

**STELLUS CAPITAL INVESTMENT CORPORATION**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The Compensation Committee is created by the Board of Directors (the “Board”) of Stellus Capital Investment Corporation (the “Company”) to:

- oversee the Company’s compensation policies generally and make recommendations to the Board with respect to incentive compensation and equity-based plans of the Company that are subject to Board approval;
- evaluate executive officer performance and review the Company’s management succession plan;
- oversee and set compensation for the Company’s executive officers; and
- prepare the report on executive officer compensation that the Securities and Exchange Commission (the “SEC”) rules require, to the extent such report is required to be included in the Company’s annual proxy statement.

**II. Membership**

The Compensation Committee shall consist of at least three members, comprised solely of independent directors meeting the applicable independence requirements of the New York Stock Exchange. The Nominating and Corporate Governance Committee shall recommend to the Board the nominees for appointment to the Compensation Committee annually and as vacancies or newly created positions occur. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Compensation Committee.

**III. Responsibilities**

In addition to any other responsibilities which may be assigned from time to time by the Board, the Compensation Committee is responsible for the following matters.

*Compensation Policies*

- The Compensation Committee shall review and make recommendations to the Board in respect of any incentive compensation and equity-based plans of the Company that are subject to Board approval.

### *Executive Compensation*

- The Compensation Committee shall review and approve the compensation, if any, by the Company for each of the Company's executive officers. The Compensation Committee shall, among other things:
  - identify corporate goals and objectives relevant to executive officer compensation;
  - evaluate each executive officer's performance in light of such goals and objectives and set each executive officers compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation); and
  - determine any long-term incentive component of each executive officer's compensation based on awards given to such executive officer in past years, the Company's performance, shareholder return and the value of similar incentive awards relative to such targets at comparable companies and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).
- The Compensation Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans.
- Notwithstanding the foregoing, currently none of the Company's executive officers are compensated by the Company. However, the Company reimburses its administrator, Stellus Capital Management, LLC, for the allocable portion of overhead and other expenses incurred by Stellus Capital Management, LLC in performing its obligations under an administration agreement, including the compensation of the Company's chief financial officer and chief compliance officer, and his or her staff. In light of the foregoing, the Compensation Committee shall be responsible for reviewing and approving the reimbursement by the Company of the compensation of the Company's chief financial officer and chief compliance officer, and his or her staff.

### *Management Succession*

- The Compensation Committee shall, in consultation with the Company's Chief Executive Officer ("CEO"), periodically review the Company's management succession planning including policies for CEO and other executive officers selection and succession in the event of the incapacitation, retirement or removal of the CEO or other executive officers, and evaluations of, and development plans for, any potential successors to the CEO and other executive officers.

- Assist the Board in evaluating the performance of and other factors relating to the retention of the CEO. Assist the Board in overseeing the evaluation of the performance of other executive officers. It is recognized that, subject to oversight by the Board and the Compensation Committee, the CEO will have primary responsibility for evaluating the performance of the other executive officers of the Company.
- Develop and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the CEO and, with appropriate consideration of the CEO's recommendations, candidates for successors to other executive officers, in each case when vacancies shall occur in those offices.

#### *Director Compensation*

- The Compensation Committee shall periodically review and recommend for approval by the Board, the compensation, if any, paid to directors that are not "interested persons" of the Company as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended.

#### *Disclosure*

- The Compensation Committee shall prepare the report on executive officer compensation that the SEC rules require to be included in the Company's annual proxy statement (currently no such report would be required to be produced because none of the Company's executive officers are compensated by the Company).

#### *Reporting to the Board*

- The Compensation Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Company compensation and benefits policies, executive officer compensation, management succession planning, director compensation and any other matters that the Compensation Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Compensation Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Compensation Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.

#### **IV. Authority**

The Compensation Committee has the sole authority to retain, obtain advice from and terminate any compensation consultant, independent legal counsel or other adviser, at the Company's expense, assisting the Compensation Committee in the evaluation of CEO or executive officer compensation, including sole authority to approve all such compensation consultant's fees and other retention terms.

The Compensation Committee may delegate its authority to subcommittees or the Chairman of the Compensation Committee when it deems appropriate and in the best interests of the Company.

The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the compensation committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Executive Officer of the Company.

#### **V. Procedures**

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the Compensation Committee, in consultation with the other committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. No executive officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee.