

## **AUDAX CREDIT BDC INC.**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of Audax Credit BDC Inc. (together with any successor thereto, the “Corporation”) has adopted these guidelines to reflect the Corporation’s commitment to good corporate governance and to comply with the federal securities laws and other legal requirements. In furtherance of these goals, the Board of Directors has adopted a Code of Ethics (the “SOX Code of Ethics”) for purposes of the Sarbanes-Oxley Act of 2002, as amended, and a written charter for each of its Audit Committee and Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall periodically review these guidelines and propose modification to the Board of Directors for consideration as it considers appropriate.

#### **DIRECTOR RESPONSIBILITIES**

##### **Basic Responsibilities**

The responsibility of the Board of Directors is to direct the management of the business and affairs of the Corporation in the best interests of the Corporation. In addition to overseeing management and exercising their business judgment to act in what they reasonably believe to be in the best interests of the Corporation, it is the directors’ responsibility to evaluate regularly the strategic direction of the Corporation, management policies and the effectiveness with which management implements its policies.

##### **Meetings of the Board of Directors and Committees Thereof**

Directors are expected to prepare for and use reasonable efforts to participate in all meetings of the Board of Directors and of the committees on which they serve. Each of the Board of Directors and the committees thereof shall meet as frequently as necessary to properly discharge its responsibilities, provided that the full Board of Directors shall meet at least four times per year.

The Chairman and Chief Executive Officer shall prepare the agenda for each meeting of the Board of Directors. While the agenda will initially be set by the Chairman and Chief Executive Officer, each director is encouraged to suggest the inclusion of items on the agenda.

Information and data that are important to the understanding of the Board of Directors of the business to be conducted at its meetings and those of the committees thereof should, to the extent practical, be distributed in writing to the directors sufficiently in advance of the meeting to permit meaningful review, and directors are expected to review the provided materials in advance of each meeting. Directors should not hesitate to ask questions, raise concerns or request additional time or information. Upon request, the Corporation’s officers will make appropriate personnel available to answer any questions a director may have about any aspect of the Corporation’s business.

##### **Meetings of Independent Directors**

“Independent Directors” are members of the Board of Directors who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Corporation and (ii) meet any other applicable requirements of the Securities and Exchange Commission (the “SEC”) and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The Independent Directors shall meet without interested directors at regularly scheduled executive sessions at least four times a year and at such other times as they deem

appropriate. Members of the Audit Committee must also satisfy the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Independent Directors shall designate an Independent Director to preside at all executive sessions of the Independent Directors.

### **Board Interaction with Institutional Investors, Research Analysts and Media**

As a general rule, management shall speak on behalf of the Corporation. Comments and other statements from the entire Board of Directors, if appropriate, will generally be made by the Chairman and Chief Executive Officer. In normal circumstances, each director shall refer all inquiries from third parties to management.

## **COMPOSITION AND SELECTION OF THE BOARD OF DIRECTORS**

### **Size and Composition of the Board of Directors**

The current size of the Board of Directors is five. The Board of Directors will assess its size from time to time to determine whether its size continues to be appropriate and may from time to time increase or decrease its size in accordance with the governing documents of the Corporation.

### **Membership Criteria for the Board of Directors**

The Board of Directors shall have a majority of directors who are Independent Directors. The Board of Directors shall monitor its compliance with the 1940 Act and Exchange Act requirements for director independence on an ongoing basis. Each Independent Director is expected to notify the Chairman of the Board of Directors and the Chairman of the Nominating and Corporate Governance Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the evaluation of the Board of Directors of such director’s independence.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board of Directors, on an annual basis, the composition of the Board of Directors as a whole, and whether the Corporation is being well served by the directors taking into account the director’s independence, age, skills, experience and availability for service to the Corporation.

The Nominating and Corporate Governance Committee shall consider and recommend director nominees to the Board of Directors in accordance with the policies and principles in its charter.

### **Membership on Other Boards**

Directors must inform the Chairman of the Board of Directors and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on the board of directors of a company whose securities are traded on a national securities exchange or other comparable foreign securities exchange.

