

**TPG Specialty Lending, Inc.**  
**Risk Management Committee Charter**

**I. Purpose**

The purpose of the Risk Management Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of TPG Specialty Lending, Inc. (the “*Company*”) is to assist the Board in its oversight of the Company’s overall risk tolerance and management of capital, liquidity, and funding planning and strategy.

Risk assessment and risk management are the primary responsibility of the Company’s management. The Committee’s responsibility is one of oversight and review, in furtherance of the Board’s oversight role.

**II. Membership and Qualifications**

**Membership:** The Committee shall consist of no fewer than two members of the Board (the “*Board Committee Members*”). The Board Committee Members shall be individually appointed by the Board, based on the recommendations of the Nominating and Corporate Governance Committee, and shall serve at the pleasure of the Board.

In addition, at its discretion, the Board may also appoint certain of the Company’s executive officers and/or employees of TSL Advisers, LLC or its affiliates (collectively, the “*Adviser*”) to serve in an advisory capacity to the Committee as non-voting members of the Committee (the “*Non-Voting Members*,” and together with the Board Committee Members, the “*Members*”). Non-Voting Members shall not (i) vote with respect to any determination of the Committee, (ii) count towards a quorum at any meeting, or (iii) receive compensation from the Company for service as a Non-Voting Member. The Non-Voting Members shall be entitled to notice of and to attend any meetings of the Committee.

The Non-Voting Members shall serve at the pleasure of the Board and shall initially include the Chief Financial Officer of the Company and the Chief Risk Officer of TPG Sixth Street Partners, and any other representatives of the Company or the Adviser as deemed appropriate by the Board, based upon recommendation of the Nominating and Corporate Governance Committee.

**Qualifications:** At least one Board Committee Member of the Committee shall have experience in identifying, assessing, and managing risk exposures of financial firms.

**Chairman:** Unless a Chairman is elected by the full Board, the Board Committee Members may designate a Chairman by majority vote of the Board Committee Members. The Chairman shall be a Board Committee Member.

**Resignation, Removal, and Replacement:** Any Member may resign from the Committee at any time upon notice of such resignation to the Company. The Board shall have the power at any time to remove a Member with or without cause, to fill all vacancies, and to designate alternate Members, upon the recommendation of the Committee, to replace any absent or disqualified Members.

**III. Procedures**

The Committee shall hold regular meetings and report to the Board on a regular basis. Meetings shall include any additional participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times the Committee deems appropriate to discharge its responsibilities.

The Chairman of the Committee, in consultation with the other Members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. Any two Board Committee Members, the Chairman of the Committee, the Chairman of the Board and/or the Chief Executive Officer (the “*CEO*”) of the Company may call a meeting of the Committee whenever deemed necessary.

Action may be taken by the Committee upon the affirmative vote of a majority of the Board Committee Members present at the meeting if a quorum of Board Committee Members, as defined in the Company's bylaws, is present (or where only two such members are present, by unanimous vote).

The Committee shall receive information and participate in informal meetings and briefings with Company management as deemed necessary and appropriate between formal meetings of the Committee.

The Committee shall liaise with the Chair of the Company's Audit Committee to assist that committee in its review of the Company's risk assessment and risk management matters as set forth in the Audit Committee charter.

Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved by the Board Committee Members.

The Committee shall report regularly to the Board summarizing the Committee's actions and any significant issues considered by the Committee.

#### **IV. Authority, Duties and Responsibilities**

The following are the duties and responsibilities of the Committee. The Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. Nothing in the charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

1. Review at least quarterly the Company's capital, liquidity, and funding planning and strategy and the steps management has taken to manage capital, liquidity, and funding against established risk methodologies, including liquidity risk tolerance.
2. Review annually (and when material changes are proposed) the Company's significant capital, liquidity, and funding guidelines and policies.
3. Review annually (and when material changes are proposed) the contingency funding plan.
4. Make recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
5. Have such other authority, duties and responsibilities as may be delegated to the Committee by the Board.

In fulfilling its duties and responsibilities, the Committee shall consider, among other things, the potential effect of any matter on the Company's reputation.

#### **V. Performance Evaluation and Review of Charter**

The Committee shall conduct an annual performance evaluation of the Committee, which evaluation shall, among other things, compare the performance of the Committee with the requirements of this charter. The performance evaluation shall be conducted in such manner as the Committee deems appropriate. The Committee shall report to the Board on this evaluation.

The Committee shall review the adequacy of this charter on at least an annual basis and shall recommend to the Board any revisions the Committee deems necessary or desirable, although the Board shall have the sole authority to amend this charter.

Last Updated: August 1, 2018