



OFS

OFS Capital Corporation

Nasdaq: OFS (common stock)

Nasdaq: OFSSH (unsecured notes)

Institutional Notes: PAR \$2,000 4.75% Notes due 2026

Investor Presentation
May 2022

This presentation contains "forward looking statements" that are subject to risks and uncertainties. Forward-looking statements can be identified by terminology such as "anticipate," "believe," "could," "could increase the likelihood," "estimate," "expect," "intend," "is planned," "may," "should," "will," "will enable," "would be expected," "look forward," "may provide," "would" or similar terms, variations of such terms or the negative of those terms. Such forward-looking statements involve known and unknown risks, uncertainties and other factors including those risks, uncertainties and factors referred to in OFS Capital Corporation's (the "Company" or "OFS Capital") Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission ("SEC") under the section "Risk Factors," as well as other documents that may be filed by OFS Capital from time to time with the SEC. As a result of such risks, uncertainties and factors, actual results may differ materially from any future results, performance or achievements discussed in or implied by the forward-looking statements contained herein. OFS Capital is providing the information as of this date and assumes no obligations to update the information included in this presentation or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Certain information included in this presentation (including certain information relating to portfolio companies) was derived from third party sources and has not been independently verified and, accordingly, OFS Capital makes no representation or warranty in respect of this information.

The following slides contain summaries of certain financial and statistical information about OFS Capital. We undertake no duty or obligation to publicly update or revise the information contained in this presentation. In addition, information related to past performance, while helpful as an evaluative tool, is not necessarily indicative of future results, the achievement of which cannot be assured. You should not view the past performance of OFS Capital, or information about the market, as indicative of OFS Capital's future results. This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities of OFS Capital.

OFS is a brand name and is meant to include Orchard First Source Asset Management, LLC, its direct or indirect subsidiaries, including OFS Capital Management, LLC and OFS CLO Management, LLC, which are registered investment advisers, OFS Capital Corporation, a publicly traded business development company (NASDAQ "OFS"), OFS Credit Company, Inc., a publicly traded registered closed-end fund (NASDAQ "OCCI"), and their predecessor entities.

CIM Assets Owned and Operated represents the aggregate assets owned and operated by CIM on behalf of partners (including where CIM contributes alongside for its own account) and co-investors, whether or not CIM has discretion, in each case without duplication.

Please note, changes in global, national, regional or local economic, demographic or capital market conditions (including as a result of the coronavirus (COVID-19) pandemic that began in the fourth quarter of 2019, the conflict between Russia and the Ukraine and other factors) has, and may continue to have, a significant negative impact on our business financial condition, results of operations and cash flows and those of our portfolio companies, including our and their ability to achieve our respective objectives.

Overview

- » OFS Capital is a Nasdaq-listed BDC primarily focused on lending to U.S. middle market companies

History

- » Raised ~\$100 million in 2012 IPO in addition to ~\$43 million contribution from adviser OFS Capital Management¹
- » Raised \$53 million in 2017 equity follow-on offering

Senior Focused Portfolio

- » \$557 million investment portfolio² (\$572 million total assets)³
- » 97% of loan portfolio is senior secured loans^{2,4}
- » Portfolio diversified across 15 sectors and 64 distinct obligors – no material exposure to cyclical sectors

Flexible Capital Structure

- » \$208 million net asset value (\$15.52 per share)³
- » No near-term liquidity needs with 67% of debt maturing in 2025 and beyond. Unsecured funding makes up 52% of liability mix; total weighted average cost of debt of 4.2%⁵

Strong Track Record

- » Since 2011, OFS Capital has invested ~\$1.8 billion with a cumulative net realized loss rate of ~1.9% as of March 31, 2022^{6,7}

Alignment of Interest

- » Management team averaging over 20 years managing credit through economic cycles
- » OFS Capital Management owns ~22% of OFS Capital's common shares^{1,3}

1 Includes OFS Capital Management, LLC, its parent company, Orchard First Source Asset Management, LLC ("OFSAM"), its predecessor entity, as well as other wholly-owned subsidiaries of OFSAM.

2 Based on fair value as of March 31, 2022.

3 As of March 31, 2022.

4 Excludes structured finance notes.

5 Based on average principal drawn for the three months ended March 31, 2022.

6 Investments for the years ended December 31, 2012 and 2011 give pro forma effect to OFS Capital's consolidation of OFS Capital WM, LLC as a result of the WM 2012 Credit Facility Amendments, as if the consolidation took place on January 1, 2011. Includes \$2.7 million realized gain from SBIC Fund acquisition.

7 Past performance is not indicative of future results.

First Quarter 2022 Highlights



- » Distribution of \$0.29 for Second quarter of 2022; seventh consecutive distribution increase¹
- » Net asset value per share increased by 2.2% to \$15.52 from the fourth quarter of 2021
- » First quarter net investment income of \$0.22 per common share, down from \$0.33 in the fourth quarter of 2021 primarily due to a drop in dividend and other fee income which were elevated in the fourth quarter of 2021. Adjusted net investment income² was \$0.30 per common share for the first quarter, \$0.02 above the \$0.28 distribution we paid during the quarter.
- » Non accruals represent 2.1% of the portfolio³; No additional loans were placed on non-accrual status in the quarter

	Quarter Ended	
	March 31, 2022	December 31, 2021
Net Investment Income Per Share		
Net investment income per share	\$ 0.22	\$ 0.33
Net Realized/Unrealized Gain (Loss) Per Share		
Net realized gain (loss) per share	\$ 0.02	\$ (0.98)
Net unrealized gain per share	0.39	2.07
Net loss on extinguishment of debt per share	(0.01)	(0.15)
Net gain per share	\$ 0.40	\$ 0.94
Earnings Per Share		
Earnings per share	\$ 0.62	\$ 1.27
Net Asset Value		
Net asset value per share	\$ 15.52	\$ 15.18
Distributions paid per share	\$ 0.28	\$ 0.25
Adjusted Net Investment Income Per Share²		
Net investment income per share	\$ 0.22	\$ 0.33
Capital gain incentive fee accrual per share	0.08	0.14
Adjusted net investment income per share	\$ 0.30	\$ 0.47

¹ Distributions are not guaranteed. Past performance is not indicative of future results.

