

XAI Closed-End Funds

Audit Committee Charter

I. Qualifications for Membership on the Audit Committee

The Audit Committee of each registered fund listed on Appendix A (each, a “Fund”) shall consist of a minimum of three Trustees of the Fund, appointed by the Board of Trustees (“Board”) of the Fund:

- (a) no member shall be an “interested person” of the Fund, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”) and each member shall meet any applicable independence requirements of any national securities exchange or market quotation system on which Fund shares are or become listed or quoted;
- (b) no member shall accept directly or indirectly any consulting, advisory, or other compensatory fee from the Fund (other than in his or her capacity as a member of the Board or any committee thereof);
- (c) at the time of his or her appointment to the Audit Committee, each member shall be financially literate as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee; and
- (d) at least one member must have accounting or related financial management expertise as the Board interprets such qualification in its business judgment.

The Board shall determine (i) annually if simultaneous service on the audit committees of more than three public companies by a member of the Audit Committee would not impair the ability of such member to effectively serve on the Audit Committee and (ii) biennially whether any member of the Audit Committee is an “audit committee financial expert,” as defined in Item 407(d)(5) of Regulation S-K.

In the event that the retirement, resignation, removal, death or incapacity of a member of the Audit Committee results in there being less than three members of the Audit Committee, the Board will act promptly to fill such vacancy.

The Audit Committee will elect one of its members as Chair of the Committee. If a vacancy in a Committee Chair occurs, the Committee will promptly elect a new Chair. The Chair, in consultation with other members of the Committee and management of the Fund, will develop the agenda for each meeting of the Committee.

II. Purposes of the Audit Committee

The purposes of the Audit Committee are to:

- (a) oversee the accounting and financial reporting processes of the Fund and its internal control over financial reporting;

- (b) oversee the integrity of the Fund's financial statements and the independent audit thereof;
- (c) oversee, or as appropriate, assist Board oversight of, the Fund's compliance with legal and regulatory requirements that relate to the Fund's accounting and financial reporting, internal control over financial reporting and independent audits;
- (d) approve, and recommend to the Board, the engagement of the Fund's independent registered public accounting firm ("independent accountants") and, in connection therewith and on an ongoing basis, to review and evaluate the qualifications, independence and performance of the Fund's independent accountants;
- (e) prepare an Audit Committee report as required by rules promulgated by the Securities and Exchange Commission to be included in the Fund's proxy statement; and
- (f) act as a liaison between the Fund's independent accountants and the full Board.

III. Role and Responsibilities of the Audit Committee

The function of the Audit Committee is oversight; it is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting, and the independent accountants' responsibility to plan and carry out a proper audit. Specifically, Fund management is responsible for: (1) preparation, presentation and integrity of the Fund's financial statements; (2) maintenance of appropriate accounting and financial reporting principles and policies; (3) maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations; and (4) maintenance of procedures for the reporting to the Audit Committee of material findings relating to the operations of the Fund and/or its service providers. The independent accountants are responsible for planning and carrying out an audit consistent with applicable legal and professional standards and terms of their engagement letter. The independent accountants are accountable to the Board and the Audit Committee, as representatives of the shareholders. The Audit Committee and the Board have the authority and responsibility to retain and terminate the Fund's independent accountants (subject, if applicable, to shareholder ratification). Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of the Fund's service providers, including the independent accountants.

The review of the Fund's financial statements by the Audit Committee is not an audit, nor does the Committee's review substitute for the responsibilities of the Fund's management for preparing, or the independent accountants for auditing, the financial statements. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Fund or management and, in serving on this Committee, are not, and do not hold themselves out to be, acting as accountants or auditors. As such, it is not the responsibility of the Committee or its members to conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles, to conduct "field work" or other types of auditing or accounting reviews or procedures.

