

BAIN CAPITAL SPECIALTY FINANCE, INC.

AUDIT COMMITTEE CHARTER

Purpose

The audit committee (the “Audit Committee”) of Bain Capital Specialty Finance, Inc., a Delaware corporation (the “Company”), is appointed by the board of directors of the Company (the “Board of Directors”) to monitor, pursuant to authority delegated to it by the Board of Directors, (i) the integrity of the financial statements of the Company, (ii) the qualifications and independence of the Company independent registered accounting firm (the “independent accountants”), (iii) the performance of the Company’s independent accountants and (iv) the compliance by the Company with legal and regulatory requirements.

Committee Membership

The Audit 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 three. The Audit Committee shall be comprised solely of Independent Directors. For purposes of this Audit Committee Charter, “Independent Directors” are members of the Board of Directors who (i) are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Company, (ii) during such times as the Company’s common stock is listed on the New York Stock Exchange (“NYSE”), meet the independence requirements established by the NYSE and (iii) meet the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations of the Securities and Exchange Commission (the “SEC”), including the requirements that such persons not accept directly or indirectly any consulting, advisory, or other compensation from the Company or any subsidiary thereof (other than directors’ fees received in his or her capacity as a member of the board of directors of the Company or such subsidiary or the audit committee or another committee of the board of directors of the Company or such subsidiary), and that such persons cannot have participated in the preparation of the financial statements of the Company in the previous three years. The Board of Directors shall designate the members of the Audit Committee. The Board of Directors shall have the power at any time to change the membership of the Audit Committee, to fill all vacancies and to designate alternate members to replace any absent or disqualified members, so long as the Audit Committee shall at all times have at least three members and be composed solely of Independent Directors. The members of the Audit Committee shall select its chairman.

For so long as the Company’s common stock is listed on the New York Stock Exchange (i) the Audit Committee shall at all times have at least one member that has accounting or related financial management expertise, as the Company’s Board of Directors interprets such qualification in its business judgment and (ii) all members of the Audit Committee must be financially literate, as the Board of Directors interprets such qualification in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee.

As a matter of best practice, the Audit Committee will endeavor to have at least one of its members with the requisite qualifications to be designated by the Board of Directors as an “audit committee financial expert,” as such term is defined by the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations adopted thereunder from time to time (the “Sarbanes-Oxley Act”).¹ To that end, the Audit Committee shall consider at least annually whether one or more of its members qualifies to

¹ Such person shall also be presumed to have “accounting or related financial management expertise” as required by NYSE rules.

be designated by the Board of Directors as an “audit committee financial expert.” The Audit Committee shall report the results of its deliberations to the Board of Directors for further action as appropriate, including a determination by the Board of Directors that the Audit Committee membership includes or does not include one or more “audit committee financial expert(s)” and any related disclosure to be made concerning this matter. If a vacancy on the Audit Committee exists due to the retirement or resignation of a member of the Audit Committee who has been designated as an “audit committee financial expert,” the Board of Directors will endeavor to fill such vacancy with another “audit committee financial expert,” as soon as reasonably practicable thereafter. The designation of a member of the Audit Committee as an “audit committee 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 Audit Committee and of the Board of Directors.

If an Audit Committee member simultaneously serves on the audit committees of more than three public companies, the Board of Directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and must disclose such determination either on or through the Company’s website or in its annual proxy statement. If this disclosure is made on or through the Company’s website, the Company must disclose that fact in its annual proxy statement and provide the website address.

Authority

The function of the Audit Committee is oversight. Management² is primarily responsible for maintaining appropriate systems for accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent accountants are primarily responsible for planning and carrying out a proper audit of the Company’s annual financial statements in accordance with generally accepted accounting principles (“GAAP”). The independent accountants are accountable to the Board of Directors and the Audit Committee, as representatives of the Company’s stockholders. The Board of Directors and the Audit Committee have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent accountants (subject, if applicable, to stockholder ratification).

Members of the Audit Committee are not full-time employees of the Company or management. Accordingly, it is not the duty or the responsibility of the Audit Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures, to determine that the Company’s financial statements are complete and accurate and are in accordance with GAAP, or to set auditor independence standards. Each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons within and outside the Company and management from which it receives information, (ii) the accuracy of the financial and other information provided to the Audit Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors) and (iii) statements made by the officers and employees of the Company, its investment adviser or other third parties as to any information technology, and other non-audit services provided by the independent accountants to the Company. In carrying out its responsibilities, the Audit

² For purposes of this Charter, the term "management" means the appropriate officers of the Company, and its investment adviser, administrator, fund accounting agent and other key service providers (other than the independent accountants). Also, for purposes of this Charter, the phrase "internal accounting staff" means the appropriate officers and employees of the Company, and its investment adviser, administrator, fund accounting agent and other key service providers (other than the independent accountants).

