

**RUNWAY GROWTH FINANCE CORP.  
(THE “COMPANY”)**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The Audit Committee is appointed by the Board of Directors (the “**Board**”) of the Company, pursuant to authority delegated to it by the Board, to monitor (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditors, and (4) the compliance by the Company with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the Securities and Exchange Commission (the “**SEC**”) to be included in the Company’s annual proxy statement.

**Committee Membership and Function**

The Audit Committee of the Company shall at all times be composed solely of Independent Board Members. “Independent Board Members” are directors of the Company who (i) are not “interested persons” (as defined in Section 2(a)(19) of the Investment Company Act of 1940 (the “**1940 Act**”)) of the Company, (ii) are “independent directors” (as defined in Rule 5605(a)(2) of the Nasdaq Stock Market’s listing standards) and (iii) meet the independence requirements of Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “**Exchange Act**”) and the rules and regulations of the SEC, including the requirement that they not accept directly or indirectly any consulting, advisory, or other compensation from the Company (other than directors’ fees received in his or her capacity as a member of the Audit Committee, Board or another committee of the Board). The Board shall designate the members of the Audit Committee.

The members of the Audit Committee shall be elected by the Board annually or until their successors shall be duly elected and qualify, and the Board 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 of the Audit Committee, so long as the Audit Committee is always comprised solely of Independent Board Members. Unless a Chairman is elected by the Board, the members of the Audit Committee may designate a Chairman by majority vote of the full Audit Committee membership. The compensation, if any, of the Audit Committee members shall be as determined by the Board.

The Audit Committee shall, as a matter of best practices, endeavor to have at least one member with the requisite qualifications to be designated by the Board as an “audit committee financial expert,” as such term is defined by the Sarbanes-Oxley Act of 2002 and rules adopted thereunder from time to time (the “**Sarbanes-Oxley Act**”). To that end, the Audit Committee shall consider at least annually whether one or more of its members qualify to be designated by the Board as an “audit committee financial expert.” The Audit Committee shall report the results of its deliberations to the Board for further action as appropriate, including, but not limited to, a determination by the Board that the Audit Committee membership includes or does not include

one or more “audit committee financial experts” and any related disclosure to be made concerning this matter. If a vacancy 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 will, as a matter of best practices, 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” will not increase the duties, obligations or liability of the designee as compared to the duties, obligations and liability imposed on the designee as a member of the Audit Committee and of the Board.

Notwithstanding the foregoing, (i) the Audit Committee shall at all times have at least one member that has past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, and (ii) all members of the Audit Committee shall be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement.

### **Committee Authority and Responsibilities**

The primary function of the Audit Committee is to serve as an independent and objective party to assist the Board in fulfilling its oversight responsibilities for the Company’s accounting and reporting processes and the audits of its financial statements. In fulfilling its oversight responsibilities, it is recognized that members of the Audit Committee 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. As such, 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 financial statements are complete and accurate and are in accordance with generally accepted accounting principles, or to set auditor independence standards. Each member of the Audit Committee shall be entitled to rely on (a) the integrity of those persons within and outside the Company and management from which it receives information; (b) 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); and (c) statements made by the officers and employees of the Company, its investment adviser or other third parties as to any information technology, internal audit and other non-audit services provided by the independent accountants to the Company. In carrying out its responsibilities, the Audit Committee’s policies and procedures shall be adapted, as appropriate, to best react to a changing environment.

The Audit Committee shall be given the resources and authority appropriate to discharge its responsibilities, including the authority to retain experts, independent counsel or consultants at the expense of the Company. The Audit Committee shall also 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 and (ii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall review this Charter at least once annually and recommend any changes to this Charter that it deems appropriate to the full Board. The Audit Committee shall have such further responsibilities as are given to it from time to time by the Board. 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 Charter shall be interpreted as diminishing or derogating from the responsibilities of the Board.

Pursuant to authority granted to it by the Board, the responsibilities of the Audit Committee are:

*Retention of Independent Accountants and Approval of Services*

1. To select or retain, evaluate, and where appropriate, replace 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 and to terminate such independent accountants as it deems appropriate.
2. To pre-approve any independent accountants' engagement 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. See the "Policy on Pre-Approval of Audit and Non-Audit Services" set forth in Annex A.
3. The Audit Committee may delegate its pre-approval responsibilities to one or more of its members. The member(s) to whom such responsibility is delegated must report, for informational purposes only, any pre-approval decisions to the Audit Committee at its next scheduled meeting.

*Oversight of the Company's Relationship with the Independent Accountants*

4. 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 firm, 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 firm;
  - (c) any steps taken to deal with any such issues; and
  - (d) all relationships between the independent accountants and the Company.

5. 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 accountant's quality controls are adequate;
  - (c) considering whether the provision of permitted non-audit services is compatible with maintaining the accountant's independence; and
  - (d) taking into account the opinions of management and the internal accounting staff.

The Audit Committee shall present its conclusions with respect to the independent accountants to the Board.

6. To ensure the 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. To consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent accounting firm on a regular basis.
7. To oversee compliance with the guidelines set forth in Annex B relating to the Company's hiring of employees or former employees of the independent accountants who participated in any capacity in the audit of the Company.
8. To discuss with the national office of the independent accountants issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.
9. To consider the effect on the Company of:
  - (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; and
  - (c) any changes in schedules (such as fiscal or tax year-end changes) or structures or transactions that require special accounting activities or resources.
10. 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 and amounts distributed and reported to stockholders for federal tax purposes.

11. 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.
12. To interact with the Company's independent accountants, including reviewing and, where necessary, resolving disagreements that have arisen between management and the independent accountants regarding financial reporting.

*Financial Statements and Disclosure Matters*

13. 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 whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.
14. To review and discuss with management and the independent accountants the Company's 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.
15. To meet with the Company's independent accountants at least four times during each fiscal year, including private meetings, and review written materials prepared by the independent accountants, 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 financial statements;
  - (e) to review and discuss quarterly reports from the independent accountants relating to:

- (1) all critical accounting policies and practices to be used;
- (2) all alternative treatment of financial information within generally accepted accounting principles 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 accountant and management, such as any management letter or schedule of unadjusted differences.

#### *Compliance Oversight*

16. To obtain from the independent accountants assurance that Section 10A(b) of the Exchange Act has not been implicated.
17. To investigate, when the Audit Committee deems it necessary, improprieties or suspected improprieties in Company operations.
18. To follow the procedures of the Internal Reporting & Whistleblower Protection Policy, attached hereto as Annex C, which outlines the Audit Committee's role in the review and treatment of complaints received by the Company regarding, among other things, questionable accounting or auditing matters.
19. To discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.
20. To discuss with the Company's counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.

#### *Oversight of the Company's Internal Audit Function*

21. To recommend to the Board the appointment of the Company's principal accounting officer and principal financial officer.
22. To consider whether to grant any approvals or waivers sought under the Company's Sarbanes-Oxley Act of 2002 Code of Business Conduct and Ethics (the "**Code**").
23. To review any alleged violations under the Company's Code and to make any recommendations to the Board as it deems appropriate.
24. To require the chief financial officer, treasurer or other appropriate officers of the Company, internal accounting staff, and individuals with internal audit responsibilities, on such reasonable notice as the Audit Committee may provide, to

meet with the Audit Committee for consultation on audit, accounting and related financial matters.

25. To review disclosures made to the Audit Committee by the Company's chief executive officer and chief financial officer, or persons performing similar roles, during their certification process for the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q concerning any significant deficiencies in the design or operation of internal controls or material weaknesses in such controls, and any fraud involving management or other employees who have a significant role in the Company's internal controls.
26. To discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

*Other*

27. To review and discuss with management the Company's disaster-recovery plan, and the implementation thereof by management, including electronic back-up systems and off-site data recovery and storage facilities.
28. To report its activities to the Board on a regular basis and to make such recommendations with respect to the matters described above and other matters as the Audit Committee may deem necessary or appropriate.

### **Committee Meetings**

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 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 director who is not a member of the Audit Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Audit Committee, in its sole discretion, considers appropriate.

One-third, 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. In the absence or disqualification of any member of the Audit 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 to act at the meeting in the place of any such absent or disqualified member, so long as such appointee is an Independent Board Member.

Last Approved: August 20, 2021

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## Annex A

### **Policy on Pre-Approval of Audit and Non-Audit Services**

#### **I. Statement of Principles**

The Audit Committee is required to pre-approve the audit and non-audit services performed by the independent accountants in order to assure that the provision of such services to the Company does not impair the independence of the independent accountants. Unless a type of service to be provided by the independent accountants has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee.

#### **II. Audit Services**

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Audit Committee. The Audit Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Company structure or other matters.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other audit services, which are those services that only the independent accountants reasonably can provide, such as limited quarterly reviews, comfort letters, statutory audits, attest services, reports on internal control over financial reporting required by Section 404 of the Sarbanes-Oxley Act of 2002, consents and assistance with and review of documents filed with the SEC.

