

TCW STRATEGIC INCOME FUND, INC.

AUDIT COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of TCW Strategic Income Fund, Inc. (the “**Company**”) has established an Audit Committee (the “**Audit Committee**”).

I. Statement of Purpose

The purposes of the Audit Committee are to:

- (a) assist the Board in its oversight of (i) the integrity, quality and objectivity of the Company’s financial statements and the independent audit thereof, (ii) the Company’s internal controls, including internal controls over financial reporting, (iii) the qualifications, independence and performance of any internal audit function with respect to the Company, (iv) the Company’s compliance with legal and regulatory requirements, and (v) the Company’s accounting and financial reporting policies and practices;
- (b) review and evaluate the qualifications, independence and performance of the Company’s independent public accountant (the “**Auditor**”) and, in connection therewith, appoint and approve the compensation of the Auditor; and
- (c) act as liaison between the Auditor and the Board.

Nothing in this Charter shall be construed to reduce the responsibilities or liabilities of the Company’s service providers, including the Auditor.

II. Committee Composition

The Audit Committee shall have at least three members. The Audit Committee shall be comprised solely of “**Independent Directors**” (*i.e.*, Directors who are not “interested persons” of the Company as defined in the Investment Company Act of 1940, as amended (the “**Investment Company Act**”), and who are free of any other relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as Audit Committee members¹). In addition, each member of the Audit Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and must also meet the independence requirements of audit committee members, as currently set forth in Section 303A.01 of the New York Stock Exchange’s listing standards. Each member of the Audit Committee shall be appointed by the full Board, and a majority of the Independent Directors also shall approve each appointment.

The Board shall designate one member of the Audit Committee as the Chair of the Audit Committee (the “**Chair**”).

¹ Such relationship may include, but are not limited to, receipt by a Director of any consulting, advisory or other compensation from the Company, except compensation for service as a member of the Board or a committee of the Board.

Each member of the Audit Committee shall be financially literate or become financially literate within a reasonable period of time after appointment to the Audit Committee. The Board should take into consideration whether an Audit Committee member is “financially literate” in its business judgment based on whether such Audit Committee member has a general understanding of financial statements and Audit Committee functions. In addition, at least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission (the “SEC”) in Item 3 of Form N-CSR, and such person will also be presumed to have accounting or related financial management expertise.

At least annually, the Audit Committee shall consider which member(s) of the Audit Committee shall be considered an “audit committee financial expert,” and whether any such expert is “independent”² as such terms are defined by the SEC in Item 3 of Form N-CSR. The Audit Committee shall report the results of its deliberations to the full Board for further action as appropriate, including, but not limited to, a determination by the Board that the Audit Committee membership includes one or more “audit committee financial experts” and any related disclosure to be made concerning this matter.

Notwithstanding any designation as an audit committee financial expert, each member of the Audit Committee is expected to contribute significantly to the work of the Audit Committee. Moreover, identification as an audit committee financial expert will not increase the duties, obligations or liability of the identified person as compared to the duties, obligations and liability imposed on that person as a member of the Audit Committee and of the Board.

In the event a member of the Audit Committee is serving simultaneously on the audit committee of more than two other public companies, the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

III. Role and Function of the Audit Committee

The function of the Audit Committee is oversight; it is management’s responsibility to maintain appropriate systems for accounting and internal control over financial reporting, and the responsibility of the Auditor to plan and carry out the Company’s audit in accordance with auditing standards generally accepted in the United States (“GAAP”).

Specifically, the Company’s management is responsible for: (i) the preparation, presentation and integrity of the Company’s financial statements; (ii) the maintenance of appropriate accounting and financial reporting principles and policies; and (iii) the maintenance of internal control over financial reporting and other procedures designed to assure compliance with accounting standards and related laws and regulations. The Auditor is responsible for planning and carrying out an audit consistent with GAAP and the terms of their engagement letter. The Auditor is ultimately responsible to the Board and the Audit Committee, as representatives of the shareholders. Nothing in this Charter shall be construed to reduce the

² In order to be considered “independent” for these purposes, any such expert must not only be independent for purposes of the Investment Company Act but also must satisfy the additional requirement that he or she may not, other than in his or her capacity as a member of the Audit Committee, the Board, or any other Board committee, accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company.

responsibilities or liabilities of the Company's service providers, including the Auditor.

