

TCW STRATEGIC INCOME FUND, INC.

Directors Nominating and Governance Committee Charter

I. Purpose of the Committee

The Nominating and Governance Committee (the “**Committee**”) has been established by the Board of Directors (the “**Board**”) of TCW Strategic Income Fund, Inc. (the “**Company**”) to (i) assist the Board by identifying individuals qualified to become Board members or executive officers of the Company and to recommend to the Board the director and executive officer nominees; (ii) recommend to the Board director compensation; and (iii) consider general matters of Company governance and Board operations.

The Committee may also perform such other activities consistent with this Charter as deemed appropriate by the Board or the Committee.

II. Nominating and Governance Committee Membership and Other Qualifications

1. No member of the Committee shall be an “interested person” of the Company, as that term is defined in Section 2(a)(19) of the Investment Company Act of 1940, as amended (the “**1940 Act**”).

2. The Committee shall be comprised of at least three members of the Board. The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified.

3. The Committee shall select one of its members to be the Committee chair (the “**Chair**”) by a majority vote of the Committee members then serving.

III. Meetings

1. The Committee shall meet separately from the full Board, as appropriate. The Committee shall meet at least annually, and is authorized to hold special meetings as circumstances warrant. Special meetings may be called by the Chair or by a majority of the Committee members upon reasonable notice to the other members of the Committee.

2. The Committee shall ordinarily meet in person; however, members may attend telephonically or by means of other electronic communication methods, so long as all persons participating in the meeting can hear and speak to each other or otherwise communicate with each other. The Committee may act by written consent in the same manner permitted by law and by the Company’s By-Laws for the full Board.

3. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee.

4. The agenda for each meeting of the Committee shall be prepared by or on behalf of the Chair. The Chair shall cause notice of each meeting, together with the agenda and any related materials, to be sent to each Committee member, normally at least one week before the meeting; provided, however, that participation in a meeting by a Committee member shall be deemed to be a waiver of such notice requirement by such member.

5. The minutes of each meeting of the Committee shall be prepared and maintained by the Secretary of the Company or, in the absence of the Secretary, by such other person as may be appointed by the Chair. The Committee shall retain the minutes of its meetings and appropriate documentation of decisions made outside of Committee meetings by delegated authority.

6. The Committee may allow any invited guests to its meetings in its discretion. The Committee may establish rules and procedures for the conduct of its meetings that are consistent with this Charter.

IV. Responsibilities and Duties

Board Nomination Functions

1. The Committee shall identify and screen director candidates for appointment to the Board and submit final recommendations to the full Board for approval. In the event of any vacancies on or additions to the Board, the Committee shall oversee the process for identification, evaluation and nomination of potential candidates to serve on the Board. The decision to approve candidates for submission to the Board shall be made exclusively by the Committee.

(a) In seeking candidates to consider for nomination to fill a vacancy on the Board, or when the Committee deems it desirable to select a new or additional director, the Committee is expected to seek referrals from a variety of sources, which may include, without limitation, current directors, the Company's investment adviser (the "**Advisor**") and counsel to the Company. The Committee may also engage a search firm to identify or evaluate or assist in identifying or evaluating candidates.

(b) The Committee shall consider and evaluate nominee candidates properly submitted by shareholders on the same basis as it considers and evaluates candidates recommended by other sources. Appendix A to this Charter, as it may be amended from time to time by the Committee, sets forth procedures that must be followed by shareholders to submit properly a nominee candidate to the Committee. Recommendations not properly submitted in accordance with Appendix A will not be considered by the Committee.

2. The Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a director. The Committee shall evaluate candidates' qualifications for such positions and, in the case of candidates for independent director positions, their independence from the Advisor and other principal service providers to determine that such candidates are not "interested persons" of the Company as that term is defined in the 1940 Act.

(a) In determining nominees' qualifications for Board membership, the Committee shall consider the factors set forth in this Charter (including Appendix A), and may consider such other factors as it may determine to be relevant to fulfilling the role of being a member of the Board.

(b) The Committee may consider (i) the candidate's potential contribution in terms of experience and background to the operation of the Board and its committees; (ii) the candidate's other commitments and the impact such commitments may have on his/her service to the Company; (iii) whether the independent Board member could qualify as an "audit committee financial expert" and (iv) any such other factors as it may deem relevant. The Committee may also consider the views of the Advisor (or affiliates of the Advisor).

