

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**Form 10-K**

(Mark One)  **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2021  
OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
COMMISSION FILE NUMBER: 814-00813

**OFS Capital Corporation**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware (State or jurisdiction of incorporation or organization)	46-1339639 (I.R.S. Employer Identification No.)
10 S. Wacker Drive, Suite 2500 Chicago, Illinois	60606
(Address of principal executive offices)	(Zip Code)

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:**  
(847) 734-2000

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	OFS	The Nasdaq Global Select Market
4.95% Notes due 2028	OFSH	The Nasdaq Global Select Market

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods as the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C.7262(b)) by the registered public accounting firm that prepared or issued its audit report.

The aggregate market value of the registrant's voting shares of common stock held by non-affiliates of the registrant as of June 30, 2021, was approximately \$103.4 million based on \$9.96 per share, the last reported sale price of the shares of common stock on the Nasdaq Global Select Market. For the purpose of calculating this amount only, shares held by certain stockholders and by directors and executive officers of the registrant have been excluded. On March 1, 2022, there were 13,422,413 shares outstanding of the Registrant's common stock, \$0.01 par value.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act) YES  NO

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement relating to the registrant's 2022 Annual Meeting of Stockholders, to be filed pursuant to Regulation 14A with the Securities and Exchange Commission, are incorporated by reference in Part III of this Annual Report on Form 10-K as indicated herein.

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The name OFS Capital Corporation, our logo and other trademarks of OFS Capital Corporation are the property of OFS Capital Corporation. All other trademarks or trade names referred to in this Annual Report on Form 10-K are the property of their respective owners.

## Defined Terms

We have used “we,” “us,” “our,” “our company,” and “the Company” to refer to OFS Capital Corporation in this report. We also have used several other terms in this report, which are explained or defined below:

Term	Explanation or Definition
1940 Act	Investment Company Act of 1940, as amended
Administration Agreement	Administration Agreement between the Company and OFS Services dated November 7, 2012
Advisers Act	Investment Advisers Act of 1940, as amended
Affiliated Account	An account, other than the Company, managed by OFS Advisor or an affiliate of OFS Advisor
Affiliated Fund	Certain other funds, including other BDCs and registered investment companies managed by OFS Advisor or by registered investment advisers controlling, controlled by, or under common control with, OFS Advisor
Annual Distribution Requirement	Distributions to our stockholders, for each taxable year, of at least 90% of our ICTI
ASC	Accounting Standards Codification, as issued by the FASB
ASC Topic 820	ASC Topic 820, "Fair Value Measurements and Disclosures"
ASU	Accounting Standards Updates, as issued by the FASB
BDC	Business Development Company under the 1940 Act
BLA	Business Loan Agreement, as amended, with Pacific Western Bank, as lender, which provides the Company with a senior secured revolving credit facility
BNP Facility	A secured revolving credit facility that provides for borrowings in an aggregate principal amount up to \$150,000,000 issued pursuant to a Revolving Credit and Security Agreement by and among OFSCC-FS, the lenders from time to time parties thereto, BNP Paribas, as administrative agent, OFSCC-FS Holdings, LLC, a wholly owned subsidiary of the Company, as equityholder, the Company, as servicer, Citibank, N.A., as collateral agent and Virtus Group, LP, as collateral administrator
Board	The Company's board of directors
CLO	Collateralized loan obligation
Code	Internal Revenue Code of 1986, as amended
Company	OFS Capital Corporation and its consolidated subsidiaries
DRIP	Distribution reinvestment plan
EBITDA	Earnings before interest, taxes, depreciation and amortization
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
GAAP	Accounting principles generally accepted in the United States
HPCI	Hancock Park Corporate Income, Inc., a Maryland corporation and non-traded BDC for whom OFS Advisor serves as investment adviser
ICTI	Investment company taxable income, which is generally net ordinary income plus net short-term capital gains in excess of net long-term capital losses
Indicative Prices	Market quotations, prices from pricing services or bids from brokers or dealers
Investment Advisory Agreement	Investment Advisory and Management Agreement between the Company and OFS Advisor dated November 7, 2012
IPO	Initial Public Offering
LIBOR	London Interbank Offered Rate
Net Loan Fees	The cumulative amount of fees, such as origination fees, discounts, premiums and amendment fees that are deferred and recognized as income over the life of the loan
OCCI	OFS Credit Company, Inc., a Delaware corporation and a non-diversified, closed-end management investment company for whom OFS Advisor serves as investment adviser
OFS	The collective activities and operations of OFSAM, its subsidiaries, and certain affiliates
OFS Advisor	OFS Capital Management, LLC, a wholly owned subsidiary of OFSAM and registered investment advisor under the Advisers Act
OFSC	Orchard First Source Capital, Inc., a wholly owned subsidiary of OFSAM
OFS Services	OFS Capital Services, LLC, a wholly owned subsidiary of OFSAM and affiliate of OFS Advisor
OFSAM	Orchard First Source Asset Management, LLC, a full-service provider of capital and leveraged finance solutions to U.S. corporations

<b>Term</b>	<b>Explanation or Definition</b>
OFSCC-FS	OFSCC-FS, LLC, an indirect wholly owned subsidiary of the Company
OFSCC-FS Assets	Assets held by the Company through OFSCC-FS
OFSCC-MB	OFSCC-MB, Inc., a wholly owned subsidiary taxed under subchapter C of the Code that generally holds the equity investments of the Company that are taxed as pass-through entities
OID	Original issue discount
Order	An exemptive relief order from the SEC to permit us to co-invest in portfolio companies with Affiliated Funds in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions
NAV	Net asset value. NAV is calculated as consolidated total assets less consolidated total liabilities, and can be expressed in the aggregate or on a per share basis
Parent	OFS Capital Corporation
PIK	Payment-in-kind, non-cash interest or dividends payable as an addition to the loan or equity security producing the income
Portfolio Company Investment	A debt or equity investment in a portfolio company. Portfolio Company Investments exclude Structured Finance Notes
Prime Rate	United States Prime interest rate
PWB Credit Facility	Senior secured revolving credit facility between the Company and Pacific Western Bank, as lender
Reunderwriting Analysis	A discount rate estimation method based upon a hypothetical recapitalization of the entity given its current operating performance and current market condition
RIC	Regulated investment company under the Code
SBA	United States Small Business Administration
SBIC	A fund licensed under the SBA Small Business Investment Company Program
SBIC Acquisition	The Company's acquisition of the remaining ownership interests in SBIC I LP and OFS SBIC I GP, LLC on December 4, 2013
SBIC Act	Small Business Investment Act of 1958, as amended
SBIC I LP	OFS SBIC I, LP, a wholly owned SBIC subsidiary of the Company
SBIC I GP	OFS SBIC I GP, LLC
SEC	United States Securities and Exchange Commission
Securities Act	Securities Act of 1933, as amended
SOFR	Secured Overnight Financing Rate.
Staffing Agreement	Staffing Agreement between the Company and OFSC dated November 7, 2012
Stock Repurchase Program	The open market stock repurchase program for shares of the Company's common stock under Rule 10b-18 of the Exchange Act
Structured Finance Notes	CLO mezzanine debt, CLO subordinated debt and CLO loan accumulation facility positions
Synthetic Rating Analysis	A discount rate estimation method that assigns a surrogate debt rating to the entity based on known industry standards for assigning such ratings and then estimates the discount rate based on observed market yields for actual rated debt
Transaction Price	The price in an arm's length transaction involving the same security
Unsecured Notes	The Unsecured Notes Due September 2023, the Unsecured Notes Due April 2025, the Unsecured Notes Due October 2025, the Unsecured Notes Due October 2026, Unsecured Notes Due February 2026 and the Unsecured Notes Due October 2028
Unsecured Notes Due April 2025	The Company's \$50.0 million aggregate principal amount of 6.375% notes due April 30, 2025, which were redeemed on March 12, 2021
Unsecured Notes Due February 2026	The Company's \$125.0 million aggregate principal amount of 4.75% notes due February 10, 2026
Unsecured Notes Due October 2025	The Company's \$48.5 million aggregate principal amount of 6.5% notes due October 30, 2025, which were redeemed on March 12, 2021
Unsecured Notes Due October 2026	The Company's \$54.3 million aggregate principal amount of 5.95% notes due October 31, 2026, which were redeemed on November 22, 2021

<b>Term</b>	<b>Explanation or Definition</b>
Unsecured Notes Due October 2028	The Company's \$55.0 million aggregate principal amount of 4.95% notes due October 31, 2028
Unsecured Notes Due September 2023	The Company's \$25.0 million aggregate principal amount of 6.25% notes due September 30, 2023, which were redeemed on November 1, 2021

## PART I

As used in this Annual Report on Form 10-K, except as otherwise indicated, the terms “OFS Capital,” “the Company,” “we,” “us,” and “our” refer to OFS Capital Corporation and its consolidated subsidiaries.

### Item 1. Business

#### GENERAL

We are an externally managed, closed-end, non-diversified management investment company and have elected to be treated as a BDC under the 1940 Act, which imposes certain investment restrictions on our portfolio. Our investment objective is to provide our stockholders with both current income and capital appreciation primarily through debt investments and, to a lesser extent, equity investments. Our investment strategy is to maintain a credit investment portfolio focused primarily on middle-market companies in the United States. We use the term “middle-market” to refer to companies that may exhibit one or more of the following characteristics: number of employees between 150 and 2,000; revenues between \$15 million and \$300 million; annual EBITDA between \$5 million and \$50 million; generally, private companies owned by private equity firms or owners/operators; and enterprise value between \$10 million and \$500 million. For additional information about how we define the middle-market, see “—Investment Criteria/Guidelines.”

Our investment strategy focuses primarily on investments in middle-market companies in the United States, including investments in senior secured loans, which are comprised of first-lien, second-lien and unitranche loans, as well as investments in subordinated loans and, to a lesser extent, warrants and other equity securities. Our investments may be directly originated or may be purchased in the U.S. leveraged loan market for Broadly Syndicated Loans (as defined below). As a BDC, we must not acquire any assets other than “qualifying assets” as specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our assets, as defined by the 1940 Act, are qualifying assets (with certain limited exceptions). Qualifying assets include investments in “eligible portfolio companies.” Under the relevant SEC rules, the term “eligible portfolio company” includes all private companies, companies whose securities are not listed on a national securities exchange, and certain public companies that have listed their securities on a national securities exchange and have a market capitalization of less than \$250 million, in each case organized in the United States. Conversely, we may invest up to 30% of our portfolio in opportunistic investments not otherwise eligible under BDC regulations. Specifically, as part of this 30% basket, we may consider investments in investment funds that are operating pursuant to certain exceptions to the 1940 Act and in advisers to similar investment funds, as well as in debt or equity of middle-market portfolio companies located outside of the United States, and debt and equity of public companies that do not meet the definition of eligible portfolio companies because their market capitalization of publicly traded equity securities exceeds the levels provided for in the 1940 Act. We have, and may continue to, make opportunistic investments in Structured Finance Notes and other non-qualifying assets (discussed below), consistent with our investment strategy. As of December 31, 2021 and 2020, approximately 85% and 87%, respectively, of our investments were qualifying assets.

As of December 31, 2021, the fair value of our debt investment portfolio totaled \$344.6 million in 58 portfolio companies, of which 95% and 5% were comprised of senior secured loans and subordinated loans, respectively. As of December 31, 2021, we held approximately \$87.3 million in equity investments at fair value, in 5 portfolio companies in which we also held debt investments and 12 portfolio companies in which we solely held equity investments. At December 31, 2021, we also had 17 investments in Structured Finance Notes with a fair value of \$75.2 million.