#### **III. Audit-Related Services**

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are traditionally performed by the independent accountants. All audit-related services must be separately pre-approved by the Audit Committee.

#### **IV. Tax Services**

Tax services include tax compliance, tax planning and tax advice. All tax services must be separately pre-approved by the Audit Committee.

#### **V. All Other Services**

The Audit Committee may grant pre-approval to those permissible non-audit services classified as "All Other Services" that it believes are routine and recurring services, and would not impair the independence of the independent accountants. Permissible "All Other Services" must be separately pre-approved by the Audit Committee.

A list of the SEC's prohibited non-audit services is attached to this policy as Exhibit 1. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

#### **VI. Pre-Approval Fee Levels**

Pre-approval fee levels for all services to be provided by the independent accountants will be established periodically by the Audit Committee. Any proposed services exceeding these levels will require specific pre-approval by the Audit Committee.

#### **VII. Supporting Documentation**

With respect to each proposed pre-approved service, the independent accountants will provide an engagement letter to the Audit Committee regarding the specific services to be provided.

#### **VIII. Procedures**

Requests or applications to provide services that require separate approval by the Audit Committee will be submitted to the Audit Committee by the chief financial officer, and must include a statement as to whether, in his or her view, the request or application is consistent with the SEC's rules on auditor independence.

#### **IX. Confirmation**

The independent accountants will provide a written confirmation of its independence with respect to the Company to the Audit Committee on an annual basis.

**Exhibit 1: Prohibited Non-Audit Services**

- Bookkeeping or other services related to the accounting records or financial statements
- Financial reporting systems design and implementation
- Appraisal or valuation services, fairness opinions or contributions-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit

## **Annex B**

### **Hiring Guidelines for Employees of the Independent Accountants**

The Audit Committee has adopted the following practices regarding the hiring by the Company of any employee of its independent accountants who participated in any capacity in the audit of the Company.

1. No member of the audit team that is auditing the Company may be hired by the Company in a financial reporting oversight role (as defined in the Regulation S-X, promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended) for a period of one year following association with such audit.
2. The Company's chief financial officer shall report annually to the Audit Committee the profile of the preceding year's hires from the independent accountants.

## Annex C

### INTERNAL REPORTING & WHISTLEBLOWER PROTECTION POLICY ("WHISTLEBLOWER POLICY")

FOR

**RUNWAY GROWTH FINANCE CORP.,  
RUNWAY GROWTH CAPITAL LLC**

&

**RUNWAY ADMINISTRATOR SERVICES LLC**

Section 301 of the Sarbanes-Oxley Act of 2002 requires U.S. securities exchanges and national securities associations to adopt listing standards requiring that audit committees of the boards of directors of listed public companies establish 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 employees of the issuer of concerns regarding questionable accounting or auditing matters. Though Runway Growth Finance Corp. (the "**Company**") currently operates as a private company subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), it voluntarily chooses to operate pursuant to the standards outlined in this Whistleblower Policy.

Audit committees must maintain procedures for the confidential, anonymous submission of concerns relating to questionable accounting or auditing matters by officers or employees of the issuer, investment adviser, administrator, principal underwriter, or any other provider of accounting related services (each, an "**Interested Party**" and collectively, the "**Interested Parties**").

This Whistleblower Policy has been adopted by each of the Company, Runway Growth Capital LLC, the Company's investment adviser, and Runway Administrator Services LLC, the Company's administrator (each, a "**Covered Person**"). Each Covered Person strives to create an environment in which officers and employees openly communicate with management regarding (i) potential violations of this Whistleblower Policy by an officer or employee of the Covered Person; (ii) complaints about accounting concerns by officers or employees of an Interested Party; and (iii) complaints and or concerns about violations of any applicable U.S. federal securities law<sup>1</sup> (hereinafter, collectively referred to as "**Concerns**").

This policy applies to all officers and regular full-time, part-time and temporary employees of each Covered Person. Suspected Concerns of a Covered Person or another Interested Party or any of their respective officers, employees or agents must be reported immediately in accordance with this Whistleblower Policy.

