



## **CODE OF ETHICS**

### **I. INTRODUCTION**

This Code of Ethics (the “Code”) has been jointly adopted by GSC Group (“GSC” or the “Firm”) and GSC Investment Corp. (“GNV” or the “BDC”) in order to establish applicable policies, guidelines, and procedures that promote ethical practices and conduct by all GSC and GNV employees, officers, and directors and that prevent violations of the Investment Advisers Act of 1940 (the “Advisers Act”) and the Investment Company Act of 1940 (the “Company Act”). All recipients of the Code must read it carefully and should retain a copy for future reference. The Code consists of several policies primarily designed to address potential conflicts of interest, including:

- the Personal Investment Policy,
- the Inside Information Policy, and
- the Gifts, Entertainment, and Political Contributions Policy

GSC and GNV require that all employees, officers, and directors of GSC and GNV observe the applicable standards of care set forth in these policies and not seek to evade the provisions of the Code in any way, including through indirect acts by family members or other associates.

### **II. STATEMENT OF STANDARDS OF BUSINESS CONDUCT**

As a fundamental mandate, GSC demands the highest standards of ethical conduct and care from all of its employees, officers, and directors (together, “GSC Employees” or “Employees”). All GSC Employees must abide by this basic business standard and must not take inappropriate advantage of their position with the Firm. Each Employee is under a duty to exercise his or her authority and responsibility for the primary benefit of our clients and the Firm and may not have outside interests that inappropriately conflict with the interests of the Firm or of our clients. Each Employee must avoid circumstances or conduct that adversely affect or that appear to adversely affect GSC or our clients. Every Employee must comply with applicable federal securities laws and must report violations of the Code to GSC’s Chief Compliance Officer (“CCO”).

GSC will provide every Employee, and each non-Employee director of GNV with a copy of the Code. Employees should maintain a copy of the Code in their personal files. The Code and any amendments are available at all times on the GSC compliance intranet at <http://compliance.gsc.com>.

### III. DEFINITIONS

The capitalized terms below have the given definitions for purposes of this Code and the related policies:

- A. **“Access Person”** with respect to GSC means (A) any employee, officer, partner or director of GSC (or persons with similar roles with respect to GSC) and (B) any person that provides advice on behalf of GSC and is subject to supervision and control of GSC and (C) any GNV Director who, in the case of (B), (i) has access to nonpublic information regarding any clients’ purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any client (including GNV), or (ii) is involved in making securities recommendations to clients (including GNV), or (iii) has access to such recommendations that are nonpublic.
- B. **“Advisory Client”** means any individual, group of individuals, partnership, trust, company, or other investment fund entity for whom GSC acts as investment adviser or whom GSC has solicited to act as an investment adviser within the past six months. GNV is an Advisory Client.
- C. **“Advisory Person”** shall mean any GSC Employee who, in connection with his or her regular functions or duties: (i) makes any recommendation for the purchase or sale of a security (e.g., portfolio manager); (ii) participates in the determination of which recommendation shall be made (e.g., analyst); (iii) effects a securities transaction (e.g., trader); or (iv) has knowledge concerning which securities are being recommended to be purchased or sold (e.g., certain finance and administrative personnel and others who regularly have access to trade blotter information).
- D. **“Affiliate”** shall mean any company, partnership, or other entity that is controlled by or under common control with GSC Group.
- E. **“Affiliate Account”** means: (i) the personal securities account of an employee or the account of any Family Member as defined herein; (ii) the account for which any employee serves as custodian, trustee, or otherwise acts in a fiduciary capacity or with respect to which any such person either has authority to make investment decisions or from time to time gives investment recommendations; and (iii) the account of any person, partnership, joint venture, trust or other entity in which an employee or his or her Family Member has “Beneficial Ownership” or other “Beneficial Interest.”
- F. **“BDC Portfolio Security”** means, with respect to a GNV Director, any Security of an issuer in which he or she knows, or, in the course of his or her duties as a Director, should have known, GNV has a current investment or with respect to which a Security is Being Considered for Purchase by GNV.
- G. A security is **“Being Considered for Purchase”** when a recommendation to purchase a security has been made and communicated and, with respect to the person making the recommendation, when such person seriously considers making such a recommendation.
- H. **“Beneficial Interest”** means an interest whereby a person can, directly or indirectly, control the disposition of a security or derive a monetary, pecuniary, or other right or benefit from the purchase, sale, or ownership of a security (e.g., interest payments or dividends).

