

Kayne Anderson BDC, Inc.
Corporate Governance Guidelines

A. Board of Directors' Responsibilities

The Board of Directors (the “**Board**”) of Kayne Anderson BDC, Inc. (the “**Company**”) recognizes that its primary responsibility is to foster the long-term success of the Company and to build long-term value for the Company’s stockholders, consistent with the Board’s fiduciary duties.

These Corporate Governance Guidelines (the “**Guidelines**”) will be made available on the Company’s website at www.kaynebdc.com and to any stockholder who otherwise requests a copy.

1. Risk Oversight

Overall responsibility for the Company’s risk oversight rests with the Board. The Company has entered into an investment advisory agreement (the “**Investment Advisory Agreement**”) with KA Credit Advisors, LLC (the “**Adviser**”). Pursuant to the Investment Advisory Agreement, the Adviser will manage the Company on a day-to-day basis.

The Board is responsible for overseeing the Adviser and the Company’s other service providers. The Board should understand the principal risks associated with the Company’s business on an ongoing basis, and it is the responsibility of management to ensure that the Board and its committees are kept well informed of these changing risks in a timely manner. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.

2. Selection of Independent Auditor; Oversight of Financial Statements; Valuation of Investments

The Audit Committee of the Board (the “**Audit Committee**”) has the responsibility to recommend to the Board the appointment and compensation of the Company’s independent public accounting firm that audits the Company’s financial statements and to pre-approve the engagement terms and the provision of non-audit services performed by such accounting firm for the Company. The Audit Committee will have direct responsibility, and the Board will have a corresponding oversight responsibility, for monitoring the performance of such accounting firm and its independence, and overseeing the financial statements prepared by management. The Audit Committee is also responsible for providing oversight of the valuation of the Company’s loans and investments by the Adviser as the Board’s valuation designee pursuant to Rule 2a-5 under the Investment Company Act of 1940, as amended (the “1940 Act”).

3. Review and Approval of Significant Company Actions and Certain Other Matters

The Board is responsible for reviewing and approving significant actions by the Company, including declaration of dividends and major transactions.

4. Nominating Directors and Committee Members and Approving Effective Corporate Governance

The Board and the Nominating, Corporate Governance and Compensation Committee (the “**Nominating Committee**”) are responsible for (i) nominating and evaluating directors and members of Board committees, (ii) overseeing the structure and practices of the Board and

the committees and (iii) approving and monitoring other corporate governance matters, as more fully set forth in these guidelines and the charter of the Nominating Committee.

5. Attendance

Board members are expected to devote sufficient time and attention to prepare for, attend and participate in board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

B. Composition of the Board

1. Size of the Board

Consistent with the Company's bylaws, the size of the Board will not be less than four or more than eight.

2. Board Membership Criteria

The Nominating Committee is responsible for identifying and screening director candidates for appointment to the Board and for nominating directors for election by the Company's stockholders, and submitting final recommendations to the full Board for approval. The Nominating Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a director, but in evaluating candidates for a position on the Board, the Nominating Committee will consider a variety of factors, including those enumerated in the Nominating Committee's charter. Additionally, each director or director candidate should have the capacity and desire to represent the balanced, best interests of the stockholders as a whole and not a special interest group or constituency.

3. Majority of Independent Directors

A majority of the Board must be "Independent Directors", as defined under the 1940 Act and the New York Stock Exchange Listed Company Manual. 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, subject to applicable regulatory requirements. Any such vacancies should be filled as soon as reasonably practicable.

4. Selection of Directors

The Nominating Committee will identify and evaluate proposed candidates for addition to the Board and recommend director nominees for election by the Company's stockholders to the Board or appointment by the Board, as the case may be. The full Board will consider the recommendations of the Nominating Committee and will annually nominate candidates for election by the Company's stockholders.

The Board will be responsible for determining the qualification of one or more individuals to serve on the Audit Committee as a designated "audit committee financial expert."

5. Outside Directorships

The Board does not believe that the directors should be prohibited from serving on boards of other entities or organizations and has not adopted any guidelines limiting such activities, except with respect to members serving on the Audit Committee as described below. However, the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of

individual director candidates and current directors.

If a member of the Audit Committee serves on more than three other public company audit committees, the Board must have determined that such simultaneous service would not impair such member's ability to serve on the Audit Committee and the Company must disclose such determination in its proxy statement for its annual meeting.

C. Board Leadership

1. Selection of Chairperson

The Board is responsible for electing a Chairperson. The Chairperson's role is to preside at all meetings of the Board, and to generally act as a liaison with legal counsel, other directors and the Adviser between meetings. The Chairperson serves as a key point person for dealings between management and the other directors. The Chairperson also may perform such other functions as may be delegated by the Board from time to time.

2. Lead Independent Director

Whenever the Chairman of the Board is not an independent director, the Board will elect a lead independent director from the Independent Directors to preside over any meetings of the Independent Directors of the Board.