² Adjusted net investment income ("Adjusted NII") is a financial measure calculated and presented on a basis of accounting other than in accordance with generally accepted accounting principles of the United States of America ("GAAP"). See supplemental schedule 1 beginning on page 19 for a definition of Adjusted NII and a reconciliation from net investment income (the most comparable GAAP measure) to Adjusted NII for the three months ended March 31, 2022 and December 31, 2021.

³ Based on fair value as of March 31, 2022.

» **Access To Infrastructure And Resources of Large Platform**

- OFS benefits from shared services provided by CIM Group - owners and operators of \$31.1 billion of assets¹
- OFS Capital Management has \$3.1 billion in Assets Under Management (“AUM”) and owns 22% of OFS Capital’s common shares^{2,3}

» **History of Generating Income For Investors and a Low Realized Loss Experience**

- \$11.77 per share in distributions paid since 2012 IPO⁴
- Since 2011, OFS Capital has invested ~\$1.8 billion with a cumulative net realized loss rate of ~1.9%^{3,5,7,10}

» **Senior Secured Focus With Earnings Growth Potential**

- 93% of loans in loan portfolio are floating rate^{3,6,8}
- Selectively make equity investments when we identify a strong opportunity - return on invested capital since inception of 1.83x for realized investments and 4.98x for unrealized investments⁷
- Potential to grow investment income as equity portfolio is rotated into higher income generating investments

» **Attractive Financing**

- 67% of total debt matures in 2025 and beyond^{3,9}
- Unsecured bonds provide flexibility and wholly owned senior loan facility has non-recourse financing

1. See Important Disclosures on page 1 and, in particular, the section “CIM Assets Owned and Operated” for additional details.

2. Includes OFS Capital Management, LLC, its parent company, Orchard First Source Asset Management, LLC (“OFSAM”), as well as other wholly-owned subsidiaries of OFSAM.

3. As of March 31, 2022.

4. Distributions are not guaranteed. Past performance is not indicative of future results.

5. Investments for the years ended December 31, 2012 and 2011 give pro forma effect to OFS Capital’s consolidation of OFS Capital WM, LLC as a result of the WM 2012 Credit Facility Amendments, as if the consolidation took place on January 1, 2011. Includes \$2.7 million realized gain from SBIC Fund acquisition.

6. Based on fair value as of March 31, 2022.

7. Past performance is not indicative of future results.

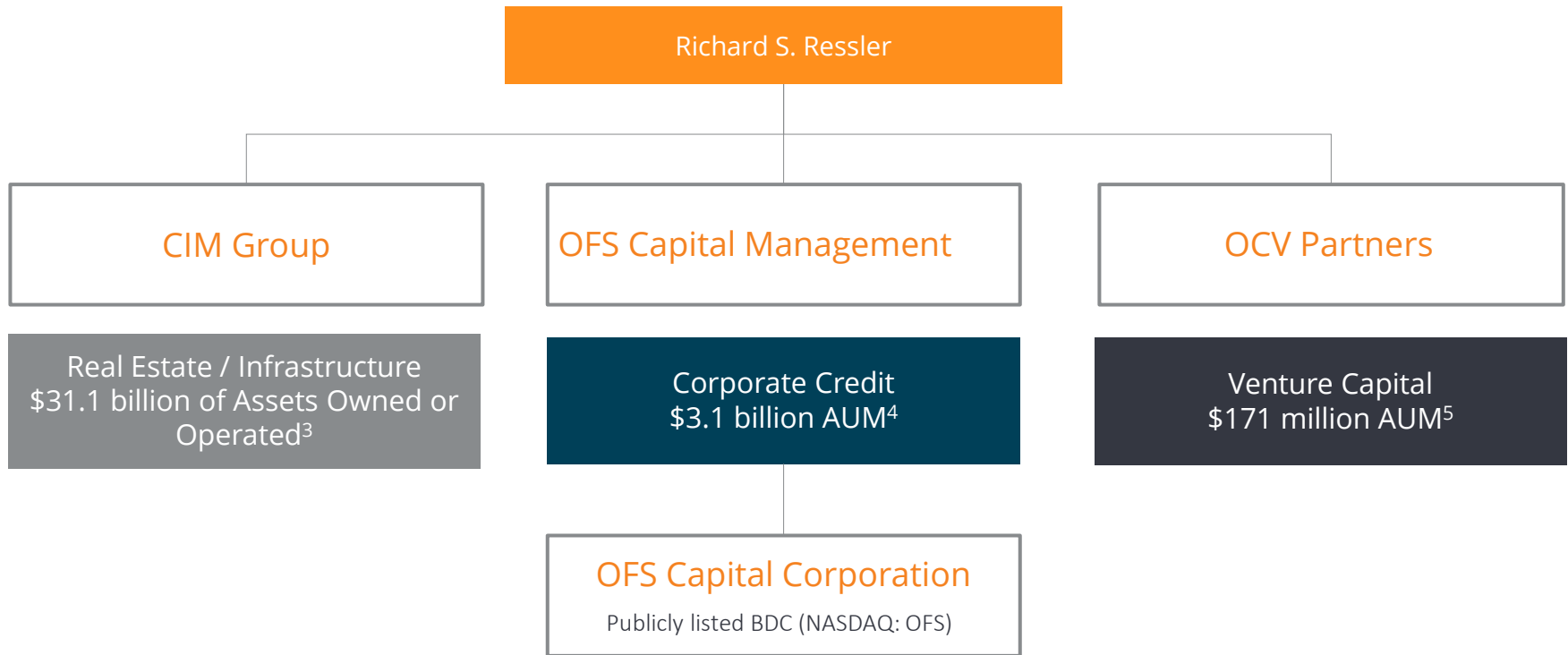
8. Excludes structured finance notes.