- I. **“Beneficial Ownership”** of a security or account means ownership of securities or securities accounts by or for the benefit of a person or his or her Family Members. Beneficial Ownership specifically includes any security or account in which the employee or any Family Member holds a direct or indirect Beneficial Interest or retains voting power (or the ability to direct such a vote) or investment power (which includes the power to acquire or dispose or the ability to direct the acquisition or disposition of a security or securities accounts), directly or indirectly (e.g., by exercising a power of attorney or otherwise).
- J. **“Disinterested Director”** means a GNV Director who is not an interested person of GNV within the meaning of Section 2(a)(19) of the Investment Company Act.
- K. **“Exempt Security”** is any security that falls into any of the following categories: (i) registered open-end mutual fund shares; (ii) security purchases or sales that are part of an automatic dividend reinvestment plan (e.g., DRIP accounts, etc.); (iii) College Direct Savings Plans (e.g., NY 529 College Savings Program, etc.); (iv) Open-end Unit Investment Trusts that hold securities in proportion to a broad based market index (e.g., QQQ, Spiders); (v) bankers acceptances, bank certificates of deposit or time deposits, commercial paper and other short term high quality debt instruments with one year or less to maturity; and (vi) treasury obligations (e.g., T-Bills, Notes and Bonds) or other securities issued/guaranteed by the US Government, its agencies, or instrumentalities (e.g., FNMA, GNMA, etc.).
- L. **“Family Member”** means the spouse, child, parent, sibling, or other relative (whether related by blood, marriage or otherwise) of an Employee, who either resides with, or is financially dependent upon the Employee, or whose investments are controlled by that person. The term also includes any unrelated individual whose investments are controlled and whose financial support is materially contributed to by the Employee, such as a domestic partner or spousal equivalent and any person considered a “significant other.”
- M. **“GNV Director”** means any person who serves as a director on the board of directors of GSC Investment Corp., including Disinterested Directors.
- N. **“Personal Securities Trade”** means a trade in a Security (as defined below) in which an employee or a Family Member has a Beneficial Ownership or other Beneficial Interest.
- O. **“Reportable Security”** means every Security in which an employee or a Family Member has a Beneficial Ownership or other Beneficial Interest except that a Reportable Security shall not include an Exempt Security, as defined above.
- P. **“Security”** shall mean any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, reorganization certificate or subscription, transferable share, investment contract, voting trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas, or other mineral rights, any put, call, straddle, option or privilege on any security (including a certificate of deposit) or on any group or index of securities (including any interest therein or based on the value thereof), or a put, call, straddle, option or privilege, entered into on a national securities exchange relating to foreign currency, or in general, any interest or instrument commonly known as a “security”, or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase,

any of the foregoing.

### **III. GUIDELINES AND PROCEDURES**

#### **A. General Guidelines**

All GSC Employees must disclose to the Firm any interest they may have in an entity that is not affiliated with GSC and that has a known business relationship with the Firm. All GNV Directors must disclose to GNV any interests they may have in any entity that is not affiliated with GNV and that has a known business relationship with GNV. Disclosure in this area should be timely so that GSC may consider the matter and take appropriate action. GSC and GNV recognize, however, that they have business relationships with many companies and that certain interests and activities such as owning a relatively small interest in publicly traded securities of such organizations or participating in a non-profit organization do not necessarily give rise to a conflict of interest.

#### **B. Procedures and General Prohibitions**

1. As a general matter, other than in limited circumstances (e.g., for non-profit or other civic organizations, or in furtherance of investment opportunities on behalf of the Firm or its clients), it is considered incompatible with an Employee's duties to GSC to assume the position of director of an outside corporation. Any GSC Employee who is invited to serve as a director of any entity that is not an affiliate of GSC should promptly notify the CCO prior to accepting any such directorship. In the event that the Firm approves the directorship, the company in question shall immediately be placed on GSC's "Restricted List" or otherwise flagged for special review and monitoring for potential conflicts.
2. As a general matter and except as approved by the CCO, it is considered incompatible with the duties of a GSC Employee to act as an officer, general partner, consultant, agent, representative, trustee, or employee of any *business* other than GSC or an affiliate of GSC.
3. Except as approved by the CCO or specifically permitted by law, Employees may not have a monetary interest, as principal, co-principal, agent, shareholder, or beneficiary, directly or indirectly, or through any substantial interest in any other corporation, partnership or business unit, in any transaction that conflicts with the interest of GSC or its clients.
4. Except with the prior approval of the CCO, Employees may not invest in any IPO or private placement, and specifically may not invest in any hedge fund or other private investment vehicle.
5. No GSC Employee, except in the course of his or her duties, shall reveal to any other person information regarding any Advisory Client or any security transactions being considered, recommended, or executed on behalf of any Advisory Client. No GNV Director, except in the course of his or her duties, shall reveal to any other person information regarding GNV or any BDC Portfolio Security.
6. No Advisory Person shall make any recommendation concerning the purchase or sale of any Security by an Advisory Client without disclosing, to the extent known, the interest of the Firm or any GSC employee, if any, in such Securities or the issuer

thereof, including, without limitation (i) any direct or indirect beneficial ownership of any securities of such issuer; (ii) any contemplated transaction by such person in such securities; and (iii) any present proposed relationship with such Issuer or its affiliates.