D. Board Compensation and Performance

1. Board Compensation Review

The Independent Directors will receive reasonable compensation for their services to be determined from time to time by the Board, upon the recommendation of the Nominating Committee. Committee chairs may receive such additional reasonable compensation for serving in that role as may be determined from time to time upon the recommendation of the Nominating Committee.

No compensation is expected to be paid to the Company's directors who are not Independent Directors.

The Nominating Committee will annually review and report to the Board with respect to director compensation and benefits.

2. Assessing the Performance of the Board

Annually, the Board will conduct an assessment of its performance in order to increase the effectiveness of the Board as a whole.

E. Board Relationship to Senior Management

1. Board Access to Senior Management and Attendance by Management

The Board (meeting as a whole, as well as the Independent Directors meeting separately) and each Board member will have complete access to management of the Company and the Adviser.

Furthermore, the Board encourages management, from time to time, to bring employees, managers and/or advisors into Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas.

2. Management Succession Planning

On an ongoing basis, the Board will review management's succession plan for the Chief

Executive Officer and senior management positions in the Company.

F. Meeting Procedures

1. Selection of Agenda Items for Board Meetings

Each Board member may include item(s) on the agenda or raise issues for discussion at any Board meeting. The Chairperson of the Board, in consultation with the Lead Independent Director, counsel and the appropriate members of management, will establish the agenda for each Board meeting.

2. Board Materials Distributed in Advance

Management will be responsible for ensuring that information important to the Board's understanding of the Company's business is distributed to the Board sufficiently in advance of each Board meeting or action taken by written consent. Management will provide information to permit the Board to be appropriately informed of material matters to be considered at each Board meeting or other Board action. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the matter at the meeting.

It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items in advance of a Board meeting or an action to be taken by written consent. In such event, reasonable steps will be taken (which may include: (i) extending the length of the Board meeting to allow more discussion, (ii) adjourning the meeting for a brief period to allow directors time to review such information, (iii) deferring a vote until a follow-up telephonic meeting, or (iv) other measures as appropriate) to permit the directors to become reasonably informed as to the matter before voting on it.

3. Separate "Executive Session" Meetings of Independent Directors

The Independent Directors will meet separately from the other directors in regularly scheduled executive sessions, without the presence of management directors or executive officers of the Company (except to the extent the Independent Directors request the attendance of any management director or executive officer). Such executive sessions will generally be held at the close of each regularly scheduled meeting of the Board unless held at another time or deemed unnecessary by the Chairperson.

G. Committee Matters

1. Number and Structure of Committees

The Board will have an Audit Committee, a Nominating, Corporate Governance and Compensation Committee, and a Pricing Committee, which will have the respective responsibilities described in each respective committee's charter, which will be approved by the Board. The Audit Committee and the Nominating Committee will consist solely of Independent Directors, and the majority of the members of the Pricing Committee will be Independent Directors. In addition, the Board may from time to time establish or maintain additional committees of the Board as necessary or appropriate and in accordance with the Certificate of Incorporation and the Bylaws.

2. Assignment of Committee Members and Committee Chairs

The Nominating Committee will make recommendations to the full Board concerning the appointment of Directors to the Board's committees and, if considered desirable, the appointment of the Chair of each Board committee and periodic changes in those

appointments and designations. The Board is responsible for appointing committee members.

3. Frequency and Length of Committee Meetings

Subject to the requirements in the applicable committee charter regarding the frequency of committee meetings, each committee chairperson, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

4. Committee Agenda and Background Materials

The Chairperson of each Board committee, in consultation with counsel and the appropriate members of management, will develop the committee's agenda. Management will be responsible for ensuring that information important to the committee's understanding of the matters within the committee's authority are distributed to each member of such committee sufficiently in advance of each such meeting.

5. Confidentiality of Proceedings and Deliberations

The proceedings and deliberations of the Board and committees of the Board will be confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

H. Miscellaneous

1. Resources

The Board (and Board committees to the extent so provided in the applicable committee charters or otherwise authorized by the Board) may use reasonable amounts of time of the Company's independent accountants, outside lawyers and other staff and also will have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board (and any of its committees that are authorized to seek such advice and assistance) in connection with its responsibilities.

2. New Directors and Continuing Education

Each new director will be given a thorough orientation with respect to his or her duties as a director, including: (i) background material with respect to the Company, its business and issues of particular significance to the Company and meetings with the senior management; (ii) copies of these guidelines or other appropriate materials; and (iii) meetings with Nominating Committee, as appropriate. Each new director and each new member of any Board committee also will cooperate in fulfilling any guidelines that may be recommended generally or on an ad hoc basis by the Nominating Committee to help ensure that such director has the necessary skills to perform his/her responsibilities as a director and/or new member of any Board committee.

Each director is also encouraged to participate in continuing director education programs.

3. Disclosure of these Guidelines

These Guidelines will be posted on the Company's website and also will be available in print to any stockholder upon request. Such availability on the Company's website and in print will be noted in the Company's annual proxy statement.