### **Term Limits and Mandatory Retirement**

The Board of Directors has not established any term limits to an individual’s membership on the Board of Directors. The Nominating and Corporate Governance Committee shall, as part of its annual assessment of the composition of the Board of Directors, review a director’s continued service on the Board of Directors.

## **COMMITTEES OF THE BOARD OF DIRECTORS**

### **Composition and Responsibilities**

The Board of Directors will have at all times an Audit Committee, a Nominating and Corporate Governance Committee and any other committees the Board of Directors deems appropriate. All of the members of the Audit Committee and the Nominating and Corporate Governance Committee will be Independent Directors. The members of the Audit Committee and the Nominating and Corporate Governance Committee will be appointed by the Board of Directors upon recommendation of the Nominating and Corporate Governance Committee based on each committee's member qualification standards. Consideration should be given to the desires, experience, qualifications, attributes and skills of individual directors. The Chairman of each committee will be appointed by that committee.

### **Charters**

The Board of Directors and each committee will adopt charters setting forth the purposes, goals and responsibilities of such committee, as well as qualifications for committee membership and committee reporting to the Board of Directors.

## **DIRECTOR ACCESS TO OFFICERS, EMPLOYEES AND INDEPENDENT ADVISORS**

### **Access to Management and Employees**

Directors have full and unrestricted access to officers and employees of the Corporation.

### **Access to Independent Advisors**

The Board of Directors and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Corporation in advance. The Corporation shall provide sufficient funding to the Board of Directors and to each committee, as determined by the Board of Directors and each of its committees, to exercise their functions and provide compensation for the services of their advisors and, in the case of the Audit Committee, independent accountants.

### **Internal Reporting**

The Audit Committee will encourage submission, and establish procedures for the confidential treatment by the appropriate officers, under the supervision of the Audit Committee, of complaints and concerns by officers and employees regarding accounting and auditing matters and of reports regarding alleged violations of the SOX Code of Ethics or other Corporation policies or law.

The executive officers of the Corporation are encouraged to initiate direct contact with the Chairman of the Audit Committee if they believe that there is a matter that should be brought to the attention of the Board of Directors.

## **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

All new directors must be provided with these Corporate Governance Guidelines and shall participate in the Corporation's orientation initiatives as soon as practicable after the annual meeting at which new directors are elected. The initiatives may include presentations by the Corporation's executive officers and outside advisors, as appropriate, to familiarize new directors with the Corporation's business,

its strategic plans, its significant financial, accounting and risk management issues and its compliance programs as well as their fiduciary duties and responsibilities as directors. All other directors are also invited to attend any orientation initiatives.

The Nominating and Corporate Governance Committee and the Corporation's executive officers and outside advisors will periodically report to the Board of Directors on any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

## **DIRECTOR COMPENSATION**

The Board of Directors shall annually review and approve the form and amount of director compensation in accordance with the corporate policies and principles relevant to director compensation. As part of this evaluation, the Board of Directors must consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels or if the Corporation enters into consulting contracts with, or provides other indirect forms of compensation to, a director or an organization with which the director is affiliated.

## **ANNUAL PERFORMANCE EVALUATION**

The Nominating and Corporate Governance Committee, on behalf of the Board of Directors, shall conduct an annual evaluation of the Board of Directors and of each committee to determine whether each such committee is functioning effectively and shall submit a report to the full Board of Directors at the end of the review. The review shall be discussed with the full Board of Directors following the end of each fiscal year.

The assessment will focus on the contribution to the Corporation by the Board of Directors and each committee and will specifically focus on areas in which the Nominating and Corporate Governance Committee believes a better contribution could be made. The Nominating and Corporate Governance Committee will establish the criteria to be used in such evaluations.

## **DIRECTOR INSURANCE, INDEMNIFICATION AND EXCULPATION**

The Corporation intends to, and the directors will be entitled to have the Corporation, purchase directors' and officers' liability insurance on behalf of the directors to the extent reasonably available. In addition, the directors shall receive the benefits of indemnification provided by the governing documents of the Corporation and indemnification agreements, as well as the provisions regarding limitation of liability contained in the governing documents of the Corporation.

Approved: March 13, 2015