(c) To qualify as a nominee for the Board, individuals, at the time of nomination, should have: (i) substantial expertise, work experience or relationships that would contribute to the overall effectiveness of the Board, including in overseeing the Company and protecting the interests of the Company's shareholders; and (ii) a degree from an accredited university or college in the United States or the equivalent degree from an equivalent institution of higher learning in another country or a certification as a public accountant. Nominees must satisfy all qualifications, if any, provided in the Company's organizational documents, and shall also have no felony convictions or felony or misdemeanor convictions involving the purchase or sale of a security or otherwise be disqualified to serve as a director of the Company under the 1940 Act or by a regulatory authority. No person shall be qualified to be a Board member unless the Committee, in consultation with counsel to the independent Board members, has determined that such person, if elected as a Board member, would not cause the Company to be in violation of or not in compliance with (i) applicable law, regulation or regulatory interpretation, (ii) the Company's organizational documents, or (iii) any general policy adopted by the Board regarding either the retirement age of any Board member or the percentage of the Board comprised of independent Board members.

(d) Special Considerations for Independent Directors. Persons selected for nomination as independent directors must not be "interested persons" of the Company as that term is defined in the 1940 Act. The Committee shall also consider the effect of any relationships beyond those delineated in the 1940 Act that might impair independence, *e.g.*, business, financial or family relationships with the Advisor. The Committee may review memoranda prepared by legal counsel relating to positions, transactions and relationships that could reasonably bear on the independence of directors or raise concerns regarding potential conflicts of interest.

(e) Prior to making a final recommendation to the Board, the Committee may conduct personal interviews with the candidates it concludes are the most qualified.

3. The Committee shall evaluate the participation and contribution of each director coming to the end of his or her term, if not indefinite, before deciding whether to recommend reelection. The Committee may seek the views of other directors to assist it in this evaluation.

4. The Committee shall review as it deems necessary the size, structure and composition of the Board to determine whether it may be appropriate to add individuals with

different backgrounds or skills from those already on the Board. Such evaluation may include a consideration of the effectiveness of the committee structure of the Board and the number of investment companies on whose boards each director serves. The Committee may also consider the effectiveness of meetings, including their frequency, scheduling and duration, adequacy and focus of agendas, materials and presentations, and Board member attendance.

5. The Committee shall discuss periodically policies and objectives concerning the desired mix of director skills and characteristics. In doing so, the Committee shall take into account all factors it considers relevant, which may include, without limitation, experiences, demonstrated capabilities, independence, commitment, reputation, background, diversity, understanding of the investment business, and understanding of business and financial matters generally.

6. The Committee shall review as it deems necessary issues related to the succession of officers of the Company, including the Chairperson of the Board.

Ongoing Director Independence

7. The Committee or its designee shall review, no less frequently than annually, a questionnaire completed by each independent director that solicits information on business, financial and family relationships with the Company's Advisor, sub-adviser, other service providers and their affiliates, as well as other relationships that could affect his or her status as an independent director. The Committee shall review these questionnaires and any other information brought to its attention for changes in the affiliations of the independent directors to ensure that a Director does not assume or has not assumed relationships that might impair his or her independence.

Independent Legal Counsel

8. In the event an independent counsel to the independent Directors is to be retained or changed, the Committee shall evaluate and select such counsel.

9. The Committee or the Board shall review, no less frequently than annually, the independence of such legal counsel to ensure that: (i) any representation by such legal counsel of the Company's Advisor, sub-adviser, principal underwriter, administrator (each, a "Management Organization") or their control persons during the past two fiscal years is or was sufficiently limited that it is unlikely to adversely affect the professional judgment of the person in providing legal representation to the independent Directors; and (ii) the Committee or the Board has obtained an undertaking from such counsel to provide it the information necessary for its determination, and to update promptly that information if the counsel begins, or materially increases, the representation of a Management Organization or control person.

Committee Nomination Functions

10. The Committee shall make nominations for membership on all committees of the Board and submit such nominations to the full Board, and shall review committee assignments as necessary.

11. The Committee shall review as it deems necessary the responsibilities of any committees of the Board, whether there is a continuing need for each committee, whether there is a need for additional committees, and whether committees should be combined or reorganized. The Committee shall consult with, and receive recommendations in connection with the foregoing from, the Board and Company management, and shall make recommendations for any such action to the full Board.

Compensation Functions

12. The Committee shall periodically review as it deems necessary director compensation and shall recommend any changes to the Board as the Committee deems appropriate.

Documents/Reports

13. Upon the recommendation of the Committee, the Board shall adopt and approve this Charter and may amend it and may approve exceptions to the Charter from time to time. The Committee shall review this Charter at least annually and recommend to the Board any changes the Committee deems appropriate or necessary.

14. The Committee shall prepare or direct that a record be prepared of: (i) the initial determination that a new Director qualifies as an independent director; (ii) each subsequent determination, which is to be made at least annually, of whether the Director continues to qualify as an independent director; and (iii) the determination that any person who is acting as legal counsel to the independent directors is an independent legal counsel.

Other Powers and Responsibilities

15. If and to the extent delegated by the Board, the Committee shall monitor the performance of legal counsel employed by the Company and the independent directors and be responsible for the supervision of counsel for the independent directors.

