

**THE CARLYLE GROUP INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of The Carlyle Group Inc. (the “Company”) shall provide assistance to the Board by, among other things:

- A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board, from time to time, and selecting, or recommending that the Board select, the director nominees for (i) the next annual meeting of stockholders, (ii) to fill vacancies or (iii) to fill newly created directorships that may occur between such meetings;
- B. Developing and recommending to the Board a set of corporate governance principles applicable to the Company and assisting the Board in complying with them;
- C. Overseeing evaluations of the Board;
- D. Recommending members of the Board to serve on committees of the Board and evaluating the functions and performance of such committees;
- E. Overseeing and approving the management continuity planning process; and
- F. Otherwise taking a leadership role in shaping the corporate governance of the Company.

II. STRUCTURE AND PROCESSES

Composition and Qualifications

The Committee shall be composed of three or more members of the Board each of whom shall be determined by the Board to meet the criteria for independence set forth under Nasdaq Listing Rules, subject to an election by the Company to rely on applicable transition periods or as may be otherwise permitted by the Nasdaq Listing Rules. The members of the Committee shall be appointed by the Board, and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may be removed for any reason, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of

the Committee and is responsible for setting the agendas of Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the Company's certificate of incorporation or bylaws, meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, executive officer of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, shall have the authority to retain and terminate outside counsel, search firms or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select, the nominees for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (b) all other factors the Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses and other considerations.
3. Review and make recommendations to the full Board, whether members of the Board should stand for re-election. In evaluating the overall composition of the Board, the Committee shall consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of each directors. In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director-nominee should serve in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.
4. Evaluate candidates for nomination for election to the Board, including those recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.
6. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers and whether a candidate has special relationships, interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders.
7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Oversee the evaluation of the Board.

Committee Selection, Composition and Evaluation

9. Recommend annually members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
10. Recommend members of the Board to serve as the chairpersons of the standing committees of the Board.
11. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees.
12. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

Implementation of Provisions of a Stockholder Agreement

13. To the extent there is a stockholder agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board, the Committee shall act appropriately to nominate individuals to serve as members of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such stockholder agreement, in each case, in accordance with such stockholder agreement.

Corporate Governance

14. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.
15. Develop and recommend to the Board a set of corporate governance principles to be included in the Company's Governance Policy.
16. Review stockholder proposals and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's proxy statement.

Continuity / Succession Planning Process

17. Oversee and approve the management continuity planning process. Review and evaluate the succession plans relating to the CEO(s) and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

Reports

18. Report regularly to the Board including: (i) with respect to such other 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 take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
19. Maintain minutes or other records of meetings and activities of the Committee.

V. PERFORMANCE EVALUATION

It is expected that the Committee will review and evaluate its performance at least annually, including by reviewing its compliance with this Charter. In addition, it is expected that the Committee will periodically review and reassess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.