7. No Employee or GNV Director shall engage in Insider Trading (as defined in the “Inside Information Policy”) whether for his or her own benefit or for the benefit of others.
8. No Employee may communicate material, non-public information concerning any Security to anyone unless it is properly within his or her duties to do so. No GNV Director may communicate material, non-public information concerning any BDC Portfolio Security to anyone unless it is properly within his or her duties to do so.
9. Each Employee shall annually complete an “Adviser Disclosure Questionnaire” returning the completed questionnaire to GSC’s Legal/Compliance group. Each Employee shall supplement the annual questionnaire as necessary to reflect any material change between annual filings.
10. Every Employee must avoid any activity that might give rise to a question as to whether the Firm’s objectivity as a fiduciary has been compromised.
11. Employees are to disclose to the CCO all personal securities holdings immediately upon commencement of employment, and in no case later than ten (10) days beyond the Employee’s start date. Employees are also required on a quarterly basis and no later than thirty (30) days after each quarter’s end to file a report indicating any transactions made in any Reportable Securities. On an annual basis, each Employee is to disclose to the CCO all personal holdings of Reportable Securities.

#### **IV. ACKNOWLEDGEMENT**

Each Employee must certify annually that he or she has read, understands, is subject to, and has complied with the Code.

#### **V. SANCTIONS**

While compliance with the provisions of the Code is anticipated, Employees should be aware that in response to any violations, the Firm shall take whatever action is deemed necessary under the circumstances including, but without limitation, the imposition of appropriate sanctions. These sanctions may include, among others, the reversal of trades, reallocation of trades to client accounts, disgorgement of profits deemed improper, or, in more serious cases, employee suspension or termination.

#### **VI. WAIVERS**

Any waiver of the Code for executive officers of GNV or GNV directors may be made only by GNV’s board of directors or a committee of the board and must be promptly disclosed to shareholders as required by law or relevant exchange rule or regulation.

Adopted: May 20, 2008



## **PERSONAL INVESTMENT POLICY (CODE OF ETHICS)**

### **I. INTRODUCTION**

The following policies and procedures form part of the Code of Ethics (the “Code”) jointly adopted by GSC Group (“GSC” or the “Firm”) and GSC Investment Corp. (“GNV” or the “BDC”). The Investment Advisers Act of 1940, specifically Rule 204A1, requires access persons of a registered investment adviser, such as GSC, to provide periodic reports regarding transactions and holdings in reportable securities beneficially owned by the access person. Rule 17j-1 under the Investment Company Act requires similar reports for access persons to a business development company like GNV. For purposes of the Code, all of GSC’s employees, officers, and directors (“GSC Employees” or “Employees”) are considered to be “access persons,” and all GSC Employees and directors of GNV (“GNV Directors”) are considered to be “access persons” of GNV.

The purpose of this Personal Investment Policy and related procedures (the “Policy”) is to alert GSC Employees, GNV Directors, and certain affiliated persons of GSC, of their ethical and legal responsibilities with respect to securities transactions involving (i) possible conflicts of interest with GSC clients, including the BDC, and (ii) the possession and use of material, non-public information. It is a violation of the Code and this Policy for any GSC Employee or GNV Director to use their knowledge concerning a trade, pending trade, or contemplated securities transaction by GNV or any other GSC client account to profit personally, directly or indirectly, as a result of such transaction, including by purchasing or selling such securities.

The provisions of this Policy are based upon the following general fiduciary principles:

- the duty at all times to place the interest of the Firm’s Advisory Clients or GNV first, as applicable;
- the requirement that all directors, officers, and employees of GSC and GNV become aware of, maintain knowledge of, and comply with applicable Federal and State laws and regulations, including those of any relevant governmental agency or self regulatory organization;
- the requirement that all personal securities transactions be conducted to avoid any actual, potential, or perceived conflict of interest, or any abuse of an individual’s position of trust, confidence, and responsibility; and
- the fundamental standard that GSC Employees and GNV Directors should not take inappropriate advantage of their positions.

The Policy requires that all GSC Employees make certain periodic reports concerning their personal securities transactions and the receipt of certain types of gifts, entertainment, or other benefits.

## **II. GENERAL POLICY REQUIREMENTS**

As a general matter, GSC Employees owe an undivided duty of loyalty to the Firm's clients. The Firm also recognizes the need to permit its employees reasonable freedom with respect to their personal investment activities. It shall be a violation of the Code and this policy for any Employee of the Firm or any GNV Director, in connection with the purchase or sale, directly or indirectly, of any security held or to be acquired by any client, including GNV, a fund, or other entity:

- to employ any device, scheme or artifice to defraud any Advisory Client;
- to make any untrue statement of a material fact to an Advisory Client, or to omit to state a material fact necessary in order to make the statements not misleading;
- to engage in any act, practice or course of business that operates or would operate as a fraud or deceit upon an Advisory Client;
- to engage in any manipulative practice with respect to an Advisory Client; or
- to engage in any manipulative practice with respect to securities, including price manipulation.

This Policy together with the Code supersedes and replaces in full any earlier policies on the subjects regulated. Any questions which arise relating to the policy should be referred to GSC's Chief Compliance Officer ("CCO"), or to the Chief Compliance Officer of the BDC ("GNV CCO"). If necessary, any final determination may be made by the CCO in consultation with members of senior GSC management, including members of the Compliance Committee, the Risk and Conflicts Committee, and GSC's Board of Directors, or by the GNV CCO in consultation with GNV's officers and members of its board of directors.