16. The Committee shall monitor relevant regulatory changes and industry practices relating to fund governance and recommend such changes as the Committee deems appropriate.

17. The Committee shall oversee the annual Board self-assessment and shall review, discuss and make recommendations to the Board relating to issues arising from such self-assessment.

18. The Committee shall periodically review the investments made by Directors in the Company and make any related policy recommendations to the Board as the Committee deems appropriate.

19. The Committee shall provide oversight regarding the orientation of new independent Directors.

20. The Committee shall perform any other activities consistent with this Charter, the Company's Articles of Incorporation, By-Laws and governing law, as the Committee or the Board deems necessary or appropriate.

21. The Committee shall report its significant activities to the Board.

V. Authority and Resources

1. The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to utilize Company counsel, engage independent legal counsel and to retain experts or other persons with specific competence at the expense of the Company, as it deems necessary and appropriate. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention items.

2. The Committee may delegate any portion of its authority to a subcommittee of one or more members of the Committee. Any decision of the subcommittee shall, in general, be presented to the full Committee at its next regularly scheduled meeting.

3. The Committee is authorized to investigate any matter brought to its attention within the scope of its duties, and is authorized to meet with the compliance personnel of the Company and the Advisor as the Committee deems appropriate in connection with the performance of its responsibilities consistent with this Charter.

4. Costs incurred by the Committee in performing its functions under this Charter shall be borne by the Company.

June 12, 2017

Procedures for Shareholders to Submit Nominee Candidates

(as of December 8, 2014)

Shareholders must follow the following procedures in order to submit properly a nominee recommendation for the Committee's consideration.

1. **Shareholder Nomination Procedures.** In order for the Committee to consider shareholder submissions, the following requirements must be satisfied regarding the shareholder or shareholder group submitting the proposed nominee:

(a) Any shareholder or shareholder group submitting a proposed nominee must beneficially own, either individually or in the aggregate, more than 5% of the Company's securities that are eligible to vote both at the time of submission of the nominee and at the time of the Board member election. Each of the securities used for purposes of calculating this ownership must have been held continuously for at least two years as of the date of the nomination. In addition, such securities must continue to be held through the date of the meeting at which the election of the proposed nominee will be considered. The nominating shareholder or shareholder group must also bear the economic risk of the investment and the securities used for purposes of calculating the ownership cannot be held "short."

(b) The nominating shareholder or shareholder group must not qualify as an adverse holder. In other words, if such shareholder were required to report beneficial ownership of its securities, its report would be filed on Schedule 13G instead of Schedule 13D in reliance on Rule 13d-1(b) or (c) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").

(c) Shareholders or shareholder groups submitting proposed nominees must substantiate compliance with the above requirements at the time of submitting their proposed nominee as part of their written submission to the attention of the Company's Secretary, which must include:

- (i) the shareholder's contact information;
- (ii) the nominee's contact information and the number of Company shares owned by the proposed nominee;
- (iii) all information regarding the nominee that would be required to be disclosed in solicitations of proxies for elections of directors required by Rule 14A of the Exchange Act; and
- (iv) a notarized letter executed by the nominee, stating his or her intention to serve as a nominee and be named in the Company's proxy statement, if so designated by the Committee and the Company's Board.

It shall be in the Committee's sole discretion whether to seek corrections of a deficient submission or to exclude a nominee from consideration.

2. Requirements for Shareholder Nominees. In order for the Committee to consider shareholder submissions, the following requirements must be satisfied regarding the nominee:

(a) The nominee must satisfy all qualifications provided herein and in the Company's organizational documents, including qualification as a possible independent Board member.

(b) The nominee may not be the nominating shareholder, a member of the nominating shareholder group or a member of the immediate family of the nominating shareholder or any member of the nominating shareholder group.¹

(c) Neither the nominee nor any member of the nominee's immediate family may be currently employed or employed within the last year by any nominating shareholder entity or entity in a nominating shareholder group.

(d) Neither the nominee nor any immediate family member of the nominee is permitted to have accepted directly or indirectly, during the year of the election for which the nominee's name was submitted, during the immediately preceding calendar year, or during the year when the nominee's name was submitted, any consulting, advisory, or other compensatory fee from the nominating shareholder or any member of a nominating shareholder group.

(e) The nominee may not be an executive officer, director (or person fulfilling similar functions) of the nominating shareholder or any member of the nominating shareholder group, or of an affiliate of the nominating shareholder or any such member of the nominating shareholder group.

(f) The nominee may not control the nominating shareholder or any member of the nominating shareholder group (or, in the case of a holder or member that is a fund, an interested person of such holder or member as defined by Section 2(a)(19) of the 1940 Act).

(g) A shareholder or shareholder group may not submit for consideration a nominee which has previously been considered by the Committee.

¹ Terms such as "immediate family member" and "control" shall be interpreted in accordance with the federal securities laws.