be relevant to fulfilling the role of being a member of the Board. The Governance Committee shall consider the nature of and time involved in a candidate's service on other boards in evaluating whether such service may impair the candidate's ability to objectively and effectively serve on the Board, and the potential existence of material conflicts of interest. In the absence of contrary information, the Governance Committee is entitled to rely on answers provided in writing by a candidate to a Directors and Officers Questionnaire prepared by counsel to the Fund.

5. The Governance Committee shall nominate candidates for the various committees for selection by the Board. In determining candidates' qualifications for committee membership, the Governance Committee may consider all factors it may determine to be relevant to fulfilling the role of being a member of the committee. The Governance Committee shall have the authority to establish policies concerning membership on all committees of the Fund, including rotation of membership and rotation of chairs.
6. The Governance Committee shall review at least every two years the compensation paid to Independent Directors, including the appropriateness and amount of any special compensation for specific positions or services, and shall recommend any proposed changes in compensation to the Independent Directors as a group. If special board meetings are held during any year, the Governance Committee will determine whether additional compensation is appropriate on a case-by-case basis. The chair of the Governance Committee may propose an interim review of compensation.
7. The Governance Committee shall review annually Directors and Officers/Errors and Omissions insurance matters and report its findings and recommendations to the Board.
8. The Governance Committee shall coordinate the review of all committee charters annually (or more often, if necessary to meet regulatory requirements).
9. The Governance Committee is empowered to investigate and report on any other matter brought to its attention within the scope of its duties.
10. The Governance Committee has the authority to retain, at the Fund's expense, such advisers or experts, as the Governance Committee deems necessary or appropriate to fulfill its responsibilities. If the Governance Committee retains an adviser or, if any, expert, counsel to the Independent Directors shall notify the Independent Chair and the Fund's Treasurer of the amount of the fees and expenses to be charged for the adviser's expert's services (or estimates thereof).
11. The Governance Committee shall review policy matters affecting the operation of the Board and Board committees no later than every two years and make such recommendations to the Board as deemed appropriate by the Governance Committee for the Board's approval. As part of its review, the Governance Committee will consider whether the principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities. The Governance Committee may also

compare current practices to the expectations of shareholders; changes in the law or regulations; and the practices of other boards in the industry. The Governance Committee shall from time to time recommend to the Board any other policies concerning Board operations.

#### Operations of the Governance Committee

1. The Governance Committee shall meet on a regular basis and at least annually and is empowered to hold special meetings as circumstances require. The chair or a majority of the members shall be authorized to call a meeting of the Governance Committee and send notice thereof. Notice of meetings shall be made to each member by any reasonable means at least one week in advance of a meeting, except two days' notice of a meeting shall be sufficient when, in the judgment of the chair or a majority of the members, more notice is impractical or special circumstances exist requiring a meeting in less than a week's time.
2. The Governance Committee shall ordinarily meet in person; however, members may attend telephonically, and the Governance Committee may act by written consent, to the extent permitted by law and by the Fund's bylaws.
3. The Governance Committee shall have the authority to meet privately and to admit non-members individually by invitation.
4. The Governance Committee may select one of its members to be the chair and may select a vice chair.
5. A majority of the members of the Governance Committee shall constitute a quorum for the transaction of business at any meeting of the Governance Committee. The action of a majority of the members of the Governance Committee present at a meeting at which a quorum is present shall be the action of the Governance Committee.
6. Reliance on Third Parties – In discharging their duties the members of the Governance Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers of the Fund whom the Governance Committee member reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Governance Committee member reasonably believes are within the person's professional or expert competence; or (3) another Board committee.
7. The Board shall adopt and approve this Charter and may amend it on the Board's own motion. The Governance Committee shall review this Charter at least annually and recommend to the full Board any changes the Governance Committee deems appropriate.

Approved: March 19, 2024