MSC INCOME FUND, INC.

AMENDED AND RESTATED
AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors (the "Board") of MSC Income Fund, Inc. (the "Company"), pursuant to authority delegated to it by the Board, to oversee and monitor (1) the quality and integrity of the financial statements of the Company, (2) the independence, qualifications and performance of the Company's independent registered public accounting firm (independent accountants), including the lead audit partner, (3) the Company's system of internal controls and performance of the Company's internal audit function, (4) the Company's policy standards and guidelines for risk assessment and risk management, and (5) the compliance by the Company with legal and regulatory requirements. The Audit Committee's role includes a focus on the qualitative aspects of financial reporting and on corporate processes for the management of business and financial risk.

Committee Membership and Function

The Audit Committee of the Company shall at all times have at least three members and be composed solely of Independent Directors. "Independent Directors" are members of the Board who (i) are not "interested persons" (as defined in the Investment Company Act of 1940, as amended (the "1940 Act")) of the Company; (ii) are "independent directors" (as defined in Section 303A.02 of the New York Stock Exchange Listed Company Manual or other applicable stock exchange); (iii) meet the criteria for independence set forth in Rule 10A-3(b)(1) under Securities Exchange Act of 1934, as amended (the "Exchange Act") (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act), and the rules and regulations of the Securities and Exchange Commission ("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, full Board or another committee of the Board); (iv) have not participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years; (v) meet the independence and experience requirements of applicable regulations, rules and orders of the SEC; and (vi) are otherwise free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee, all as determined by the Board.

If an Audit Committee member simultaneously serves on the audit committee of more than three public companies, the Board must determine that such simultaneous service would not impair such member's ability to serve effectively on the Company's Audit Committee and such determination by the Board must be disclosed on the Company's website or in its annual proxy statement.

In addition, each member of the Audit Committee must be financially literate, which the Board interprets to mean able to read and understand financial statements, including a company's balance sheet, income statement, and cash flow statement. The Company also must have at least

one member of the Audit Committee who has accounting or related financial management expertise, which may include requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, such as being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Board shall designate the members and Chair of the Audit Committee, upon recommendation of the Nominating and Corporate Governance Committee. 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, upon recommendation of the Nominating and Corporate Governance Committee, so long as the Audit Committee shall at all times have at least three members and be composed solely of Independent Directors.

As a matter of best practices, the Audit Committee shall have at least one of its members 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, including any and all amendments thereto, and rules adopted thereunder from time to time ("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.

Committee Authority and Responsibilities

The function of the Audit Committee is oversight. Management 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 auditing standards in the United States. The independent accountants are accountable to the Board and the Audit Committee, as representatives of the Company's stockholders. The Audit Committee has the sole authority and responsibility to select, compensate, evaluate and, where appropriate, replace the Company's independent accountants (subject, if applicable, to stockholder ratification). The Company's independent accountants report directly to the Audit Committee and the Audit Committee is directly responsible for the oversight of the work of the Company's independent accountants (including resolution of disagreements between management and the independent accountant regarding financial reporting).

In fulfilling their responsibilities thereunder, 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 in the United States, 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 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 or other advisors 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 attestation 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 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 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.

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.

7. 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.

8. To recommend to the Board policies for the Company's hiring of employees or former employees of the independent accountants who participated in any capacity in the audit of the Company.

9. To the extent that the Audit Committee deems necessary or appropriate, 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.

10. 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 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.

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 requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence (or any successor rules or requirements), and discussing with the independent accountants their methods and procedures for ensuring independence, as well as any disclosed relationships or services that may impact the objectivity and independence of the independent accountants.

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

13. To discuss with the independent accountants to understand the nature of each identified critical audit matter, the independent accountant's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the independent accountant's audit report.

Financial Statements and Disclosure Matters

14. Meet, 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.

15. Meet, review and discuss with management and the independent accountants the Company's quarterly financial statements, including disclosures made in management's discussion and analysis and the results of the independent accountants' reviews of the quarterly financial statements, prior to the filing of its Quarterly Reports on Form 10-Q.

16. To discuss the type and presentation of information to be included in the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

17. 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, and any major issues with, 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 or internal

control letter issued or proposed to be issued or schedule of unadjusted differences;

(f) to review the effect of regulatory and accounting initiatives, as well as off-balance sheet transactions and structures, on the Company's financial statements;

(g) to review any analyses or other written communications prepared by management and/or the independent auditor 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 generally accepted accounting principles methods on the Company's financial statements;

(h) to review the independent accountants' evaluation of the Company's identification of, accounting for, and disclosure of its relationship with and transactions with related parties, and other significant matters arising from the audit regarding the Company's relationships and transactions with related parties; and

(i) to review the independent auditor's determination of the business purpose of any significant unusual transaction.