This Policy is applicable to all GSC Employees and all GNV Directors, although as noted below, certain technical pre-approval and reporting requirements in Section IV and Section V generally do not apply to Disinterested Directors. Nonetheless, each Disinterested Director is obligated to comply with the principles described in those sections and, in certain circumstances, may be required to obtain prior approval and report matters to the GNV CCO. Accordingly, Disinterested Directors should notify the GNV CCO if at any time he or she believes that he or she has taken action that is inconsistent with the restrictions or other requirements set forth in Sections IV or V of this Code.

## **IV. RECORD KEEPING and REPORTING REQUIREMENTS**

Under the Investment Advisers Act and the Investment Company Act, GSC is required to keep records of transactions in securities in which Access Persons (excluding Disinterested Directors) have a direct or indirect Beneficial Ownership Interest.

### **A. Reports**

The following personal securities holding and transaction reporting requirements have been adopted to enable GSC to satisfy the legal and regulatory requirements:

- At the time of hiring, but in no case later than ten (10) days from the date of commencement of employment with the Firm, every new Access Person shall submit to the GC or CCO, an **Initial Holdings Report**, disclosing every Security and account in which that Access Person has a direct or indirect Beneficial Ownership or other Beneficial Interest (which information must be current as of a date no more than 45 days prior to the date the person becomes an Access Person);
- On a quarterly basis and no later than thirty (30) days after each quarter's end, every Access Person of GSC shall file with the CCO or his designee, a **Quarterly Transaction Report**, disclosing all transactions in a Reportable Security during the quarter. To the extent that it hasn't already been disclosed in a prior report, each Access Person shall also include the names and affiliations of Family Members who are employed in the securities or commodities industries and who might be in a position to benefit directly or indirectly from the activities of Access Persons in the discharge of their duties. Each Access Person must sign and print the date of submission on their Quarterly Transaction Report.
- At the end of each calendar year, but in no case later than thirty (30) days following a year-end (i.e., January 30), every Access Person shall submit to the CCO, an **Annual Holdings Report**, disclosing all Reportable Security holdings as of year end;
- Each Access Person of GSC must annually execute an acknowledgement with respect to the Policy.

**A. Duplicate Monthly Statements and Trade Confirmations**

In lieu of listing transactions on the Quarterly Transaction Report and listing every holding on the Annual Holding Reports, Access Persons may arrange for a broker, dealer, bank or other third party service provider to promptly send to Compliance duplicate monthly account statements and trade confirmations for all Personal Securities Trades. Please refer to the form letter provided.

**B. Disinterested Directors**

The record-keeping and reporting provisions in this section of the policy do not apply to the Disinterested Directors of GNV, unless, at the time of a Personal Securities Trade in a Reportable Security, the Disinterested Director knew, or, in the ordinary course of fulfilling his or her duties as a director, should have known that during the 15-day period immediately preceding or after the date of the transaction, GNV purchased or sold the security or the security was Being Considered for Purchase by GNV.

**V. STATEMENT of RESTRICTIONS**

**A. Restricted List**

No Employee may make a Personal Securities Trade in the Securities of an issuer listed on the Firm's Restricted List. The information that a particular issuer has been placed on the Restricted List is itself sensitive and confidential. The contents of the Restricted List should never be communicated to persons outside of the Firm except in the limited circumstances in which the CCO or General Counsel has determined it is necessary to disclose such information. The Firm may place an issuer on the Restricted List at any time without prior notice to Employees. Employees who obtain Securities of an issuer that is later placed on the Restricted List may be "frozen in," or prohibited from disposing of such Securities, until such time as the issuer has been removed from the Restricted List.

## 1. Securities

The name of an issuer or security could be placed on the Restricted List for many reasons, including when:

- the Firm or a client purchases a security of a particular issuer or such security or issuer is Being Considered for Purchase,
- the Firm enters into a confidentiality agreement with or relating to an issuer,
- the Firm or a client has declared itself “Private” with respect to an issuer in an electronic workspace such as IntraLinks,
- the Firm becomes bound by a fiduciary obligation or other duty (for example, because an employee has become a board member of a fund portfolio company), or
- an employee becomes aware of material, non-public information about a security or issuer.

## 2. Procedures

Compliance maintains and updates the Firm’s Restricted List daily. It is the responsibility of Employees, however, to ensure that the Firm’s Restricted List is accurate.

- **Additions:** Employees who become aware of any of the circumstances set forth in subsection (A)(1) above, or who for any other reason believe a company or security should be added to the Restricted List, should immediately notify Compliance in order to ensure that the Restricted List is updated.
- **Deletions:** When the circumstances set forth in subsection (A)(1) above no longer exist, or the Firm is no longer bound by the obligations giving rise to the inclusion of a security or issuer on the Restricted List, Employees should notify Compliance so that the name of the issuer or security can be promptly removed from the Restricted List.
- **Changes:** The CCO or the CCO’s designee will, from time to time, distribute a notice to all Employees as to changes to the Restricted List. Employees, however, are responsible for checking the Restricted List before engaging in any Personal Securities Trade.