Committee's policies and procedures shall be adapted, as appropriate, to best react to a changing environment.

In discharging its responsibilities, the Audit Committee shall have authority to retain outside counsel or other consultants as the Audit Committee determines necessary to carry out its duties. The Audit Committee shall also have sole authority to approve the fees and other retention terms of such consultants and to terminate such consultants.

The Audit Committee shall have the authority to create sub-committees with such powers as the Audit Committee shall from time to time confer. The Audit Committee may delegate any of its responsibilities set forth below, including its pre-approval responsibilities, to a sub-committee consisting of one or more of its members. The member(s) to whom any pre-approval responsibility is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

The Audit Committee shall be given the resources, as determined by the Audit Committee, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers employed by the Audit Committee as described above and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

Responsibilities

The following are the general responsibilities of the Audit Committee and are set forth only for its guidance. The Audit Committee may assume such other responsibilities as it deems necessary or appropriate in carrying out its purpose.

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

Nothing in this Audit Committee 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 Audit Committee are:

Retention of Independent Accountants and Approval of Services

1. to appoint and retain each year a firm or firms of independent accountants to audit the accounts and records of the Company, to approve the terms of compensation of such independent accountants, to oversee the work of such independent accountants and to terminate such independent accountants as it deems appropriate;

2. to pre-approve the engagement of the independent accountants to render audit and/or permissible non-audit services (including the fees charged and proposed to be charged by the independent accountants), subject to the *de minimis* exceptions under Section 10A(i)(1)(B) of the Exchange Act, and as otherwise required by law;³

Oversight of the Company's Relationship with the Independent Accountants

1. to obtain and review a report from the independent accountants, at least annually, regarding:
 - a. the independent accountants' internal quality-control procedures;
 - b. any material issues raised by the most recent internal quality-control review, or peer review, of the independent accountants, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent accountants;
 - c. any steps taken to deal with any of the issues described in clause (b) above; and
 - d. all relationships between the independent accountants and the Company;
2. to evaluate the qualifications, performance and independence of the independent accountants, including the following:
 - a. evaluating the performance of the lead partner, and the quality and depth of the professional staff assigned to the Company;
 - b. considering whether the independent accountant's quality controls are adequate; and
 - c. considering whether the provision of permitted non-audit services is compatible with maintaining the independent accountant's independence;
3. to ensure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accountants on a regular basis;
4. to set clear policies for the Company's hiring of employees or former employees of the independent accountants;
5. to discuss with the national office of the independent accountants, if appropriate, issues on which they were consulted by the Company's audit team and matters of audit quality and consistency;
6. to consider the effect on the Company of:

³ In addition to the requirement to pre-approve audit and permissible non-audit services (subject to the *de minimis* exceptions under Section 10A(i)(1)(B) of the Exchange Act) to be rendered to the Company by the independent accountants, the Audit Committee is required to pre-approve non-audit services (subject to the *de minimis* exceptions under Section 10A(i)(1)(B) of the Exchange Act) rendered by the independent accountants to the Company's investment adviser and to any entity controlling, controlled by or under common control with its investment adviser that provides ongoing services to the Company if the engagement relates directly to the operations and financial reporting of the Company.

- a. any changes in accounting principles or practices proposed by management or the independent accountants;
 - b. any changes in service providers, such as the Company's accountants or administrators, that could impact the Company's internal controls;
 - c. any changes in schedules (such as fiscal or tax year-end changes) or structures or transactions that require special accounting activities or resources; and
 - d. regulatory and accounting initiatives on the Company's financial statements, including any significant legal, compliance, or regulatory matters that may have a material impact on the Company's business, financial statements or compliance policies;
7. to review a presentation by the independent accountants 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 stockholders for federal tax purposes;
 8. to annually review a formal written statement from the independent accountants delineating all relationships between the independent accountants and the Company consistent with applicable standards of the Independence Standards Board and discussing with the independent accountants their methods and procedures for insuring independence;
 9. to interact with the Company's independent accountants, including reviewing and, where necessary, assisting in resolution of, any audit problems or difficulties or disagreements that have arisen between management and the independent accountants regarding financial reporting, including any restrictions on the scope of the independent accountants' activities or on access to requested information.

