



CNL Strategic Capital

Sub-managed by Levine Leichtman

Whistleblower Policy

I. PURPOSE

CNL Strategic Capital (“the Company”) has adopted this Whistleblower Policy (the “Policy”) to deal with complaints or concerns regarding financial statement disclosures, accounting, internal controls or auditing matters, violations of laws and other important Company policies, such as the Code of Business Conduct.

The Company’s Audit Committee has adopted the procedures set forth in this Policy for (i) the confidential, anonymous submission by any Covered Person (see definition below) of concerns regarding improper accounting, internal controls, and auditing matters as violations of laws and other important company policies and (ii) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters.

II. SCOPE

For purposes of this Policy, when we refer to the term “Covered Persons,” we include (i) all directors, managers, officers and employees of the (a) Company and its subsidiaries and (b) the Company’s manager, CNL Strategic Capital Management, LLC (the “Manager”) and its directors, officers and employees, and (ii) certain individuals from other entities affiliated with the Manager who provide substantial management, administrative or other services to or for the benefit of the Company as determined by designated officers of the Manager.

III. BACKGROUND

All Covered Persons have a responsibility to guard against and report unethical business practices and actions (including improper accounting, internal controls, and auditing matters as well as violations of laws and other important company policies) that can subject the Company or its directors, officers and other Covered Persons to civil or criminal liability. Examples of suspect activities include, without limitation, violations of federal, state, or local laws, rules or regulations, theft, misrepresentations made to regulators, law enforcement or the courts, falsification of financial, accounting, auditing or other records or reporting, fraud, billing for services not performed or for goods not delivered, and breaches of the Company’s Code of Business Conduct. The policy is not intended for minor infractions of company policy or other matters that should be reported to your supervisor and/or the Human Capital Department(s).

IV. POLICY AWARENESS

The Company has disseminated to all Covered Persons notice advising of this Policy. This notice has been and will continue to be disseminated in a manner designed to reach all Covered Persons. In addition, this policy will be posted on the Company’s website.

V. PROCEDURES FOR SUBMITTING CONCERNS

All Covered Persons should feel free to discuss any suspected violations or concerns with their supervisor or any member of senior management including, but not limited to, the office of the General Counsel. If any Covered Person prefers not to speak directly to their supervisor or any other persons noted above they may report the violation or concern via the anonymous, confidential, whistleblower hotline. Covered Persons can call toll-free (855) 420-8649 or access online at www.cnl.ethicspoint.com. Operators are available 24 hours a day, seven days a week to receive these matters. The hotline is managed by NAVEX Global (f/n/a Ethics Point, Inc.) an outside and independent third party service provider.

All reported matters received will be taken seriously and will be handled in an appropriate manner. Concerns and complaints relating to possible accounting, auditing, internal controls, or ethical violations will be forwarded to the independent Senior Vice President of Internal Audit and reported to the Audit Committee. Major infractions of Company policy, such as breaches of the Company's Code of Business Conduct or Code of Ethics, or other human resources matters will be forwarded to the Manager's Chief Human Capital Officer and copied to the Manager or Sub-Manager's Chief Compliance Officer as relevant. All other matters relating to violations of laws, rules and regulations including securities violations will be forwarded to the General Counsel, unless the suspect activities include potential wrongdoing by such Senior Vice President of Internal Audit, Chief Human Capital Officer, or General Counsel in which case the matter will be forwarded to the Company's CEO. If the report includes potential wrongdoing by the Senior Vice President of Internal Audit, Chief Human Capital Officer, General Counsel and the CEO, the case matter will be forwarded to the Audit Committee Chairman.

VI. PROCEDURES FOR INVESTIGATION OF SUBMISSIONS

The Audit Committee of the Company has adopted the following procedures consistent with the requirements of Section 301 of the Sarbanes-Oxley Act of 2002. The Audit Committee will adopt and periodically update procedures governing the process for investigation of submissions pursuant to this Policy.

At each of its meetings, including any special meeting called by the chairman of the Audit Committee following the receipt of any complaints regarding financial statement disclosures, accounting, internal controls or auditing matters, the Audit Committee will investigate any matter so reported and may take appropriate corrective and disciplinary actions. This may include, alone or in combination, a warning or letter of reprimand, suspension without pay or termination of employment, to the extent applicable if the person who is the subject of the investigation is a director or employee of the Company or its subsidiaries. If the person who is the subject of the investigation is a director, manager, officer or employee of the Manager, the Audit Committee or its designee may confer with the Manager regarding the appropriate corrective and disciplinary actions to be taken by the Manager.

The Audit Committee may enlist any Covered Persons and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal controls or auditing matters. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the complainant. The Audit Committee will ensure that each person enlisted to conduct any investigation will be a person who is not directly involved in the matter related to the complaint, a person who is removed from the matter related to the complaint or a person who is independent from the matter related to the complaint.

VII. WHISTLEBLOWER PROTECTION

The Company does not permit retaliation of any kind against Covered Persons for submitting complaints or concerns. This includes, without limitation, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments. Additionally, no Covered Person may take any action to impede an individual from communicating directly with the staff of the Securities and Exchange Commission about a possible securities law violation, including enforcing, or threatening to enforce, a confidentiality agreement with respect to such communications. The right of a Covered Person for protection against retaliation does not include immunity for any personal wrongdoing of the Covered Person that is alleged, investigated, and substantiated.

VIII. POLICY MAINTENANCE

The Audit Committee will review this policy annually and make modifications if necessary and appropriate and will retain any such complaints or concerns for a period of no less than seven (7) years.

ADOPTED as of 06.14.2017, as amended 05.17.2018