The review of the Company's financial statements by the Audit Committee is not an audit, nor does the Audit Committee's review substitute for the responsibilities of the Company's management for preparing, or the Auditor for auditing, the Company's financial statements. Similarly, the review of management's processes to assess and manage risk with respect to accounting and financial reporting matters is not an audit nor does the Audit Committee's review substitute for the responsibilities of the Company's management in this area. Members of the Audit Committee are not full-time employees of the Company, and, in serving on the Audit Committee, are not, and do not hold themselves out to be, acting as accountants or auditors. It is not the duty or responsibility of the Audit Committee or its members to conduct "field work" such as auditing, accounting or risk management reviews or procedures.

The Audit Committee shall have the resources and authority appropriate to discharge its responsibilities, including appropriate funding, as determined by the Audit Committee, for payment of compensation to the Auditor, the authority to retain and compensate special counsel and other experts or consultants as the Audit Committee deems necessary, and the authority to obtain specialized training for Audit Committee members, at the expense of the Company.

In discharging their responsibilities, the members of the Audit Committee are entitled to rely on information, opinions, reports or statements, including financial statements and other financial and risk management data, if prepared or presented by: (i) one or more officers of the Company whom the Audit Committee reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the Audit Committee reasonably believes are within those persons' professional or expert competence.

IV. Operations of the Audit Committee

- (a) The Audit Committee shall meet on a regular basis, at least twice each year, and shall hold special meetings as circumstances require.
- (b) The Audit Committee shall ordinarily meet in person; however, members may attend telephonically or by video conference, and the Audit Committee may act by written consent, to the extent permitted by law and by the Company's by-laws.
- (c) A majority of the members of the Audit Committee shall constitute a quorum for the transaction of business at any meeting of the Audit Committee. The action of a majority of the members of the Audit Committee present at a meeting at which a quorum is present shall be the action of the Audit Committee
- (d) The Audit Committee may delegate any portion of its authority, including the authority to grant pre-approvals of audit and permitted non-audit services, to a subcommittee of one or more members. Any decision of the subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next regularly scheduled meeting.
- (e) The Audit Committee shall cause minutes of all meetings of the Audit Committee to be prepared.

- (f) The Audit Committee shall meet with the finance and other personnel of the Company and TCW Investment Management Company (the “**Advisor**”) as necessary and appropriate to fulfill the Audit Committee’s oversight role. The Audit Committee shall have unrestricted access to the Auditor and the Company’s administrator (the “**Administrator**”).

V. Duties and Responsibilities

To carry out its oversight function, the Audit Committee shall have the following duties and powers (such listing is not intended to limit the authority of the Audit Committee in achieving its purposes and the Audit Committee may diverge from this guide, as may be necessary or appropriate in the efficient and lawful discharge of the powers provided in this Charter):

1. Selection of Auditor and Approval of Fees.

- (a) The Audit Committee shall pre-approve the selection of the Company’s independent auditor and shall recommend the selection, retention or termination of the Auditor to the full Board. In connection therewith, the Audit Committee shall review and evaluate matters affecting the capabilities and the independence of the Auditor, including an evaluation of the extent to which the Auditor provides any consulting, auditing or non-audit services to the Advisor or its affiliates. In evaluating the Auditor’s qualifications, performance and independence, the Audit Committee shall review, at least annually, the Auditor’s specific representations as to its independence and internal quality-control procedures.
- (b) The Audit Committee shall review and approve the fees charged by the Auditor for audit and non-audit services to be provided to the Company in accordance with the pre-approval requirements set forth below. The Company shall provide for appropriate funding, as determined by the Audit Committee, to compensate the Auditor for any authorized service provided to the Company.
- (c) Any pre-approval by a delegate of the Audit Committee pursuant to this Section 1 shall be in accordance with the Pre-Approval Policies and Procedures, attached hereto as Appendix A, established by the Audit Committee (the “**Pre-Approval Policies**”).

