

OFS CAPITAL CORPORATION
AMENDED AND RESTATED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Committee Membership

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of OFS Capital Corporation (the “Company”) shall consist solely of “independent directors” (*i.e.*, those directors who: (i) neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director; (ii) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended); and (iii) are otherwise “independent” under the rules of the Nasdaq Stock Market, Inc.).

Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Purpose and Responsibilities

The purposes of the Committee are to:

1. Make recommendations to the Board from time to time regarding the size of the Board or any committee thereof.
2. Except where the Company is legally required by contract, corporate charter, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for recommending to the Board the nominees for election of directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. In making such recommendations, the Committee shall consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria and principles, and shall follow substantially the same process in considering them, as it does in considering other candidates.
3. The criteria and principles to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in **Attachment A** to this charter. The Committee shall use such criteria and principles to guide its director selection process. The Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. The Committee may adopt, and periodically review and revise as it deems appropriate, procedures regarding director candidates proposed by stockholders.
4. Develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
5. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.

6. Identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of the other committee members.
7. Review periodically with the Chairman of the Board and the Chief Executive Officer the succession plans relating to positions held by executive officers of the Company and make recommendations to the Board with respect to the process for selection of individuals to occupy these positions.
8. Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
9. Evaluate the leadership structure of the Board, including the responsibilities of the Board with respect to the Company's management and whether the Chairman of the Board is an "interested person" of the Company and evaluate whether such leadership structure is appropriate for the Company in light of the Company's then-existing business and structure. If the Chairman of the Board is an "interested person" of the Company, the Committee shall consider whether appointment of a lead independent director is appropriate and if appointed, establish the role of such director in the leadership of the Company.
10. Prepare and issue the evaluation required under "Performance Evaluation" below.
11. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
12. Review periodically the orientation process and the continuing education program for all directors.
13. Evaluate and make recommendations to the Board regarding stockholder proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise.
14. Report to the Board on a regular basis, and no less than once per year.
15. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of the Board and committee members.

Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. In the event of a tie vote on any issue, the Chair's vote shall decide the issue. The Committee shall meet in person or telephonically in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair.

Meetings

All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company's bylaws, including bylaw provisions governing notices of meetings, waivers thereof, the number of Committee members required to take actions at meetings or by written consent, and other related matters.

Unless otherwise authorized by an amendment to this charter or as provided in the bylaws of the Company, the Committee shall not delegate any of its authority to any subcommittee.

Reports of meetings of and/or actions taken by the Committee (whether at a meeting or by consent) from time to time shall be made by the Chair of the Committee (or by his or her delegate) shall be available from time to time to answer any questions that the other Directors may have regarding the matters considered and actions taken by the Committee.

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Approved: *April 7, 2017*

**ATTACHMENT A
OFS CAPITAL CORPORATION**

CRITERIA FOR NOMINATION AS A DIRECTOR

General Criteria

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, creditors and the general public and to act in the interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

Application of Criteria to Existing Directors

The renomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Committee shall consider the existing directors' performance on the Board and any committee, which shall include consideration of the extent to which the directors undertook continuing director education.

Criteria for Composition of the Board

The backgrounds and qualifications of the directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.