

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Fidus Investment Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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March 28, 2022

URGENT

Dear Shareholder of Fidus Investment Corporation,

Please complete the enclosed proxy card to vote your shares in connection with the 2022 Annual Meeting of Stockholders on June 9, 2022 at 9 a.m. (Central Time). Please discard the 2021 proxy card previously included within your 2022 Notice of Annual Meeting and accompanying materials.

We apologize for this inconvenience and thank you in advance for your vote.

If you have any questions please reach out to 866-612-8937 for further detail and voting instructions.

Sincerely,

Alliance Advisors

**FIDUS INVESTMENT CORPORATION**  
1603 Orrington Avenue, Suite 1005  
Evanston, IL 60201

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Edward H. Ross and Shelby E. Sherard, or any of them, as proxies, and each with full power of substitution, to represent and vote all the shares of Common Stock of Fidus Investment Corporation held of record by the undersigned on March 18, 2022, at the Annual Meeting of Stockholders to be held at 9:00 a.m. Central Time, at the Company's office at 1603 Orrington Avenue, Suite 1005, Evanston, Illinois, 60201, on June 9, 2022, or any adjournment or postponement thereof.

**THIS PROXY IS REVOCABLE AND WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED ON THE REVERSE SIDE; where no choice is specified, it will be voted "FOR" proposals 1 and 2 in accordance with the recommendation of the Company's board of directors, and in the discretion of the proxies with respect to any other matters that may properly come before the meeting, subject to the SEC rules.**

The proxies named above also will vote in their discretion upon such other business as may properly come before the meeting or any adjournment thereof, including procedural matters and matters relating to the conduct of the meeting.

You are encouraged to specify your choices by marking the appropriate boxes on the reverse side. The proxies cannot vote your shares unless you sign and return this card.

.....  
**CONTINUED AND TO BE SIGNED ON REVERSE**

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held June 9, 2022. The Notice of Meeting, Proxy Statement and our 2021 Annual Report are available at: [www.viewproxy.com/fidusinv/2022](http://www.viewproxy.com/fidusinv/2022).

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE LISTED PROPOSALS.  
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- |  | FOR                      | WITHHOLD<br>AUTHORITY    | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. The election for each of the nominees listed below to serve as a Class II Director until his successor has been duly elected and qualified. | <input type="checkbox"/> |
| 01 Thomas C. Lauer   | <input type="checkbox"/> | <input type="checkbox"/> |                          |                          |                          |
| 02 Edward X. Tume  | <input type="checkbox"/> | <input type="checkbox"/> |                          |                          |                          |

DO NOT PRINT IN THIS AREA  
(Shareholder Name & Address Data)

→ CONTROL NUMBER

2. To approve a proposal to authorize the Company, subject to the approval of the Company's Board of Directors, to sell or otherwise issue shares of its common stock during the next year at a price below the Company's then current net asset value per share, subject to certain conditions as set forth in the proxy statement (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of its then outstanding common stock immediately prior to each such sale).
3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof, including procedural matters and matters relating to the conduct of the meeting.

**THIS PROXY IS REVOCABLE AND WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED BELOW;** where no choice is specified, it will be voted "FOR" proposals 1 and 2 in accordance with the recommendation of the Company's board of directors.

The undersigned acknowledges receipt from the Company before the execution of this proxy of the Notice of Annual Meeting of Stockholders, A Proxy Statement for the Annual Meeting of Stockholders and the 2021 Annual Report to Stockholders.

I plan on attending the meeting

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Date: \_\_\_\_\_

Signature \_\_\_\_\_

Signature (if held jointly) \_\_\_\_\_

▲ PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. ▲

→ CONTROL NUMBER

### PROXY VOTING INSTRUCTIONS

Please have your 11 digit control number ready when voting by internet or Telephone



**INTERNET**

**Vote Your Proxy on the Internet:**  
Go to [www.AALvote.com/tdus](http://www.AALvote.com/tdus)

Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



**TELEPHONE**

**Vote Your Proxy by Phone:**  
Call 1 (866) 804-9616

Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.



**MAIL**

**Vote Your Proxy by Mail:**

Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided.