

XAI Closed-End Funds

Governance Committee Charter

The responsibilities of the Governance Committee of each registered fund listed on Appendix A hereto (each, a “Fund”) include:

- Recommending to the Board of Trustees of the Fund the slate of nominees of Trustees to be elected or appointed (including any Trustees to be elected or appointed to fill vacancies). The Committee will evaluate candidates’ qualifications for Board membership and their independence from management and principal service providers in terms of both the letter and the spirit of the Investment Company Act of 1940, as amended (the “1940 Act”) and the rules, regulations and forms under the 1940 Act and any trustee qualification standards set forth in the Fund’s governing documents. The Committee also will consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, such as business, financial or family relationships with Fund managers or service providers.
- Interviewing (which will be conducted by the Committee Chair and at least one other member of the Committee) any candidates whom the Committee anticipates recommending to the Board of Trustees for service on the Board. The Committee will not consider any candidate for an Independent Trustee who is a close family member of an employee, officer or interested Trustee of any Fund or its affiliates.
- Reviewing the independence of Independent Trustees then serving on the Fund Board. An otherwise Independent Trustee who served as an officer or trustee of the Fund’s manager, investment adviser, principal underwriter or any affiliate thereof will not be deemed independent, unless two years have elapsed since he or she severed all such affiliations. No close family member of an employee, officer or interested Trustee of any Fund or its affiliates will be deemed independent. No person who receives, or who in the preceding two years has received, any consulting, advisory or similar fee from XAI Investments, LLC or any affiliate thereof, will be deemed independent.
- Reviewing periodically, the composition of each Committee of the Board.
- Recommending, as appropriate, to the Board the Independent Trustees to be selected for membership on the various Board Committees.
- Reviewing the composition of the Board of Trustees to determine whether it may be appropriate to add individuals with different backgrounds or skills from those already on the Board.
- Reporting biennially to the Board on whether the Audit Committee has at least one Audit Committee Financial Expert.

- Reviewing each Trustee’s beneficial ownership of shares of the Fund. The Committee will encourage each Trustee, to the extent it is financially suitable, to maintain investments, either directly or beneficially, in the Fund that are equal to the aggregate fees for one year that he or she receives for Board-related service to the Fund.
- Being available to assist the Board of Trustees in evaluating the quality of Trustee participation on the Board, which may be measured, in part, by factors such as attendance and contributions at Board meetings and by a review of responses to the annual Board Assessment Questionnaire. The Committee will review, with the Board Chair, the summary of responses to the Board Assessment Questionnaire and report those responses to the full Board. If a Trustee, for health or any other reason, fails to participate over any eighteen-month period in (1) three consecutive regularly scheduled in-person meetings of the Board or (2) four in-person meetings of the Board, the Committee will consider whether to recommend to the Board that the Board request the resignation of that Trustee.
- Recommending to the Board a successor to the Board Chair at the expiration of a term or when a vacancy occurs.
- Developing an annual education calendar that details the topics to be addressed in the Board’s quarterly education sessions. The educational calendar for each year will be presented to the full Board at its last quarterly meeting of the prior year. The Committee Chair, in consultation with the Board Chair, may make adjustments to the educational calendar during the year as appropriate due to industry or regulatory developments or other factors.
- Annually monitoring the attendance by each Independent Trustee at educational webinars, seminars, conferences or similar meetings. The Board encourages each Independent Trustee to attend at least one such meeting per year. Any Independent Trustee who wishes to attend an educational seminar, conference or similar meeting must obtain the consent of the Committee Chair before incurring expenses in connection with that educational seminar, conference or meeting.
- Facilitate, with the assistance of Independent Trustees’ counsel, orientation sessions for any new Independent Trustees before or shortly after the new Trustee joins the Board.
- In collaboration with outside counsel and as required by law or deemed advisable by the Committee, developing policies and procedures addressing matters which should come before the Committee in the proper exercise of its duties.
- Reviewing, at least annually, the Board’s adherence to industry “recommended practices.”
- Reviewing, at least annually, the performance of outside counsel to the Fund and of counsel to the Independent Trustees, including fees and expenses.

- Reviewing, at least annually, the independence of counsel to the Independent Trustees.
- Reviewing Trustee compliance with the policy encouraging Trustees to provide, when feasible, at least six months' notice before resigning from the Board.
- Reviewing Trustee compliance with the requirement that a Trustee must retire from Board service by December 31 of the year in which he or she reaches the age of 75.
- Reviewing and making recommendations to the Board of Trustees concerning Trustee compensation and expenses, including:
 - annual Independent Trustee fees;
 - supplemental compensation for serving as Board Chair;
 - supplemental compensation for serving as a Committee Chair;
 - Board or Committee meeting attendance fees;
 - expense reimbursement.
- Annually reviewing and, as appropriate, recommending changes to its Charter.

Process for Review of Operating Company Board Service

From time to time, an Independent Trustee may be asked to serve on an operating company Board. Subject to confidentiality considerations, such Independent Trustee is encouraged to notify the Chair of the Committee and Independent Trustees' counsel as promptly as possible. The Committee Chair will work with counsel to coordinate appropriate communications with management, the Board Chair and the Committee. At the conclusion of this process (and during the process, as appropriate), the Committee Chair will communicate with the Trustee.

Composition of the Committee

The Committee will have at least three members, all of whom will not be "interested persons" of the Trust, as such term is defined in the Investment Company Act of 1940 ("Independent Trustees"). The members of the Committee will be determined by vote of a majority of the Independent Trustees. In the event that the retirement, resignation, removal, death or incapacity of an Independent Trustee results in there being less than three members of a Committee, the Independent Trustees will act promptly to fill such vacancy.

The 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.

Meetings of the Committee

The Governance Committee shall meet on a regular basis. The Governance Committee shall meet on such dates, at such times and at such places as will be determined by the Chair of the Governance Committee or the Governance Committee members and specified in a notice of each such meeting.

If a member cannot attend an in-person meeting, the member may participate in the meeting telephonically, provided that every member will make a reasonable effort to attend in-person meetings in person. 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.

The Committee shall have the authority to meet privately and to admit non-members individually by invitation.

Actions taken by the 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.

The Governance Committee will have the resources, including appropriate funding, and authority to discharge its responsibilities, including the authority to retain and compensate independent or special counsel and other experts or consultants and to pay for ordinary administrative expenses of the Committee. Prior to the Governance Committee's retention of any special counsel or other expert or consultant, the Chair of the Committee will confer with the Board Chair about such retention.

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)