2. Meetings with Auditor. The Auditor shall report directly to the Audit Committee. The Audit Committee shall meet with the Auditor, including private meetings, prior to the commencement of substantial work on the audit and following the conclusion of the audit, as well as such other times as the Audit Committee shall deem necessary or appropriate. The Chair shall meet with the Auditor informally as needed.

3. Reports by Auditor. The Audit Committee shall request the Auditor to report to the Audit Committee at least annually concerning, and shall engage the Auditor in discussions regarding all pertinent matters, which may include the following items:

- (a) the arrangements for and scope of the annual audit and any special audits;

- (b) any material changes to critical accounting policies and practices to be used by the Auditor;
- (c) matters of concern relating to the Company's annual audited financial statements and quarterly financial statements, including: (i) any adjustments to such statements recommended by the Auditor, or other results of said audit(s), and (ii) all alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Auditor;
- (d) any audit problems or difficulties and management's response;
- (e) material written communications between the Auditor and management such as any management letter or schedule of unadjusted differences;
- (f) all non-audit services provided to any entity in the "**Investment Company Complex**"³ that were not pre-approved by the Audit Committee;
- (g) the amount of all fees received by the Auditor for providing services of any type to the Advisor and any affiliate of the Advisor, and confirmation that the Auditor has not provided any prohibited non-audit services;
- (h) any comments from the Auditor with respect to the Company's financial policies, procedures and internal accounting controls and responses thereto by the Company's officers, the Advisor and the Administrator, as well as other personnel;
- (i) confirmation of the form of written opinion the Auditor proposes to render to the Board and shareholders of the Company, including any proposed modifications or comments, and discussion or reporting on the general nature of the disclosures to be made in Form N-CSR;
- (j) the adequacy and effectiveness of relevant accounting internal controls and procedures and the quality of the staff implementing those controls and procedures;
- (k) periodic reports concerning relevant regulatory changes and new accounting pronouncements that significantly affect the value of the Company's assets and its financial reporting;
- (l) disclosures made to the Auditor and the Audit Committee by the Company's chief executive officer (the "**CEO**") or chief financial officer (the "**CFO**") of (i) any material weaknesses in, or material changes in the operation of, the Company's internal controls, (ii) any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data and, (iii) any fraud, whether or not material, that involves the Advisor, management or other employees who have a significant role in the Company's internal controls, and (iv) any other matters that

³ "Investment Company Complex" means the Company, the Advisor and any entity controlled by, controlling or under common control with the Advisor if such entity is an investment adviser or is engaged in the business of providing administrative, custodian, underwriting or transfer agent services to the Company or the Advisor.

could jeopardize the Company's ability to file in a timely manner its financial statements with the SEC or the certifying officers' ability to certify the Company's Form N-CSR;

- (m) confirmation that the Auditor is in compliance with the audit partner rotation requirements applicable to the engagement with the Company;
- (n) material issues relating to the Auditor's internal quality-control procedures, including any material issues raised by the most recent internal quality-control review, or peer review, of the Auditor, 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 Auditor, and any steps taken to deal with any such issues;
- (o) all relationships between the Auditor and the Company, and between the Auditor and the Advisor (to assess the Auditor's independence);
- (p) matters required to be discussed by the Statement on Auditing Standards ("SAS") No. 61 (as amended by SAS Nos. 89 and 90) issued by the American Institute of Certified Public Accountants, relating to the conduct of the audit;
- (q) communication items under Auditing Standard No. 16, "Communications with Audit Committees" released by the Public Company Accounting Oversight Board, which includes items such as critical accounting estimates, significant unusual transactions and any departures from the Auditor's standard report; and
- (r) any other matter that the Auditor deems necessary or appropriate to discuss with the Audit Committee.

