



Audit Committee Charter

Adopted by the Board of Directors on:
December 14, 2006

Last Revision and Adoption by the Board of Directors on:
December 14, 2016

KCAP Financial, Inc.
Audit Committee Charter

Purpose.

The purpose of the Audit Committee (the “Committee”) of KCAP Financial, Inc. (the Company”) shall be to:

- a) appoint (and recommend to the Board the approval of), oversee and replace, if necessary, the independent accountants;
- b) oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements;
- c) establish procedures for complaints relating to accounting, internal accounting controls or auditing matters;
- d) examine the independent accountants’ qualifications and independence and to take action to oversee or to assist the Board of Directors in taking action to oversee such independence;
- e) prepare the report the SEC rules require be included in the Company’s annual proxy statement; and
- f) to assist the Board of Director’s oversight of the Company’s compliance with legal and regulatory requirements as well as risk management.

Composition of the Audit Committee.

The Committee shall, subject to the transition rules of the NASDAQ Stock Market listing rules applicable to newly-public companies, consist of not less than three members appointed by the Board of Directors. Committee members may be removed by the Board of Directors in its discretion. Members of the Committee may not be “interested persons” of the Company, as that term is defined in [Section 2\(a\)\(19\) of the Investment Company Act of 1940](#), as amended (the "Investment Company Act"), and members of the Committee shall not have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the preceding three years. In addition, each member of the Committee shall satisfy the independence requirements of the [Sarbanes-Oxley Act of 2002](#) and the [NASDAQ Stock Market](#) as such requirements are interpreted by the Board of Directors in its business judgment, and the Board of Directors shall annually review the Committee’s compliance with such requirements. Members of the Committee shall be able to read and understand financial statements. The Committee shall also include at least one member who is an “[Audit Committee Financial Expert](#)” as defined by the Sarbanes-Oxley Act or who has the requisite knowledge and experience with accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication as required by the NASDAQ Stock Market listing rules.

Meetings of the Audit Committee.

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. It shall meet separately, periodically, with management, with the internal

accountants (or other personnel responsible for the internal audit function), and with the independent accountants to discuss results of examinations, or to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee shall report regularly to the Board of Directors.

Responsibilities of the Audit Committee.

The function of the Committee is oversight. While the Committee has the responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits, to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP") or to assure compliance with laws, regulations or any internal rules or policies of the Company. This is the responsibility of management. The independent accountants are responsible for performing independent audits of the Company's consolidated financial statements in accordance with generally accepted auditing standards and for issuing reports thereon. Subject to [Section 32\(a\) of the Investment Company Act](#), the Committee has direct and sole responsibility for the appointment, compensation, oversight and replacement, if necessary, of the independent accountants, including the resolution of disagreements between management and the accountants regarding financial reporting. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

Duties and Proceedings of the Audit Committee.

The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by accomplishing the following:

1. Retention and Oversight of Independent Auditor.
 - a) Annually evaluate, determine the selection and compensation of, and if necessary, determine the replacement of or rotation of, the independent accountants.
 - b) Review and recommend to the Board the selection, retention or termination of the independent accountants.
 - c) To the extent required by applicable law, pre-approve all auditing services (including comfort letters and statutory audits) and all permitted non-audit services by the independent accountants.
 - d) Receive formal written statements, at least annually, from the independent accountants regarding the accountants' independence, including a delineation of all relationships between the accountants and the Company;

discuss with the independent accountants any disclosed relationships or services that may impact the objectivity and independence of the independent accountants, addressing at least the matters set forth in Independence Standards Board Standard No. 1; recommend to the Board of Directors actions to satisfy the Board of Directors of the independence of the audit; and, if so determined by the Committee, recommend that the Board of Directors take appropriate action to oversee the independence of the accountants.

- e) At least annually, receive a report, orally or in writing, from the independent accountants detailing the accountants' internal quality control procedures and any material issues raised by the independent auditor's internal quality control review, peer review or any governmental or other professional inquiry performed within the past five years and any remedial actions implemented by the firm.

Oversight of Audit Process and Company's Legal Compliance Program.

1. Review with the CCO, internal auditors (or other personnel responsible for the internal audit function) and independent accountants the overall scope and plans for audits, including authority and organizational reporting lines and adequacy of staffing and compensation. Review with internal accountants (or other personnel responsible for the internal audit function) and independent auditor any difficulties with audits and management's response.
2. Review and discuss with management, internal auditors (or other personnel responsible for the internal audit function) and independent accountants the Company's system of internal controls (including any significant deficiencies in the design or operation of those controls which could adversely affect the Company's ability to record, process, summarize and report financial data), its financial and critical accounting practices, and policies relating to risk assessment and management.
3. Receive and review reports of the independent accountants discussing: (1) all critical accounting policies and practices to be used in the accountants' audit of the Company's financial statements, (2) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants, and (3) other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences.
4. Discuss with management and the independent accountants any changes in the Company's critical accounting policies and the effects of alternative GAAP methods, off-balance sheet structures and regulatory and accounting initiatives.

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5. Review and discuss with management and the independent accountants the annual and quarterly financial statements and MD&A of the Company prior to the filing of the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Discuss results of the annual audit and quarterly review and any other matters required to be communicated to the committee by the independent accountants under generally accepted auditing standards. Discuss with management and independent accountants their judgment about the quality of accounting principles, the reasonableness of significant judgments, including a description of any transactions as to which the management obtained Statement on Auditing Standards No. 50 letters, and the clarity of disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations."
6. Review material pending legal proceedings involving the Company and other contingent liabilities.
7. Meet, periodically, with the Chief Executive Officer and Chief Financial Officer and the independent auditor in separate executive sessions to discuss results of examinations of the Company's internal controls and procedures including the Company's internal control over financial reporting. Receive from the Chief Executive Officer and Chief Financial Officer a report of all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, and any fraud that involves management or other employees who have a significant role in the Company's internal controls over financial reporting.
8. Discuss with the independent accountants the matters required to be communicated to audit committees in accordance with Statement on Auditing Standards No. 61.
9. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees of the Company, the independent accountants, or any other provider of accounting related services for the investment company, as well as consultants or contractors, of concerns regarding questionable accounting or accounting matters.
10. Review, or establish standards for the type of information and the type of presentation of such information to be included in, earnings press releases and earnings guidance provided to analysts and rating agencies.

Other Responsibilities.

11. Review the adequacy of this audit committee charter annually and submit an audit committee charter to Board of Directors for approval.
12. Prepare the report for inclusion in the Company's annual proxy statement as required by the rules of the Securities and Exchange Commission.
13. Put in place an appropriate control process for reviewing and approving the Company's internal transactions and accounting.
14. Report recommendations to the Board of Directors on a regular basis and annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board of Directors.
15. Perform any other activities consistent with the charter, by-laws and governing law as the Board of Directors or the Audit Committee shall deem appropriate, including holding meetings with the Company's investment bankers and financial analysts.
16. Discuss with management the Company's financial risk assessment and risk management practices and the guidelines, policies and processes for financial risk assessment and risk management.
17. Oversee the Company's risk policies and processes relating to financial statements, financial systems, financial reporting processes, compliance and auditing, and allowance for loan and lease losses, as well as the guidelines, policies and processes for monitoring and mitigating such risks. Advise the Board on financial risk management.

Authority and Resources of the Audit Committee.

The Committee has the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties. It also has authority to determine compensation for such advisors as well as for the independent auditor. The Committee may determine appropriate funding needs for its own ordinary administrative expenses that are necessary and appropriate to carry out its duties.