### **B. Private Placements and Initial Public Offerings**

No initial public offering or private placement of securities may be purchased for any account in which an Employee or GNV Director has a beneficial ownership interest, except with the prior, express written approval of the CCO or the GNV CCO. Requests to make such investments shall be made pursuant to a completed Private Placement and IPO Request and Reporting Form which contains appropriate certifications regarding lack of conflicts and compliance with the Code. A copy of the form is available on the Compliance intranet at <http://compliance.gsc.com/>. A record of such approval (or denial) by the CCO and a brief description of the reasoning supporting such decision will be maintained in accordance with the record-keeping requirements of the Advisers Act and Investment Company Act.

Notwithstanding the foregoing, the Disinterested Directors of GNV are not subject to the

restriction and pre-approval requirement in the prior paragraph unless, at the time of the investment in the IPO or private placement, the Disinterested Director knew, or, in the ordinary course of fulfilling his or her duties as a director, should have known that during the 15-day period immediately preceding or after the date of the transaction, GNV purchased or sold the security or the security was Being Considered for Purchase by GNV.

### **C. Trades by GNV Directors**

The directors of GNV are prohibited from trading any BDC Portfolio Security, as defined above.

### **D. Trades of GNV Securities**

All GSC Employees and GNV Directors are prohibited from buying or selling shares issued by GNV except during an open trading window announced by the GNV CCO. Except with the express written consent of GNV's CCO, all GSC Employees and GNV Directors are prohibited from buying or selling options on or futures or other derivatives related to shares issued by GNV, and are likewise prohibited from selling short shares of GNV.

### **F. Inside Information**

Employees may not make Personal Securities Trades while in possession of material, non-public information. Employees may not communicate such information to others except in the course of fulfilling their duties as an employee of the Firm. Should an Employee become aware of material, non-public information at any time, whether in the course of their employment or otherwise, that Employee must inform GSC's General Counsel or CCO. The elements of improper insider trading are explained more fully in the Inside Information policy below, which is a part of this Code.

### **E. No Personal Trades Through GSC's Traders**

No Personal Securities trades may be effected through GSC's traders.

### **F. Use of Brokerage for Personal or Family Benefit**

No GSC Employee may, for direct or indirect personal or Family Member benefit, execute a trade with a broker by using the influence (implied or stated) of GSC or any Employee's influence (implied or stated) with GSC.

### **G. No "Front Running"**

Except with the permission of the CCO, no Personal Securities Trades may be effected by any Employee who is aware or should be aware that (i) there is a pending buy order in the securities of that same issuer for any client of GSC, or (ii) a purchase of the securities of that same issuer can reasonably be anticipated for a GSC client account in the next five (5) calendar days. As a general rule, no Personal Securities Trade may be executed with a view toward making a profit from a change in price of such security resulting from anticipated transactions by or for GSC's clients.

## **VI. REMEDIAL ACTIONS AND DISCIPLINARY SANCTIONS**

Initially, upon discovering a violation of this policy by an Employee, GSC shall take any remedial steps it deems necessary and available to correct an actual or apparent conflict (e.g., a trade reversal). Following appropriate corrective efforts, GSC's senior management may impose sanctions if, based upon all of the facts and circumstances considered, such action is deemed appropriate. The magnitude of the sanctions will vary with the severity of the violation. Repeat offenses will likely merit more severe sanctions. Violations of this policy include, but are not limited to, the following:

- Execution of a Personal Securities Trade in a security on the Restricted List;
- Failure to disclose the opening or existence of a reportable securities account;
- Execution of a personal securities trade through a GSC trader; and
- Failure to timely complete and return periodic certifications and acknowledgements.

The type of sanctions to be imposed include, but are not limited to, verbal or written admonishments, trade reversals, reduction of the Employee's discretionary bonus to reflect disgorgement of profits or monetary fines, suspension or termination of trading privileges, and suspension or termination of employment.

## **VII. REVIEW BY CCO**

Members of GSC's Compliance group will review employee personal securities trade-related information to verify that the policy is being followed. The results of this review will be reported to relevant members of GSC's senior management, including relevant committees, or, as appropriate, to GNV's board of directors.

## **VIII. Review by the Board of Directors of the Fund:**

The GNV CCO, or his designee, will prepare a report to be considered by the Board of Directors (1) quarterly that identifies any violations by any Access Person with respect to GNV requiring significant remedial action during the past quarter and the nature of that remedial action; and (2) annually, in writing, that (a) describes any issues arising under the Code since the last written report to the Board, including, but not limited to, information about material violations of the Code or procedures by GNV Access Persons and sanctions imposed in response to the material violation by Access Persons with respect to GNV and (b) identifies any recommended changes in existing restrictions or procedures based upon the GNV's and/or GSC's experience under the Code, evolving industry practices, or developments in applicable laws or regulations, and (c) certifies that GNV and GSC have each adopted procedures reasonably necessary to prevent Access Persons from violating the Code.