In discharging their duties, the members of the Audit Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (1) one or more officers of the Fund whom the Audit Committee reasonably believes to be reliable and competent in the matters presented; (2) legal counsel, public accountants, or other persons as to matters the Audit Committee reasonably believes are within the person's professional or expert competence; (3) a Board committee of which the Audit Committee members are not members; and (4) representations made by management as to any information technology and other non-audit services provided by the independent accountants to the Fund. "Management" means the Fund's investment adviser, acting through its officers and employees, not the Fund's officers as such.

IV. Duties and Powers of the Audit Committee

To carry out its purposes, the Audit Committee shall have the following duties and powers to:

- (a) select or retain independent accountants to annually audit and provide their opinion on the Fund's financial statements, and recommend to those Board members who are not "interested persons" (as that term is defined in Section 2(a)(19) of the 1940 Act) to ratify the selection or retention;
- (b) terminate, as appropriate, the independent accountants;
- (c) monitor the independence and capabilities of the independent accountants;
- (d) review and approve the independent accountants' compensation and the proposed terms of their engagement, including the fees proposed to be charged to the Fund by the independent accountants for each audit and non-audit service;
- (e) approve prior to appointment, the engagement of the independent accountants or any other independent accounting firms to provide other audit services to the Fund or to provide permissible non-audit services to the Fund, its investment adviser or any entity controlling, controlled by, or under common control with the investment adviser or the administrator (adviser/administrator affiliate) that provides ongoing services to the Fund, if the engagement relates directly to the operations or financial reporting of the Fund and as otherwise required by law;
- (f) establish, to the extent deemed appropriate by the Audit Committee, policies and procedures for pre-approval of the engagement of the Fund's independent accountants to provide any of the services described in paragraph (e) above;
- (g) consider the controls applied by the independent accountants and any measures taken by management in an effort to assure that all items requiring pre-approval by the Audit Committee are identified and referred to the Committee in a timely fashion;
- (h) consider whether the non-audit services provided by the Fund's independent accountants to the Fund, the Fund's investment adviser, administrator or any

adviser/administrator affiliate that provides ongoing services to the Fund, are compatible with maintaining the independent accountants' independence;

- (i) discuss with management the independent accountants' proposals for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner and to consider periodically whether to rotate the audit firm itself;
- (j) recommend to the Board the appointment of the Fund's principal accounting officer and principal financial officer;
- (k) review with the independent accountants the arrangements for and scope of the annual audit and any special audits; the personnel, staffing, qualifications and experience of the independent accountants, including any specialized knowledge or skill needed to perform the audits; any significant changes to the planned audit strategy or identified risks; and any significant issues that the independent accountants discussed with management in connection with their appointment or retention;
- (l) oversee the work of the Fund's independent accountants by reviewing, with the independent accountants, (i) the arrangements for, the scope of, and the results of, the audit of annual financial statements, including any significant changes to the planned audit strategy or identified risks; and (ii) the Fund's accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of key service providers;
- (m) review and discuss the Fund's annual audited financial statements, and, to the extent required by applicable law or regulations, the Fund's semi-annual financial statements, with Fund management and the Fund's independent accountants, including the significant assumptions underlying highly subjective estimates and any accounting adjustments arising from the audit that were noted or proposed by the independent accountants but were not implemented (as immaterial or otherwise); reviewing the Fund's specific disclosures, if applicable, under "Management's Discussion and Analysis of Financial Condition and Results of Operations", or analogous narrative disclosure, to review the independent accountants' opinion on the Fund's financial statements; and to review any matters relating to the other information in documents containing the audited financial statements of the Fund;
- (n) review with the independent accountants all matters required to be communicated to the Audit Committee by the independent accountants including, but not limited to: (a) the results of the most recent inspection of the independent accountants by the Public Company Accounting Oversight Board ("PCAOB"), including the independent accountants' response to any identified accounting deficiencies; (b) the extent to which the independent accountants intend to use the internal auditors of the Fund, if any, or management in the audit; (c) any complaints or concerns regarding accounting or auditing matters that have come to the attention of the independent accountants; (d) the detection of fraud or illegal acts; (e) any

