

## AUDIT COMMITTEE CHARTER

### I. AUDIT COMMITTEE QUALIFICATIONS

Corporate Capital Trust, Inc. (the “Company”) must have an Audit Committee (the “Committee”) comprised entirely of Independent Directors that is responsible for the appointment, compensation, retention and oversight of the Company’s external auditor.

The Committee membership shall include at least two members of the Board of Directors (the “Board”), each whom are Independent Directors. For purposes of this Audit Committee Charter (this “Charter”), “Independent Directors” are members of the Board who: (a) are not “interested persons” of the Company, as such term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “1940 Act”); and (b) meet the independence requirements of any other applicable laws, rules and regulations, as determined by the Board. Notwithstanding the foregoing, a Committee member may sit on the Board of an Affiliated Person, as defined in Section 2(a)(3) of the 1940 Act, if the member otherwise (a) meets the independence requirements set forth in Section 2(a)(19) of the 1940 Act and (b) receives no compensation other than as specified below. The Board shall designate the members of the Committee. The Board shall have the power at any time to change the membership of the Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Committee shall at all times have at least three members and be composed solely of Independent Directors. The members of the Committee shall select a chairperson of the Committee annually. The chairperson may be selected and re-selected for, and thereby succeed himself or herself in, that office for any number of consecutive or nonconsecutive terms. In the event that the Committee shall fail to select its chairperson for any given year, the existing chairperson shall continue to serve as chairperson until a successor is selected by the Committee.

Members of the Committee may receive compensation from the Company for service as a member of the Board and/or a committee of the Board, including the Committee.

The Board shall determine whether there is at least one Committee member who is an “audit committee financial expert” (“Financial Expert”) as such term is defined by the Sarbanes-Oxley Act of 2002 (“SOX”), and the rules and regulations adopted thereunder from time to time. To that end, the Committee shall consider at least annually whether one or more of its members qualify to be designated by the Board as a Financial Expert. The Committee shall report the results of its deliberations to the Board for further action as appropriate, including a determination by the Board that the Committee membership includes or does not include one or more Financial Expert(s) and any related disclosure to be made concerning this matter. If a vacancy on the Committee exists due to the retirement or resignation of a member of the Committee who has been designated as a Financial Expert, the Board will endeavor to fill such vacancy with Financial Expert, as soon as reasonably practicable thereafter. The designation of a member of the Committee as a Financial Expert does not increase the duties, obligations or liability of the designee as compared to the duties, obligations and liability otherwise imposed on the designee as a member of the Committee and of the Board.

### II. PURPOSE

The purposes of the Committee are:

- A. To assist Board oversight of the Company’s accounting and financial reporting processes, its internal control over financial reporting and, as appropriate, to inquire into the internal control over financial reporting of certain service providers;
- B. To assist Board oversight of the quality and integrity of the Company’s financial statements and the independent audit thereof;
- C. To oversee, or, as appropriate, assist Board oversight of, the Company’s compliance with legal and regulatory requirements that relate to the Company’s accounting and financial reporting, internal control over financial reporting and independent audits;
- D. To approve, prior to appointment, the engagement of the Company’s independent registered public accounting firm (the “Independent Auditor”) and, in connection therewith, to assist Board oversight of, review and evaluate the qualifications, independence and performance of the Independent Auditor;
- E. To act as a liaison between the Independent Auditor and the Board;
- F. To establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters; and
- G. To assist Board oversight of the performance of Company’s internal audit function.
- H. To prepare the Audit Committee Report to be included in the Company’s proxy statements when and as required by applicable rules.

### III. ROLE

The function of the Committee is oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with Generally Accepted Accounting Principles ("GAAP"). It is management's responsibility to maintain appropriate systems for accounting and internal control over financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. For purposes of this Charter, the term "management" means the appropriate officers of the Company, and its investment advisors, administrators, fund accounting agent and any other key service providers who is performing duties on behalf of the Company (other than the independent auditor). It is the Independent Auditor's responsibility to plan and carry out a proper audit of the Company's annual financial statements in accordance with GAAP and consistent with applicable legal and professional standards and the terms of its engagement letter. Under the supervision of the Committee and the Company's management, the Company's administrator and any sub-administrator (the "Administrator" or collectively, the "Administrators") shall be responsible for:

- A. The preparation, presentation and integrity of the Company's financial statements;
- B. The maintenance of appropriate accounting and financial reporting principles and policies; and
- C. The maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations.

Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of the Committee or the Company's management, including the Independent Auditor.

Although the Committee is expected to take a detached and questioning approach to the matters that come before it, the review of the Company's financial statements by the Committee is not an audit, nor does the Committee's review substitute for the responsibilities of the Company's management for preparing, or the Independent Auditor for auditing, the financial statements. In discharging their duties, the Committee members are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers of the Company whom they reasonably believe to be reliable and competent in the matters presented; or (b) legal counsel, public accountants, or other persons as to matters they reasonably believe are within the person's professional or expert competence. It is recognized that the members of the Committee, in fulfilling their responsibilities hereunder, are not full-time employees of the Company or management and are not, and do not represent themselves to be, accountants or auditors by profession. Accordingly, it is not the duty or the responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures, to determine that the financial statements are complete and accurate and are in accordance with GAAP, or to set auditor independence standards.