We have executed our investment strategy, in part, through SBIC I LP, a licensee under the SBA’s SBIC program, which is subject to SBA regulations and policies, including periodic audits by the SBA. On a stand-alone basis, SBIC I LP held approximately \$195.5 million and \$223.8 million in assets, or approximately 34% and 46% of our total consolidated assets, at December 31, 2021 and 2020, respectively. As part of our plans to focus on lower-yielding, first lien senior secured loans to larger borrowers, which we believe will improve our overall risk profile, SBIC I LP is repaying over time its outstanding SBA debentures prior to their scheduled maturity dates. As such, we are not making new investments through SBIC I LP, other than follow-on investments. During the year ended December 31, 2021, we made \$4.6 million of follow-on investments in two portfolio companies. We believe that investing in more senior loans to larger borrowers is consistent with our view of the private loan market and will reduce our overall leverage on a consolidated basis. For additional information regarding the regulation of SBIC I LP, see “Regulation—Small Business Investment Company Regulations.”

We also execute on our investment strategy, in part, through OFSCC-FS, which established the BNP Facility on June 20, 2019, to provide borrowings of up to \$150.0 million. We believe that the BNP Facility enables us to provide more first lien loans to large companies at more competitive pricing, due to this lower cost of financing. On a stand-alone basis, OFSCC-FS held approximately \$185.1 million and \$72.4 million in assets at December 31, 2021 and 2020, respectively, which accounted for approximately 33% and 15% of our consolidated total assets, respectively.

We also execute our investment strategy, in part, by investing in Structured Finance Notes. We believe OFS Advisor is uniquely positioned, given its expertise in structured credit and managing CLOs, to make opportunistic investments in

Structured Finance Notes. During the years ended December 31, 2021 and 2020, we purchased \$30.4 million and \$33.5 million of Structured Finance Notes with weighted average effective yields of 15.2% and 16.7%, respectively.

A BDC is generally not permitted to incur indebtedness unless immediately after such borrowing, it has an asset coverage ratio for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, Section 61(a)(2) of the 1940 Act permits BDCs to be subject to a minimum asset coverage ratio of 150%, if specific conditions are satisfied, when issuing senior securities (i.e., the amount of debt may not exceed 66 2/3% of the value of our assets).

On May 3, 2018, the Board, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the application of Section 61(a)(2) of the 1940 Act and, as a result, the asset coverage ratio test applicable to us was decreased from 200% to 150%, effective May 3, 2019. See “Item 1A. Risk Factors — Risks Related to our Business and Structure — ***Because we received the approval of our Board, we are subject to 150% Asset Coverage effective May 3, 2019.***” Additionally, we received exemptive relief from the SEC effective November 26, 2013, which allows us to exclude our SBA guaranteed debentures from the definition of senior securities in the statutory asset coverage ratio under the 1940 Act.

Consistent with our strategy to maintain a portfolio of credit investments, our historic debt levels of \$349.9 million and \$315.2 million resulted in asset coverage ratios of 173% and 176% as of December 31, 2021 and December 31, 2020, respectively.

We have elected to be treated for tax purposes as a RIC under Subchapter M of the Code. To continue to qualify for tax treatment as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements. Pursuant to this election, we generally are not required to pay corporate-level taxes on any income we distribute to our stockholders.

Our investment activities are managed by OFS Advisor and supervised by our Board, a majority of whom are independent of us, OFS Advisor and its affiliates. Under the Investment Advisory Agreement we have agreed to pay OFS Advisor an annual base management fee based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed funds and including assets owned by any consolidated entity) as well as an incentive fee based on our investment performance. We have elected to exclude from the base management fee calculation any base management fee that would be owed in respect of the intangible assets resulting from the SBIC Acquisition. OFS Advisor also serves as the investment adviser, sub-adviser or collateral manager to CLOs and other assets, including HPCI, a non-traded BDC with an investment strategy similar to the Company's, OCCI, a non-diversified, externally managed, closed-end management investment company that has registered as an investment company under the 1940 Act that primarily invests in Structured Finance Notes, CMFT Securities Investments, LLC, a wholly owned subsidiary of CIM Real Estate Finance Trust, Inc., a corporation that qualifies as a real estate investment trust, and CIM Real Assets & Credit Fund, an externally managed registered investment company under the 1940 Act that operates as an interval fund that invests primarily in a combination of real estate, credit and related investments. See “Item 1A. Risk Factors — Risks Related to OFS Advisor and its Affiliates — ***We have potential conflicts of interest related to obligations that OFS Advisor or its affiliates may have to other clients.***”

Also, we have entered into an Administration Agreement with OFS Services. Under our Administration Agreement, we have agreed to reimburse OFS Services for our allocable portion (subject to the review and approval of our Board) of overhead and other expenses incurred by OFS Services in performing its obligations under the Administration Agreement. See “—Management and Other Agreements—Administration Agreement.”

#### **About OFS and Our Advisor**

OFS is a full-service provider of capital and leveraged finance solutions to U.S. companies. As of December 31, 2021, OFS had 50 full-time employees. OFS is headquartered in Chicago, Illinois and also has offices in New York, New York and Los Angeles, California. Under the Staffing Agreement, OFS makes experienced investment professionals available to OFS Advisor and provides OFS Advisor with access to the senior investment personnel of OFS and its affiliates. The Staffing Agreement also provides OFS Advisor with access to deal flow generated by OFS and its affiliates in the ordinary course of their businesses and commits the members of OFS Advisor’s investment committees to serve in that capacity.

Our investment activities are managed by OFS Advisor, our investment adviser. OFS Advisor is responsible for sourcing potential investments, conducting research and diligence on potential investments and equity sponsors, analyzing investment opportunities, structuring our investments, and monitoring our investments and portfolio companies on an ongoing basis. As our investment adviser, OFS Advisor allocates investment opportunities among us and any other clients fairly and equitably over time in accordance with its allocation policy. See “Regulation — Exemptive Relief”. OFS Advisor is a registered investment adviser under the Advisers Act and a wholly owned subsidiary of OFSAM.

Our relationship with OFS Advisor is governed by and dependent on the Investment Advisory Agreement and may be subject to conflicts of interest. See “Item 1A. Risk Factors — Risks Related to OFS Advisor and its Affiliates.” OFS Advisor

provides us with advisory services in exchange for a base management fee and incentive fee; see “Management and Other Agreements—Investment Advisory Agreement”. Our management fee includes assets purchased with borrowed funds and assets owned by any consolidated entity; therefore, OFS Advisor will benefit when we incur debt or use leverage. Our Board is charged with protecting our interests by monitoring how OFS Advisor addresses these and other conflicts of interest associated with its management services and compensation. While our Board is not expected to review or approve each borrowing or incurrence of leverage, our independent directors periodically review OFS Advisor’s services and fees as well as its portfolio management decisions and portfolio performance.

OFS Advisor capitalizes on the deal origination and sourcing, credit underwriting, due diligence, investment structuring, execution, portfolio management and monitoring experience of OFS’s professionals. The senior management team of OFS, including Bilal Rashid and Jeffrey A. Cerny, provides services to OFS Advisor. These managers have developed a broad network of contacts within the investment community, and possess an average of over 20 years of experience investing in debt and equity securities of middle-market companies. In addition, these managers have extensive experience investing in assets that constitute our primary focus and have expertise in investing across all levels of the capital structure of middle-market companies.

### **Competitive Strengths and Core Competencies**

**Deep Management Team Experienced in All Phases of Investment Cycle and Across All Levels of the Capital Structure.** We are managed by OFS Advisor, which has access to the resources and expertise of OFS’s investment professionals through the Staffing Agreement with OFSC. As of December 31, 2021, OFS’s credit and investment professionals (including all investment committee members) employed by OFSC had an average of over 15 years of investment experience with strong institutional backgrounds.

**Significant Investment Capacity.** The net proceeds of equity and debt offerings and borrowing capacity under our credit facilities should provide us with a substantial amount of capital available for deployment into new investment opportunities in our targeted asset class.

**Scalable Infrastructure Supporting the Entire Investment Cycle.** We believe that our loan acquisition, origination and sourcing, underwriting, administration and management platform is scalable (that is, it can be expanded on a cost-efficient basis within a timeframe that meets the demands of business growth). Our platform extends beyond origination and sourcing and includes a regimented credit monitoring system. We believe that our careful approach, which involves ongoing review and analysis by an experienced team of professionals, should enable us to identify problems early and to assist borrowers before they face difficult liquidity constraints.

**Extensive Loan Sourcing Capabilities.** OFS Advisor gives us access to the deal flow of OFS. We believe OFS’s 20-year history as a middle-market lending platform, extensive relationships with potential borrowers and other lenders, and its market position make it a leading lender to many sponsors and other deal sources, especially in the currently under-served lending environment.

**Structuring with a High Level of Service and Operational Orientation.** We provide client-specific and creative financing structures to our portfolio companies. Based on our experience in lending to, and investing in, middle-market companies, we believe that the middle-market companies we target, as well as sponsor groups we may pursue, require a higher level of service, creativity and knowledge than has historically been provided by other service providers more accustomed to participating in commodity-like loan transactions.

**Rigorous Credit Analysis and Approval Procedures.** OFS Advisor utilizes an established, disciplined investment process of OFS for reviewing lending opportunities, structuring transactions and monitoring investments. Using a disciplined approach to lending, OFS Advisor seeks to minimize credit losses through effective underwriting, comprehensive due diligence investigations, structuring and, where appropriate, the implementation of restrictive debt covenants.

### **Our Administrator**

We do not have any direct employees, and our day-to-day investment operations are managed by OFS Advisor. We have a chief executive officer, chief financial officer, chief compliance officer, chief accounting officer, corporate secretary and, to the extent necessary, our Board may elect to appoint additional officers going forward. Our officers are employees of OFSC, an affiliate of OFS Advisor, and a portion of the compensation paid to our officers is paid by us pursuant to the Administration Agreement. All of our executive officers are also officers of OFS Advisor.

OFS Services, an affiliate of OFS Advisor, provides the administrative services necessary for us to operate. OFS Services furnishes us with office facilities and equipment, necessary software licenses and subscriptions and clerical, bookkeeping and recordkeeping services at such facilities. OFS Services oversees our financial reporting as well as prepares our reports to stockholders and all other reports and materials required to be filed with the SEC or any other regulatory authority. OFS Services also manages the determination and publication of our NAV, the preparation and filing of our tax returns, and



generally monitors the payment of our expenses and the performance of administrative and professional services rendered to us by others. OFS Services may retain third parties to assist in providing administrative services to us. To the extent that OFS Services outsources any of its functions, we will directly pay the fees associated with such services.

### **Market Opportunity**

Our investment strategy is focused primarily on investments in middle-market companies in the United States. We find the middle-market attractive for the following reasons:

**Large Target Market.** According to the National Center for the Middle Market, as of the fourth quarter of 2021 there were approximately 200,000 companies in the United States with annual revenues between \$10.0 million and \$1.0 billion. We believe that these middle-market companies represent a significant growth segment of the U.S. economy and often require substantial capital investments to grow. Middle-market companies have historically constituted the vast bulk of OFS's portfolio companies since its inception and constituted the majority of our portfolio as of December 31, 2021. We believe that this market segment will continue to produce significant investment opportunities for us.

**Specialized Lending Requirements with High Barriers to Entry.** We believe that several factors render many U.S. financial institutions ill-suited to lend to U.S. middle-market companies. For example, based on the experience of our management team, lending to private middle-market companies in the United States (a) is generally more labor-intensive than lending to larger companies due to the smaller size of each investment and the fragmented nature of information for such companies, (b) requires due diligence and underwriting practices consistent with the demands and economic limitations of the middle-market and (c) may also require more extensive ongoing monitoring by the lender. As a result, middle-market companies historically have been served by a limited segment of the lending community. As a result of the unique challenges facing lenders to middle-market companies, we believe that there are high barriers to entry that a new lender must overcome.

**Robust Demand for Debt Capital.** We believe that private equity firms have significant committed but uncalled capital, a large portion of which is still available for investment in the United States. Subject to market conditions, we expect the large amount of unfunded buyout commitments will drive demand for leveraged buyouts over the next several years, which should, in turn, create leveraged lending opportunities for us.

### **Competition**

Our primary competitors include public and private funds, other BDCs, commercial and investment banks, commercial finance companies and, to the extent they provide an alternative form of financing, private equity and hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical, and marketing resources than we do. Some competitors may have access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Further, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC, or to the distribution and other requirements we must satisfy to maintain our RIC status.

We expect to continue to use the expertise of the investment professionals of OFS to whom we have access to assess investment risks and determine appropriate pricing for our investments in portfolio companies. In addition, we expect that the relationships of the senior members of OFS and its affiliates will enable us to learn about, and compete effectively for, financing opportunities with attractive middle-market companies in the industries in which we seek to invest. See "Item 1A. Risk Factors—**We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses**" for additional information concerning the competitive risks we face.

### **Investment Criteria/Guidelines**

Our investment objective is to provide our stockholders with both current income and capital appreciation primarily through debt investments and, to a lesser extent, equity investments. We focus on investments in senior secured loans, including first lien, second lien, and unitranche loans, as well as subordinated loans and, to a lesser extent, warrants and other equity securities and Structured Finance Notes. In particular, we believe that structured equity with debt investments (i.e., typically senior secured unitranche loans, often with warrant coverage, and, at times, in companies with no financial sponsor) represent a strong relative value opportunity offering the borrower the convenience of dealing with one lender, which may result in a higher blended rate of interest to us than we might expect to receive under a traditional multi-tranche structure. We expect that our investments in the equity securities of portfolio companies, such as warrants, preferred stock, common stock and other equity interests, will principally be made in conjunction with our debt investments. Generally, we do not expect to make investments in companies or securities that OFS Advisor determines to be distressed investments (such as discounted debt instruments that have either experienced a default or have a significant potential for default), other than follow-on investments in portfolio companies of ours. We intend to continue to generate strong risk-adjusted net returns by assembling a diversified portfolio of investments across a broad range of industries.

We target U.S. middle-market companies through OFS's access to a network of financial institutions, private equity sponsors, investment banks, consultants and attorneys, and our proprietary database of borrowers developed over OFS's more than 20 years in lending to middle-market companies. A typical targeted borrower will exhibit certain of the following characteristics:

- number of employees between 150 and 2,000;
- revenues between \$15 million and \$300 million;
- annual EBITDA between \$5 million and \$50 million;
- private companies owned by private equity firms or owners/operators;
- enterprise value between \$10 million and \$500 million;
- effective and experienced management teams;
- defensible market share;
- solid historical financial performance, including a steady stream of cash flow;
- high degree of recurring revenue;
- diversity of customers, markets, products and geography; and
- differentiated products or services.

While we believe that the characteristics listed above are important in identifying and investing in prospective portfolio companies, not all of these criteria will be met by each prospective portfolio company.

#### **Due Diligence and Investment Process Overview**

We employ a thorough and disciplined underwriting and due diligence process that is conducted in accordance with established credit policies and procedures and focused on investment recovery. Our process involves a comprehensive analysis of a prospective portfolio company's market, operational, financial, and legal position, as well as its future prospects. In addition to our own analysis, we may use the services of third parties for environmental reviews, quality of earnings reports, industry surveys, background checks on key managers, and insurance reviews.

We seek to invest in companies that have experienced and incentivized management teams, stable and predictable cash flows, and defensible market positions. We underwrite our investments with the expectation that we will hold them for a number of years, and we structure and document our investments accordingly.

Our due diligence and underwriting process typically addresses the following elements (although certain elements may not be included in every due diligence undertaking):

**Prospective Portfolio Company Characteristics** - focusing on primary drivers of the company's revenues and cash flows, including its key products and services; customer and supplier concentrations, and contractual relationships; depth, breadth, and quality of company management, as well as the extent to which the management team is appropriately compensated with equity incentives; and any regulatory, labor, or litigation matters impacting the company.

**Industry and Competitive Overview** - including industry size and the company's position within it; growth potential and barriers to entry; governmental, regulatory, or technological issues potentially affecting the industry; and cyclical or seasonality risks associated with the industry.

**Financial Analysis** - involving an understanding of the company's historical financial results, focusing on actual operating trends experienced over time, in order to forecast future performance, including in various sensitized performance scenarios; attention to projected cash flows, debt service coverage, and leverage multiples under such scenarios; and an assessment of enterprise valuations and debt repayment/investment recovery prospects given such sensitized performance scenarios.

**Investment Documentation** - focusing on obtaining the best legal protections available to us given our position within the capital structure, including, as appropriate, financial covenants; collateral liens and stock pledges; review of loan documents of other of the prospective portfolio company's creditors; and negotiation of inter-creditor agreements.

#### **Portfolio Review/Risk Monitoring**

We view active portfolio monitoring as a vital part of our investment process, and we benefit from a portfolio management system developed by OFS that includes daily, weekly, monthly, and quarterly components, and that involves comprehensive review of the performance of each of our portfolio companies. As part of the portfolio management process,

OFS Advisor performs ongoing risk assessments on each of our investments and assigns each debt investment a credit rating based on OFS's internal ratings scale.

We categorize debt investments into the following risk categories based on relevant information about the ability of borrowers to service their debt:

1 (Low Risk) – The debt investment has mostly satisfactory asset quality and liquidity, as well as good leverage capacity. It maintains predictable and strong cash flows from operations. The trends and outlook for the portfolio company's operations, balance sheet, and industry are neutral to favorable. Collateral, if appropriate, has maintained value and would be capable of being liquidated on a timely basis. Overall a debt investment with a 1 risk rating is considered to be of investment grade quality.

2 (Below Average Risk) – The debt investment has acceptable asset quality, moderate excess liquidity, and modest leverage capacity. It could have some financial/non-financial weaknesses which are offset by strengths; however, the credit demonstrates an ample current cash flow from operations. The trends and outlook for the portfolio company's operations, balance sheet, and industry are generally positive or neutral to somewhat negative. Collateral, if appropriate, has maintained value and would be capable of being liquidated successfully on a timely basis.

