

APPENDIX D

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

BLACKSTONE / GSO SECURED LENDING FUND (the “Fund”)

Nominating and Governance Committee Membership

The Nominating and Governance Committee (the “**Committee**”) of the Fund shall be composed solely of members who are not “interested” persons of the Fund as defined in Section 2(a)(19) of the Investment Company Act of 1940 (the “**1940 Act**”) and who are “independent” as such term is defined in the New York Stock Exchange listing standards (the “**Independent Trustees**”), as applicable. The Board of Trustees (the “**Board**”) of the Fund shall nominate the members of the Committee and shall designate the Chair of the Committee. The Committee Chair shall preside at each meeting of the Committee.

Board Nominations and Committee Functions

1. The Committee shall make nominations to the Board for Trustee membership on the Board. The Committee shall evaluate candidates’ qualifications for Board membership and, in the case of Independent Trustee candidates, their independence from the Fund and the Fund’s investment manager and other principal service providers. In evaluating all candidates for membership on the Board, the Committee should consider among other factors that it may deem relevant:

- whether or not the person is willing and able to commit the time necessary for the performance of the duties of a Trustee;
- whether the person is otherwise qualified under applicable laws and regulations to serve as a Trustee;
- the contribution which the person may be expected to make to the Board and the Fund, with consideration being given to the person’s business and professional experience, board experience, education and such other factors as the Committee, in its sole judgment, may consider relevant; and
- the character and integrity of the person.

In evaluating Independent Trustee candidates, the Committee should also consider, among other factors that it may deem relevant:

- whether or not the person is an “interested person” as defined in the 1940 Act;
- whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the Fund’s investment manager, or any other principal Fund service providers or their affiliates;

- whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes; and

While the Committee is solely responsible for the selection and nomination of the Fund's Independent Trustees, the Committee may accept nominations for Board membership from Fund shareholders as it deems appropriate. Shareholders who wish to recommend a nominee may do so by submitting their recommendation with biographical information and a statement as to the qualifications of the proposed nominee to the Secretary of the Funds.

After a determination by the Committee that a person should be selected and nominated as an Independent Trustee, the Committee shall present its recommendation to the Board for its consideration.

2. The Committee shall supervise an annual assessment by Trustees of the Board, including its committees, which assessment shall take into account such factors as the Committee may deem appropriate. The results of the assessment shall be summarized and presented to the Board for consideration as to any appropriate actions.
3. The Committee shall periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board.
4. The Committee shall periodically review Independent Trustee compensation and shall recommend any appropriate changes to the Independent Trustees as a group.

Committee Nominations and Functions

1. The Committee shall make recommendations to the Board for the membership and chairpersonships of all committees of the Board and shall review chairpersonship and committee assignments at least annually.
2. The Committee shall review as 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 of the Board, and whether committees should be combined or reorganized. The Committee shall make recommendations for any such action to the Board.

Insurance Coverage

The Committee shall coordinate reviews and responses to proposals for insurance coverage for the Fund and its Board, including, without limitation, fidelity bond coverage, E&O/D&O coverage and Independent Trustees' liability coverage, and shall present its recommendations to the Board for consideration as to any appropriate actions.

Independent Counsel

The Committee shall monitor the performance of counsel to the Independent Trustees (if any) ("**Independent Counsel**"), which shall include a review, at least annually, of whether such

counsel continues to be “independent” for purposes of the applicable rules and regulations of the Securities and Exchange Commission under the 1940 Act.

Meetings

The Committee may meet either on its own or in conjunction with meetings of the Board. Meetings of the Committee may be held in person, by video conference or by conference telephone call.

Any action which may be taken by the Committee by vote may be taken without a meeting if that number of Committee members required for approval of such action at a Committee meeting consent to the action in writing and the written consents are filed with the records of the Committee meeting.

Other Powers and Responsibilities

1. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the Fund.
2. The Committee may request, and Fund management shall provide, such information and analyses and access to the Fund’s officers, agents, representatives and service providers, including the Fund’s investment manager, as shall be reasonably necessary for the Committee to carry out its responsibilities.
3. The authority, powers and rights of the Committee as described in this Charter are not intended and shall not operate to reduce, restrict or limit in any manner whatsoever the authority, powers and rights which are granted to the Board and Committees thereof, including the Committee, under the Fund’s Trust Agreement or By-laws. In the event of any inconsistency between this Charter and either of such organizational documents, the provisions of the latter shall be given precedence.
4. At any meeting of the Committee, a majority of the Independent Trustees on the Committee shall constitute a quorum. Any action may be taken by the Committee at a meeting at which there is a quorum present by a vote of a majority of the Committee members present.
5. The Board considered and adopted this Charter as of the date set forth below. The Committee shall review this Charter at least annually and recommend any changes to the Board.

Dated: As of July 27, 2020