

## FIDUS INVESTMENT CORPORATION

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee is to assist the Board of Directors of Fidus Investment Corporation (the “Company”) in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of its stockholders and in compliance with applicable laws, regulations, rules and orders. Without limiting the foregoing, pursuant to authority delegated to it by the Board of Directors, the Nominating and Corporate Governance Committee shall (1) select qualified nominees to be elected to the Board of Directors by the Company’s stockholders at the annual stockholder meeting, (2) select qualified nominees to fill any vacancies on the Board of Directors (consistent with criteria approved by the Board of Directors), (3) develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Company, (4) oversee the evaluation of the Board of Directors and management, (5) undertake succession planning for the executive officers of the Company and (6) undertake such other duties and responsibilities as may from time to time be delegated by the Board of Directors to the Nominating and Corporate Governance Committee.

#### **II. Committee Membership**

The Nominating and Corporate Governance Committee is appointed by the Board of Directors of the Company annually. The Nominating and Corporate Governance Committee shall be comprised of the number of Independent Directors as the Board of Directors shall determine from time to time, such number not to be less than two. The Nominating and Corporate Governance Committee shall be comprised solely of Independent Directors. For purposes of this Nominating and Corporate Governance Committee Charter, “Independent Directors” are Directors of the Company who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Company; (ii) are “independent directors” (as defined in Rule 5605(a)(2) of the Nasdaq listing rules (the “Nasdaq Listing Rules”)); and (iii) meet any other applicable requirements of the Securities and Exchange Commission (the “SEC”) and any other applicable laws, rules and regulations with respect to independence, as determined by the Board of Directors. The Board of Directors shall designate the members of the Nominating and Corporate Governance Committee. The Board of Directors shall have the power at any time to change the membership of the Nominating and Corporate Governance Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Nominating and Corporate Governance Committee shall at all times have at least two members and be composed solely of Independent Directors. The Board of Directors shall designate the Chairman of the Nominating and Corporate Governance Committee.

#### **III. Authority**

In discharging its responsibilities, the Nominating and Corporate Governance Committee shall have authority to retain outside counsel or other consultants in the Nominating and Corporate Governance Committee’s sole discretion. The Nominating and Corporate Governance Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants; *provided, however*, that the Nominating and Corporate Governance Committee shall keep the Company’s Chief Executive Officer advised as to the general range of

anticipated fees and expenses of such consultants. The Nominating and Corporate Governance Committee shall have the authority to create subcommittees with such powers as the Nominating and Corporate Governance Committee shall from time to time confer.

#### **IV. Responsibilities**

The following are the general responsibilities of the Nominating and Corporate Governance Committee and are set forth only for its guidance. The Nominating and Corporate Governance Committee may assume such other responsibilities as the Board of Directors may delegate from time to time and/or as the Nominating and Corporate Governance Committee deems necessary or appropriate in carrying out its purpose. Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board of Directors.

Pursuant to authority granted to it by the Board of Directors, the responsibilities of the Nominating and Corporate Governance Committee are to:

1. Consider and recruit candidates to fill positions on the Board of Directors, including vacancies resulting from the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors or otherwise. In considering potential candidates, the Nominating and Corporate Governance Committee shall discuss the specific experience, qualifications, attributes and skills that may lead it to the conclusion that such candidate should serve as a director for the Company, in light of the Company's then-existing business and structure.
2. Establish the criteria for evaluating (subject to Board of Directors approval of those qualifications) and evaluate the qualifications of individuals for election as members of the Board of Directors (or a committee thereof), which criteria shall include, at a minimum, the following:
  - (a) to the extent required, compliance with the independence and other applicable requirements of the Nasdaq Listing Rules, the 1940 Act and the SEC, all other applicable laws, rules, regulations and listing standards and the criteria, policies and principles set forth in this Charter; and
  - (b) the ability to contribute to the effective management of the Company, taking into account the needs of the Company and such factors as the individual's experience, perspective, skills, and knowledge of the industry in which the Company operates.
3. Recommend the director nominees for approval by the Board of Directors and election by the stockholders of the Company.
4. Consider stockholder recommendations for possible nominees for election as members of the Board of Directors.
5. Annually evaluate the qualifications and diversity of current members of the Board of Directors who are available for reelection in light of the characteristics of independence, age, skills, experience, availability of service to the Company and tenure of its members, and of the Board of Director's anticipated needs. The

Nominating and Corporate Governance Committee shall seek to enhance the perspectives and experiences of the Board of Directors through diversity in gender, ethnic background, geographic origin and professional experience.

