

# OWL ROCK

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CAPITAL CORPORATION

## COMPENSATION COMMITTEE CHARTER

### I. Purpose

The Compensation Committee (the “*Committee*”) is a standing committee established by the Board of Directors (the “*Board*”) of Owl Rock Capital Corporation (the “*Company*”). The purpose of the Committee is to develop and oversee the implementation of the Company’s compensation philosophy with respect to executive officers. The Committee’s activities and effectiveness will be assessed periodically and reviewed with the Board.

### II. Membership and Qualifications

**Membership:** The Committee shall consist of at least three (3) independent members of the Board. Members of the Committee shall be nominated by the Committee annually and as vacancies or newly created positions occur. Members of the Committee shall be appointed by the Board of Directors.

**Qualifications:** Each member of the Committee: (1) may not be an “interested person” of the Company, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended, and (2) must meet the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. If and when the Company lists its shares on a national securities exchange, the members of the Committee shall meet the requirements of such exchange. The Board shall annually review the Committee’s compliance with such requirements.

**Chairman:** Unless a Chairman is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

**Resignation, Removal and Replacement:** Any member of the Committee 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 of the Committee with or without cause, to fill all vacancies, and to designate alternate member.

### III. Procedures

The Committee will meet at least once per year and at such additional times as may be necessary to carry out its responsibilities. The Chairman of the 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.

Any two members, the Chairman of the Committee, or the Chairman of the Board and/or the Chief Executive Officer 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 members present at the meeting if a quorum of committee members, as defined in the Company's bylaws, is present (or where only two members are present, by unanimous vote).

The Committee may invite any member of the Board who is not a member of the Committee, officer, employee, counsel, representatives of service providers or other persons to attend meetings and provide information to the Committee as appropriate.

An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. 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, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board.

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

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters. The following are the general responsibilities of the Committee and are set forth only for its guidance. The Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose. Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

##### Executive Compensation

While the Company does not currently directly pay compensation to its executive officers and does not anticipate directly paying compensation to its executive officers, the Committee shall determine, or recommend to the Board for determination, any compensation paid directly by the Company to the Company's chief executive officer and any other executive officers.

If applicable, the Committee shall:

- (i) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement and the related tabular and other disclosures about director and executive compensation;
- (ii) discuss the Compensation Discussion and Analysis section with management and recommend to the Board whether such section should be included in such Annual Report and proxy statement; and
- (iii) furnish for inclusion in such Annual Report and proxy statement its report with respect to such discussion and recommendation as required by applicable law.

##### Reports to the Board:

The Committee shall report to the Board:

- (i) with respect to such matters as are relevant to the Committee's discharge of its responsibilities; and
- (ii) with respect to such recommendations as the Committee may deem appropriate.

The report to the Board may be written or take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report

#### **IV. Authority and Advisers**

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

The 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:

- a. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- b. 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;
- c. 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;
- d. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;
- e. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- f. 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 Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the 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 Committee.

**VI. Disclosure of Charter**

The Charter will be made available on the Company's website.

**VII. Evaluation**

The Committee shall conduct an annual review of the Committee's performance and recommend changes to the Board as needed.

Adopted: May 8, 2019