



Compensation Committee Charter

Adopted by the Board of Directors on:
December 11, 2006

Last Revision: April 1, 2019

Composition of the Compensation Committee.

There shall be a committee of the Board of Directors (the “Board”) of Portman Ridge Finance Corporation (“the Company”) to be known as the compensation committee (the “Committee”). The Committee shall be composed of at least three (3) directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”), each of whom shall not be “interested persons” of the Company as defined in [Section 2\(a\)\(19\) of the Investment Company Act of 1940](#). The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Members of the Committee may be removed at the Board’s discretion. In addition, each member of the Committee shall qualify as an “outside director” within the meaning of [Section 162\(m\) of the Internal Revenue Code of 1986](#), as amended, and shall be a “non-employee director” within the meaning of [Rule 16b-3 under the Securities Exchange Act of 1934](#), as amended.

Organization and Governance of the Committee.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least 24 hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and
- The Committee may delegate its authority to a subcommittee.

Statement of Purpose and Responsibilities.

The Committee has direct responsibility to perform the following duties:

- Recommend to the Board the approval of the compensation of the Company’s Chief Financial Officer and Chief Compliance Officer. Currently none of the Company’s executive officers is directly compensated by the Company. However, the Company reimburses its administrator for the allocable portion of overhead and other expenses incurred by the administrator in performing its obligations under an administration agreement, including an allocable share of the compensation of the Company’s Chief Financial Officer and Chief Compliance Officer. In light of the foregoing, the Compensation Committee shall be responsible for reviewing and approving the reimbursement by the Company of the allocable portion of the compensation of the Company’s Chief Financial Officer and Chief Compliance Officer;
- Review and assess the adequacy of this charter and submit any changes to the Board for approval;

- Report its actions and any recommendations to the Board on a periodic basis;
- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board; and
- Review such other matters as the Board or the Committee shall deem appropriate.

Powers of the Compensation Committee.

In order to fulfill its role, the Committee shall have the power to:

- In its sole discretion, retain or obtain advice from, compensate, and supervise compensation consultants, independent legal counsel, or other advisers, at the Company's expense.

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

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) 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;
- (iii) 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;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) 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.