3 (Average) – The debt investment has acceptable asset quality, somewhat strained liquidity, and minimal leverage capacity. It is at times characterized by acceptable cash flows from operations. Under adverse market conditions, the debt service could pose difficulties for the borrower. The trends and conditions of the portfolio company's operations and balance sheet are neutral to slightly negative.

4 (Special Mention) – The debt investment has not lost, and is not expected to lose, principal or interest but it possesses credit deficiencies or potential weaknesses which deserve management's close and continued attention. The portfolio company's operations and/or balance sheet have demonstrated an adverse trend or deterioration which, while serious, has not reached the point where the liquidation of debt is jeopardized. These weaknesses are generally considered correctable by the borrower in the normal course of business but may weaken the asset or inadequately protect our credit position if not checked or corrected.

5 (Substandard) – The debt investment is protected inadequately by the current enterprise value or paying capacity of the obligor or of the collateral, if any. The portfolio company has well-defined weaknesses based upon objective evidence, such as recurring or significant decreases in revenues and cash flows. These assets are characterized by the possibility that we may sustain loss if the deficiencies are not corrected. The possibility that liquidation would not be timely (e.g., bankruptcy or foreclosure) requires a Substandard classification even if there is little likelihood of loss.

6 (Doubtful) – The debt investment has all the weaknesses inherent in those classified as Substandard, with the additional factor that the weaknesses are pronounced to the point that collection or liquidation in full, on the basis of currently existing facts, conditions and values, is deemed uncertain. The possibility of loss on a Doubtful asset is high but, because of certain important and reasonably specific pending factors which may strengthen the asset, its classification as an estimated loss is deferred until its more exact status can be determined.

7 (Loss) – The debt investment is considered almost fully uncollectible and of such little value that its continuance as an asset is not warranted. It is generally a credit that is no longer supported by an operating company, a credit where the majority of our assets have been liquidated or sold and a few assets remain to be sold over many months or even years, or a credit where the remaining collections are expected to be minimal.

As of December 31, 2021, we had debt investments in 58 portfolio companies, totaling \$344.6 million at fair value, of which \$324.4 million, \$12.6 million, and \$7.0 million, and \$0.7 million were rated 3, 4, 5, and 6, respectively.

#### **Investment Committees**

OFS Advisor's Pre-Allocation Investment Committee, Broadly Syndicated Investment Committee, Structured Credit Investment Committee and Middle-Market Investment Committee (collectively, the "Advisor Investment Committees") are responsible for the overall asset allocation decisions and the evaluation and approval of investments of OFS Advisor's advisory clients.

The Middle-Market Investment Committee, comprised of Richard Ressler (Chairman), Jeffrey Cerny, Kyde Sharp and Bilal Rashid, along with the investment committee for SBIC I LP (the "SBIC Investment Committee"), comprised of Messrs. Rashid, Cerny, and Tod Reichert, are responsible for the evaluation and approval of all debt and equity investments made by us directly or through our wholly owned subsidiaries, as appropriate.

The process employed by the Advisor Investment Committees, including the Middle-Market Investment Committee and the SBIC Investment Committee, is intended to bring the diverse experience and perspectives of the committees' members to the investment process. The Middle-Market Investment Committee and SBIC Investment Committee serve to provide

investment consistency and adherence to our core investment philosophy and policies. The Middle-Market Investment Committee and SBIC Investment Committee also determine appropriate investment sizing and implement ongoing monitoring requirements of our investments.

In certain instances, management may seek the approval of our Board prior to making an investment. In addition to reviewing investments, the meetings of the Middle-Market Investment Committee and SBIC Investment Committee, where applicable, serve as a forum to discuss credit views and outlooks. Potential transactions and deal flows are reviewed on a regular basis. Members of the investment team are encouraged to share information and views on credits with members of the Middle-Market Investment Committee and SBIC Investment Committee, where applicable, early in their analysis. We believe this process improves the quality of the analysis and assists the deal team members in working efficiently.

The Structured Credit Investment Committee, comprised of Messrs. Ressler (Chairman), Rashid and Cerny, and Glen Ostrander and Kenneth A. Brown, is responsible for the evaluation and approval of all the structured finance investments made by us.

## **Investments**

We pursue an investment strategy focused primarily on investments in middle-market companies in the United States. We focus on investments in loans, in which OFS Advisor's investment professionals have expertise, including investments in first-lien, unitranche, second-lien, and mezzanine loans and, to a lesser extent, on warrants and other equity securities and Structured Finance Notes. We seek to create a diverse portfolio by making investments in the securities of middle-market companies that we expect to range generally from \$3.0 million to \$25.0 million each, although we expect this investment size will vary proportionately with the size of our capital base.

## **Structure of Investments**

We anticipate that our loan portfolio will continue to contain investments of the following types with the following characteristics:

**Senior Secured First-Lien Loans.** First-lien senior secured loans comprise, and will continue to comprise, a significant portion of our investment portfolio. We obtain security interests in the assets of these portfolio companies as collateral in support of the repayment of these loans (in certain cases, subject to a payment waterfall). The collateral takes the form of first-priority liens on specified assets of the portfolio company borrower and, typically, first-priority pledges of the ownership interests in the borrower. Our first lien loans may provide for moderate loan amortization in the early years of the loan, with the majority of the amortization deferred until loan maturity.

**Senior Secured Unitranche Loans.** Unitranche loans are loans that combine both senior and subordinated debt into one loan under which the borrower pays a single blended interest rate that is intended to reflect the relative risk of the secured and unsecured components. We typically structure our unitranche loans as senior secured loans. We obtain security interests in the assets of these portfolio companies as collateral in support of the repayment of these loans. This collateral takes the form of first-priority liens on the assets of a portfolio company and, typically, first-priority pledges of the ownership interests in the company. We believe that unitranche lending represents a significant growth opportunity for us, offering the borrower the convenience of dealing with one lender, which may result in a higher blended rate of interest to us than we might realize in a traditional multi-tranche structure. Unitranche loans typically provide for moderate loan amortization in the initial years of the facility, with the majority of the amortization deferred until loan maturity. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. In many cases, we will be the sole lender, or we, together with our affiliates, will be the sole lender, of unitranche loans, which can afford us additional influence with a borrower in terms of monitoring and, if necessary, remediation in the event of under performance.