The Board of GNV will also be asked to approve any material change to the Code within six months after the adoption of such change, upon receiving certifications from GNV and GSC that it has adopted procedures reasonably necessary to prevent Access Persons from violating the Code, based on a determination that the Code contains provisions reasonably necessary to prevent Access Persons from engaging in any prohibited conduct as described in Section II hereof.

Adopted: May 20, 2008



## **INSIDE INFORMATION POLICY (CODE OF ETHICS)**

### **I. INTRODUCTION**

The prohibitions against insider trading set forth in the federal securities laws play an essential role in maintaining the fairness, health, and integrity of our markets. These laws also establish fundamental standards of business conduct that govern our daily activities and help to ensure that client trust and confidence are not compromised in any way. Consistent with these principals, GSC Group forbids any Employee from (i) trading securities of an issuer either for any GSC client account or any account in which an employee has a Beneficial Interest, if that employee is “aware” of material and non-public information concerning an issuer; or (ii) communicating material and non-public information to others in violation of the law. This conduct is frequently referred to as “insider trading.” This policy applies to every Employee and extends to activities within and outside of each employee’s duties at GSC. Every Employee must read and retain this policy as part of his or her personal file. Any questions regarding this policy should be referred to the Chief Compliance Officer or the General Counsel.

The term “insider trading” is not specifically defined under the federal securities laws (most guidance in this area can be found under case law and related judicial decisions), but generally is used to refer to improper trading in securities *on the basis of* material and non-public information (whether or not the person trading is an insider). A person is generally deemed to trade “on the basis of” material non-public information if that person is *aware* of material non-public information when making the purchase or sale. It is generally understood that the law prohibits trading by an insider on the basis of material non-public information about the security or issuer. In order to be held liable under the law, the person trading must violate a duty of trust or confidence owed directly, indirectly, or derivatively to the issuer of that security or the shareholders of that issuer, or to any other person who is the source of the material non-public information (e.g., an employer). The law also prohibits the communication of insider information to others and provides for penalties and punitive damages against the “tipper” even if he or she does not gain personally from the improper trading.

A further discussion of the elements of insider trading and the penalties for such unlawful conduct is provided below. If you have any questions after reviewing this policy, please consult with GSC’s Chief Compliance Officer or General Counsel.

### **II. KEY TERMS**

#### **A. Who is an Insider?**

The concept of an “insider” is broad. It includes officers, directors, and employees of a company. In addition, a person can be a “temporary insider” if he or she enters into a special

confidential relationship in the conduct of a company's affairs and as a result is given access to information solely for the company's purposes. A temporary insider can include, among others, a company's attorneys, accountants, consultants, bank lending officers, investment advisers (including GSC), and the employees of such organizations. GSC may become a temporary insider by signing a confidentiality agreement or by accessing material non-public information on a private electronic workspace such as IntraLinks.

## **B. What is Material Information?**

Trading on inside information is not a basis for liability unless the information is material. "Material" information generally is defined as information with respect to which there is a substantial likelihood that a reasonable investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company's securities.

Among other things, the following types of information are generally regarded as "material":

- Dividend or earnings announcements
- Write-downs or write-offs of assets
- Additions to reserves for bad debts or contingent liabilities
- Expansion or curtailment of company or major division operations
- Merger, joint venture announcements
- New product/service/marketing announcements
- New supplier/manufacturing/production announcements
- Material charge/impairment announcements
- Senior management changes
- Change in control
- Material Restatement of previously issued financial statements
- Discovery or research developments
- Criminal indictments and civil and government investigations, litigations and/or settlements
- Pending labor disputes
- Debt service or liquidity problems
- Bankruptcy or insolvency problems
- Tender offers, stock repurchase plans, etc.
- Recapitalizations

## **C. What is Non-Public Information?**

Information is non-public until it has been effectively communicated to the marketplace. One must be able to point to some fact to show that the information is generally public. For example, information found in a report filed with the SEC, or appearing in Dow Jones, Reuters Economic Services, The Wall Street Journal, Bloomberg or other publications of general circulation would be considered public. GSC Employees should seek specific guidance from the Firm's Legal and/or Compliance personnel in situations where information concerning an issuer or its affiliated entities (e.g., subsidiaries) may not have been made available to the investment community as a whole but was made available to a group of institutional investors.

#### **D. Penalties for Insider Trading**

Penalties for trading on or inappropriately communicating material and non-public information are severe, both for the individuals involved and their employers. A person can be subject to some or all of the penalties below, even if he or she does not personally benefit from the violations. Penalties include:

- civil injunctions;
- disgorgement of profits;
- punitive damages (i.e., fines for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited personally);
- felony convictions which include possible jail sentences; and
- fines and sanctions against the employer or other controlling person.

### **III. INSIDER TRADING PROCEDURES**

The following procedures have been established to aid Employees of GSC in avoiding insider trading, and to aid GSC in preventing, detecting, and imposing sanctions for insider trading. The following procedures should be read in conjunction with other policies set forth in this Code, and in GSC's Regulatory Compliance Manual.