#### IV. DUTIES AND POWERS

To carry out its purposes, the Committee shall have the following duties and powers:

- A. To approve, prior to appointment, the engagement and compensation of the Independent Auditor to annually audit and provide its opinion on the Company's financial statements; to recommend to the Board the selection, retention or termination of the Independent Auditor; to review and evaluate matters potentially affecting the independence and capabilities of the Independent Auditor, and to receive the Independent Auditor's written specific representations as to its independence;
- B. To approve, prior to appointment, the engagement of the same firm as the Independent Auditor to provide other non-audit services to the Company, the Company's investment advisor, the Administrators or any Affiliated Person of either relating to the operations of the Company, if, in the aggregate, the fees for such non-audit services exceed five (5) percent of the total fees paid by the Company to the same firm for independent audit services for the fiscal year;
- C. For purposes of pre-approval of such non-audit services, the Committee shall not approve any non-audit services for bookkeeping, financial systems design, appraisal or valuation services, actuarial services, internal auditing, management functions, broker-dealer, investment adviser or investment banking services, legal services or expert services unrelated to an audit, unless the Committee has reasonably concluded that the results of such services will not compromise the audit of the Company's financial statements;
- D. To establish and review on a periodic basis procedures for (i) the receipt, retention, and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by the Company's employees and management and persons affiliated with the Administrators of concerns regarding questionable accounting or auditing matters;
- E. To investigate or initiate an investigation of reports of improprieties or suspected improprieties in connection with the Company's accounting or financial reporting;

- F. To consider the controls applied by the Independent Auditor and any measures taken by management in an effort to assure that all items requiring pre-approval by the Committee are identified and referred to the Committee in a timely fashion;
- G. To consider whether the non-audit services provided by the Independent Auditor to the Company's investment advisor, Administrators, or any adviser affiliate that provides ongoing services to the Company, which services were not pre-approved by the Committee, are compatible with maintaining the Independent Auditor's independence;
- H. To review the scope of the annual independent audit including the coordination of audit efforts with internal audit and any special audits;
- I. To review, approve and disclose the fees charged to the Company by the Independent Auditor for each of the following services: (i) audit fees, (ii) audit related fees, (iii) tax services fees, and (iv) all other non-audit service fees;
- J. To consider information and comments from the Independent Auditor with respect to the Company's accounting and financial reporting policies, procedures and internal control over financial reporting (including the Company's critical accounting policies and practices as well as information technology security and control), to consider management's responses to any such comments and, to the extent the Committee deems necessary or appropriate, to promote improvements in the quality of the Company's accounting and financial reporting;
- K. To consider information and comments from the Independent Auditor with respect to, and meet with the key members of Independent Auditor team to discuss, any matters of concern relating to, the Company's financial statements, including any adjustments to such statements recommended by the Independent Auditor, and to review the independent auditor's opinion on the Company's financial statements;
- L. To receive at least annually a report from Independent Auditor within 90 days prior to the filing of the Independent Auditor's report (or receive an updated report within such 90 day period, if the Independent Auditor's annual report is presented to the Committee more than 90 days prior to the filing of the Independent Auditor's report) which includes the following: (i) all critical accounting policies and practices used by the Company (or, in connection with any update, any changes in such accounting policies and practices), (ii) all material alternative accounting treatments within GAAP that have been discussed with management since the last annual report or update, including the ramifications of the use of the alternative treatments and the treatment preferred by the accounting firm, (iii) other material written communications between the Independent Auditor and the Company's management since the last annual report or update, and (iv) a description of all non-audit services provided, including fees associated with the services, to the Company since the last annual report or update that were not subject to the pre-approval requirements as discussed above;
- M. To consider the effect upon the Company of any changes in accounting principles or practices proposed by management or the Independent Auditor and to review any other matters, including areas requiring the exercise of discretionary judgment and recent professional and regulatory pronouncements that may have a material effect on the Company's financial statements;
- N. To resolve disagreements between management and the Independent Auditor regarding financial reporting;
- O. To review with the Company's principal executive officer and/or principal financial officer in connection with required certifications on Form 10-K and Form 10-Q, any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any reported evidence of fraud involving management or other persons who have a significant role in the Company's internal control over financial reporting;
- P. To review and discuss with management and the Independent Auditor the Company's earnings releases and quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the Independent Auditor's reviews of the quarterly financial statements;
- Q. To review and discuss with management the Company's financial information and earnings guidance provided to analysts and ratings agencies;
- R. To review presentations by the Independent Auditor with respect to the Company's qualification under Subchapter M of the Internal Revenue Code of 1986, as amended, and amounts distributed and reported to shareholders for federal tax purposes;

