

TRILINC GLOBAL IMPACT FUND, LLC
CORPORATE GOVERNANCE AND
CONFLICTS COMMITTEE CHARTER

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Purpose

The primary purposes of the Corporate Governance and Conflicts Committee (the “Committee”) of the Board of the Company (the “Board”) of TriLinc Global Impact Fund, LLC (the “Company”) is to (1) to assist the Board in identifying individuals qualified to become managers of the Company, (2) to provide the Board with recommendations of manager candidates to fill vacancies on the Board, (3) to recommend committee assignments for managers to the Board, (4) to periodically assess the performance of the Board, (5) to review and recommend to the Board appropriate corporate governance policies and procedures for the Company and (6) to approve transactions, and resolve other conflicts of interest, between the Company and its subsidiaries, on the one hand, and the Sponsor, any Manager, the Advisor, or their respective Affiliates, on the other hand.

Committee Membership

The Committee shall be comprised of three or more managers, each of whom shall be Independent Managers as defined in the Company’s Amended and Restated Limited Liability Company Operating Agreement (“Operating Agreement”).

The members of the Committee and the Chairman of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier death, retirement, resignation or removal. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it, subject to such new member(s) satisfying the independence requirements referred to herein.

Certain Definitions

Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Operating Agreement.

Meetings

The Committee shall hold regular meetings as may be necessary (but not less frequently than annually) and such special meetings as may be called by the Chair of the Committee.

Responsibilities and Duties

The Committee’s responsibilities and duties are as follows:

Corporate Governance

1. Review the composition of the Board in order to ensure that the Board has the proper expertise and its membership consists of persons with sufficiently diverse backgrounds.
2. Recommend to the Board changes that the Committee believes to be desirable to the size and composition of the Board.

3. At the direction of the Board, search for, identify, evaluate the qualifications of and recommend to the Board for the Board's consideration a slate of qualified manager nominees to be elected by the Board to fill vacancies or newly created positions. Notwithstanding the foregoing, it is understood that the Board will approve manager nominees or managers to fill vacancies.
4. In assessing the qualifications of prospective nominees to the Board, consider each nominee's personal and professional integrity, experience, skills, ability and willingness to devote the time and effort necessary to be an effective board member, and commitment to acting in the best interests of the Company and its stockholders. Consideration shall also be given to the Board's having an appropriate mix of backgrounds and skills and the requirements in the Operating Agreement.
5. Recommend committee assignments for managers to the Board as openings occur on committees of the Board, or as rotations of committee assignments are deemed advisable by the Board, upon recommendation from the Committee. Recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, and with due consideration given to each committee's annual assessment of its composition, performance and effectiveness and the desires and skills of individual managers.
6. Annually review and report to the Board on the succession planning with respect to the Company's chief executive officer, and recommend to the Board a successor to the Company's chief executive officer when a vacancy occurs through retirement or otherwise, including emergency procedures for succession in the event of unexpected death, disability, or departure of the Company's chief executive officer.
7. Recommend to the Board policies on age and term limits for Board members.
8. Develop and recommend to the Board a code of business conduct and ethics for the Company's chief executive officers and senior financial officers; once adopted, as it deems appropriate, but at least annually, review and reassess the (i) adequacy of such code and, as needed, recommend any proposed modifications to the Board for approval and (ii) compliance with such code.
9. Take such other action regarding the manner of governance of the Company from time to time that are in the best interests of the Company and its unitholders, as the Committee shall deem appropriate.
10. Develop and recommend to the Board for approval a self-evaluation process for the Board and its committees, and oversee the Board's annual self-evaluations.

Conflicts

11. Except as expressly permitted by the Operating Agreement, review and approve all transactions between the Company and its subsidiaries, on the one hand, and the Sponsor, any Manager, the Advisor, or their respective Affiliates, on the other hand, including but not limited to the transactions contemplated by Article XVI of the Operating Agreement.
12. Review and approve any agreement, and any amendment, restatement, renewal, extension or other modification thereof, between the Company or its subsidiaries, on the one hand, and the Sponsor, any Manager, the Advisor, or their respective Affiliates, on the other hand, including but not limited to the Advisory Agreement. In connection therewith, with sufficient frequency (but at least annually), review and approve the fees and expenses paid by the Company to the Advisor and its Affiliates to determine that the expenses incurred are in the best interests of the Company's unitholders.
13. Resolve all conflicts of interest between the Company or its subsidiaries, on the one hand, and the Sponsor, any Manager, the Advisor or their respective Affiliates, on the other hand.

14. Review and make recommendations to the Board in connection with evaluation of timing and terms of any liquidity event.

Other Responsibilities

15. Produce and provide to the Board the following reports:

a. An annual performance evaluation of the Committee under this Charter. In conducting this evaluation, the Committee shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the following year.

b. A summary of actions taken at each Committee meeting.

c. A report of any issues that arise with respect to the Committee's responsibilities.

16. Perform any other activities consistent with this Charter, the Operating Agreement and governing law, as the Committee or the Board deems necessary or appropriate.

In the Committee's determinations relating to the approval of the transactions described in this Charter and to the resolution of any conflict of interest, the Committee shall comply with the related guidelines and other provisions set forth in the Operating Agreement and may consider, among other things, (a) the relative interests of any party to such conflict, agreement, transaction or situation and the benefits and burdens relating to such interest; (b) any customary or accepted industry practices and any customary or historical dealings with a particular Person and (c) such additional factors as the Committee determines in its sole discretion to be relevant, reasonable, necessary or appropriate under the circumstances.

The Committee shall have the sole authority to retain and terminate any counsel, advisor or consultant to assist the Committee in carrying out its responsibilities, and the sole authority to approve such counsel's, advisor's or consultant's fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of professional services of any counsel, advisors or consultants retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, provided that the decision of such subcommittee shall be presented to the full Committee at its next meeting.