

**Thornburg Income Builder Opportunities Trust  
(the “Trust”)**

**Nominating and Corporate Governance Committee Charter (the “Charter”)**

**Nominating Committee Membership**

The Nominating and Corporate Governance Committee (the “Committee”) shall be composed entirely of independent trustees of the Trust in such number as may be determined from time to time by the Board of Trustees of the Trust (the “Board”). “Independent Trustees” are those trustees who are not “interested persons” of the Trust or any investment adviser or principal underwriter of the Trust within the meaning of Section 2(a)(19) of the Investment Company Act of 1940 (the “1940 Act”).

**Mission**

The Committee’s mission is to promote the effective participation of qualified individuals on the Board and committees of the Board. The Committee is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the Trust, and for overseeing the evaluation of the Board and Trust management.

**Board Nominations and Functions**

1. The Committee shall be responsible for the selection and recommendation of candidates for election or appointment as Independent Trustees. The Committee shall have sole authority to retain and terminate any search firm to be used to identify candidates, including sole authority to approve such firm’s fees and other retention terms.
2. The Committee shall present recommendations to the Board to fill vacancies on the Board or to nominate such candidates for election by shareholders. In connection with the selection and nomination process, the Committee shall evaluate candidates’ qualifications for Board membership and their independence from the Trust’s investment adviser and other principal service providers. Persons selected as Independent Trustees must be independent in terms of both the spirit and letter of the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, e.g., business, financial or family relationships with the Trust’s investment adviser or service providers.
3. The Committee shall periodically review the composition of the Board to determine whether it may be appropriate to add individuals with different backgrounds or skill sets from those already on the Board.

### **Governance Matters**

1. The Committee shall have a chair (the “**Chair of the Committee**”). The Chair of the Committee shall be recommended by the Committee and appointed by a majority of the Independent Trustees.
2. Any vacancy in the membership of the Committee shall be filled by the Board from the membership of the Board by resolution adopted by the majority of the Board.
3. At all meetings of the Committee a majority of the members of the Committee shall constitute a quorum for the transaction of business. The Board may designate one or more Independent Trustees as alternate members of the Committee who may replace any absent or disqualified member at any meeting of the Committee or for the purpose of any written action by the Committee.
4. The Committee shall keep, or cause to be kept, adequate minutes of all actions taken at each meeting thereof and shall report to the Board any and all actions taken by the Committee.
5. The Committee shall meet as may be provided from time to time by resolution duly adopted by the Board or upon call of the Chair of the Committee.
6. At each meeting of the Committee, the minutes of any meeting of the Committee held since the last Committee meeting shall be reviewed.
7. The Committee and each member thereof shall serve at the pleasure of the Board.

### **Other Powers and Responsibilities**

1. The Committee shall monitor the performance of legal counsel employed by the Trust and the Independent Trustees, and shall be responsible for the supervision of counsel for the Independent Trustees.
2. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and other experts or consultants at the expense of the Trust, and the authority to establish one or more sub-committees or working groups to perform such functions as may be delegated to them from time to time, as the Committee deems necessary or appropriate to discharge its responsibilities.
3. The Committee will engage in an annual self-assessment of the Committee’s fulfillment of its responsibilities.
4. The Committee shall consider, oversee and implement an annual evaluation of the performance of the Board and all committees of the Boards. Such Board and committee evaluation shall include a consideration of the effectiveness of the committee structure of the Board and the number of funds on whose boards each trustee serves.
5. The Committee may periodically review this Charter and recommend any changes to the full Board. The Charter may be amended only by the Board, with the approval of a majority of the Independent Trustees.

Adopted: As of May 7, 2021

Amended: June 10, 2022