In order to ensure that the Audit Committee has had an opportunity to review the Auditor's report and other required communications relating to the annual audit of the Company's financial statements prior to the date the audited financial statements are filed with the SEC and released to the public (*i.e.*, within 60 days following the end of the Company's fiscal year), the Audit Committee shall either meet with the Auditor or, in lieu of a meeting, require the Auditor to deliver a written report to the Audit Committee concerning these matters within such 60 day period.

4. *Items for Audit Committee Consideration.* The Audit Committee shall meet to discuss and give due consideration to significant items relating to the Company's accounting and internal controls over financial reporting, which may include the following:

- (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and their effect on the Company, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
- (b) analyses prepared by management and/or the 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 GAAP methods on the financial statements;

- (c) information and comments from the Auditor with respect to the Company's accounting and financial reporting policies, procedures and internal control over financial reporting (including the Company's critical accounting policies and practices), management's responses to any such comments, and, to the extent the Audit Committee deems necessary or appropriate, improvements in the quality of the Company's accounting and financial reporting;
- (d) any reports of difficulties that may have arisen in the course of the audit, including any limitations on the scope of the audit, and management's response thereto;
- (e) any disagreements between management and the Auditor regarding financial report;
- (f) the effect of regulatory and accounting initiatives or changes in accounting principles or practices on the financial statements of the Company;
- (g) policies with respect to risk assessment and risk management with respect to accounting and financial reporting matters; and
- (h) hiring policies with respect to employees or former employees of the Auditor.

5. Meetings with Management and the Advisor.

- (a) The Audit Committee shall periodically meet with representatives of management and the Advisor to discuss such items as it deems appropriate, including but not limited to the Company's annual audited financial statements and semi-annual financial statements, the Company's disclosures under "Fund Performance," and significant judgments made in connection with the Company's financial statements. The Audit Committee may also request to meet with internal legal counsel and compliance personnel of the Advisor and with entities that provide significant accounting or administrative services to the Company.
- (b) The Audit Committee shall review with the CEO and/or the CFO in connection with the required certifications on Form N-CSR any significant deficiencies in the design or operating of internal controls over financial reporting or material reporting.
- (c) The Audit Committee shall meet with representatives of management and the Advisor to discuss generally the Company's earnings press releases, if any, as well as any financial information and earnings guidance provided to analysts and rating agencies (if any). This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made.

6. Evaluation of Audit Related Services and Permissible Non-Audit Services.

- (a) The Audit Committee shall review with the Auditor any difficulties the Auditor encountered in the course of the audit work, including any restrictions on the scope of the Auditor's activities or on access to requested information, and any

significant disagreements with management. Among the items the Audit Committee may want to review with the Auditor are: (i) any accounting adjustments that were noted or proposed by the Auditor but were “passed” (as immaterial or otherwise); (ii) any communications between the audit team and the Auditor’s national office respecting auditing or accounting issues presented by the engagement; and (iii) any “management” or “internal control” letter issued, or proposed to be issued, by the Auditor to the Company. The review should also include discussion of the responsibilities, budget and staffing of the Company’s internal audit function.

- (b) The Audit Committee shall also evaluate all permissible non-audit services performed or to be performed by the Auditor for any entity in the Investment Company Complex to ensure that such services do not impair the independence of the Auditor. 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 or that are traditionally performed by the independent auditor and that do not impair the independence of the Auditor. Permissible non-audit services include tax compliance, tax planning, tax advice and other routine and recurring services that do not impair the independence of the Auditor.

7. Pre-Approval of Auditor Services.

- (a) *Pre-Approval Requirements for Services to the Company.* Before the Auditor is engaged by the Company to render audit related or permissible non-audit services, either:
 - (i) the Audit Committee shall pre-approve such engagement; or
 - (ii) such engagement shall be entered into pursuant to the Pre-Approval Policies.
- (b) *De Minimis Exceptions to Pre-Approval Requirements.* Pre-approval for a service provided to the Company other than audit, review or attest services is not required if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of revenues paid by the Company to the Auditor during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and are approved by the Audit Committee or by one or more members of the Audit Committee to whom authority to grant such approvals has been delegated by the Audit Committee.
- (c) *Pre-Approval of Other Audit Services or Non-Audit Services Provided to the Advisor and Certain Other Persons.* The Audit Committee shall pre-approve other audit services proposed to be provided by the Auditor to the Company and any non-audit services proposed to be provided by the Auditor to any entity in the Investment Company Complex, if the nature of the services provided relate

directly to the operations or financial reporting of the Company. Such engagement shall be entered into pursuant to the pre-approval requirements set forth above under Section 7(a).