9. Based on principal drawn as of March 31, 2022.

10. Cumulative net realized gains (losses) represent the cumulative net gains (losses) realized on sold, significantly modified or restructured, or otherwise disposed investments. Cumulative net realized gains (losses) excludes the net unrealized appreciation (depreciation) on investments held by the Company as of the end of each reported period, and does not include interest, dividend or fee income, or fees and expenses that the Company paid over the period, which are disclosed in its financial statements.

Access To Infrastructure And Resources of Large Platform¹

- » OFS is part of a group of affiliated firms controlled by Richard Ressler that own, operate and manage more than \$34 billion of real assets and corporate credit
- » Since 1994, OFS Capital Management² has invested over \$18 billion in more than 8,100 transactions and has offices in Chicago, Los Angeles and New York City



1 Despite Mr. Ressler's involvement in each, none of CIM, OFS, or Orchard Capital Ventures has the benefit of any cross-guarantee. None of these entities are entitled to draw on the capital of any other, and no guarantee of the liabilities of any such entity by any other such entity should be inferred from their relationship.
2 Includes Orchard First Source Asset Management, LLC, its predecessor entity, and its direct or indirect subsidiaries.
3 As of December 31, 2021. See Important Disclosures on page 1.
4 As of March 31, 2022. Regulatory assets under management as defined by the Securities and Exchange Commission.
5 As of December 31, 2021.

- » Investing across the U.S. corporate loan market
- » Seasoned investment team with diverse skill set - dedicated industry analysts and loan and CLO structuring expertise

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\$3.1 Billion
Assets Under Management^{1,2}
50 Professionals

Middle Market Lending

- » Primarily invests in senior secured, floating rate loans to US based middle-market borrowers
- » "OFS" - Publicly listed BDC
- » Hancock Park Corporate Income - Non-listed BDC

Structured Credit Investing

- » Structure and invest in CMBSs, CLO equity and debt
- » "OCCI" – Publicly listed closed end fund
- » SMAs/Sub-advised accounts

Broadly Syndicated Loans

- » Invests in broadly syndicated loans, primarily in the 1st lien, senior secured tranches of the capital structure
- » CLOs
- » SMAs/Sub-advised accounts

OFS Platforms

BDCs

Closed-end Listed Fund

SMAs/Sub-advised accounts

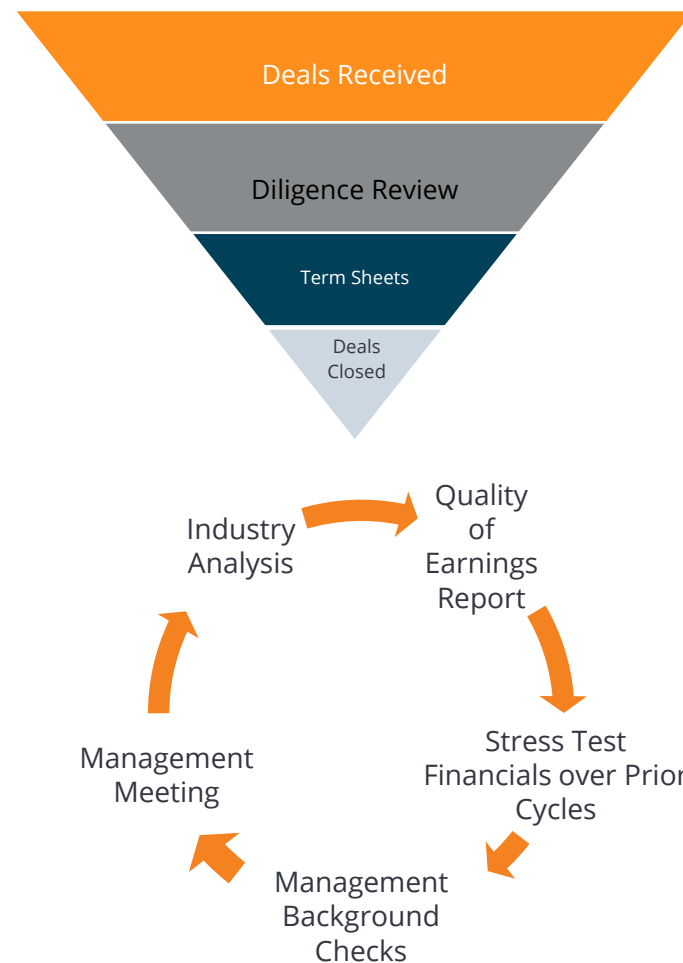
CLO Funds

1. As of March 31, 2022. Regulatory assets under management as defined by the Securities and Exchange Commission.

2. Includes approximately \$100 million of AUM in proprietary investments.

Proprietary Loan Origination Capabilities Driven by Deep Relationships Across the Middle Market

- » National footprint with offices in Chicago, New York and Los Angeles
- » Long-standing relationships with financial sponsors, intermediaries, and business owners
- » Large database of contacts (10,000+ industry contacts)
- » Has the potential to lead to stronger loan selection and lender protections
 - Strong covenants
 - Low leverage levels
- » Proven ability to effectively handle due diligence and manage loans
- » Access to highly experienced team of investment professionals
- » Experienced management team that has underwritten through multiple credit cycles
- » While we primarily invest in senior secured loans, our investment strategy allows us to selectively make equity investments when we identify a strong opportunity
- » Return on invested capital on equity investments of 1.83x for realized investments and 4.98x for unrealized investments since inception¹



1. Past performance is not indicative of future results.

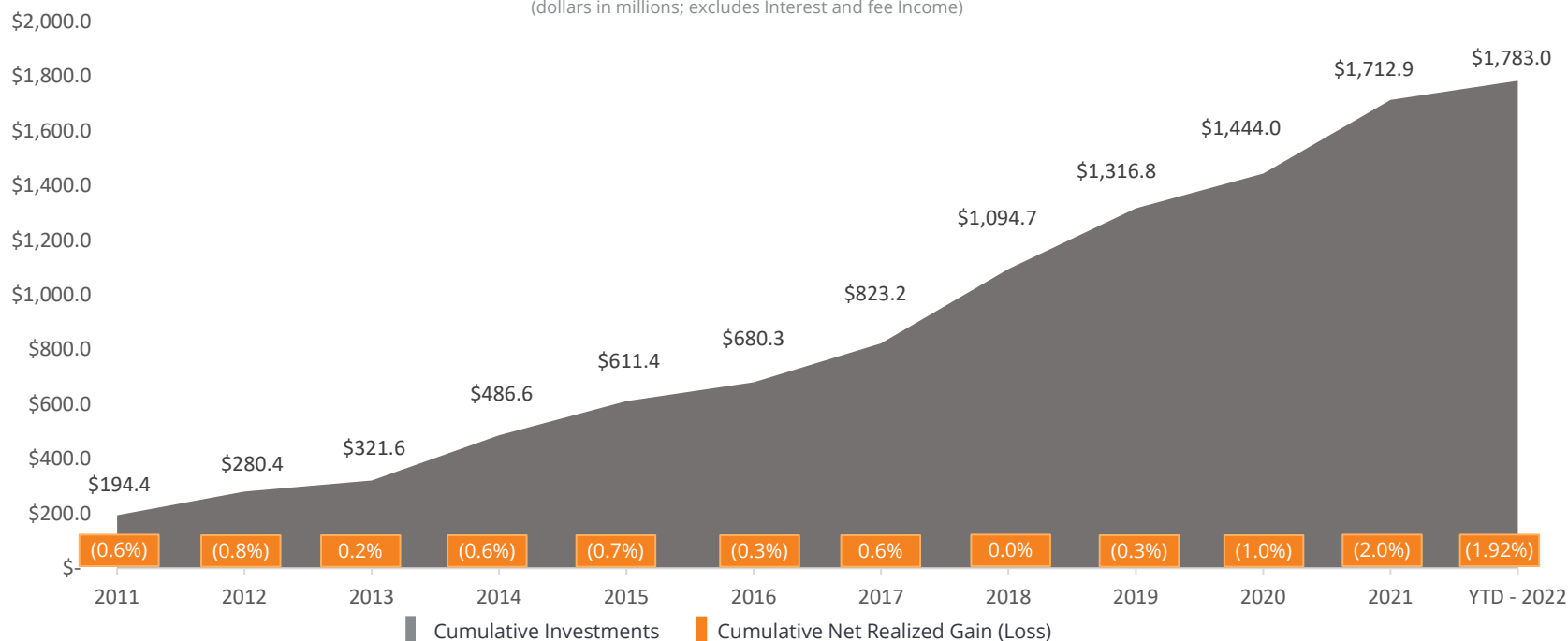
Strong Performance Track Record

Since Inception, OFS Capital has incurred cumulative net realized losses of only ~1.9%¹

Only 2.1% of loan portfolio on non-accrual status⁴

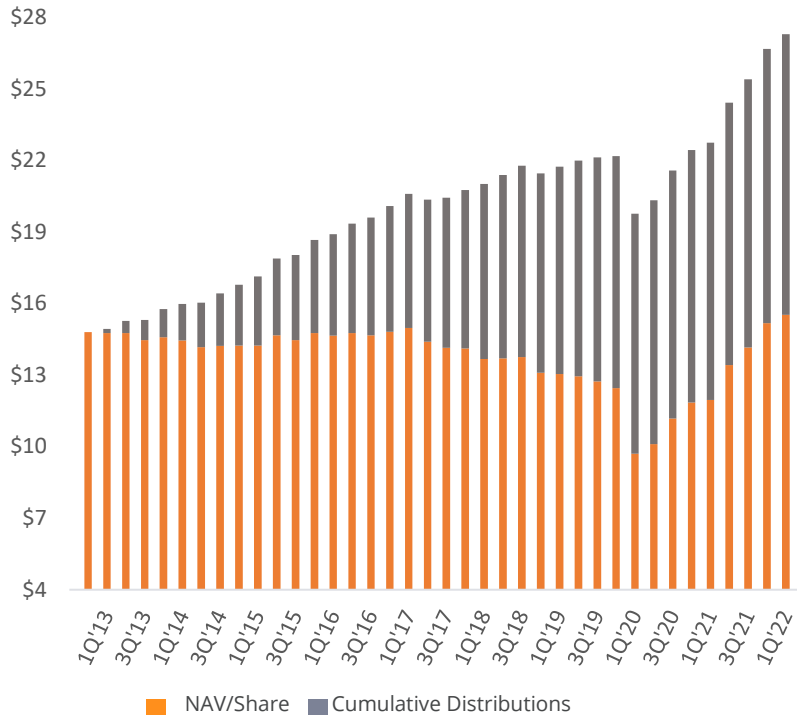
Cumulative Investments, Net Realized Gain (Loss) since 2011^{1,2,3}

(dollars in millions; excludes Interest and fee Income)