6. Upon a significant change in a member of the Board of Directors' personal circumstances (including a change in principal occupation) or in the event a significant ongoing time commitment arises that may be inconsistent with a member of the Board of Director's service to the Board, review, as appropriate, the continued Board membership of such member.
7. Report to the Board of Directors its conclusions with respect to the matters that the Nominating and Corporate Governance Committee has considered.
8. Establish and recommend to the Board of Directors guidelines for the removal of members of the Board of Directors.
9. Review the desirability of term limits for Directors and recommend to the Board of Directors policies in this regard from time to time.
10. Evaluate the leadership structure of the Board of Directors, including the responsibilities of the board of Directors with respect to the Company's management and whether the Chairman of the Board of Directors 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 of Directors is an "interested person" of the Company, the Nominating and Corporate Governance 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.
11. Oversee the evaluation of the Board of Directors and executive officers of the Company. In discharging this responsibility, the Nominating and Corporate Governance Committee shall solicit comments from all Directors and report annually to the Board of Directors on the results of the evaluation.
12. Review periodically with the Chairman of the Board of Directors and the Chief Executive Officer the succession plans relating to positions held by executive officers of the Company and make recommendations to the Board of Directors with respect to the process for selection, and the selection, of individuals to occupy these positions.
13. At least annually, review and reassess the adequacy of this Charter of the Nominating and Corporate Governance Committee and submit any proposed modifications to the Board of Directors for submission to the stockholders at an annual meeting for approval.
14. Conduct an annual evaluation of the Board and each committee to determine whether each of them is functioning effectively, and submit a report to the full Board at the end of the review. The Nominating and Corporate Governance Committee shall discuss the report with the full Board of Directors following the end of each fiscal year.

15. Monitor compliance with the Company's Code of Conduct under the Sarbanes-Oxley Act of 2002, as amended, and the Nasdaq Listing Rules, including reviewing with the Chief Compliance Officer the adequacy and effectiveness of the Company's procedures to ensure proper compliance. The Committee shall also recommend amendments to the Company's Code of Conduct to the Board of Directors as the Committee may deem appropriate.

## **V. Meetings**

Subject to the Bylaws and resolutions of the Board of Directors, the Nominating and Corporate Governance Committee shall meet from time to time at the direction of the Chairman of the Nominating and Corporate Governance Committee, provided that the Nominating and Corporate Governance Committee shall not meet less frequently than annually, and is empowered to hold special meetings as circumstances require. The Chairman of the Nominating and Corporate Governance Committee or any two members of the Nominating and Corporate Governance Committee may fix the time and place of the Nominating and Corporate Governance Committee's meetings unless the Board of Directors shall otherwise provide. Members of the Nominating and Corporate Governance Committee may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating can hear each other at the same time. Subject to the provisions of the 1940 Act, participation in a meeting by these means constitutes presence in person at the meeting. Any action required or permitted to be taken at a meeting of the Nominating and Corporate Governance Committee may also be taken without a meeting if all members of the Nominating and Corporate Governance Committee consent thereto in writing. The Nominating and Corporate Governance Committee shall keep regular minutes of its meetings and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book. The Nominating and Corporate Governance Committee may invite any Director who is not a member of the Nominating and Corporate Governance Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Nominating and Corporate Governance Committee, in its sole discretion, considers appropriate.

One third, but not less than two, of the members of the Nominating and Corporate Governance Committee shall be present at any meeting of the Nominating and Corporate Governance Committee in order to constitute a quorum for the transaction of business at such meeting, and the act of a majority present shall be the act of the Nominating and Corporate Governance Committee. In the absence or disqualification of any member of the Nominating and Corporate Governance Committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Director.

Approved: June 14, 2011