Upon discovering a violation of this policy, GSC may impose such sanctions as it deems appropriate against the Employee involved. Given the serious nature of this matter, sanctions will most likely include one or more of the following: reduction of an employee's discretionary bonus to reflect disgorgement of profits or fines, suspension of trading for an appropriate period of time and, if the facts support such action (i.e., no reasonable explanation or mitigating factors exist), appropriate personnel action, which may include termination of employment and reporting of the matter to the legal or regulatory authorities as appropriate.

#### **A. Identifying Inside Information**

Before trading in the securities of a company about which they may have potential inside information, Employees should ask themselves the following questions:

- Is the information material? Is this information that an investor would consider important in making his or her investment decisions (e.g., whether the investor should buy, sell, or hold a security)? Is this information that would substantially affect the market price of the securities if generally disclosed?
- Is the information non-public? To whom has this information been provided? Has the information been effectively communicated to the marketplace by being published in Reuters, The Wall Street Journal, Bloomberg or other publications of general circulation? Remember that information that has been communicated to a relatively large group of sophisticated investors does not by itself mean that the information is public (e.g., large group of potential bank debt investors during an invitation only meeting).

#### **B. Restricting Access to Material and Non-Public Information**

Care should be taken so that material, non-public information is secure. For example, files containing material and non-public information should be sealed or locked; access to computer files

containing material and non-public information should be restricted. As a general matter, materials containing such information should not be removed from the Firm's premises and, if they are, appropriate measures should be maintained to protect the materials from loss or disclosure.

### **C. Review and Dissemination of Certain Investment Related Information**

As part of its investment consideration of certain types of "non-security" instruments (e.g., bank debt instruments), the Firm often enters into confidentiality agreements with third parties (e.g., syndicate members or other primary lenders). Those agreements sometimes specifically restrict the Firm's investment activity in identified issuers, but usually simply raise the possibility that non-public information may be disclosed to the recipient and seek the receiving party's acknowledgement of that understanding. The issue of "materiality" and the ultimate determination as to whether the information provided rises to the level of "inside information" is normally left to the recipient to determine. Many issuers, their agents or other counterparties specifically require that potential investors sign a confidentiality agreement before they will be provided access to investment related information via internet-based services (e.g., Intralinks and Syndtrak). Because of the importance of our policies regarding access to and use of confidential information, all confidentiality agreements must be approved by GSC's internal legal department or authorized outside counsel. It is the responsibility of the investment staff to coordinate completion of the confidentiality agreement as well as (i) the posting of the confidentiality agreement to the Compliance intranet, and (ii) the addition of the issuer's name to the Firm's Restricted List. Employees should review the Confidentiality Policy in the Firm's Regulatory Compliance Manual for further details.

### **D. Materiality – Joint Determinations by Business Unit and Legal\Compliance**

Although the responsibility for determining whether information is material generally rests with the portfolio management personnel, GSC Legal and Compliance personnel must be consulted and ultimately approve any such determination when there are any doubts in this area. Given the unique asset classes and sophisticated instruments in which GSC typically invests (e.g., distressed debt, credit default swaps, and other derivative instruments), GSC employees often receive detailed information about an issuer which may not be otherwise readily available to the investing public.

### **E. Bank Debt and Other Non-security Investments**

Notwithstanding the fact that certain instruments may not be deemed securities, there may be instances where GSC Employees receive information that is not generally known by other institutional investors – even those institutional investors who may be similarly situated (e.g., lenders that are privy to non-public information and have access to bank-level information or primary lender meetings). In situations where GSC has access to material, non-public information to which other potential investors/counterparties may not have access, investment staff should consult with GSC Legal and Compliance personnel as to whether any proposed purchase or sale of an instrument should be made, and, if made, should include the use of a "Big Boy" letter. In such cases, GSC Legal and Compliance personnel, in consultation with senior management if and as appropriate, shall make that determination and provide an appropriate disclosure letter. A log of transactions in which "Big Boy" letters are used, and copies of any executed "Big Boy" letters shall be maintained by the CCO.

### **F. Acknowledgement**

Each employee must annually execute a written acknowledgement of this policy.

## **G. Responsibilities of General Counsel and Chief Compliance Officer**

To ensure adherence to the Inside Information Policy, the Chief Compliance Officer and General Counsel will perform the following functions:

- The Chief Compliance Officer will periodically review compliance with this policy and, if necessary, prepare a Confidential Information Report specifying any related concerns and recommendations (with appropriate exhibits) for consideration by the Compliance Committee and the Risk & Conflicts Committee.
- When appropriate, the Chief Compliance Officer shall coordinate with GSC affiliates with respect to this policy.
- The Chief Compliance Officer shall assure that each employee of GSC is familiar with this policy and that, upon joining the Firm, new employees receive a copy of this policy, are given the opportunity to discuss its provisions, and certify their understanding of its terms.
- The Chief Compliance Officer shall undertake appropriate educational efforts (e.g., periodic training sessions) to refresh employee understanding of this and other related policies.

