

**BUSINESS DEVELOPMENT CORPORATION OF AMERICA  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

*Adopted by the Board of Directors on January 14, 2011 and  
last modified by the Board of Directors on February 1, 2017*

**I. Purpose**

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the “**Committee**”) of Business Development Corporation of America (the “**Company**”) shall be to assist the full Board of Directors (the “**Board**”) in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the stockholders of the Company and in compliance with applicable laws, regulations and orders. Without limiting the foregoing, the Committee shall fulfill its purpose by: (a) identifying candidates qualified to serve as directors of the Company and recommending to the Board the director nominees for each annual meeting of stockholders; (b) reviewing the composition of the Board; (c) developing, reviewing and recommending governance principles that may be relevant for the Company; (d) overseeing the evaluation of the Board; and (e) undertaking such other duties and responsibilities as may from time to time be delegated by the Board to the Committee.

**II. Composition of the Committee**

The Committee shall consist of at least two (2) members of the Board and shall be composed solely of Independent Directors. “Independent Directors” are members of the Board who are not “interested persons” as defined in the Investment Company Act of 1940, as amended (the “**1940 Act**”) of the Company. Each such member shall hold office until his or her resignation or until otherwise determined by the Board. The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate.

The members of the Committee will appoint a Chairman of the Committee, who must be an Independent Director. The members of the Committee, including the Chairman, shall be appointed annually by the Board.

**III. Responsibilities**

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the bylaws and other governance documents of the Company and in accordance with applicable law. The Committee shall:

1. Identify, recruit and recommend qualified candidates for new or vacant positions on the Board, consistent with criteria approved by the Board.
2. Review the qualifications of incumbent directors to determine whether to recommend them as nominees for reelection.

3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's charter, bylaws, applicable laws, and any other guidelines developed by the Committee or the Board.
4. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board.
5. Review considerations relating to board composition, including size of the board and the criteria for membership on the Board. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills.
6. Review and recommend corporate governance policies, principles and procedures applicable to the Company and otherwise required by the Securities and Exchange Commission, including those relating to the structure and operations of the Board and its committees, together with any changes to the foregoing policies, principles and procedures deemed appropriate or necessary.
7. Review periodically the orientation process and the continuing education program for all directors.
8. Evaluate and make recommendations to the Board regarding stockholder proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise.
9. Approve the appointment of, and annually ratify, the lead independent director of the Board (the "**Lead Director**"), who will have the responsibility of presiding at all executive sessions of the Board, consulting with the chairman and chief executive officer on board and committee meeting agendas, acting as a liaison between management and the Independent Directors and facilitating teamwork and communication between the Independent Directors and management.
10. Evaluate at least annually the performance, authority, operations, charter and composition of each standing or ad hoc committee of the Board (including any authority of a committee to delegate to a subcommittee) and the performance of each committee member and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.
11. Review periodically with the Chairman of the Board of Directors and the Chief Executive Officer the succession plans relating to positions held by executive officers of the Company and make recommendations to the Board of Directors with respect to the process for selection, and the selection, of individuals to occupy these positions.
12. Make such recommendations to the Board as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board, including the engagement of any outside advisor (including a director search firm), at the Company's expense, as it may deem necessary or appropriate.

#### **IV. Meetings**

The Committee will hold at least one regular meeting per year and additional meetings as the Committee deems appropriate. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.