violations or possible violations of laws or regulations; (f) any significant issues or other contentious matters for which the independent accountants have consulted outside the engagement team; (g) any disagreements or difficulties with management; (h) any significant transactions that are outside the ordinary course of business or otherwise appear to be unusual; (i) any significant accounting policies in controversial areas or areas for which there is a lack of authoritative guidance or diversity in practice; (j) any consultations by management with other accountants, information about other accounting firms or other persons performing audit procedures, and the basis upon which the independent accountants can serve as principal auditor if significant parts of the audit will be performed by other auditors; and (k) any other matters required to be discussed pursuant to all applicable PCAOB or other applicable standards or other matters arising out of the audit that are significant to the oversight of the Fund's financial reporting process;

- (o) review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Fund's selection or application of accounting principles, and major issues as to the adequacy of the Fund's internal controls and any special audit steps adopted in light of material control deficiencies;
- (p) review, as appropriate and in consultation with management of the Fund and/or the independent accountants, reports or other communications submitted by the independent accountants and/or management, whether voluntary or mandated by law, including those relating to Fund accounting and financial reporting policies, procedures and internal controls over financial reporting (including the Fund's critical accounting policies and practices and any judgments made in connection with the preparation of the financial statements, any matters of concern relating to the Fund's financial statements, including the effects of alternative generally accepted accounting principles ("GAAP") methods on financial statements and any adjustments to such statements recommended by the independent accountants), any material problems or difficulties in conducting the audit or reaching an unqualified opinion on the financial statements, any significant disagreements with management and, to the extent the Audit Committee deems necessary or appropriate, any matters to promote improvements in the quality of the Fund's accounting and financial reporting, as well as any management responses to comments relating to those policies, procedures, controls and other issues;
- (q) review with the Fund's principal executive officer and/or principal financial officer in connection with required certifications on Form N-CSR any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any reported evidence of fraud involving management or other employees or employees of the investment adviser who have a significant role in the Fund's internal control over financial reporting;

- (r) consider, in consultation with the independent accountants and management, the adequacy of the Fund's accounting and financial reporting policies and practices, and their internal controls and procedures for financial reporting;
- (s) establish procedures for (i) the receipt, retention and treatment of complaints received by the Fund relating to accounting, internal accounting controls, or auditing matters, and (ii) the confidential, anonymous submission by employees of the Fund and by employees of the Fund's investment adviser, administrator, principal underwriter, and any other provider of accounting related services for the Fund of concerns about accounting or auditing matters;
- (t) address reports from attorneys (in accordance with any attorney conduct procedures adopted by the Fund or its investment adviser from time to time) or independent accountants of possible violations of federal or state law or fiduciary duty;
- (u) review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Fund;
- (v) investigate, or initiate an investigation, when the Committee deems it necessary, of reports (which may be submitted confidentially and anonymously) of potential improprieties or improprieties in connection with the Fund's accounting or financial reporting Fund operations;
- (w) meet periodically with management of the Fund (outside the presence of the independent accountants) and with the independent accountants of the Fund (outside the presence of Fund management) to discuss any issues relating to the Fund's audited financial statements or otherwise arising from the Committee's functions;
- (x) resolve disagreements between management and the independent accountants regarding financial reporting or in Fund operations;
- (y) discuss, as appropriate, the Fund's earnings press releases (including the type and presentation of information to be included therein paying particular attention to any use of "pro forma," or "adjusted non GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies, if any;
- (z) at least annually, (i) obtain and review a report by the Fund's independent accountants describing: (a) such independent accountants' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of such independent accountants, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by such independent accountants, and any steps taken to deal with any such issues; and (ii) assess the independence of the Fund's independent accountants including all disclosed relationships between the Fund's independent accountants (and their

affiliates) and: (a) the Fund, (b) the Fund's trustees and officers, and (c) the Fund's investment adviser, administrator and affiliates thereof;

