

MVC Capital, Inc.
(the "Fund")

Corporate Governance Policy

January 2010

A. Board of Directors' Responsibilities

The Board of Directors of the Fund (the "Board") represents the shareholders' interest in perpetuating a successful business and optimizing long-term financial returns consistent with legal requirements and ethical standards. The Board is responsible for general oversight of the Fund, including identifying and taking reasonable actions so that the Fund is managed in a way designed to achieve this result. Consistent with the importance of the Board's responsibilities, each director of the Fund (a "Director") is expected to be familiar with the Fund's business and public disclosures, to review in advance of Board meetings related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of committees of which such Director is a member.

The Board, with assistance from the Nominating/Corporate Governance/Strategy Committee and the Compensation Committee, has the responsibility to select Directors, to evaluate the performance of the Chief Executive Officer, to oversee the selection and evaluation of the performance of other executive officers, to consider any management succession plan and to monitor the effectiveness and execution of management strategies in optimizing the Fund's investment objective.

B. Composition of the Board

1. Size of the Board

Consistent with the Fund's bylaws, the Board will consist of not less than three (3) nor more than seven (7) members.

2. Board Membership Criteria

The Nominating/Corporate Governance/Strategy Committee is responsible for recommending criteria for Board membership to supplement the more general criteria set forth in its charter and in this policy regarding such matters as integrity, independence, and diligence. The Nominating/Corporate Governance/Strategy Committee is responsible for the evaluation (subject to the Board's further evaluation and ultimate determination) of Directors and director candidates, and for seeking to assure that talents, skills and other characteristics that are needed for the Board's effectiveness are possessed by the combination of directors. Additionally, each Director or director candidate should have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not a special interest group or constituency.

3. Proportion and Determination of Independent Directors

The composition of the Board shall comply with the requirements of the Investment Company Act of 1940, as amended (the "1940 Act"), and will at a minimum, be comprised of a majority of Independent Directors. This will not, however, prevent the Board from taking valid actions if, due to a temporary vacancy or vacancies on the Board, there are fewer than the intended

proportion of Independent Directors. Any such vacancies should be filled as soon as reasonably practicable consistent with the 1940 Act.

A Director of the Fund shall be considered to be an "Independent Director" if, in accordance with the New York Stock Exchange listing standards, the Director is not an "interested person" of the Fund, as defined in Section 2(a)(19) of the 1940 Act.

To empower the Independent Directors to serve as a more effective check on management and to protect shareholders' interests, the Independent Directors shall meet in regularly scheduled executive sessions without management, at which an Independent Director will preside. By virtue of serving as presiding Independent Director such Director shall be the "lead" Independent Director.

4. Selection of Directors

The Board is responsible for selecting candidates for the Board and in recommending them for election by the shareholders. The Board has delegated the initial evaluation, recommendation and nomination of potential directors to the Nominating/Corporate Governance/Strategy Committee with input from various sources as appropriate. The Board or the Committee will consider the particular experience, qualifications, attributes or skills of each Board candidate in recommending the candidate for election by shareholders.

The Board is responsible for determining the qualification of one or more individuals to serve on the Audit Committee as a designated "audit committee financial expert," as defined in Item 407(d)(5) of Regulation S-K. The Nominating/Corporate Governance/Strategy Committee shall report to the Board in recommending new candidates or existing Directors who may serve in this capacity.

C. **Board Compensation, Performance and Structure**

1. Board Compensation Review

The Compensation Committee reviews annually, the overall compensation principles of the Fund governing the compensation and benefits of the Directors and officers. Changes in Board compensation should be recommended by the Compensation Committee, with the approval of the Board.

2. Assessing the Performance and Structure of the Board

The Board will perform an annual self assessment and consider whether its leadership structure is appropriate given the specific characteristics and circumstances of the Fund.

D. **Board Relationship to Senior Management**

Board Access to Senior Management and Attendance by Management

The Board and each Board committee will have appropriate access to the Fund's management.

Members of management may attend meetings of the Board at the invitation of the Chairman or Board committee meetings at the invitation of the committee Chairmen.

E. **Miscellaneous**

1. Director Orientation and Continuing Education

The Nominating/Corporate Governance/Strategy Committee is authorized to recommend ongoing education for incumbent Independent Directors and appropriate orientation for new Directors.

2. Disclosure of this Policy

This policy and the committee charters will be posted on the Fund's website and also will be available in print to shareholders requesting them. Such availability on the Fund's website and in print will be noted in the Fund's annual report to shareholders and/or the annual proxy statement.