Financial Statements and Disclosure Matters

1. to review and discuss with management and the independent accountants the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K;
2. to review and discuss with management and the independent accountants the Company's earnings releases, financial information and earnings guidance provided to analysts and rating agencies and quarterly financial statements prior to the filing of its Quarterly Reports on Form 10-Q, including the results of the independent accountants' reviews of the quarterly financial statements;
3. to meet with the independent accountants periodically during each fiscal year, including private meetings, and review written materials prepared by the independent accountants, and, as appropriate:
 - a. to review the arrangements for and the scope of the annual audit and any special audits or other special permissible services;
 - b. to review the Company's financial statements and to discuss any matters of concern arising in connection with audits of such financial statements, including any

adjustments to such statements recommended by the independent accountants or any other results of the audits;

- c. to consider and review, as appropriate and in consultation with the independent accountants, the appropriateness and adequacy of the Company's financial and accounting policies, procedures and internal accounting controls and, as appropriate, the internal controls of key service providers, and to review management's responses to the independent accountants' comments relating to those policies, procedures and controls, and to any special steps adopted in light of material control deficiencies;
 - d. to review with the independent accountants their opinions as to the fairness of the Company's financial statements;
 - e. to review any accounting adjustments that were noted or proposed by the independent accountants but were "passed" (as immaterial or otherwise);
 - f. to review any communications between the audit team and the independent accountants' national office respecting auditing or accounting issues presented by the engagement;
 - g. to review any "management" or "internal control" letter issued, or proposed to be issued, by the independent accountants to the Company;
 - h. to review and discuss quarterly reports from the independent accountants relating to:
 - i. all critical accounting policies and practices to be used by the independent accountants;
 - ii. all alternative treatment 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;
 - iii. other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences; and
 - iv. to review with the independent accountants the matters required to be discussed by Statements on Auditing Standards or other professional standards relating to the conduct of an audit;
4. to prepare the report required by the SEC to be included in the Company's annual proxy statement;
 5. to review analyses prepared by management and/or the independent accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

Compliance Oversight

1. to obtain from the independent accountants assurance that Section 10A(b) of the Exchange Act has not been implicated;

2. to investigate, when the Audit Committee deems it necessary, improprieties or suspected improprieties in Company operations;
3. to establish and maintain procedures for the following, including considering exceptions to and responding to alleged violations of such procedures as the Audit Committee shall consider appropriate:
 - a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
 - b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
4. to discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies;
5. to discuss with the Company's counsel legal matters that may have a material impact on the Company's financial statements or compliance policies;
6. to review with both management and the independent accountants all related-party transactions or dealings with parties related to the Company;
7. to review and discuss with management and the independent accountants all off-balance sheet transactions and obligations;
8. to establish and annually review the Company's procedures for: (a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
9. to consider whether to grant any approvals or waivers sought under the Company's Code of Conduct (the "Code") adopted pursuant to the Sarbanes-Oxley Act and exchange listing rules;
10. to review any alleged violations under the Code and to make any recommendations to the Board of Directors with respect thereto as it deems appropriate;

Other

1. to review and assess the adequacy of this Audit Committee Charter annually and submit any proposed modifications to the Board of Directors for approval;
2. to evaluate the performance of the Audit Committee and its members at least annually, including the compliance of the Audit Committee with this Audit Committee Charter;
3. to report its activities to the Board of Directors on a regular basis and to make such recommendations with respect to the matters described above, including presenting to the Board of Directors the Audit Committee's conclusions with respect to the independent accountants, and consider other matters as the Audit Committee may deem necessary or appropriate; and

4. to aid the Board of Directors in overseeing the activities, methodology and process of the valuation designee.

Meetings

Subject to the Company's bylaws or other organizational documents and resolutions of the Board of Directors, the Audit 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 chairman of the Audit Committee or any two members of the Audit Committee may fix the time and place of the Audit Committee's meetings unless the Board of Directors shall otherwise provide. Members of the Audit 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 Audit Committee may also be taken without a meeting if all members of the Audit Committee consent thereto in writing. The Audit 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 Audit Committee may invite any member of the Board of Directors who is not a member of the Audit Committee, management, counsel, representatives of service providers or other persons to attend meetings of the Audit Committee and provide information as the Audit Committee, in its sole discretion, considers appropriate.

The Audit Committee shall also meet separately, periodically, with management, with the Company's internal accounting staff and with the independent accountants, in each case, to discuss any matters that the Audit Committee or any of these groups believe would be appropriate to discuss privately.

A majority, but not less than two, of the members of the Audit Committee shall be present at any meeting of the Audit 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 Audit Committee. Any matter that is put to a vote that results in a tie shall be decided by the chairman of the Audit Committee.

Miscellaneous

The Audit Committee may diverge from the specific activities outlined throughout this Audit Committee Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Audit Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NYSE rules, the Company's bylaws or other organizational documents and resolutions and other directives of the Board of the Board of Directors.

This Audit Committee Charter is in all respects subject and subordinate to the Company's bylaws or other organizational documents and resolutions of the Board of Directors and the applicable provisions of the Delaware General Corporation Law.