A Covered Person and its officers and employees may not discharge, demote, suspend, threaten, harass, intimidate, or in any other manner retaliate or discriminate against an officer or employee because the officer or employee (1) has provided information, caused information to be provided, or otherwise

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<sup>1</sup> These laws include, without limitation, the Securities Act of 1933, as amended; the Exchange Act; the Investment Advisers Act of 1940, as amended; the Investment Company Act of 1940, as amended; Title VI of the Gramm-Leach-Bliley Act of 1999, as amended; the Bank Secrecy Act of 1970, as it applies to funds and investment advisers; the Dodd-Frank Wall Street Reform and Consumer Protection Act; and any rules adopted by the Securities and Exchange Commission (the "**SEC**") or the U.S. Department of the Treasury under these or other applicable statutes.

assisted in an investigation regarding any conduct which the officer or employee reasonably believes constitutes a Concern or (2) has filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding filed or about to be filed relating to an alleged Concern.

Officers and employees are expected and encouraged to report incidents of alleged improper discharge, intimidation or discrimination as soon as possible in the manner described in this Whistleblower Policy.

### **Whistleblower Policy Exceptions**

Exceptions to this Whistleblower Policy must be approved by the Audit Committee (the “*Audit Committee*”) of the Board of Directors of the Company.

### **Matters Covered by this Whistleblower Policy**

Concerns covered by this Whistleblower Policy include, but are not limited to, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s financial situation;
- the retaliation, directly or indirectly, or encouragement of others to do so, against anyone who reports a violation of this Whistleblower Policy; and
- attempts to influence inappropriately the Company’s independent auditors.

### **Treatment and Handling of Concerns**

The Company’s Chief Compliance Officer (“*CCO*”) shall maintain a log of any suspected Concern reported in accordance with this Whistleblower Policy and shall investigate such suspected Concern in a timely manner. All reports and investigations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. The CCO shall retain records relating to each suspected Concern reported, the actions taken to investigate, and any response to such suspected Concern in accordance with the Company’s document retention policy.

The CCO will provide to the Audit Committee a summary of the reports of suspected Concerns received by him or her during the prior quarter and the results of any investigations. If a material Concern has occurred that requires immediate attention, the Audit Committee will be informed promptly of this conclusion and the remedial measures being adopted.

The Audit Committee shall review and take any action it deems appropriate in its judgment with respect to any suspected Concern it is made aware of, including retention of any independent or expert advisors or meeting with officers of the Company or employees of the Covered Persons. Any review and evaluation of such report will include consideration of whether the matter(s) described in the report pertain to a Concern, the merits of the report, and whether further review and/or investigation is warranted. Any decision by the Audit Committee to review or investigate any matter brought to its attention as a result of this Whistleblower Policy will not in any way be, or be deemed to be, a determination by the Audit

Committee or the Company that any actions or inactions that are the subject of the report have, in fact, occurred or constitute a Concern.

## **Reporting Allegations of Suspected Concerns**

### *Reporting Management*

Officers and employees have an obligation to report Concerns.

### *No Retaliation*

This policy is intended to encourage and enable directors, officers and employees to raise Concerns for investigation and appropriate action. With this goal in mind, no director, officer, or employee who, in good faith, reports a Concern shall be subject to retaliation or adverse employment consequences.

### *Reporting Concerns*

Employees should submit Concerns in writing directly to the CCO by email to: [jm@runwaygrowth.com](mailto:jm@runwaygrowth.com).

Employees may also submit Concerns on a confidential, anonymous basis in writing, in a sealed envelope to the CCO by mail to:

Runway Growth Finance Corp.  
ATTN: Chief Compliance Officer  
205 N Michigan Ave  
Suite 4200  
Chicago, IL 60601

### *Handling of Reported Violations: CCO*

The CCO is responsible for investigating and ensuring resolution of all reported Concerns. The CCO may delegate, either to an officer or an appropriate outside professional advisor, the actual conduct of the investigation into the Concern, subject to his or her overall supervision. The CCO (or other person conducting the investigation) has the authority to utilize all resources reasonably available to him to assist in such investigation. With the approval of the CCO, outside legal, accounting and other professional advisors or consultants may also be used in connection with any such investigation.

After completion of his or her review and investigation, the CCO will report the findings of the review and investigation, including any recommendations or determinations, to the Chief Executive Officer (“**CEO**”) or the chair of the Audit Committee. Upon receipt of such report, the CEO may, among other things, determine that corrective action is appropriate, that further review is required or that the reported Concern is not founded.