Application of De Minimis Exception: The De Minimis exceptions set forth above under Section 7(b) apply to pre-approvals under this Section 7(c) as well, except that the “total amount of revenues” calculation for Section 7(c) services is based on the total amount of revenues paid to the Auditor by the Company and any other entity that has its services approved under this Section 7(c) (*i.e.*, the Advisor or any control person).

- (d) *Compliance with Pre-Approval Procedures.* The Audit Committee shall consider whether any non-audit services provided by the Auditor to any entity in the Investment Company Complex, which services were not pre-approved by the Audit Committee, are compatible with maintaining the Auditor’s independence.

8. *Prohibited Activities of the Auditor.* The Audit Committee shall confirm with the Auditor that the Auditor who is performing the audit for the Company is not performing contemporaneously (during the audit and professional engagement period) any impermissible non-audit services for the Company, the Advisor, or any other entity in the Investment Company Complex, including but not limited to the following:

- (a) bookkeeping or other services related to the accounting records or financial statements of the Company, the Advisor, or the other entity;
- (b) financial information systems design and implementation;
- (c) appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
- (d) actuarial services;
- (e) internal audit outsourcing services;
- (f) management functions or human resources;
- (g) broker or dealer, investment adviser, or investment banking services;
- (h) legal services and expert services unrelated to the audit; and
- (i) any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible.

The Auditor will be responsible for informing the Audit Committee of whether it believes that a particular non-audit service is permissible or prohibited pursuant to applicable regulations and standards.

The Audit Committee is responsible for setting clear Company hiring policies for employees or former employees of the Auditor that participated in any capacity in any Company audit.

9. Procedures Regarding Concerns or Complaints.

- (a) The Audit Committee shall establish procedures for:
 - (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, financial reporting, or auditing matters;
 - (ii) the confidential, anonymous submission by employees of the Company, the Advisor, the Administrator, the lead underwriters, the Auditor, or any other provider of accounting or auditing related services for the Company, of concerns regarding questionable accounting or auditing matters (a copy of these procedures is attached hereto as Appendix B); and
 - (iii) addressing reports from attorneys of possible violations of federal or state law or of policies and procedures with respect to the Company's accounting, internal accounting controls, financial reporting, or auditing matters.
- (b) The Audit Committee shall investigate or initiate an investigation of reports of improprieties or suspected improprieties in connection with the Company's accounting or financial controls or financial reporting.

10. Compliance and Regulatory Oversight. The Audit Committee shall receive periodic reports from the CCO regarding the work performed and results obtained in determining that the Company, the Advisor, and the Company's service providers are in compliance with all applicable federal securities laws and regulations.

11. Reporting to the Board. The Chair shall report to the Board on a regular basis the determinations of the Audit Committee⁴, as well as the results of any Audit Committee reviews, and make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.

12. Audit Committee Report. The Audit Committee shall prepare an audit committee report to the extent such report is required by the SEC to be included in a proxy statement or any other public filing or report.

13. Audit Committee Performance Evaluation. The Audit Committee shall evaluate its performance at least annually and shall present the results of such evaluation to the Board. The Audit Committee shall conduct this evaluation in such manner as it deems appropriate, which may include incorporating the Audit Committee evaluation into the Board self-assessment process.

⁴ This report shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Auditor, or the performance of the Company's internal compliance function.

14. Annual Review. The Audit Committee shall review this Charter on an annual basis and recommend any changes to the full Board.

VI. Amendment

This Charter may be amended by a vote of a majority of the Board.

Approved as amended by the Board of Directors, December 8, 2014

Appendix A

Pre-Approval Policies and Procedures

(as adopted by the Audit Committee on December 8, 2014)

The Audit Committee has established these Pre-Approval Policies and Procedures (these “**Procedures**”) in granting pre-approvals of audit related or permissible non-audit services to be rendered by the Auditor to the Company.

From time to time, the Audit Committee may delegate to one or more of its members (the “**Delegate**”), by resolution of the Audit Committee, the authority to pre-approve audit related or permissible non-audit services to be rendered by the Auditor to the Company, provided that the following conditions are satisfied:

1. Before a pre-approval may be granted pursuant to these Procedures, the Delegate shall have received and reviewed a detailed description of the audit related or permissible non-audit services for which pre-approval is sought and of the proposed fees for such services.
2. In making the determination whether to grant a pre-approval pursuant to these Procedures, the Delegate shall make an independent determination without delegating any responsibility to the Advisor.
3. The Delegate shall not have the authority to grant any pre-approval pursuant to these Procedures if the proposed fees for the audit related or permissible non-audit services for which pre-approval is sought exceed the total audit fees paid by the Company to the Auditor for the prior fiscal year.
4. Any pre-approval decisions made by the Delegate pursuant to these Procedures shall be presented to and ratified by the full Audit Committee at its next scheduled meeting.

These Procedures shall be reviewed by the Audit Committee on an annual basis and may be amended by a vote of a majority of the Board.

Appendix B

Audit Committee Complaint Procedures

The Company believes it to be in the shareholders' best interests that it establish procedures for complaints relating to accounting, internal controls, financial reporting and auditing and confidential anonymous information submitted by employees relating to "questionable accounting or auditing matters". The Audit Committee has adopted the following procedures (the "**Procedures**") for handling complaints and concerns regarding the Company's accounting, internal accounting controls, financial reporting and auditing matters (collectively, "**Accounting Matters**").

The Audit Committee has established these Procedures for the:

- receipt, retention and treatment of complaints received by the Company regarding Accounting Matters; and
- the confidential, anonymous submission by officers of the Company or employees of Applicable Service Providers (as defined below) of concerns regarding questionable Accounting Matters.

"**Applicable Service Providers**" are any third parties, such as the Company's investment adviser, administrator and outside auditor, that provide management, administrative, custodial, accounting, auditing, transfer agency and other accounting-related services to the Company. A list of the Company's current Applicable Service Providers is attached hereto as Annex 1.

1. Reports of Complaints and Concerns

The Company encourages anyone who has a complaint or concern regarding a potentially questionable Accounting Matter to bring this complaint or concern to the Company.

A report may be submitted to the Chair of the Company's Audit Committee (the "**Chair**") (or the person designated by the Audit Committee to receive such a report on its behalf). Contact information for the current Chair is attached to these procedures as Annex 2.

The Company has established on its website an e-mail address and telephone number for receiving investor communications, including complaints for Accounting Matters. Copies of all complaints will be sent directly to the Company's Chief Compliance Officer (the "**CCO**"). The CCO will promptly forward any complaint received with respect to Accounting Matters to the Chair.

The CCO and the Chair may, but are not required to, inform the Company's Chief Financial Officer (the "**CFO**") of any concerns or complaints relating to Accounting Matters that they receive directly. Any concerns or complaints received by the Chair and the CCO that relate to the performance of the CFO will be treated as anonymous submissions by the Chair and the CCO.

Any complaint received by an officer of the Company or an employee of an Applicable Service Provider with respect to Accounting Matters should be promptly forwarded to the Chair. Any Director who has a concern regarding what he or she views as questionable Accounting Matters should bring such concern to the attention of the Chair no later than the first Audit Committee meeting held after he or she becomes concerned.