**Senior Secured Second-lien Loans.** Second-lien senior secured loans obtain security interests in the assets of these portfolio companies as collateral in support of the repayment of such loans. This collateral typically takes the form of second-priority liens on the assets of a portfolio company, and we may enter into an inter-creditor agreement with the holders of the portfolio company's first-lien senior secured debt. These loans typically provide for no contractual loan amortization in the initial years of the facility, with all amortization deferred until loan maturity. These loans are categorized as Senior Secured Loans in our consolidated schedule of investments included in the financial statements included elsewhere in this prospectus supplement.

**Broadly Syndicated Loans.** Broadly Syndicated Loans (whose features are similar to those described under "Senior Secured First-Lien Loans" and "Senior Secured Second-Lien Loans" above) are typically originated and structured by banks on behalf of large corporate borrowers with employee counts, revenues, EBITDAs and enterprise values larger than the middle-market characteristics described above. The proceeds of Broadly Syndicated Loans are often used for leveraged buyout transactions, mergers and acquisitions, recapitalizations, refinancings, and financing capital expenditures. Broadly Syndicated Loans are typically distributed by the arranging bank to a diverse group of investors primarily consisting of: CLOs; senior

secured loan and high yield bond mutual funds; closed-end funds, hedge funds, banks, and insurance companies; and finance companies. A borrower must comply with various covenants contained in a loan agreement or note purchase agreement between the borrower and the holders of the Broadly Syndicated Loan (the "Loan Agreement"). In a typical Broadly Syndicated Loan, an administrative agent (the "Agent") administers the terms of the Loan Agreement. In such cases, the Agent is normally responsible for the collection of principal and interest payments from the borrower and the apportionment of these payments to the credit of all institutions that are parties to the Loan Agreement. We will generally rely upon the Agent or an intermediate participant to receive and forward to us our portion of the principal and interest payments on the Broadly Syndicated Loan. Additionally, we normally will rely on the Agent and the other loan investors to use appropriate credit remedies against the borrower. The Agent is typically responsible for monitoring compliance with covenants contained in the Loan Agreement based upon reports prepared by the borrower. The Agent may monitor the value of the collateral and, if the value of the collateral declines, may accelerate the Broadly Syndicated Loan, may give the borrower an opportunity to provide additional collateral or may seek other protection for the benefit of the participants in the Broadly Syndicated Loan. The Agent is compensated by the borrower for providing these services under a Loan Agreement, and such compensation may include special fees paid upon structuring and funding the Broadly Syndicated Loan and other fees paid on a continuing basis. The Broadly Syndicated Loans in which we invest may include loans that are considered "covenant-lite" loans, because of their lack of a full set of financial maintenance covenants.

The above loans are categorized as Senior Secured Loans in our consolidated schedule of investments included in "Part II, Item 8. Financial Statements and Supplementary Data."

**Subordinated ("Mezzanine") Loans.** These investments are typically structured as unsecured, subordinated loans that typically provide for relatively high, fixed interest rates that provide us with significant current interest income. These loans typically will have interest-only payments (often representing a combination of cash pay and payment-in-kind ("PIK") interest) in the early years, with amortization of principal deferred to maturity. Mezzanine loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. Mezzanine investments are generally more volatile than secured loans and may involve a greater risk of loss of principal. Mezzanine loans often include a PIK feature (meaning a feature allowing for the payment of interest in the form of additional principal amount of the loan instead of in cash), which effectively operates as negative amortization of loan principal, thereby increasing credit risk exposure over the life of the loan. These loans are categorized as Subordinated Loans in our consolidated schedule of investments included in the financial statements included elsewhere in this prospectus supplement.

The above loans are categorized as Subordinated Loans in our consolidated schedule of investments included in "Part II, Item 8. Financial Statements and Supplementary Data."

**Equity Securities.** Equity securities typically consist of either a direct minority equity investment in common or membership/partnership interests or preferred stock of a portfolio company, and are typically not control-oriented investments. Our preferred equity investments typically contain a fixed dividend yield based on the par value of the equity security. Preferred equity dividends may be paid in cash at a stipulated date, usually quarterly, and are participating and/or cumulative. We may structure such equity investments to include provisions protecting our rights as a minority-interest holder, as well as a "put," or right to sell such securities back to the issuer, upon the occurrence of specified events. In many cases, we may also seek to obtain registration rights in connection with these equity interests, which may include demand and "piggyback" registration rights, which grants us the right to register our equity interest when either the portfolio company or another investor in the portfolio company files a registration statement with the SEC to issue securities. Our equity investments typically are made in connection with debt investments to the same portfolio companies. In our consolidated schedule of investments included in Part II, these securities are categorized as preferred equity, common equity or equity participation rights, which are contractual agreements entitling us to certain payments generally attributable to equity ownership and lack features enabling us to direct the operations of the entity (i.e., voting rights). See "Part II, Item 8. Financial Statements and Supplementary Data."

**Warrants.** In some cases, we may receive nominally priced warrants to buy a minority equity interest in the portfolio company in connection with a loan. As a result, as a portfolio company appreciates in value, we may achieve additional investment return from this equity interest. We may structure such warrants to include provisions protecting our rights as a minority-interest holder, as well as a put to sell such securities back to the issuer, upon the occurrence of specified events. In many cases, we may also seek to obtain registration rights in connection with these equity interests, which may include demand and "piggyback" registration rights. These securities are categorized as Warrants in our consolidated schedule of investments included in "Part II, Item 8. Financial Statements and Supplementary Data."