Adopted: May 20, 2008



## **GIFTS, ENTERTAINMENT, & POLITICAL CONTRIBUTIONS POLICY (CODE OF ETHICS)**

### **I. INTRODUCTION**

The following Gifts, Entertainment, and Political Contributions Policy and its corresponding procedures have been jointly adopted by GSC Group (hereinafter "GSC" or the "Firm") and GSC Investment Corp. ("GNV" or the "BDC"). GSC attempts to minimize any activity that might give rise to a question as to whether the Firm's objectivity as a fiduciary has been compromised. One possible area of fiduciary concern relates to the acceptance of gifts or entertainment from third parties with which GSC or its clients, including GNV, do business.

As a general rule, no Employee may solicit, give, or receive any gift that could influence decision-making or make a person beholden, in any way, to another person or company that seeks to do or is currently doing business with the Firm. In addition, depending upon an Employee's responsibilities, specific regulatory requirements may dictate the types and extent of gifts and entertainment employees may give or receive.

### **II. GIFTS & ENTERTAINMENT POLICY**

Each Employee is expected to exercise his or her best judgment in giving and accepting gifts or favors of a nominal value of \$250 or less. In addition, the giving or accepting of cash or its equivalent is strictly prohibited.

Gifts of nominal value (i.e. \$250 or less) may be accepted or given on an occasional basis. Examples of such gifts or gratuities are those received as normal business courtesies (for example, meals or golf games) and gifts received because of kinship, marriage, or social relationships entirely apart from business relationships. Wherever possible, Employees should seek permission from his or her senior supervisor and the CCO before giving or accepting a gift or entertainment of even nominal value from any third party that does or seeks to do business with GSC, its affiliates or its clients.

Notwithstanding the foregoing, Employees may accept gifts and may attend business meals, sporting events, and other entertainment events that have an actual or potential value of greater than \$250 with the prior approval of the CCO, who will coordinate such approval with such other members of senior management as deemed appropriate, so long as a determination has been made that the gift, meal, or event is not given in consideration of the Firm's agreement to conduct business with the giver.

Regardless of the dollar amount involved, accepting gifts from or giving gifts to public officials may be regulated by state law and in many cases is prohibited. Employees are therefore required to obtain the approval of the CCO prior to accepting a gift from or giving a gift to a public official associated in any manner with an investor or a prospective investor in any fund. The CCO will publish a

list of state or federal government entities that are investors or prospective investors on the Firm's Compliance intranet. Any questions as to whether or not a particular contribution or gift is prohibited must be directed to the CCO.

### **III. POLITICAL ACTIVITIES**

GSC encourages its Employees to be actively involved in the civic affairs of the communities in which they live. When speaking on public issues, however, employees should do so only as individual citizens of the community and must be careful not to create the impression that they are acting for, or representing the views of GSC. Additionally, GSC and its Employees are prohibited from making any contribution or giving a gift to a state or local political candidate, official, party or organization that is associated with an investor or a prospective investor and as may otherwise be prohibited by applicable law. In order for the Firm to determine whether a gift or political contribution may be prohibited, Employees are required to provide advance written notice to the CCO at least five business days in advance of a proposed contribution.

The CCO retains discretion to monitor all business activities between the Firm and the provider or recipient of any gift or political contribution in connection with this policy. Any questions regarding this Policy or the application of this Policy should be directed to the CCO or Chief Executive Officer.

### **IV. SERVING AS OFFICERS, TRUSTEES, AND/OR DIRECTORS**

Employees are often asked to serve as directors, trustees, or officers of outside organizations. These organizations may include public or private corporations, limited and general partnerships, endowments, and foundations. Service with organizations outside of the Firm may, however, raise regulatory concerns, including creating potential conflicts of interest and providing access to material non-public information. As a result, Employees may not accept such requests without prior approval of the CCO or unless such request was made by GSC.

In certain instances, the Firm may determine that it is in the best interest of its clients for an employee to serve as an officer or director of an outside organization, including a portfolio company. For example, a portfolio company held by a fund may be undergoing a reorganization that may affect the value of the company's outstanding securities and the future direction of the company.

As an outside board member or officer, it is critical that Employees coordinate their role with the Chief Compliance Officer to ensure appropriate protection of and conduct with respect to any confidential information. If Employee(s) are members of the board of directors of a portfolio company, any open-market proposed purchase or sale by a fund of the securities of that issuer is subject to the prior approval of the CCO and the Risk and Conflicts Committee. Additionally, in cases where GSC may have a business relationship with the outside organization or may seek a business relationship in the future, the Employee must be appropriately screened from involvement in any decision by GSC to enter into or to continue the business relationship with that organization.

Employees are prohibited from engaging in the outside activities described above without the prior written approval of the CCO. Approval will be granted on a case-by-case basis, subject to proper consideration and resolution of potential conflicts of interest. Outside activities will be approved only if any conflict of interest issues can be satisfactorily resolved.

Adopted: May 20, 2008