

**CHARTER of the GOVERNANCE and COMPENSATION COMMITTEE
of the BOARD of DIRECTORS
of
TCP Capital Corp. and
Special Value Continuation Partners, LP**

I. PURPOSE OF THE COMMITTEE

The purposes of the Governance and Compensation Committees (each a "Committee") of the Boards of Directors (the "Boards") of TCP Capital Corp. and Special Value Continuation Partners, LP (each a "Fund") are to (1) identify individuals qualified to serve on each Board as directors that are "independent" as defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the "1940 Act") (the "Independent Directors"), and on committees of each Board, and to select, or to recommend that each Board select, the Board nominees for the next annual meeting of shareholders, (2) advise each Board with respect to Board composition, procedures and committees, (3) oversee periodic evaluations of each Board and any committees of each Board, (4) monitor corporate governance matters and make recommendations to each Board, (5) act as the administrative committee with respect to Board policies and procedures, committee policies and procedures and codes of ethics, and (6) determine or recommend to the Boards for determination, the compensation of the Chief Executive Officer and all other executive officers of each Fund.

II. COMPOSITION OF THE COMMITTEE

The Committee shall at all times be comprised of at least three members, all of which must be (i) Independent Directors of the Fund who are not "close family members" of an officer, director or employee of the Fund or the investment advisor of the Fund and (ii) are "Independent Directors" as defined in NASDAQ's listing rules. For this purpose, a "close family member" shall be an aunt, an uncle or a first cousin of such director. The chairperson of the Committee shall have the following responsibilities:

- (1) preside over Board meetings in the absence of the chairperson of the Board;
- (2) preside over Committee meetings and executive sessions of the Independent Directors;
- (3) serve as the principal liaison to the Independent Directors; and
- (4) set meeting schedules to assure that directors have sufficient time for discussion of all agenda items.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall fix its own rules of procedure, which shall be consistent with the Certificate of Incorporation of the Fund (or other charter document of the Fund), the

Bylaws of the Fund and this Governance and Compensation Committee Charter. The Committee shall meet as provided by its rules, which shall be at least two times annually or more frequently as circumstances require. The chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other shall constitute a quorum. If a Fund's Chief Executive Officer receives compensation from the Fund, he or she may not be present during voting or deliberations on his or her compensation. The Committee may also take action by the written consent, if the number of Directors required for approval of such action at a meeting of Directors consent to the action in writing and the written consents are filed with the records of meetings of the Committee, unless otherwise required by applicable law.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority not provided to the Committee or required by any law, regulation or listing standard to be exercised by the Committee or the Independent Directors as a whole.

The Committee may request that any directors, officers or employees of the Fund, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Fund and delivered to the Board, including a description of all actions taken by the Committee at the meeting.

IV. AUTHORITY

The Committee shall have the authority to carry out its duties and responsibilities as set forth in this Governance and Compensation Committee Charter. The Committee shall have sole authority to retain and terminate any search firm to be used to identify Independent Director candidates, including sole authority to approve the search firm's fees and other retention terms.

V. DUTIES OF THE COMMITTEE

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

- (1) establish procedures for evaluating the suitability of potential director nominees;
- (2) select the Independent Director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Fund. Persons selected by the Committee shall possess such knowledge, experience, skills, expertise and diversity so as to enhance the Board's ability to manage and direct the affairs and business of the Fund, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or the NASDAQ Global Select Market ("NASDAQ") listing requirements; and
- (3) review the suitability for continued service as a director of each Independent Director when his or her term expires and at such other times as the Committee deems necessary or appropriate, and to recommend whether or not the Independent Director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

- (1) review periodically with the Board the size and composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects an appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of Independent Directors required by the 1940 Act and NASDAQ, if applicable;
- (2) make recommendations on the frequency and structure of Board meetings;
- (3) make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Fund rule, guideline, procedure, code of ethics or corporate governance principle; and
- (4) make recommendations on the requirements for, and means of, Board orientation and training.

C. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

- (1) consider any corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board;
- (2) monitor compliance with, and act as the administrative committee with respect to, the provisions of (i) the Code of Ethics pursuant to Rule 17j-1(c) under the 1940 Act and (ii) the Code of Ethics and Business Conduct pursuant to the rules and regulations promulgated under the Sarbanes-Oxley Act of 2002 and the listing standards of NASDAQ Marketplace Rule 4350(n), including the granting of any waivers thereunder, as appropriate; and
- (3) supervise counsel for the Independent Directors.

D. Executive Compensation

To the extent that a Fund pays compensation to its Chief Executive Officer or its other executive officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934)(the “Executive Officers”), the Committee shall have the additional responsibility of determining or recommending to the Board for determination, the compensation of the Chief Executive Officer and all other Executive Officers of the Fund.

E. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

- (1) make recommendations to the Board regarding the size and composition of any the committees of the Board, including the identification of individuals qualified to serve as members of a committee, and recommend individual directors to fill any vacancy that might occur on a committee;
- (2) monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation or elimination of committees, the orientation of committee members, the annual review performed, if any, by each committee and the independence and qualifications of the members of the audit committee; and
- (3) recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Governance and Compensation Committee Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

F. Evaluation of the Board

The Committee shall be responsible for overseeing the evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function.

In conducting this review, the Committee shall evaluate whether the Board appropriately addresses the matters that are or should be within its scope pursuant to the set of corporate governance principles adopted by the Committee. The Committee shall address all matters that the Committee considers relevant to the Board's performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the investment advisor of the Fund and management of the Fund to the Board, the manner in which they were discussed or debated and whether the number and length of meetings of the Board were adequate for the Board to complete its work in a thorough and thoughtful manner.

The Committee shall report to the Board on the results of its evaluation, including any recommended amendments to the principles of corporate governance, and any recommended changes to the Fund's or the Board's policies or procedures. This report may be written or oral.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance under this Governance and Compensation Committee Charter. In conducting this review, the Committee shall evaluate whether this Governance and Compensation Committee Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner and the effectiveness of the committee structure and the number of boards in which each director serves.

The Committee shall report to the Board on the results of its evaluation, including any recommended amendments to this Governance and Compensation Committee Charter, and any recommended changes to the Fund's or the Board's policies or procedures. This report may be written or oral.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Fund's expense, such independent counsel or other advisers as it deems necessary.

In furtherance of its authority under Section III.D of this Governance and Compensation Committee Charter, the Committee shall have the additional power to retain or obtain (in its sole discretion) the non-binding advice of a compensation consultant, legal counsel or other adviser. The Committee shall have direct responsibility for the appointment, compensation and oversight of any such consultant, legal counsel or adviser, and each Fund will provide appropriate funding, as determined by the Committee, to compensate any such person. In selecting any such consultant, legal counsel or adviser, the Committee will take into account the considerations required by NASDAQ listing rule 5605(d)(3)(D).