### *Reporting to the Company’s CEO*

In addition to reporting in person or by written correspondence to the CCO, an officer or employee may report suspected Concerns to the Company’s CEO. Reporting may be made in an anonymous manner. Correspondence may be sent to:

Runway Growth Finance Corp.  
Attn: Chief Executive Officer  
205 N Michigan Ave  
Suite 4200  
Chicago, IL 60601

### *Reporting to the Audit Committee*

In addition to reporting to the CEO, an officer or employee may report suspected Concerns to the Chairman of the Audit Committee, in which case the submission should be labeled: “To be opened by the Chairman of the Audit Committee only.” Reporting may be made in an anonymous manner. Correspondence may be sent to:

Runway Growth Finance Corp.  
Attn: Chairman of Audit Committee  
205 N Michigan Ave  
Suite 4200  
Chicago, IL 60601

### *Other reporting*

Officers and employees should understand that nothing contained in this policy limits or impedes an officer’s or employee’s ability to report Concerns or lodge a complaint directly with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the SEC or any other federal, state or local governmental agency or commission (“**Government Agencies**”). Officers and employees further understand that this Whistleblower Policy does not limit an officer’s or employee’s ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agencies or other authority, including providing documents or other information, without notice to the Company. This Whistleblower Policy does not limit officers’ or employees’ right to receive an award for information provided to any Government Agencies or other authority.

### *Acting in Good Faith*

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper or fraudulent practice, or a violation of the federal securities laws.

### *Confidentiality*

Reports of Concerns, and investigations pertaining thereto, shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Disclosure of reports of Concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense.

### *Reporting and Retention of Non-Human Resources-Related Complaints and Investigations*

The CCO will periodically report to the CEO on the status of all pending reported Concerns.

### **Roles, Rights and Responsibilities of Whistleblowers**

A person or entity making a protected communication or disclosure is commonly referred to as a whistleblower. The whistleblower’s role is as a reporting party. They are not investigators or finders of fact and only participate in investigations when requested. In addition, whistleblowers do not determine the appropriate corrective or remedial action that may be warranted.

Whistleblowers have the role of providing initial information related to a reasonable belief that a Concern has occurred. The motivation of a whistleblower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing, is itself a Concern that a Covered Person has the right to act upon.



Whistleblowers should gather evidence for which they have a right of access. Improper access may itself be a Concern.

The Company expects whistleblowers to be candid and set forth all known information regarding reported allegations to investigators. Persons making a report of alleged Concerns may be asked to be interviewed by Company investigators.

Anonymous whistleblowers are expected to provide sufficient corroborating evidence to justify the commencement of an investigation. Unspecified wrongdoing or broad allegations without verifiable evidentiary support will not cause an investigation to be undertaken. Because of the inability of investigators to interview anonymous whistleblowers, it may be more difficult to evaluate the credibility of the allegations and therefore, less likely to cause an investigation to be initiated.

Confidentiality of the identity of whistleblowers will be maintained to the extent possible within the legitimate needs of law and the investigation. If the whistleblower discloses his/her identity beyond the person to whom the suspected Concern is reported, a Covered Person will no longer be obligated to maintain such confidence.

A whistleblower's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation.

Whistleblowers have a right to be informed of the outcome of their having made a protected disclosure unless there exist overriding legal or public interest reasons not to do so.

### **Compliance and Disciplinary Action**

A Covered Person may take disciplinary action against any officer or employee who wilfully violates or circumvents this Whistleblower Policy, or in other appropriate circumstances.

#### *Description of Disciplinary Action*

Disciplinary Action may be taken:

- Against any officer or employee who directs, authorizes or participates (directly or indirectly) in conduct that violates this Whistleblower Policy.
- Against any officer or employee who knowingly fails to report suspected Concerns as described in this Whistleblower Policy.
- Against any officer or employee who knowingly fails to report a violation or knowingly withholds relevant and material information concerning a violation of this Whistleblower Policy.
- Against the violator's supervisor(s), to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence.
- Against any officer or employee who attempts to retaliate, directly or indirectly, or encourages others to do so, against anyone who reports a violation of this Whistleblower Policy or a suspected Concern.

Disciplinary action may include reprimand, demotion, suspension, termination, referral for criminal prosecution, and reimbursement to the respective Covered Person or the government for any losses or damages.

### **This Document Not a Contract**

This Whistleblower Policy does not constitute a contract of any kind, nor does it limit a Covered Person's right to take disciplinary action in other circumstances. Employment at a Covered Person is "at

will” and may be terminated at any time by the Covered Person or the employee, with or without any previous notice, unless a formal written agreement between the Covered Person and the employee provides otherwise.

#### **Available Assistance**

It is essential that all officers and employees understand this Whistleblower Policy and prevent conduct that could bring a Covered Person’s integrity into question. Since many of the issues that arise under this Whistleblower Policy may involve interpretive questions, the CCO has been entrusted with providing guidance and answering day-to-day questions on this Whistleblower Policy.

Last Approved: August 20, 2021