- (aa) establish hiring policies and procedures for the Fund, its investment adviser or administrator relating to the hiring of employees or former employees of the Fund's independent accountants;
- (bb) provide assistance to the Fund, if appropriate, in preparing any written affirmation or written certification required to be filed with any market quotation system or stock exchange on which Fund shares are or become quoted or listed;
- (cc) report the Committee's activities and conclusions on a regular basis to the Board (including reviewing any issues that arise with respect to the quality or integrity of the Fund's financial statements, its compliance with legal or regulatory requirements and the performance and independence of the independent accountants) and to make such recommendations as the Committee deems necessary or appropriate;
- (dd) evaluate the qualifications, independence and performance of the Fund's independent accountants, including the lead partner of the independent auditor, in light of the opinions of management and internal auditors;
- (ee) report the Committee's activities and conclusions on a regular basis to the Board and to make such recommendations as the Committee deems necessary or appropriate;
- (ff) annually review the adequacy of, and, as appropriate, implement changes to, its Charter;
- (gg) evaluate annually the performance of the Audit Committee;
- (hh) discuss with management the Fund's major financial risk exposures and the steps management has taken (including the guidelines and processes) to monitor and control such exposures, including the Fund's risk assessment and risk management policies;
- (ii) make the statement required by the rules of the Securities and Exchange Commission to be included in the Fund's annual proxy statement, if any, and determine to its satisfaction that the Audit Committee has: (i) reviewed and discussed the audited financial statements with management; (ii) discussed with the independent accountants the matters required to be discussed by AS 1301 issued by the Public Company Accounting Oversight Board; (iii) received the written disclosures and the letter from the independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent accountants the independent accountants' independence; and (iv) made a recommendation to the Board as to whether the financial statements should be included in the Fund's

annual report for the past fiscal year, for filing with the Securities and Exchange Commission; and

- (jj) perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the duties and powers provided in this Charter.

To the extent permitted by the Fund's Declaration of Trust and Bylaws, the Audit Committee may delegate any portion of its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, to a subcommittee of one or more members in accordance with pre-approval policies and procedures developed by the Committee. Any decisions of the subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next regularly scheduled meeting. Pre-approval of the audit services required by the Securities Exchange Act of 1934, as amended, may not be delegated.

The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including appropriate funding, as determined by the Committee, for payment of compensation to the Fund's independent accountants or any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit review or attest services for the Fund, the authority to retain and compensate independent counsel and other advisers as the Committee deems necessary, and the appropriate resources, as the Committee deems necessary, to pay for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

V. Meetings of the Audit Committee

The Audit Committee shall meet quarterly, in separate executive sessions, with representatives of Fund management and the Fund's independent accountants. The Committee may also meet on such dates, at such times and at such places as will be determined by the Chair of the Audit Committee or the Audit Committee members and specified in a notice of each such meeting. The Committee may also request to meet with internal legal counsel and compliance personnel of the Fund's investment adviser or administrator and with entities that provide significant accounting or administrative services to the Fund to discuss matters relating to the Fund's accounting and compliance as well as other Fund-related matters. The Committee shall have the authority to meet privately and to admit non-members individually by invitation.

A majority of the Audit Committee will be necessary to constitute a quorum for the transaction of any business that falls within the scope of the Committee's responsibilities. If the Committee is comprised of four or more members and a quorum is present, the affirmative vote of a majority of the members present will be the act of the Committee. If the Committee is comprised of three members, the affirmative vote of a majority of the members of the Committee will be the act of the Committee.

If a member cannot attend an in-person meeting, the member may participate in the meeting telephonically. A member who attends a meeting telephonically will be deemed to be present for all purposes. The Committee may act by written consent, to the extent permitted by law.

Actions taken by the Audit Committee will, if appropriate, be reported to the Board of Trustees of the Fund and to management of the Fund within a reasonable period of time after the actions are taken.

Adopted: May 5th, 2017

Appendix A

Funds

XAI Octagon Floating Rate & Alternative Income Term Trust
(Adopted: May 5, 2017)

Octagon XAI CLO Income Fund
(Adopted: January 17, 2024)

XAI Madison Equity Premium Income Fund
(Adopted: December 2, 2024)