PROSPECT CAPITAL CORPORATION

NOMINATING, CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Nominating, Corporate Governance and Compensation Committee (the "Committee") is to select qualified nominees to be elected to the board of directors (the "Board of Directors") of Prospect Capital Corporation (the "Corporation") by the Corporation's stockholders at the annual stockholder meeting, select qualified nominees to fill any vacancies on the Board of Directors or a committee thereof (consistent with criteria approved by the Board of Directors), develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation, oversee the evaluation of the Board of Directors and management, determine or recommend to the Board of Directors for determination, the compensation of the Chief Executive Officer and all other executive officers of the Corporation, and undertake such other duties and responsibilities as may from time to time be delegated by the Board of Directors to the Committee.

Membership Requirements

The Committee shall at all times 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 Committee shall be comprised solely of Independent Directors. For purposes of this Nominating, Corporate Governance and Compensation Committee Charter, "Independent Directors" are Corporation Directors who (i) are not "interested persons" (as defined in the Investment Company Act of 1940 (the "1940 Act")) of the Corporation; and (ii) are "independent directors" (as defined in NASDAQ Marketplace Rule 4200(a)(15); and (iii) any other applicable requirements of the Securities and Exchange Commission (the "SEC") and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The members of the Committee shall be appointed annually by the Board of Directors and may be removed at any time, with or without cause, by the Board of Directors. The Chairman of the Committee will be appointed by the members of the Committee.

Authority

In discharging its responsibilities, the Committee shall have authority to retain outside counsel or other consultants in the Committee's sole discretion. The Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants. The Committee shall have the authority to create subcommittees with such powers as the Committee shall from time to time confer; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

Responsibilities

The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose.

The Committee shall:

A. Select a replacement Director when a vacancy on the Board of Directors (or a committee thereof) occurs or is anticipated.

B. Establish the criteria for evaluating (subject to Board of Directors approval of those qualifications) and evaluate the qualifications of individuals for election as members of the Board of Directors (or a committee thereof), which criteria shall include, at a minimum, the following:

1. to the extent required, compliance with the independence and other applicable requirements of the federal securities laws, the listing standards of the NASDAQ Stock Market, Inc., and any other applicable laws, rules, regulations and listing standards and the criteria, policies and principles set forth in this Charter; and

2. the ability to contribute to the effective management of the Corporation, taking into account the needs of the Corporation and such factors as the individual's experience, perspective, skills, expertise and knowledge of the industry in which the Corporation operates, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate.

C. Consider stockholder recommendations for possible nominees for election as members of the Board of Directors.

D. Annually evaluate the qualifications of current members of the Board of Directors who are available for reelection in light of the characteristics of independence, age, skills, experience, availability of service to the Corporation and tenure of its members, and of the Board of Director's anticipated needs.

E. Upon a significant change in a member of the Board of Director's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a member of the Board of Director's service to the Board, review, as appropriate the continued Board membership of such member.

F. To the extent that the Corporation pays compensation to its Chief Executive Officer or its other executive officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934)(the "Executive Officers"), have the additional responsibility of determining or recommending to the Board for determination, the compensation of the Chief Executive Officer and all other Executive Officers of the Corporation.

G. In furtherance of its authority under Clause F immediately above, the Committee shall have the additional power to retain or obtain (in its sole discretion) the non-binding advice of a compensation consultant, legal counsel or other adviser. The Committee shall have direct responsibility for the appointment, compensation and oversight of any such consultant, legal counsel or adviser, and the Corporation will provide appropriate funding, as determined by the Committee, to compensate any such person. In selecting any such consultant, legal counsel or adviser, the Committee will take into account the considerations required by NASDAQ listing rule 5605(d)(3)(D).

H. Report to the Board of Directors its conclusions with respect to the matters that the Committee has considered.

I. Review and reassess the adequacy of this Nominating, Corporate Governance and Compensation Committee Charter annually and submit any proposed modifications to the Board of Directors for approval.

J. Conduct an annual evaluation of the Board and each committee to determine whether each of them is functioning effectively, and submit a report to the full Board at the end of the review. The Committee will discuss the review with the full Board following the end of each fiscal year.

K. Monitor compliance with the Corporation's Code of Conduct under the Sarbanes-Oxley Act of 2002 and the Listing Standards of the NASDAQ Stock Market, Inc. , including reviewing with the Chief Compliance Officer the adequacy and effectiveness of the Corporation's procedures to ensure proper compliance with the Code of Conduct. The Committee may also recommend amendments to the

Corporation's Code of Conduct to the Board of Directors as the Committee deems appropriate.

Meetings

Subject to the By-Laws and resolutions of the Board of Directors, the Committee shall meet not less than once a year at such time as the Chairman of the Committee shall designate. The Chairman of the Committee shall develop and set the Committee's agenda, in consultation with the other members of the Committee. Each member of the Board of Directors and members of management are free to suggest the inclusion of items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be distributed to the members of the Committee sufficiently in advance of each meeting to permit meaningful review. The Committee shall fix its own rules of procedure, and a majority of the number of members then serving on the Committee shall constitute a quorum. If the Corporation's Chief Executive Officer receives compensation from the Corporation, he or she may not be present during voting or deliberations on his or her compensation. The Committee shall keep minutes of its meetings, and all action taken by it shall be reported to the Board of Directors.

Approved: August 19, 2026