18. To prepare the Audit Committee report required by Item 407(d)(3)(i) of Regulation S-K to be included in the Company's annual proxy statement.

19. Review management's use of non-GAAP measures and metrics (including environmental, social and governance measures and metrics), and in particular how these measures are used to evaluate performance, whether they are consistently prepared and presented and what the Company's disclosure controls and procedures relating to these are.

Compliance Oversight

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

21. To investigate, when the Audit Committee deems it necessary, improprieties or suspected improprieties in Company operations.

22. 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.

See the Whistleblower Policy attached as Annex A hereto.

23. To consider whether to grant any approvals or waivers sought under the Company's Code of Business Conduct and Ethics (the "Code") adopted pursuant to the Sarbanes-Oxley Act.

24. To review any alleged violations under the Company's Code and to make any recommendations to the Board as it deems appropriate.

25. 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.

26. To review any proposed "related-party transaction." For purposes of this review, "related-party transaction" is defined as any related-party transaction required to be disclosed pursuant to SEC regulations and accounting standards.

27. 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 Company's Internal Audit Function

28. To recommend to the Board the appointment of the Company's principal accounting officer and principal financial officer.

29. To review and concur in the appointment, replacement, reassignment or dismissal of the employee(s) (or outside firm, which may *not* be the Company's independent auditors) having primary responsibility for the Company's internal audit function.

30. Discuss the annual internal audit plan of the internal auditors and its scope, and the degree of coordination of this plan with the independent auditors.

31. Discuss periodically the internal audit activities, staffing, and budget.

32. To meet with the personnel responsible for the Company's internal audit function periodically in a private session without other members of management being present to discuss matters that the Audit Committee or such personnel believe should be discussed.

33. 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.

34. To review and discuss with management the Company's:

    (a) major business and financial risk exposures, including credit and liquidity matters;

    (b) business continuity and operational risks, including artificial intelligence and technology risks, data privacy and security and cyber-security; and

    (c) the steps management has taken to monitor and control such exposures, including the Company's enterprise risk management program and risk assessment and risk management policies.

Other

35. To recommend policies and procedures to the Board and provide oversight regarding the valuation of the Company's loans and investments.

36. 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.

37. To at least annually evaluate its own performance and report to the Board on such evaluation.

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 Chair 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 provide otherwise. Members of the Audit Committee may participate in a meeting by means of a telephone conference or similar communication 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 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.

A majority 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 Director.

Adopted: November 2026

Annex A

WHISTLEBLOWER POLICY
Submission of Comments to Audit Committee

MSC Income Fund, Inc. (the "Company") encourages its employees, employees of its investment adviser, MSC Adviser I, LLC (the "Adviser"), and employees of the Adviser's parent company, Main Street Capital Corporation (collectively, the "employees") to maintain open lines of communication and share comments and concerns they may have with members of management and if necessary, with the board of directors of the Company. Feedback from employees on matters related to their employment or the Company's operations including its financial statement disclosures, accounting, internal accounting controls or auditing matters is greatly appreciated and helps to build a stronger organization. An employee should report suspected violations of applicable laws, rules, regulations, or the Code of Business Conduct and Ethics to his or her supervisor, a member of senior management, or to the Chief Compliance Officer.

The Company maintains a policy that provides that employees may submit, on a confidential, anonymous basis if the employee so desires, comments related to, among other things, financial statement disclosures, accounting, internal accounting controls or auditing matters. Such comments should be submitted though the employee hotline or set forth in writing, sealed in an envelope or submitted via e-mail, and addressed to the Chief Compliance Officer if an employee would like management to review the comments, or to the Chair of the Audit Committee, which should be labeled: "To be opened by the Audit Committee only." Employees may also deliver such envelopes in the Company's internal mail system or deliver it by hand to the Chief Compliance Officer, who will deliver it unopened to the Chair of the Audit Committee. If an employee would like to discuss matters with the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she may be contacted if the Audit Committee deems it appropriate.

The Audit Committee reviews and considers any such comments that it may receive and may take action that it deems appropriate in order to respond thereto. The Audit Committee may request special treatment for a comment including the retention of outside counsel or other advisors. The Audit Committee retains any such comments for a period of no less than five years.

This is a permissive and non-mandatory, internal reporting process and is not intended to impede an employee from communicating directly with the staff of the Securities and Exchange Commission about suspected securities law violations.

The Company's Code of Business Conduct and Ethics prohibits any employee from retaliating or taking any adverse action against anyone for raising or helping to resolve business conduct or ethical concerns.