



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Mission Statement

The Nominating and Corporate Governance Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Hercules Capital, Inc. (the “Company”). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities related to: (i) identifying individuals qualified to become members of the Board (or any committees thereof), (ii) selecting the director nominees (consistent with criteria approved by the Board) for the next annual meeting of shareholders and the individuals to fill vacancies occurring between the annual meeting of shareholders, (iii) developing and recommending to the Board a set of corporate governance principles applicable to the Company, (iv) planning for the succession of the Company’s executive officers, and (v) overseeing the evaluation of the Board and its dealings with management and appropriate committees of the Board.

II. Membership and Qualifications

Membership: The members of the Committee shall be appointed by the Board and will serve at the discretion of the Board in accordance with the Company’s bylaws. The Committee shall consist of not less than three (3) independent members of the Board, shall serve for a term of one (1) year, or until the successor shall be duly elected and shall be elected annually.

Qualifications: Each member of the Committee 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 members of the Committee shall not have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the preceding three (3) years. Each member of the Committee shall comply with the director independence requirements of the New York Stock Exchange (the “NYSE”) as such requirements are interpreted by the Board in its business judgment, and the Board shall annually review the Committee’s compliance with such requirements. When used in this Charter the term “Independent Directors” shall mean directors who meet the qualification criteria set forth in the paragraph, whether or not such persons are members of the Committee.

Chairman: One member of the Committee shall be appointed by the Board as Committee Chairman.

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 members, upon the recommendation of the



Committee, to replace any absent or disqualified members, so long as the Committee shall at all times have at least three (3) members and be composed solely of independent directors.

III. Meetings and Other Actions

The Committee shall meet at least once per year and at such additional times as may be necessary to carry out its responsibilities. All meetings and other actions by the Committee shall be organized and governed as follows:

- A. 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 is present as defined in the Company's bylaws;
- B. Any two members, the Chairman of the Committee, or the Chairman of the Board and/or the Chief Executive Officer of the Company (the "CEO") may call a meeting of the Committee whenever deemed necessary;
- C. Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing or by electronic transmission;
- D. The Committee may invite any member of the Board who is not a member of the Committee, any officer, employee, counsel, or representatives of service providers or other persons to attend meetings and provide information to the Committee as appropriate;
- E. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting;
- F. The Committee shall keep regular minutes of its meetings and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book; and
- G. Notice of Committee meetings shall be given in accordance with the Company's bylaws.

IV. Goals, Responsibilities and Authority

In carrying out its mission, the Committee shall have direct responsibility and authority to perform the following duties:



Nominating/Selecting Directors

- A. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals, select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
- B. Recommend to the Board non-Independent Director candidates for election to the Board, recommend to the Independent Directors candidates for election to the Board as Independent Directors and evaluate the Board in accordance with criteria set forth below or determined as provided below:
 - i. General Considerations. Each director should:
 - a. Be an individual possessing high standards of character and integrity, relevant experience, a willingness to ask hard questions and the ability to work well with others;
 - b. Be free of conflicts of interest that would violate applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - c. Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board Committee member; and
 - d. Have the capacity and desire to represent the balanced, best interests of the shareholder as a whole and not a special interest group or constituency.
 - ii. Specific Considerations. The Committee shall review annually the skills, experiences (such as current business experience or other such current involvement in public service, academia or scientific communities), particular areas of expertise, particular backgrounds, and other characteristics that help ensure the effectiveness of the Board and Board committees. These considerations should:
 - a. Take into account any particular needs of the Company and may be adjusted as these Company characteristics evolve;
 - b. Consider periodically complementary skills or other attributes, which may not be represented on the Board and would be useful to the Board as it fulfills its duties; and



- c. Be based on a consideration of each individual's contributions, the availability of director candidates, and the Company's needs.
- C. Monitor Board composition and recommend candidates as necessary to ensure that the number of independent directors serving on the Board satisfies NYSE and U.S. Securities and Exchange Commission requirements;
- D. Establish a policy under which stockholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- E. Recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed; and
- F. Recommend to the Board or to the appropriate committee thereto processes for annual evaluations of the performance of the Board, the Chairman of the Board and the Chief Executive Officer of the Company, and its standing Audit Committee, Compensation Committee and Valuation Committee.

Board of Directors

- A. Clearly articulate to each director what is expected of their tenure on the Board, including directors' basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials;
- B. Develop and periodically evaluate orientation guidelines and continuing education guidelines for each member of the Board and each member of each committee thereof regarding his or her responsibilities as a director generally and as a member of any applicable committee of the Board, and monitor and evaluate annually (and at any additional time a new member joins the Board or any committee thereof) each director's cooperation in fulfilling such guidelines. Such guidelines shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Company's business, financial statements or other characteristics. These guidelines may include higher requirements for directors who are members of certain committees of the Board than for those who are not members of such committees and, in appropriate circumstances, may provide for higher or lower requirements for a particular directors based on his or her background and/or occupation;



- C. Review the Company's practices and policies with respect to directors, including the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto.; and
- D. Upon a significant change in a member of the Board's personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a member of the Board's service to the Board, review, as appropriate, the continued Board membership of such member.

Succession Planning for CEO and Other Executive Officers

- A. Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company.

Corporate Governance

- A. Monitor and make recommendations to the Board on matters of Company policies and practices relating to corporate governance, including periodic review of the Company's Corporate Governance Guidelines;
- B. Annually evaluate the Company's Code of Business Conduct and Ethics and, if appropriate, recommend changes to that code;
- C. In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
- D. Consider and report to the Board any questions of possible conflicts of interest of Board members; and
- E. Review shareholder proposals regarding corporate governance and make recommendations to the Board.

Other

- A. Review and assess the adequacy of this Nominating and Corporate Governance Committee charter and the charters of other existing Board committees, and submit any changes to the Board for approval;
- B. Report committee actions to the Board on a regular basis and annually perform, or participate in, an evaluation of the Committee, the results of which shall be presented to the Board;



- C. Oversee an annual review of the performance of the full Board and report the results thereof to the full Board;
- D. Have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms; and
- E. The Committee may perform any other activities, consistent with this Nominating and Corporate Governance Committee charter, the Company's governance documents, NYSE requirements, and applicable laws and regulations, as the Committee or the Board considers appropriate and report to the Board on such matters.

In discharging its duties hereunder, the Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. Disclosure of Charter.

This charter will be made available on the Company's website at www.htgc.com.

Amended and restated on October 12, 2016.