

Nominating Procedures

1. Policy Regarding Director Qualifications and Skills

In considering possible candidates for election as a director, the Governance Committee (the "Governance Committee") of the Board of Directors (the "Board") of Corporation, a Delaware corporation (the "Corporation"), shall take into account, in addition to such other factors as it shall deem relevant, the desirability of selecting directors who:

- | are of high character and integrity;
- | are accomplished in their respective fields, with superior credentials and recognition;
- | have relevant expertise and experience upon which to be able to offer advice and guidance to management;
- | have sufficient time available to devote to the affairs and business of the Corporation;
- | are able to work with the other members of the Board and contribute to the success of the Corporation;
- | can represent the long-term interests of the Corporation's stockholders as a whole; and
- | are selected such that the Board represents a range of backgrounds and experience.

The Governance Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board. Accordingly,

- i. a majority of the Board must not be "interested persons" of the Corporation, as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder (the "Investment Company Act") and must satisfy the independence requirements established by Rule 56(a)(2) of the NASDAQ Stock Market ("NASDAQ") or any other exchange or quotation service on which the Corporation's securities are listed,
- ii. at least three members of the Board must have the requisite financial literacy to serve on the Corporation's Audit Committee,
- iii. at least one member of the Board must satisfy NASDAQ's "financial sophistication" requirement (and should also be an "audit committee financial expert" (as defined by the SEC)), and
- iv. there must be a sufficient number of independent directors to ensure that the Governance Committee and the Audit Committee are both comprised entirely of independent directors.

2. Policy Regarding the Process for Identifying and Evaluating Director Nominees

The Governance Committee's policy is to identify potential nominees based on suggestions from the Chief Executive Officer of the Corporation, members of the Governance Committee, other members of the Board, other executive officers, and stockholders and by other means, and to evaluate such persons as a committee. In addition, from time to time, the Board may determine that it requires a director with a particular expertise or qualification and will actively recruit such a candidate.

Qualified candidates for membership on the Board will be considered without regard to race, color, creed, religion, national origin, age, gender, sexual orientation or disability.

The Governance Committee will review and evaluate each candidate's character, judgment, skills (including financial literacy), background, experience and other qualifications (without regard to whether a nominee has been recommended by the Corporation's stockholders), as well as the overall composition of the Board, and recommend to the Board for its approval the slate of directors to be nominated for election at the annual meeting of the Corporation's stockholders.

3. Policy Regarding the Process for Evaluating Directors Available for Reelection or

The Governance Committee's policy is to evaluate the knowledge, experience, skills, expertise and diversity of current members of the Board when his or her term expires and at such other times as the Governance Committee deems necessary or appropriate in light of, but not limited to, characteristics of independence, age, qualifications, availability of service to the Corporation and tenure of its members and the Board's anticipated needs. The Governance Committee shall seek to enhance the perspectives and experiences of the Board through diversity in gender, ethnic background, geographic origin and professional experience.

4. Policy Regarding Consideration of Director Candidates Nominated by Stockholders

Stockholders may nominate director candidates for consideration by the Governance Committee in accordance with the Corporation's by-laws. To be timely, notice of a proposed nomination must be delivered to or mailed and received at the Corporation's principal executive offices not earlier than 150 days nor fewer than 120 days in advance of the date on which the Corporation first mailed its proxy materials for the previous year's annual meeting of its stockholders; provided, however, that if the date of the annual meeting has changed by more than 30 days from the prior year, the nomination must be received not earlier than the 150th day prior to the date of such annual meeting nor later than the later of (i) 120th day prior to the date of such annual meeting or (ii) the 10th day following the day on which public announcement of such meeting date is first made.

