



## **Nominating, Corporate Governance and Conflicts Committee Charter**

### **I. ROLE AND COMPOSITION OF THE COMMITTEE**

#### ***Role of the Nominating, Corporate Governance and Conflicts Committee***

The primary responsibilities of the Nominating, Corporate Governance and Conflicts Committee (the "Committee") of the Board of Directors (the "Board") of Och-Ziff Capital Management Group LLC (the "Company") are to identify individuals qualified to become Board members (consistent with any criteria approved by the Board), recommend to the Board the Company's director candidates for election at the annual meeting of shareholders, establish and oversee policies governing conflicts of interest that may arise through related party transactions, develop and recommend to the Board a set of corporate governance guidelines and oversee the evaluation of the Board and its committees and management.

#### ***Size, Composition and Membership Criteria***

The Committee consists of at least two members appointed by the Board. Members of the Committee may be removed by the Board. Except as otherwise permitted by the applicable rules of the New York Stock Exchange (the "NYSE"), all members of the Committee must be independent directors. An "independent" director is a director who meets the NYSE definition of "independence," as determined by the Board. The Board designates one member as chair or, in its discretion, delegates to the Committee the authority to designate a chair.

### **II. SPECIFIC DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

In determining how best to fulfill its responsibilities to the Board, the Committee should remain flexible in light of the Company's structure and operating agreements, including the Class B Shareholders' Agreement, and in order to optimally respond to changing circumstances. The Committee may delegate any of the duties and responsibilities assigned to it to a subcommittee of the Committee consisting of not less than two members of the Committee.

#### ***Board Candidates and Nominees***

Among its specific duties and responsibilities relating to Board candidates and nominees, and subject to the Class B Shareholders' Agreement or any other agreements granting shareholders of the Company the right to nominate directors, the Committee:

- (a) Establishes processes and procedures for the selection and nomination of directors.
- (b) Develops and recommends to the Board criteria for identifying and evaluating director candidates.

- (c) Identifies, reviews the qualifications of, and recruits candidates (consistent with criteria approved by the Board) for election to the Board.
- (d) Assesses the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board and reviews suitability as a director when he or she has a change in status, including an employment change.
- (e) Evaluates procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's shareholders.
- (f) Recommends to the Board the Company's director candidates for election or reelection to the Board at each annual shareholders' meeting.
- (g) Recommends to the Board candidates to be elected by the Board as necessary to fill vacancies and recommends in which class the Board candidate would be placed.

### ***Board and Committee Composition and Procedures***

Among its specific duties and responsibilities relating to Board composition and procedures, the Committee:

- (a) Annually reviews with and makes recommendations to the Board regarding the composition of the Board and each committee of the Board and recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board and each committee of the Board and contains at least the minimum number of independent directors required by the NYSE.
- (b) Recommends to the Board the directors to be appointed to each committee of the Board.
- (c) Reviews periodically the size of the Board and its committees and recommends to the Board any appropriate changes.
- (d) Makes recommendations concerning the frequency and structure of Board and committee meetings.

### ***Corporate Governance***

The Committee develops and recommends to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee reviews at least annually the Corporate Governance Guidelines adopted by the Board to assess whether they are appropriate for the Company and comply with the requirements of the NYSE. The Committee periodically recommends any changes to the Board.

### ***Conflicts of Interest***

Among its specific duties and responsibilities relating to conflicts of interest, the Committee establishes and oversees the policies and procedures governing related person transactions in accordance with the Company's Related Person Transaction Policy, periodically reviews and updates these policies and procedures as appropriate and reviews and approves or ratifies any related person transactions, other than related person transactions that are pre-approved pursuant to the Company's Related Person Transaction Policy.

### **III. EVALUATIONS**

On an annual basis, the Committee evaluates its performance. In performing this evaluation, the Committee considers whether its charter appropriately addresses its duties, responsibilities and rights. The Committee reports to the Board regarding the evaluation, including any recommended changes to its duties and responsibilities, charter or policies and practices of the Company.

The Committee is also responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Committee determines the nature of the evaluation, supervises the conduct of the evaluation and prepares an assessment of the Board's performance, to be discussed with the Board.

### **IV. OUTSIDE ADVISORS**

The Committee has the authority to retain at the expense of the Company such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm it uses to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

### **V. MEETINGS**

The Committee meets as often as may be deemed necessary or appropriate, either in person or telephonically, and at such times and places as the Committee determines. The majority of the members of the Committee constitutes a quorum. The Committee reports to the Board regularly with respect to its activities and responsibilities.

*As of October 29, 2015*