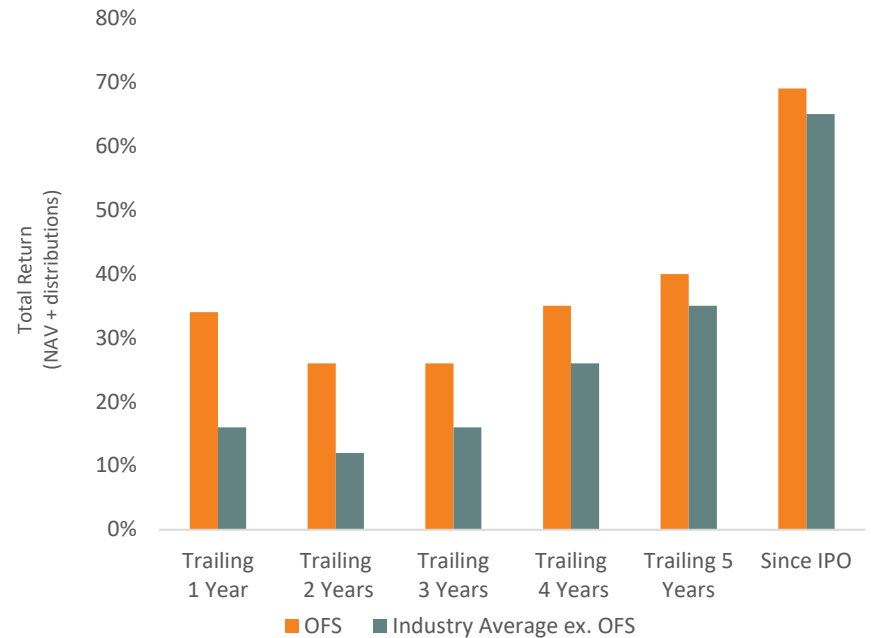


- Investments cumulative realized gains (loss) for the years ended December 31, 2012 and 2011 give pro forma effect to OFS Capital's consolidation of OFS Capital WM, LLC as a result of the WM 2012 Credit Facility Amendments, as if the consolidation took place on January 1, 2011. Includes \$2.7 million realized gain from SBIC Fund acquisition. The cumulative net realized losses were calculated as cumulative net realized losses incurred for the period from January 1, 2011 through March 31, 2022 (approximately \$34.2 million), divided by cumulative originations for the same periods (approximately \$1.8 billion).
- Data is through March 31, 2022. Past performance is not indicative of future results.
- Cumulative net realized gains (losses) represent the cumulative net gains (losses) realized on sold, or otherwise disposed investments. Cumulative net realized gains (losses) excludes the net unrealized appreciation (depreciation) on investments held by the Company as of the end of each reported period, and does not include interest, dividend or fee income, or fees and expenses that the Company paid over the period, which are disclosed in its financial statements.
- Based on fair value as of March 31, 2022.

NAV Per Share + Cumulative Distributions¹



OFS Capital Historical Performance^{1,2} Total return compared with industry



\$11.77 Per Share in Distributions Paid since 4Q'12 IPO¹

¹ Distributions are not guaranteed. Past performance is not indicative of future results.

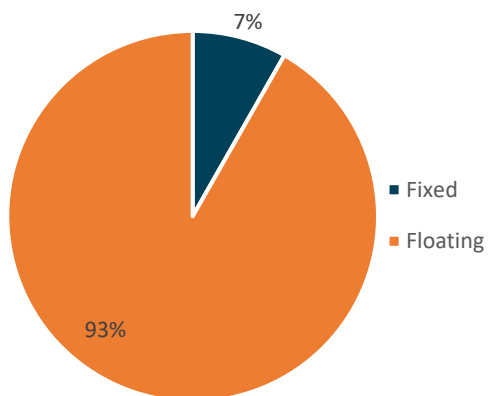
² Performance data is as of 4Q'21. Industry Average data obtained from S&P CapitalIQ for all externally managed BDCs. This average is simple and not weighted by market capitalization. IPO consummated in 4Q'12.

Diversified & Senior Secured Focused Portfolio¹

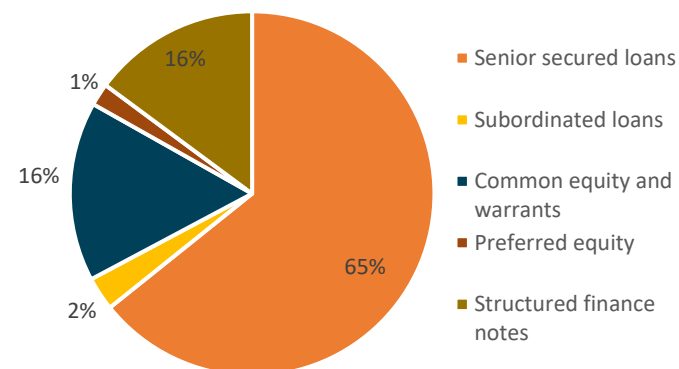
97% of the loan portfolio and 65% of all investments are deployed in senior secured loans with strong structural protections.

While we primarily invest in senior secured loans, our investment strategy allows us to invest in equity securities and structured finance notes when we identify strong opportunities.

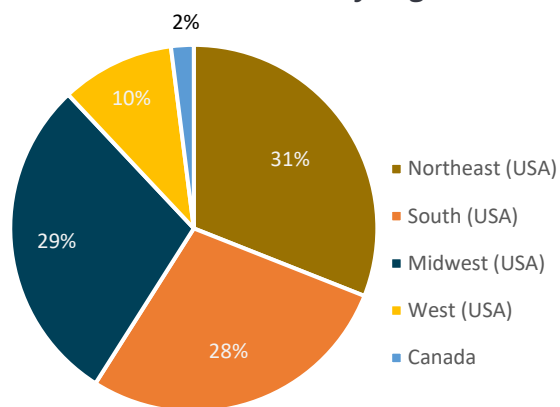
Interest Rate Type on Loans



Senior Loan Focus



Portfolio Diversification by Region²



1. Based on fair value as of March 31, 2022. Percentages may not sum to 100% due to rounding.

2. Excludes investments in structured finance notes.

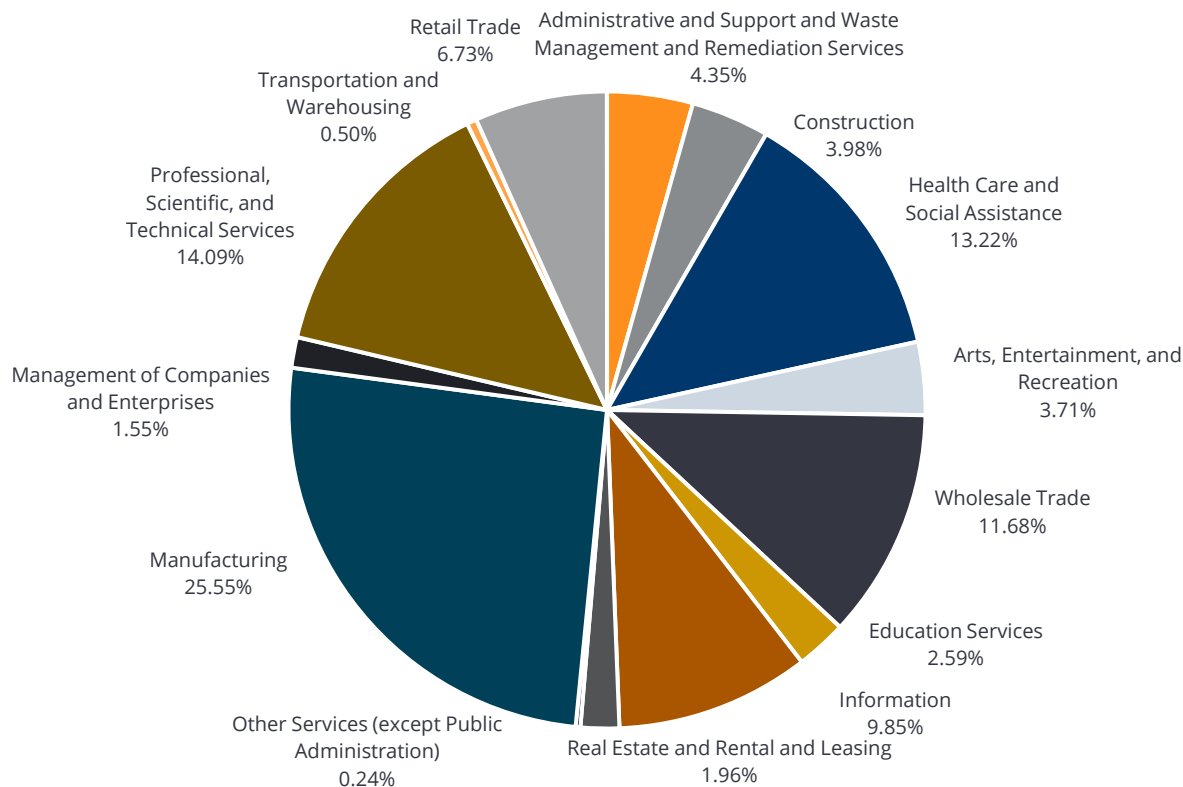
Diversified & Senior Secured Focused Portfolio (cont'd)

\$467 million invested in portfolio companies¹

75 portfolio companies / ~\$6.2 million average investment¹

No material exposure to cyclical sectors (no direct oil and gas exposure)

Portfolio Company Investments^{1,2} Diversified & Senior Focused



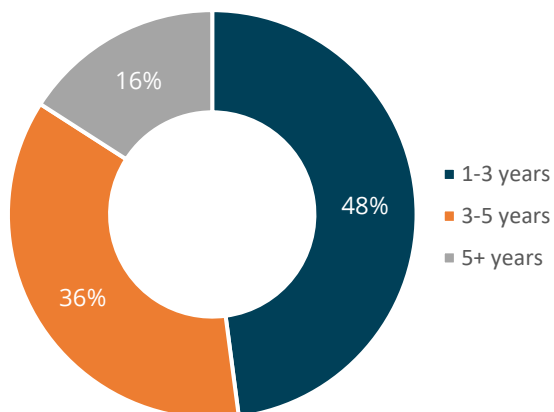
¹ Based on fair value as of March 31, 2022. A debt or equity investment in a portfolio company. Excludes investments in structured finance notes.

² Percentages may not sum to 100% due to rounding.

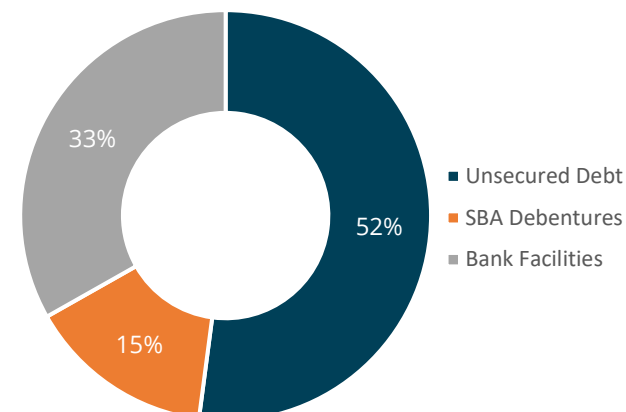
Debt Capital Summary as of March 31, 2022

Funding	Debt Commitment	Outstanding Par	Undrawn Commitment	Stated Maturity	Early Redemption Date	Coupon ²
SBA Debentures¹:						
SBA Debentures	\$ 50.9	\$ 50.9	N/A	Mar-25	N/A	2.87%
Unamortized debt issuance costs	(0.4)					
Unsecured Notes:						
2026 Unsecured Notes	\$ 125.0	\$ 125.0	N/A	Feb-26	N/A - Make Whole	4.75%
2028 Unsecured Notes	55.0	55.0	N/A	Oct-28	Oct-23	4.95%
Unamortized debt issuance costs	(4.4)					
Bank Facilities:						
Pacific Western Bank Facility	\$ 25.0 ⁴	\$ 3.3	\$ 21.7	Feb-23	N/A	4.00%
BNP Paribas Bank Facility	150.0 ⁴	111.4	38.6	Jun-24	N/A	2.49% ³

Debt Mix by Remaining Legal



Debt Mix By Vehicle Type



1 The SBIC intends, over time, to repay its outstanding SBA debentures prior to the scheduled maturity date of its debentures.

2 Excludes upfront commitment and leverage fees and other deferred offering costs that are amortized over the life of the applicable debt instruments.

3 Based on composition of collateral when drawn.

4 The unused commitment is limited by borrowing base, advance rates, and other factors specified in the credit agreements as well as regulatory limits on the Company's leverage. The unused commitment may be less than the stated capacity in the agreements. Based on fair values and equity capital at March 31, 2022, we could draw the full amount of the undrawn commitments on our two bank facilities and remain in compliance with our asset coverage requirements.

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Appendices

- » Formed senior loan subsidiary in 2019 to primarily invest in first lien loans
- » Financing for the subsidiary is non recourse to the parent company
- » Reduced base management fee of 1% (from 1.75%) on assets in the subsidiary¹

Aims To Increase Return on Equity for Shareholders

- » Subsidiary seeks to invest in high quality, lower yielding loans that previously did not meet return targets
- » Expected increase to deal flow - quantity and consistency
 - Ability to deploy capital in lower yielding loans
 - Improves competitive position – larger capital base reduces closing certainty for borrower
- » Accelerates recent shift towards senior investments

Benefits of Being Part of Large Platform

- » Access to attractive financing
- » OFS Capital Management has the experience/capabilities to invest across the corporate loan market
 - Large investment team to source, underwrite and manage larger portfolio

¹ Subject to annual renewal by OFS Capital Management. Most recent renewal was effective January 1, 2022. The amount of the base management fee waived shall not be subject to recoupment by OFS Capital Management.

Experienced Leadership of OFS Capital Management



Experienced management team that has underwritten through multiple business cycles.

Well-aligned with 22% insider ownership vs. BDC sector median of 2%¹

Richard Ressler
Chairman of
Investment Committee

- » Founder and President of Orchard Capital Corporation, a firm through which Mr. Ressler oversees companies in which Orchard Capital or its affiliates invest
- » Co-Founder and Chairman of the Executive Committee of OFSAM
- » Serves as the Executive Chairman of CIM Group and as an officer of various affiliates of CIM Group
- » Chairman of Ziff Davis Inc. (NASDAQ: ZD, formerly known as j2 Global, Inc.) and Creative Media & Community Trust (NASDAQ: CMCT)

Bilal Rashid
Chairman & CEO

- » President of OFS Capital Management and a member of the investment and executive committees
- » Previously served as Managing Director in the global markets and investment banking division of Merrill Lynch
- » Also held positions with Natixis, CIBC, Lehman Brothers and the International Finance Corporation

Jeff Cerny
Chief Financial Officer

- » Senior Managing Director of OFS Capital Management and a member of the investment and executive committees
- » Previously served as Deputy Division Head of Sanwa Business Credit's Asset Management Division

1. Represents the median insider ownership percentage of all public BDCs; Source: SNL Financial.

Top Tier Industry Partners

- » OFS Capital's counsel is Eversheds Sutherland, a top tier global law firm with over 3,000 attorneys
- » OFS Capital's auditing firm KPMG, a leading audit, tax, and consulting firm, is a big four accounting firm in the United States

Strong Independent Board Oversight

- » As required by the Investment Company Act of 1940, OFS Capital has a majority of independent directors on its board
- » The Board's Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee are comprised solely of independent directors
- » The Board meets throughout the year; the fair value of OFS Capital's assets are approved in good faith by the Board on at least a quarterly basis
- » A majority of OFS Capital's board is comprised of female and minority professionals

SEC Regulated Entity

- » Subject to the Investment Company Act of 1940, which among other things, places limitations on the incurrence of leverage
- » Frequent public reporting requirements overseen by an engaged Disclosure and Audit Committees
- » Limitations on transactions with affiliates to prevent conflicts

Valuation Process

- » Performed quarterly by reputable third-party valuation providers and pricing services
- » 100% of investments reviewed quarterly
- » Valuations are performed in accordance with ASC 820 and utilize relevant applicable methodologies including the yield approach, market approach, etc.