The Governance Committee will consider director candidates recommended by stockholders. In considering candidates submitted by stockholders, the Governance Committee will take into consideration the needs of the Board, the qualifications of the candidate and the interests of stockholders. The Governance Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

In addition to information regarding the nominating stockholder as set forth herein or in the Corporation's by-laws, such stockholder's notice shall set forth as to each individual whom the stockholder proposes to nominate for election or reelection as a director:

- | the name of the shareholder and evidence of the person's ownership of shares of the Corporation, including the number of shares owned and the length of time of ownership,
- | the name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Corporation, and if requested by the Governance Committee, a completed and signed director's questionnaire,
- | the class, series (if applicable) and number of any shares of stock of the Corporation that are beneficially owned by such individual,
- | the date such shares were acquired and the investment intent of such acquisition,
- | whether such stockholder believes any such individual is, or is not, an "interested person" of the Corporation, as defined in the Investment Company Act or is, or is not, "independent" as set forth in the requirements established by NASDAQ or any other exchange or automated quotation service on which the Corporation's securities are listed, and information regarding such individual that is sufficient, in the discretion of the Board or any committee thereof or any authorized officer of the Corporation, to make either such determination and
- | all other information relating to such individual that is required to be disclosed in solicitations of proxies for election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case pursuant to Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

Any such submission must be accompanied by the written consent of the individual whom the stockholder proposes to nominate to being named in the proxy statement as a nominee and to serving as a director if elected.

The Corporation will forward all nominations to the Governance Committee for consideration. The Governance Committee may, but will not be required to, consider nominations not properly submitted in accordance with this policy. The Governance Committee may request further information and documentation from any proposed nominee or from any stockholder proposing a nominee. All nominees properly submitted to the Corporation (or which the Governance Committee otherwise elects to consider) will be evaluated and considered by members of the Governance Committee using the same criteria as nominees identified by the Governance Committee itself.

5. Policy Regarding Stockholder Communications with the Board

The Corporation is required to disclose in its proxy statements its policy regarding the ability of stockholders to communicate with the Board members, including a description of the manner in which stockholders can send communications to the directors and if all stockholder communications are not sent directly to Board members, a description of the Corporation's process for determining which communications will be relayed to Board members. The Investment Company Act provides that a registered investment company does not need to disclose its process for collecting and organizing stockholder communications if the process is approved by a majority of the non-interested directors (as defined in Section 2(a)(19) of the Investment Company Act).

Accordingly, the Governance Committee has adopted the current procedures with respect to stockholder communications with Board members:

The Board has established the following procedures in order to facilitate communications between the Board and the stockholders of the Corporation and other interested parties.

Receipt of Communications

Stockholders and other interested parties may contact the Board or any member of the Board by mail or electronically. To communicate with the Board or any member of the Board, correspondence should be addressed to the Board or the Board members with whom you wish to communicate by either name or title. All such correspondence should be sent to THL Credit, Inc., c/o Corporate Secretary, 100 Federal Street, 31st Floor, Boston, MA 02110.

Forwarding the Communications

All communications received will be opened by the Corporate Secretary for the sole purpose of determining whether the contents represent a message to one or more of the directors. The Corporate Secretary will forward promptly to the addressee any contents that relate to the Corporation and that are not in the nature of advertising, promotions of a product or service, or patently offensive material. In the case of communications to the Board of Directors or any committee or group of members of the Board, the Corporate Secretary will make sufficient copies of the contents to send to each director who is a member of the group or committee to which the envelope or e-mail is addressed.

6. Policy Regarding Directors' Attendance at Annual Meetings

The Corporation encourages, but does not require, the members of the Board to attend the Corporation's annual meeting of its stockholders.

Each of the foregoing policies is in all respects subject and subordinate to the Corporation's articles of incorporation and by-laws, the resolutions of the Board and the applicable provisions of the Delaware General Corporate Law. Furthermore, each of the foregoing policies are intended to supplement and expand upon the goals and responsibilities of the Governance Committee set forth in Section V of the Governance Committee Charter (the "Governance Committee Charter") of the Board. In the event of any conflict or inconsistency between these policies and the Governance Committee Charter, the terms and conditions of the Governance Committee Charter shall control.

Dated: February 2016