

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF FS SERIES TRUST

ADOPTED AS OF NOVEMBER 2020

The board of trustees (the “**Board**”) of FS Series Trust (the “**Trust**”) on behalf of each series of the Trust (each a “**Fund**”) has determined that the Audit Committee of the Board the (“**Committee**”) shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. This Audit Committee Charter (this “**Charter**”) establishes the governing principles of the Committee.

I. Purposes

Accounting and Financial Purposes

The purpose of the Committee is to serve as an independent and objective party to assist the Board in fulfilling its oversight responsibilities for the Fund’s accounting and financial reporting processes and the audits of its financial statements by overseeing and monitoring:

- 1) The quality and integrity of financial reports and other financial information provided by the Fund to governmental bodies or the public and the independent audit thereof;
- 2) The preparation of the disclosure required by Item 407(d)(3)(i) of Regulation S-K (“**Regulation S-K**”), promulgated under the Securities Act of 1933, as amended (the “**Securities Act**”), and the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”);
- 3) The Fund’s system of internal controls regarding finance, accounting and regulatory compliance;
- 4) The material aspects of the Fund’s accounting and financial reporting process generally;
- 5) The independence, qualifications and performance of the Trust’s independent registered public accounting firm (the “**Independent Accountants**”), including the lead audit partner;
- 6) The compliance by the Fund with applicable legal and regulatory requirements; and
- 7) The performance of the Fund’s internal audit function and the Independent Accountants.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section V of this Charter.

Valuation Purposes

The Committee has also been established by the Board for the purpose of establishing guidelines and making recommendations to the Board regarding the valuation of the Fund's investments. The primary functions of the valuation services of the Committee are to: (1) assist the Board in fulfilling its responsibility of overseeing the process of valuing the Fund's investments and determining in good faith the fair value of the Fund's investments for which market quotations are not readily available; and (2) undertake such other duties and responsibilities as may from time to time be delegated by the Board to the Committee.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in **Annex A** attached hereto.

II. Scope

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Fund's financial statements are complete and accurate or prepared in accordance with U.S. generally accepted accounting principles ("**GAAP**"). The responsibility to plan and conduct audits is that of the Independent Accountants. In fulfilling their responsibility, the Independent Accountants are ultimately accountable to the Board and the Committee. The Trust's management has the responsibility to determine that the Fund's financial statements are complete and accurate and prepared in accordance with GAAP. It is also not the duty of the Committee to provide assurance of the Fund's compliance with laws and regulations or compliance with the Trust's Code of Business Conduct and Ethics. The primary responsibility for these matters also rests with the Trust's management.

The responsibility for determining the fair value of the Fund's investments is that of the Board. Therefore, in fulfilling its duties and responsibilities under this Charter as they relate to the valuation services of the Committee, the Committee is ultimately accountable to the full Board. In discharging these responsibilities, the Committee may use independent third-party pricing services and independent third-party valuation services that have been approved by the Board (collectively, the "**Valuation Service Providers**"). The Committee shall not be required to determine the fair value of the Fund's investments in accordance with the valuation provided by any single source, and the Committee shall retain the discretion to use any relevant data, including information obtained from FS Fund Advisor, LLC, FS Energy Advisor, LLC, or any other investment adviser to a series of the Trust, each an investment adviser of the Funds (an "**Adviser**"), any investment sub-adviser or any Valuation Service Provider, that the Committee deems to be reliable in determining fair value under the circumstances. The Committee will make available to the full Board, upon request, any information it considered in determining the fair value of the Fund's investments.

In order to fulfill its oversight responsibility, the Committee must be capable of conducting free and open discussions with, and thus have unrestricted access to, the Trust's management ("**Management**"), the Independent Accountants, internal auditors, personnel of an Adviser and any investment sub-adviser and their respective affiliates, and any Valuation Service Providers and legal counsel utilized by the Fund regarding the quality of the Fund's financial statements and system of internal controls and in relation to the valuation process carried out by the Fund, when deemed necessary.

III. Membership Requirements

The Committee shall be comprised of three (3) or more trustees as determined by the Board, each of whom must:

- 1) be an independent trustee in accordance with the requirements of Rule 10A-3 of the Exchange Act, and free from any material relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee;
- 2) be “financially literate,” as such qualification is interpreted by the Board;
- 3) have a basic understanding of finance and accounting practices and shall be able to read and understand financial statements. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Fund or an outside consultant; and
- 4) have a basic understanding of valuation-related issues and shall be able to read and understand reports issued by the Valuation Service Providers. Committee members may enhance their familiarity with valuation concepts by participating in educational programs conducted by the Fund or an outside consultant.

The members of the Committee shall meet the requirements of all applicable laws, rules and regulations, in each case, when, as and to the extent applicable to the Fund. In addition, at least one (1) member of the Committee shall have accounting or related financial management experience, as determined by the Board. If the Fund lists its shares on a national securities exchange, the members of the Committee shall meet the rules and requirements of such exchange.

The members of the Committee shall be elected by the Board annually or until their successors shall be duly elected and qualified. Unless a Chairman is elected by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee.

IV. Meetings and Procedures

The Committee shall meet at least four (4) times each year, or more frequently as circumstances require. The Chairman of the Committee may call a Committee meeting whenever deemed necessary and shall be responsible for meeting with the Independent Accountants at their request to discuss the Fund’s financial results. The Chairman of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee and may fix the time and place of the Committee’s meetings, as circumstances require.

One-third (33 $\frac{1}{3}$ %) of the members of the Committee present in person or by means of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. Any action required or permitted to be taken at a meeting of the Committee may also be taken without a meeting if all members of the Committee consent thereto in writing.

The Committee may request any Board member who is not a member of the Committee, Management and any employee of the Trust, personnel of an Adviser and any investment sub-adviser and their respective affiliates, Valuation Service Providers and the Fund’s outside counsel or the Independent Accountants to attend a meeting (or portions thereof) of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, rule, regulation or listing standard to be exercised by the Committee as a whole.

The Committee shall meet separately, and periodically, with Management, personnel responsible for the Fund's internal audit function, the representatives of the Independent Accountants and Valuation Service Providers and personnel of an Adviser and any investment sub-adviser and their respective affiliates, and shall invite such members to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such persons present.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

V. Responsibility and Duties

1) General Responsibilities

To carry out its purposes, the responsibilities of the Committee shall be as follows:

- i. Maintain open communications with the Independent Accountants, internal auditors, executive management and the Board;
- ii. Meet separately, from time to time, with management and the Independent Accountants to discuss matters warranting attention by the Committee;
- iii. Regularly report Committee actions to the Board and make recommendations as the Committee deems appropriate;
- iv. Review the financial results presented in all reports filed with the U.S. Securities and Exchange Commission (the "**SEC**");
- v. Review examination reports issued by regulatory authorities and consider the results of those reviews to determine if any findings could have a material effect on the Fund's financial statements;
- vi. Discuss the Fund's disclosure, oversight of and conformity with the Trust's Code of Business Conduct and Ethics, and matters that may have a material effect on the Fund's financial statements, operations, compliance policies and programs;
- vii. Institute, conduct or oversee special investigations related to financial and accounting matters, as needed;
- viii. Review with senior management the Fund's overall antifraud programs and controls;

- ix. Review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board;
- x. Review with the Fund's legal counsel any significant legal matter that could have a material impact on the Fund's financial position;
- xi. Take other actions required of the Committee by law, applicable regulations, or as requested by the Board; and
- xii. Any other action described in **Annex A**.

In discharging its duties hereunder, the Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Fund shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Independent Accountants for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the authority to select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Fund.

2) Responsibilities Regarding the Engagement of the Independent Accountants

The Committee will:

- i. Be directly responsible for the appointment or replacement of the Independent Accountants (subject to approval by the Board and by a separate in-person¹ vote of a majority of the members of the Board who are not "interested persons" of the Fund (as defined in the Investment Company Act of 1940, as amended) and, if applicable, to shareholder ratification). The Committee shall be directly responsible for the compensation and oversight of the Independent Accountants (including resolution of disagreements between management and the Independent Accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Independent Accountants shall report directly to the Committee.
- ii. Evaluate the independence of the Independent Accountants by:
 - (a) Having the Independent Accountants deliver to the Committee at least annually a formal written statement delineating all relationships between the Independent Accountants and the Fund and addressing at least the matters set forth in the Public

¹ On February 28, 2019, the Division of Investment Management ("Staff") of the Securities and Exchange Commission ("SEC") issued a no-action letter ("IDC Letter") relaxing its views on "in person" voting requirements for investment company boards of directors. In the IDC Letter, the Staff states that it would not recommend action to the SEC for violations of Sections 12(b), 15(c) or 32(a) of the Investment Company Act of 1940 (1940 Act), or Rules 12b-1 or 15a-4(b)(2) thereunder, if investment company directors, in certain circumstances (listed below), approve the company's investment management agreement or certain other matters (including selection of the fund's independent public accountant pursuant to Section 32(a) of the 1940 Act, noting that with respect to emergency situations, such accountant must be the same accountant as selected in the immediately preceding fiscal year) telephonically, by video conference or by other means by which all participating directors may participate and communicate with each other simultaneously during a meeting, instead of at a meeting where the required directors are physically present.

The circumstances to which the SEC's position applies are:

- **Emergency Situations:** The directors needed for the required approval physically cannot be present due to unforeseen or emergency circumstances, provided that (i) no material changes to the relevant contract, plan and/or arrangement are proposed to be approved, or are approved, at the meeting, and (ii) such directors ratify the applicable approval at the next board meeting at which the directors needed for the required approval are physically present; and
- **Prior Discussion Situations:** The directors needed for the required approval previously fully discussed and considered all material aspects of the proposed matter at a meeting where the required directors were physically present, but did not vote on the matter at that time, provided that no director requests another meeting where all required directors are physically present.

Company Accounting Oversight Board's ("**PCAOB**") Rule No. 3526; actively engaging in dialogue with the Independent Accountants about any relationships or services disclosed in such statement that may impact the objectivity and independence of the Independent Accountants.

- (b) Pre-approving all audit services and permitted non-audit services (including fees and terms thereof) to be performed for the Fund by the Independent Accountants or other registered public accounting firms. See the Policy on Pre-Approval of Audit and Non-Audit Services set forth in **Annex B** attached hereto. The Committee may form and delegate authority to subcommittees consisting of one (1) or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services; *provided* that any decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.
 - (c) Ensuring the regular rotation of the lead (or coordinating) audit partner (or, if required by the rules and regulations of the SEC, other employees of the Independent Accountants) having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and to consider the regular rotation of the Independent Accountants.
 - (d) Overseeing compliance with the guidelines set forth in **Annex C** attached hereto relating to the Trust's hiring of employees or former employees of the Independent Accountants who participated in any capacity in the audit of the Company.
- iii. At least annually, obtain and review a report by the Independent Accountants describing: the firm's internal control procedures; any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the firm, or by any other inquiry or investigation by governmental or professional authorities, within the preceding five (5) years with respect to one (1) or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the Independent Accountants and the Fund to assess the independence and objectivity of the Independent Accountants.
 - iv. The Committee shall review and present its conclusions regarding the Independent Accountants' qualifications, performance and, if applicable, its conclusions regarding the rotation of the Independent Accountants to the Board at least annually.
 - v. The Committee shall review and discuss with the Independent Accountants (1) the Independent Accountants' responsibilities under GAAP and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the Independent Accountants' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

3) Responsibilities for Reviewing the Annual External Audit and the Financial Statements

The Committee will:

- i. Request the Independent Accountants to confirm that they are accountable to the Committee and that they will provide the Committee with timely analyses of significant financial reporting and internal control issues;
- ii. Review with management significant risks and exposures identified by management and management's steps to minimize them;
- iii. Review the scope of the external audit with the Independent Accountants;
- iv. Review with management and the Independent Accountants, as appropriate:
 - (a) The adequacy and effectiveness of the Fund's system of internal controls, including computerized information system controls and security, any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Fund's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, involving management or other employees with a significant role in such internal controls;
 - (b) The Fund's critical accounting policies and practices to be used in the audit;
 - (c) The Fund's annual audited financial statements and semi-annual unaudited financial statements, including the related notes and the Fund's disclosures regarding its financial condition and results of operations, and the form of any audit opinion to be issued, before they are made public;
 - (d) All alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Accountants;
 - (e) Material written communications between the Independent Accountants and management, such as any management letter or schedule of unadjusted differences;
 - (f) Any audit problems or difficulties, including difficulties encountered by the Independent Accountants during their audit work (such as restrictions on the scope of their activities or their access to information); any significant disagreements between management and the Independent Accountants; management's response to these problems, difficulties or disagreements; and the Committee's proposed resolution to any disagreements between the Independent Accountants and management;
 - (g) Any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Fund's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Fund's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Fund's financial

statements; and

- (h) The Fund's earnings press releases, if any;
- v. After the completion of the annual audit examination, or as needed throughout the year, discuss such examination with management and the Independent Accountants;
- vi. Review the Fund's annual financial statements and related notes, including any adjustments to such statements recommended by the Independent Accountants;
- vii. Review any significant findings and recommendations made by the Independent Accountants

with respect to the Fund's financial policies, procedures and internal accounting controls together with management's responses thereto;

- viii. Review the qualitative judgments about the appropriateness and acceptability of accounting principles, financial disclosures and underlying estimates;
- ix. Review any significant difficulties or problems with management encountered during the course of the audit;
- x. Review any other matters about the audit procedures or findings that GAAP requires the auditors to discuss with the Committee;
- xi. Review the form of opinion the Independent Accountants propose to render to the Board and the Committee and shareholders;
- xii. Review the disclosures related to the Fund's financial condition and results of operations to be included in the Fund's annual report on Form N-CSR or semi-annual report on Form N-CSR before the Forms N-CSR are filed;
- xiii. Review the Independent Accountants' disclosure relating to the Fund's internal controls, and disclosures made to the Committee by the Trust's President and Chief Financial Officer during their certification process for the Fund's Forms N-CSR about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud, whether or not material, involving management or other employees with a significant role in such internal controls;
- xiv. Recommend to the Board whether to include the audited financial statements in the Fund's Form N-CSR; and
- xv. Issue for public disclosure by the Committee the report required by the SEC to be included in any proxy statements by the Fund.

4) *Responsibilities for Reviewing Internal Audit Function*

The Committee will:

- i. Review and approve the functions of the Fund's internal audit function, including its purpose, charter, organization, responsibilities, budget, staffing and performance; and review the scope, performance and results of such department's internal audit plans, including any reports to management and management's response to those reports; and
- ii. Review and discuss with management and the personnel responsible for the Fund's internal audit function policies and guidelines to govern the process by which management assesses and manages the Fund's risks, including the Fund's major financial risk exposures and the steps management has taken to monitor and control such exposures.

5) *Compliance Oversight Responsibilities*

The Committee will:

- i. Review with the Board any issues that arise with respect to the Fund's compliance with applicable laws and regulations;
- ii. Obtain from the Independent Accountants assurance that Section 10A(b) of the Exchange Act has not been implicated;
- iii. Review and discuss with the Independent Accountants any other matters required to be discussed by PCAOB Auditing Standards;
- iv. Administer the procedures set forth in **Annex D** attached hereto relating to the receipt, retention and treatment of complaints received by the Fund regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Trust or of an Adviser, of concerns regarding questionable accounting or auditing matters;
- v. Review all potential conflict-of-interest situations arising in respect of the Fund's affairs and involving the Trust's affiliates or employees not otherwise delegated to the Board as a whole, including review and approval of all transactions with related persons (as defined in Item 404 of Regulation S-K promulgated under the Exchange Act); and
- vi. Take other actions required of the Committee by applicable law, regulations, listing standards or as requested by the Board.

VI. Additional Resources

Subject to the approval of the Board, the Committee shall have the right to use reasonable amounts of time of the Independent Accountants, Management, personnel of an Adviser and any investment sub-adviser and their respective affiliates, any Valuation Service Provider, outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Trust's President advised as to the general range of anticipated expenses for outside consultants, and shall obtain the concurrence of the Board in advance for any such expenditures.

VII. Disclosure of Charter

This Charter will be made available on the Fund's "Corporate Governance" page under the Fund's "Investments" page at www.fsinvestments.com.

VIII. Evaluation

The Committee shall conduct an annual review of the Committee's and individual members' performance under this Charter and shall present the results of the evaluation to the Board and recommend changes to the Board as needed.

Annex A

Valuation Services – Responsibilities and Duties

To carry out its purposes, the responsibilities and duties of the Committee, with the assistance of counsel, shall be as follows:

- i. Oversee the implementation of the Fund's valuation methodologies, processes, procedures and policy then in effect (as may be amended from time to time, the "**Valuation Policy**");
- ii. Review the valuation-related services provided to the Fund by the Valuation Service Providers, including the inputs, methods, models, assumptions and other factors considered in determining the fair value of the Fund's investments;
- iii. Review and discuss Management's valuation-related oversight activities and applicable results thereof;
- iv. Review and recommend for full Board approval the fair valuations of the Fund's investments;
- v. Periodically (at least annually) review and, as appropriate, approve proposed changes to the Valuation Policy;
- vi. Review and recommend for full Board approval the selection of Valuation Service Providers and periodically re-evaluate and, when appropriate, recommend for full Board re-approval such Valuation Service Providers;
- vii. Maintain open communications with the Board, Management, personnel of an Adviser and any investment sub-adviser, Valuation Service Providers, legal counsel and independent accountants utilized by the Fund;
- viii. Review applicable sections of examination reports issued by regulators and consider the results of those examinations and related inquiries to determine if any findings could have a material effect on the Fund's current valuation process;
- ix. Meet separately, from time to time, as deemed appropriate, with Management, Valuation Service Providers, independent trustees' counsel and/or the Fund's independent accountants to discuss matters warranting attention by the Committee;
- x. Take other actions required of the Committee by applicable law, regulations, listing standards or as requested by the Board; and
- xi. Preserve and maintain for the retention periods required by the Investment Company Act of 1940, as amended, the documents and materials utilized by the Committee to carry out its responsibilities.

The Committee will perform its valuation services responsibilities and duties on the basis of information provided or representations made to it by Management, personnel of an Adviser and any investment sub-adviser, Valuation Service Providers, legal counsel to the Fund, independent trustees' counsel, independent accountants or other experts or consultants utilized by the Fund, without independent verification.

Annex B

Policy on Pre-Approval of Audit and Non-Audit Services

I. Statement of Principles

The Committee is required to pre-approve the audit and non-audit services performed by the Independent Accountants in order to ensure that the provision of such services to the Fund does not impair the independence of the Independent Accountants. Unless a type of service to be provided by the Independent Accountants has received general pre-approval, it will require specific pre-approval by the Committee. Any proposed services exceeding pre-approved fee levels will require specific pre-approval by the Committee.

II. Audit Services

The annual audit services engagement terms and fees will be subject to the specific pre-approval of the Committee. The Committee will approve, if necessary, any changes in terms, conditions and fees resulting from changes in audit scope, Fund structure or other matters.

In addition to the annual audit services engagement approved by the Committee, the Committee may grant pre-approval for other audit services, which are those services that only the Independent Accountants reasonably can provide, such as limited quarterly reviews, comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the SEC.

III. Audit-Related Services

Audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Fund's financial statements and that are traditionally performed by the Independent Accountants. All audit-related services must be separately pre-approved by the Committee.

IV. Tax Services

Tax services include tax compliance, tax planning and tax advice. All tax services must be separately pre-approved by the Committee.

V. All Other Services

The Committee may grant pre-approval to those permissible non-audit services classified as "All Other Services" that it believes are routine and recurring services, and would not impair the independence of the Independent Accountants. Permissible All Other Services must be separately pre-approved by the Committee.

A list of the SEC's prohibited non-audit services is attached to this policy as **Exhibit 1**. The SEC's rules and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

VI. Pre-Approval Fee Levels

Pre-approval fee levels for all services to be provided by the Independent Accountants will be established periodically by the Committee. Any proposed services exceeding these levels will require specific pre-approval by the Committee.

VII. Supporting Documentation

With respect to each proposed pre-approved service, the Independent Accountants will provide an engagement letter to the Committee regarding the specific services to be provided.

VIII. Procedures

Requests or applications to provide services that require specific pre-approval by the Committee will be submitted to the Committee by the Chief Financial Officer, and must include a statement as to whether, in his view, the request or application is consistent with the SEC's rules on auditor independence.

IX. Confirmation

The Independent Accountants will provide a written confirmation of its independence with respect to the Fund to the Committee on an annual basis.

Exhibit 1

Prohibited Non-Audit Services

- Bookkeeping or other services related to the accounting records or financial statements
- Financial reporting systems design and implementation
- Appraisal or valuation services, fairness opinions or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions
- Human resources
- Broker-dealer, investment adviser or investment banking services
- Legal services
- Expert services unrelated to the audit
- Any other service that the Public Company Accounting Oversight Board determines, by regulation, is impermissible

Annex C

Hiring Guidelines for Employees of the Independent Accountants

The Committee has adopted the following practices regarding the hiring by the Trust of any employee of the Independent Accountants who participated in any capacity in the audit of the Fund.

1. No member of the audit team that is auditing the Fund may be hired by the Fund in a financial reporting oversight role (as defined in Regulation S-X, promulgated under the Securities Act and the Exchange Act) for a period of one (1) year following association with that audit; and
2. The Trust's Chief Financial Officer shall report annually to the Committee the profile of the preceding year's hires from the Independent Accountants.

Annex D

WHISTLEBLOWER POLICY Submission of Comments to Audit Committee

FS Series Trust (the “**Trust**”), on behalf of each series of the Trust (each a “**Fund**”) encourages its employees and employees of FS Fund Advisor, LLC and FS Energy Advisor, LLC the Funds’ investment advisers (each an “**Adviser**”), 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 Trustees of the Trust. Feedback from employees of the Trust and the Advisers on matters related to their employment or the Fund’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 of the Trust or an Adviser should report suspected violations of applicable laws, rules, regulations or the Trust’s *Code of Business Conduct and Ethics* to his or her supervisor, a member of senior management, or to the Trust’s Chief Compliance Officer.

Employees of the Trust and an Adviser 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 set forth in writing, sealed in an envelope or submitted via e-mail, and addressed to the Trust’s Chief Compliance Officer if an employee would like management to review the comments, or to the Chairman of the Audit Committee, which should be labeled: “To be opened by the Audit Committee only.” Employees of the Trust and an Adviser may also deliver such envelopes in the Fund’s internal mail system or deliver it by hand to the Trust’s Chief Compliance Officer, who will deliver it unopened to the Chairman of the Audit Committee. Alternatively, employees of the Trust and an Adviser may call the Advisers’ Whistleblower Hotline (215-220-4750). If an employee of the Trust or an Adviser 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 such comments that it has received 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 such comments for a period of no less than five years.

The Trust’s *Code of Business Conduct and Ethics* prohibits the retaliation or taking of any adverse action against anyone for raising or helping to resolve business conduct or ethical concerns.