Robust Compliance

- » Overseen by an experienced legal and compliance team

Condensed Consolidated Balance Sheets



(\$ in thousands)	Quarter Ended				
	3/31/2022 (Unaudited)	12/31/2021 (Audited)	9/30/2021 (Unaudited)	6/30/2021 (Unaudited)	3/31/2021 (Unaudited)
Assets					
Investments, at fair value	\$ 556,913	\$ 507,099	\$ 526,278	\$ 484,027	\$ 466,099
Cash	10,473	43,048	6,999	35,159	41,641
Other assets	4,349	18,900	3,943	3,255	3,853
Total assets	\$ 571,735	\$ 569,047	\$ 537,220	\$ 522,441	\$ 511,593
Liabilities					
SBA debentures ¹	\$ 50,553	\$ 69,365	\$ 69,321	\$ 94,640	\$ 94,583
Unsecured notes ¹	175,586	175,446	198,782	198,718	198,495
Revolving line of credit – BNP Paribas	111,400	100,000	45,150	24,050	19,550
Revolving line of credit – Pacific Western Bank	3,250	-	750	-	-
Other liabilities	22,562	20,496	33,245	25,044	38,499
Total liabilities	363,351	365,307	347,248	342,452	351,127
Net assets	208,384	203,740	189,972	179,989	160,466
Total liabilities and net assets	\$ 571,735	\$ 569,047	\$ 537,220	\$ 522,441	\$ 511,593
Shares outstanding	13,425,429	13,422,413	13,418,973	13,415,235	13,411,962
Net asset value per share	\$ 15.52	\$ 15.18	\$ 14.16	\$ 13.42	\$ 11.96
GAAP leverage ratio	1.66x	1.72x	1.69x	1.80x	1.99x
Regulatory leverage ratio	1.41x	1.37x	1.32x	1.27x	1.40x
Regulatory asset coverage ratio	171%	173%	176%	179%	171%

1. Net of any unamortized discounts and deferred financing fees.

Condensed Consolidated Statements of Operations



	Three Months Ended (unaudited)				
	3/31/2022	12/31/2021	9/30/2021	6/30/2021	3/31/2021
(\$ in thousands, except per share data)					
Investment income					
Interest income	\$ 9,788	\$ 11,483	\$ 10,143	\$ 10,618	\$ 10,140
Dividend income	758	1,855	71	195	47
Fee income	400	1,930	375	604	303
Total investment income	10,946	15,268	10,589	11,417	10,490
Expenses					
Interest expense	3,623	4,215	4,234	4,241	4,825
Management fees	2,020	2,009	1,950	1,875	1,834
Incentive fee - net investment income	-	1,543	-	809	-
Incentive fee - capital gains	1,072	1,814	102	-	-
Other expenses	1,226	1,255	1,069	1,256	1,281
Total expenses	7,941	10,836	7,355	8,181	7,940
Net investment income	3,005	4,432	3,234	3,236	2,550
Net realized gain (loss) from investments	217	(13,099)	3,254	(10,842)	91
Net unrealized appreciation on investments	5,285	27,821	6,900	30,048	3,832
Net gain (loss) on investments	5,502	14,722	10,154	19,206	3,923
Loss on goodwill & extinguishment of debt	(144)	(2,068)	(224)	-	(2,299)
Net increase in net assets resulting from operations	\$ 8,363	\$ 17,086	\$ 13,164	\$ 22,442	\$ 4,174
Net investment income per common share - basic and diluted ¹	\$ 0.22	\$ 0.33	\$ 0.24	\$ 0.24	\$ 0.19
Adjusted net investment income per share ^{1,2}	\$ 0.30	\$ 0.47	\$ 0.25	\$ 0.24	\$ 0.19
Net gain (loss) on investments, per share ¹	\$ 0.41	\$ 1.10	\$ 0.76	\$ 1.43	\$ 0.29
Net increase (decrease) in net assets resulting from operations per common share - basic and diluted ¹	\$ 0.62	\$ 1.27	\$ 0.98	\$ 1.67	\$ 0.31
Distributions declared per common share	\$ 0.28	\$ 0.25	\$ 0.24	\$ 0.22	\$ 0.20
Basic and diluted weighted average shares outstanding	13,422,447	13,419,010	13,415,276	13,411,998	13,409,033
Annualized return on average equity - Adjusted net investment income	7.9%	12.7%	7.2%	7.6%	6.4%
Annualized return on average equity - Net change in net assets from operations	16.2%	34.7%	28.5%	52.7%	10.5%

1 Based on weighted average shares outstanding for the respective period.

2 See supplemental schedule 1 beginning on page 19 for a definition of adjusted net investment income and a reconciliation from net investment income (the most comparable GAAP measure) to adjusted net investment for the three months ended March 31, 2022 and December 31, 2021.

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Supplemental Schedule I

Supplemental Schedule I – Adjusted Net Investment Income



On a supplemental basis, we disclose Adjusted NII (including on a per share basis), which is a financial measure calculated and presented on basis other than in accordance with generally accepted accounting principles of the United States of America (“GAAP”). Adjusted NII represents net investment income, excluding the capital gains, incentive fee in periods in which such expense occurs. GAAP requires recognition of a capital gains incentive fee in our financial statements if aggregate net realized and unrealized capital gains, if any, on a cumulative basis from the date of the election to be a BDC through the reporting date is positive. Such fees are subject to further conditions specified in the investment advisory agreement with OFS Capital Management, LLC, principally related to the realization of such net gains, before OFS Capital Management, LLC is entitled to payment, and such recognized fees are subject to the risk of reversal should unrealized gains diminish to become losses. Management believes that Adjusted NII is a useful indicator of operations exclusive of any net capital gains incentive fee, as net investment income does not include the net gains, realized or unrealized, associated with the capital gains incentive fee.

Management believes Adjusted NII facilitates analysis of our results of operations and provides greater transparency into the determination of incentive fees. Adjusted NII is not meant as a substitute for net investment income determined in accordance with GAAP and should be considered in the context of the entirety of our reported results of operations, financial position and cash flows determined in accordance with GAAP.

The following table provides a reconciliation from net investment income (the most comparable GAAP measure) to Adjusted NII for the three months ended March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
	Per Share	Per Share
Net investment income	\$0.22	\$0.33
Capital Gains Fee	0.08	0.14
Adjusted NII	\$0.30	\$0.47