

FIRST EAGLE PRIVATE CREDIT FUND NOMINATING AND GOVERNANCE COMMITTEE CHARTER

ORGANIZATION

There shall be a committee of the Board of Trustees (“**Board**”) of First Eagle Private Credit Fund (the “**Fund**”) to be known as the Nominating and Governance Committee (the “**Committee**”). The Committee shall be composed entirely of Trustees who are not “interested persons” of the Fund as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “**1940 Act**”) (“**Independent Trustees**”), and shall have at least two members. The members and the Chairperson of the Committee will be determined annually by vote of the Independent Trustees. The Chairperson of the Board may designate an acting chair of the Committee in the absence of the Committee’s Chairperson.

FUNCTIONS OF THE CHAIRPERSON

The Chairperson of the Committee shall, among other things: (i) set the agenda for, and preside at, each meeting of the Committee; (ii) coordinate with the chairs of other committees as appropriate; (iii) assist in identifying and bringing to the attention of the Chairperson of the Board issues that should be considered by the Board, the Independent Trustees or any other committee and participate in the preparation of the Board meeting agenda; (iv) at meetings of the Board, will report on the Committee’s recommendations on applicable resolutions and on any important actions by or discussions of the Committee and participate in executive sessions of the Independent Trustees; (v) preside over Board meetings in the absence of the chairperson of the Board and the lead trustee of the Independent Trustees; (vi) serve as a liaison to the Independent Trustees; (vii) set meeting schedules to assure the Trustees have sufficient time for discussion of all agenda items; and (viii) engage in such other activities on behalf of the Committee as shall be determined from time to time by the Committee or as is consistent with current practice.

MEETINGS

The Committee shall meet as may be provided from time to time by resolution duly adopted by the Board or the Committee, or upon call of the Chairperson of the Committee or a majority of its members. A special meeting of the Committee may be called by resolution of the Board. The Committee may determine its own rules of procedure, which shall be consistent with the amended and restated Agreement and Declaration of Trust of the Fund, the Bylaws of the Fund, this Charter and applicable law. The Committee may invite other Trustees, members of Fund Management, counsel, advisers and others to attend its meetings as it deems appropriate. Committee meetings may be held in person, by video conference or by telephone conference. Where appropriate, the Committee may take action by written consent in lieu of a meeting pursuant to the By-Laws of the Fund, which require prompt notice of any action to be taken by written consent to each Committee member who

did not execute such written consent. The Committee shall record minutes of its meetings and shall regularly report all of its activities, findings and recommendations to the Independent Trustees or the Board, as applicable.

PURPOSES

The purposes of the Committee are to: (i) identify individuals qualified to serve as Independent Trustees and to select, or recommend that the Board select, Board nominees; (ii) advise the Board with respect to Board composition, procedures and committees; (iii) oversee periodic self-evaluations of the Board and committees of the Board; (iv) monitor corporate governance matters and make recommendations in respect thereof to the Board; (v) act as the administrative committee with respect to Board's policies and procedures, committee policies and procedures and codes of ethics as they relate to the Independent Trustees; and (vi) review and make recommendations to the Board in respect of Independent Trustee compensation.

RESPONSIBILITIES

The following list of Committee responsibilities describes areas of attention in broad terms:

A. Board Candidates and Nominees:

- Make recommendations as to the Independent Trustees' criteria for evaluating potential nominees, which is set forth in Appendix A hereto and may be amended from time to time.
- Recommend Independent Trustee nominees for election by Fund shareholders, if applicable, or appointment by the Board.
- Review the suitability for continued service as a trustee of each Independent Trustee when his or her term expires and at such other times as the Committee deems necessary or appropriate, and to recommend whether the Independent Trustee should be re-nominated.
- Consider qualified trustee nominees recommended by shareholders in compliance with Nominating Procedures set forth in Section 11 of the Bylaws and any other applicable law, rule or regulation regarding trustee nominations and providing the information included in Appendix B to this Charter, which may be amended from time to time.

B. Board Composition and Procedures.

- Review periodically with the Board the size and composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and

diversity required for the Board as a whole and contains at least the minimum number of Independent Trustees required by law.

- Make recommendations on the frequency and structure of Board meetings.
- Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.
- Make recommendations on the requirements for, and means of, Board orientation and training.
- Make recommendations as to the Independent Trustees' compensation.

C. Corporate Governance.

- Consider any corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board, giving appropriate weight to relevant factors including industry "leading practices."
- Monitor compliance with, and act as the administrative committee with respect to, the provisions of the Code of Ethics pursuant to Rule 17j-1(c) under the 1940 Act as they apply to the Independent Trustees.
- Provide oversight of counsel to the Independent Trustees.

D. Board Committees.

- Make recommendations to the Board regarding the size and composition of each committee of the Board, including the identification of individuals to serve as members of a committee, and recommend individual Trustees to fill any vacancy that might occur on a committee.
- Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation or elimination of committees, the orientation of committee members and the annual review performed, if any, by each committee.
- Recommend that the Board establish such special committees as may be desirable or necessary from time to time.

SELF-EVALUATION

The Committee shall conduct an evaluation of its performance at least annually. The Committee also shall oversee self-evaluations of the performance of the Board and all other committees of the Board at least annually. The Committee shall address all matters that the

Committee considers relevant to the Board's performance. The Committee shall report to the Board on the results of the self-assessments, including any recommended amendments to the principles of corporate governance, and any recommended changes to the Fund's or the Board's policies or procedures.

MAINTENANCE AND REVIEW OF COMMITTEE CHARTER

The Funds shall maintain and preserve in an easily accessible place a copy of the Committee Charter and any modification to the Charter. At least annually, the Committee shall review this Charter and shall make any recommendations to the Independent Trustees with respect thereto.

CONSULTANTS; INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee shall have authority, upon consultation with the Chairperson of the Board, to retain and terminate any third-party advisers, including authority to approve fees and other retention terms. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Fund's expense, such independent counsel or other advisers as it deems necessary. The Committee may call upon the Fund's independent accountants (with the concurrence of the Audit Committee) or other third parties for such fact-finding and analysis as may be appropriate in light of the objectives of this Charter.

In performing its duties the Committee may consult, as it deems appropriate, with the Trustees, officers and employees of the Fund, the Fund's investment adviser, subadviser, third-party service providers, the Fund's counsel and counsel to the Independent Trustees, and the Fund's other service providers.

The Fund shall provide appropriate funding (as determined by the Committee) for the Committee to carry out its duties and its responsibilities, including for continuing education programs to enable Committee members to keep abreast of industry and regulatory developments and to gain continuing insights with respect to best practices for governance and nominating committees.

Effective Date: _____, 2023

Trustee Criteria

One of the goals of the Committee is to assemble a Board that brings the Fund a variety of perspectives and skills derived from high quality business and professional experiences. In considering possible candidates for election as a trustee, the Committee takes into account, in addition to such other factors as it deems relevant, the desirability of trustees who:

- are of high character and integrity;
- are accomplished in their respective fields, with superior credentials and recognition;
- have relevant expertise and experience upon which to be able to offer advice and guidance to management;
- have sufficient time available to devote to the affairs and business of the Fund;
- are able to work with the other members of the Board and contribute to the success of the Fund;
- can represent the long-term interests of the Fund's shareholders as a whole; and
- are selected such that the Board represents a range of backgrounds and experience.

The Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board.

Other than the foregoing, there are no stated minimum criteria for trustee nominees, although the Committee may also consider such other factors as it may deem are in our best interests and those of our shareholders. The Committee also believes it appropriate for certain key members of our management to participate as members of the Board. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. The Committee believes that the backgrounds and qualifications of the trustees, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Board does not have a specific diversity policy, but considers diversity of race, religion, national origin, gender, sexual orientation, disability, cultural background and professional experiences in evaluating candidates for Board membership.

Shareholder Nominee Information

When submitting a nomination to us for consideration, a shareholder must provide certain information proving his or her status as a shareholder and certain information about each person whom the shareholder proposes to nominate for election as a trustee, including: (i) the name of the shareholder and evidence of the person's ownership of shares of the Fund, including the number of shares owned and the length of time of ownership, (ii) the name of the candidate, the candidate's resume or a listing of his or her qualifications to be a trustee of the Fund, and if requested by the Committee, a completed and signed trustee's questionnaire, (iii) the class, series (if applicable) and number of shares of our common shares owned beneficially or of record by such individual; (iv) the date such shares were acquired and the investment intent of such acquisition; (v) whether such shareholder believes any such individual is, or is not, an "interested person" of the Fund, as defined in the 1940 Act, and information regarding such individual that is sufficient, in the discretion of the Board or any committee thereof or any authorized officer of the Fund, to make either such determination, and (vi) all other information relating to such individual that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of trustees pursuant to Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder. Such notice must be accompanied by the proposed nominee's written consent to be named as a nominee and to serve as a trustee if elected.