

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

NUVEEN CHURCHILL DIRECT LENDING CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

Nuveen Churchill Direct Lending Corp.

YOUR VOTE IS VERY IMPORTANT

Our Board of Directors recommends that you respond to this solicitation by voting FOR the proposals described in the proxy statement.

Dear Shareholder,

We are pleased to invite you to participate at the 2025 Annual Meeting of Shareholders of Nuveen Churchill Direct Lending Corp. (“NCDL”), to be held virtually on May 29, 2025. Your prompt participation is needed to approve NCDL’s proposals outlined in the proxy statement. We kindly request that you review these materials and cast your vote by proxy in advance of the meeting date to ensure that a quorum is reached.

Shareholders are being asked to: (1) elect two members of the Board of Directors of NCDL (the “Board”), and (2) authorize NCDL, with the approval of the Board, to sell or otherwise issue shares of its common stock at a price below its then current net asset value (“NAV”) per share, subject to certain conditions as set forth in the proxy statement (the “Below NAV Proposal”). While NCDL has no immediate plans to issue any shares of its common stock below NAV, NCDL is seeking shareholder approval now in order to provide maximum flexibility if it desires in the future to issue shares of its common stock below NAV per share, which typically must be undertaken quickly.

Your vote and participation are very important to us, no matter how many or few shares of NCDL you own. If you do not vote, the effect is the same as voting against the Below NAV Proposal. We encourage you to vote your shares using any one of the methods described below. Your prompt response will help us meet shareholder approval requirements before the meeting, thereby reducing the risk of postponement and additional solicitation costs. If you have any questions about voting, please call our proxy solicitor, Broadridge, at 1-833-216-6744.

Thank you for your continued support of NCDL.

Sincerely,
Robert Paun

FOUR WAYS TO VOTE



ONLINE

WWW.PROXYVOTE.COM
Please have your proxy card in hand when accessing the website. There are easy-to-follow directions to help you complete



PHONE

WITH A PROXY CARD
Call 1-800-690-6903 with a touch-tone phone to vote using an automated



QR CODE

WITH A SMARTPHONE
Vote by scanning the Quick Response Code or “QR Code” on the Proxy



MAIL

VOTE PROCESSING
Mark, sign and date your ballot and return it in the postage-paid

PROXY QUESTIONS?
Call 1-33-216-6744

the electronic voting instruction
form.

system.

Card/VIF enclosed.

envelope provided.

Ballot 2025-07-17

R08825-LTR