- S. To report its activities to the Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate including its conclusions with respect to the Company's independent and internal auditors;
- T. To perform such other functions and to have such powers as the Committee may deem necessary or appropriate in carrying out its purpose;
- U. To discuss with management policies with respect to risk assessment and risk management and to review the risk assessment results in conjunction with the approval of the annual internal audit plan;
- V. To confirm quarterly that the Company's Independent Auditor has no conflict of interest with the company under Section 10A(1) of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the SEC promulgated thereunder;
- W. To meet quarterly with the Company's principal financial officer to ascertain the ability of the officer and the principal executive officer to sign the certifications required by Sections 302 and 906 of SOX, including the reports of the effectiveness of disclosure controls and procedures and any changes in internal controls as well as discuss management's assessment of internal controls and compliance with Section 404 of such Act;
- X. To review, at least annually, Independent Auditor's report describing: (i) the audit firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the audit firm, and any steps taken to deal with any such issues, and (iii) in order to assess auditor's independence, all relationships between the Independent Auditor and the Company;
- Y. To ensure the rotation of the lead audit partner at the Independent Auditor every five years and other audit partners at the Independent Auditor every seven years, and consider whether there should be regular rotation of the Independent Auditor itself;
- Z. To oversee the internal audit function, including the retention, evaluation and termination of the internal auditor and the approval of all fees and terms of engagement;
- AA. To review the internal auditor results of the work performed, the adequacy and effectiveness of the controls tested, and any recommendations made or problems encountered and management's response to those items;
- BB. To set policies governing the hiring of employees or former employees of the Independent Auditor and to review, as deemed necessary, the independence status of former employees or employees of the Independent Auditor, prior to the Company's hiring of any such employees;
- CC. To review and assess the adequacy of this Charter (as amended or restated from time to time) annually, request the Board approval for proposed changes, and ensure appropriate disclosure as may be required by applicable law or regulations;
- DD. To evaluate the Committee's and its members' performance on a regular basis and at least annually; and
- EE. To confirm annually that the requirements of this Charter have been observed.

In addition, the Committee shall review with management and the Independent Auditor the financial statements and other financial information, including the Company's disclosure under management's discussion and analysis, to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of the Form 10-K). Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the Independent Auditor under generally accepted auditing standards, including any significant difficulties encountered. Based on the review and discussions described above, the Committee shall recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K. The Committee shall prepare the Audit Committee Report to be included in the Company's proxy statements when and as required by applicable rules.

The Committee may be delegated responsibilities by the Board or other policies of the Company as approved by the Board which are not specifically listed herein. The responsibility for such duties or responsibilities should not be diminished by their absence in this Section IV.

The Committee may delegate any portion of its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, to a subcommittee consisting of one or more Committee members. Any decisions of a subcommittee to grant pre-approvals shall be disclosed and presented to the Committee at its next regularly scheduled meeting.

The Committee shall consult, on an ongoing basis, with management, the Independent Auditor and counsel as to legal or regulatory developments affecting its responsibilities, as well as relevant tax, accounting and industry developments.

Nothing in this Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

## V. MEETINGS

- A. The Committee shall meet as often as it determines, but not less frequently than quarterly, and is empowered to hold special meetings as circumstances require. The chairperson of the Committee or a majority of the members shall be authorized to call a meeting of the Committee and send notice thereof, unless the Board shall otherwise provide.
- B. The Committee shall ordinarily meet in person; however, the members of the 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. The Committee may act by written consent, to the extent permitted by law and by the Company's Articles of Incorporation and Bylaws, as amended or restated from time to time.
- C. The Committee shall have the authority to meet privately and to invite any person that is not a member of the Committee to attend meetings and provide information as the Committee, in its sole discretion, considers appropriate.
- D. The Committee shall regularly meet, in separate executive sessions, with representatives of Company management, Company's internal auditor, and the Independent Auditor. The Committee may also request to meet with the Company's Chief Compliance Officer, legal counsel, and compliance personnel of the Company's investment advisor and with entities that provide significant accounting or administrative services to the Company to discuss matters relating to the Company's accounting and compliance as well as any other Company-related matters.
- E. The Committee shall keep regular minutes of its meetings, appropriate documentation of decisions made outside of meetings by delegated authority and records of decisions taken without a meeting and cause them to be recorded in the Company's minute book.
- F. A majority of the Committee members shall constitute a quorum for the transaction of business at any Committee. The action of a majority of the Committee members present at a meeting at which a quorum is present shall be the action of the Committee.

## VI. RESOURCES

The Committee shall be given the resources and authority appropriate to discharge its responsibilities, including appropriate funding, as determined by the Committee, for payment of compensation to the Independent Auditor for the purpose of conducting the audit and rendering its audit report, the authority to retain and compensate independent counsel and other experts or consultants as the Committee deems necessary, and, as appropriate, the authority to obtain specialized training for Committee members at the expense of the Company.

## VII. EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

## VIII. AMENDMENT AND MAINTENANCE OF CHARTER

The Board shall adopt and approve this Charter and may amend it on the Board's own motion. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

Ver. 2017-11