2. Confidential, Anonymous Submission of Complaints and Concerns

The Company encourages any officer of the Company or employee of an Applicable Service Provider (collectively, “**Reporting Persons**”) who has a complaint or concern regarding a potentially questionable Accounting Matter to bring this complaint or concern to the attention of the CCO. If a Reporting Person does not want to be identified with the submission, he or she should send the complaint or concern by mail or facsimile to the CCO, without including his or her name in the correspondence and prominently indicating on the submission that it is a “*Confidential, Anonymous Submission.*” Reporting Persons are encouraged to report any violation to the CCO with confidentiality. These procedures are intended to create an environment where Reporting Persons can act without fear of reprisal or retaliation (see “Freedom to Report (No Retaliation)” below). Contact information for the current CCO is attached to these procedures as Annex 2.

3. Retention of Complaints and Concerns

The CCO will maintain a confidential file of materials related to complaints or concerns received concerning the Company’s Accounting Matters, except that the Audit Committee will maintain a confidential file of the foregoing materials related to such complaints or concerns received directly by the Audit Committee about which the Audit Committee determined not to notify the CCO. These materials, whether maintained by the CCO or the Audit Committee, will be retained for a period of three (3) years or such longer period as may be required by law. Any records relating to a report may, if necessary, be redacted (or similar steps taken) to preserve the confidentiality of the person(s) submitting the report.

4. Treatment of Complaints and Concerns

The CCO will promptly report any complaint or concern he or she receives to the Chair. With respect to complaints or concerns received in writing, the CCO shall forward a copy of any communication (including information on the date received) to the Chair.

The CCO will work with the Chair to take all appropriate action to investigate any complaints or concerns reported to the CCO, which actions may (but need not) include the use of internal or external counsel, accountants or other personnel.

The Chair will inform the Audit Committee of any complaints or concerns reported under these Procedures no later than at the next regularly scheduled Audit Committee meeting following the receipt of such complaint or concern. The Audit Committee in its discretion may take any action it deems appropriate to investigate any complaints or concerns of which it becomes aware, which may include referring the matter to the CCO or the CFO, or initiating an

independent investigation. The Audit Committee may also choose to take no action. If the Audit Committee chooses to conduct an investigation, it may at the Company's expense employ internal or external counsel, accountants and other personnel.

The Audit Committee shall be entitled to receive any information or updates that it may request from the CCO or the Chair with respect to any reported complaint or concern. The Chair will provide a summary report quarterly to the Audit Committee on the reports received by the Chair and the results of the investigations. If investigations confirm that the reported Accounting Matter is material, the Audit Committee will be informed promptly of this conclusion and the remedial measures being adopted.

5. Freedom to Report (No Retaliation)

Directors and officers of the Company, and employees of Applicable Service Providers are prohibited from discharging, demoting, suspending, threatening, harassing, or discriminating against a Reporting Person in any manner that impacts the terms and conditions of the Reporting Person's employment, because of any lawful act done by the Reporting Person to provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the Reporting Person reasonably believes is reportable under these Procedures.

To monitor whether a Reporting Person is being subjected to reprisals or retaliation, the CCO may contact the Reporting Person to determine whether any changes in the Reporting Person's work situation have occurred as a result of providing such information. If the CCO determines that any reprisal or retaliation has occurred, a report of this shall be made to the Company's officers and to the Audit Committee. The Company will take whatever actions are deemed necessary and appropriate by the Audit Committee to remedy the retaliation.

Any Reporting Person who feels he or she has been the subject of reprisal or retaliation because of his or her reporting under these Procedures should immediately notify the CCO.

6. Communication and Training

The officers of the Company shall be responsible for ensuring that all persons involved with the Company's Accounting Matters, including employees of Applicable Service Providers, are made aware of and encouraged to report matters under these Procedures. To ensure that Applicable Service Providers are aware of, and complying with, these Procedures, the Company may provide Applicable Service Providers with copies of these Procedures and obtain annual affirmations of such Applicable Service Providers' receipt of, and compliance with, these Procedures.

Applicable Service Providers

(As of December 8, 2014)

This Annex I may be modified from time to time to reflect changes to the Company's Applicable Service Providers.

Investment Advisor

TCW Investment Management Company
865 South Figueroa Street
Los Angeles, California 90017

Transfer Agent, Dividend Reinvestment and Disbursement Agent and Registrar

Computershare
P.O. Box 301701
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Custodian and Administrator

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