**Structured Finance Notes.** Structured finance notes include the mezzanine and subordinated debt positions of a CLO. Subordinated debt (colloquially referred to as "CLO equity securities") and mezzanine debt, represent beneficial interests in portfolios consisting primarily of below-investment-grade senior secured loans with a large number of distinct underlying U.S. borrowers across various industry sectors. The subordinated debt tranches of CLOs are unrated, represent the first loss position in a CLO structure, are typically leveraged 9 to 13 times which translates to approximately 11% to 8% of a CLO's capital

structure, respectively. The leverage can magnify our gains and losses on such investments. CLO subordinated debt positions are entitled to recurring distributions which are generally equal to the residual cash flow of payments received from underlying securities less contractual payments to more senior CLO debt holders and fund expenses. Economically, CLO subordinated debt is equity-like in that it represents the residual interest in the CLO assets that bears the ultimate risk of loss and receives the benefits of success, but lacks features enabling its holders to direct the operations of the entity typically associated with equity instruments. Mezzanine debt is typically the tranches immediately senior to the subordinated debt, is usually rated BB to B, and represents approximately 4% to 7% of a CLO's capital structure. Mezzanine debt tranches represent the second loss position, and can become the residual interest if assets are insufficient to retire the mezzanine tranche at par. This category of investments also includes loan accumulation facilities (colloquially referred to as "CLO warehouses"), which are short- to medium-term finance vehicles intended to aggregate loans for inclusion in a future CLO portfolio. Loan accumulation facilities are typically financed through income notes, representing the first-loss and residual interests in the vehicle, and senior debt. The senior debt of a loan accumulation facility typically leverages the income notes between three and six times prior to a CLO's pricing and launch. Income notes of loan accumulation facilities have economic risks similar to those applicable to CLOs subordinated debt inasmuch as they pay returns equal to the income earned on the underlying portfolio less costs and fees incurred on senior financing and bear losses on a first-dollar basis, but lack many of the contractual protections associated with a CLO indenture. Investing in a CLO warehouse does not create an obligation to participate in the CLO contemplated by the warehouse; however, we have historically participated in the CLOs resultant from our CLO warehouse investments. Participation in a CLO warehouse investment may afford us the opportunity to enhance our returns through fee sharing agreements with the CLO collateral managers.

**General Structuring Considerations.** We tailor the terms of each investment to the facts and circumstances of the transaction and the prospective portfolio company, negotiating a structure that protects our rights and manages our risk while creating incentives for the portfolio company to achieve its business plan and improve its operating results. We seek to limit the downside potential of our investments by:

- selecting investments that we believe have a very low probability of loss;
- requiring a total return on our investments (including both interest and potential equity appreciation) that we believe will compensate us appropriately for credit risk; and
- negotiating covenants in connection with our investments that afford our portfolio companies as much flexibility in managing their businesses as possible, consistent with the preservation of our capital. Such restrictions may include affirmative and negative covenants, default penalties, lien protection, change of control provisions and board rights, including either observation or rights to a seat on the board of directors under some circumstances.

We expect to hold most of our investments to maturity or repayment, but we may sell some of our investments earlier if a liquidity event occurs, such as a sale, recapitalization or worsening of the credit quality of the portfolio company.

## MANAGEMENT AND OTHER AGREEMENTS

### Investment Advisory Agreement

OFS Advisor is registered as an investment adviser under the Advisers Act and a wholly owned subsidiary of OFSAM. Pursuant to the Investment Advisory Agreement with and subject to the overall supervision of our Board and in accordance with the 1940 Act, OFS Advisor provides investment advisory services to us. Under the terms of the Investment Advisory Agreement, OFS Advisor:

- determines the composition of our portfolio, the nature and timing of the changes to our portfolio and the manner of implementing such changes;
- assists us in determining what securities we purchase, retain or sell;
- identifies, evaluates and negotiates the structure of the investments we make (including performing due diligence on our prospective portfolio companies); and
- executes, closes, services and monitors the investments we make.

### *Management and Incentive Fee*

OFS Advisor receives a fee from us consisting of two components—a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 1.75% based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity), adjusted for stock issuances and stock purchases, at the end of the two most recently completed calendar quarters. We have excluded from the base management fee calculation any base management fee that would be owed in respect of the

intangible assets resulting from the SBIC Acquisition. The base management fee is payable quarterly in arrears. Base management fees for any partial quarter are prorated based on the number of days in the quarter.

On June 11, 2019, OFS Advisor agreed to reduce the portion of its base management fee attributable to the portion of the OFSCC-FS Assets that caused our asset coverage ratio to fall below 200%. Specifically, under the reduction, we were required to pay 0.25% per quarter (1.00% annualized) on the average value of the portion of the OFSCC-FS Assets, at the end of the two most recently completed calendar quarters, that were financed using leverage and caused our statutory asset coverage ratio to fall below 200%. When calculating our statutory asset coverage ratio, we exclude our SBA-guaranteed debentures from our total outstanding senior securities as permitted pursuant to exemptive relief granted by the SEC dated November 26, 2013.

Additionally, effective from January 1, 2020, January 1, 2021 and January 1, 2022 through December 31, 2022, OFS Advisor agreed to continue the reduced base management fee attributable to all of the OFSCC-FS Assets, excluding cash commencing on January 1, 2022, but without regard to our asset coverage. The agreement reduced the base management fee to 0.25% per quarter (1.00% annualized) of the average value of the OFSCC-FS Assets, excluding cash as of January 1, 2022, at the end of the two most recently completed calendar quarters. OFS Advisor's base management fee reduction is renewable on an annual basis and OFS Advisor is not entitled to recoup the amount of the base management fee reduced with respect to the OFSCC-FS Assets. This agreement was renewed for the 2022 calendar year on February 4, 2022.

The incentive fee has two parts. The first part of the incentive fee (the "Income Incentive Fee") is calculated and payable quarterly in arrears based on our pre-incentive fee net investment income for the immediately preceding calendar quarter. "Pre-incentive fee net investment income" means interest income, dividend income and any other income (including any other fees such as commitment, origination and sourcing, structuring, diligence and consulting fees or other fees that we receive from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement and any interest expense and dividends paid on any outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest or dividend feature (such as original issue discount, or "OID", debt instruments with PIK interest, equity investments with accruing or PIK dividend, and zero coupon securities), accrued income that we have not yet received in cash.

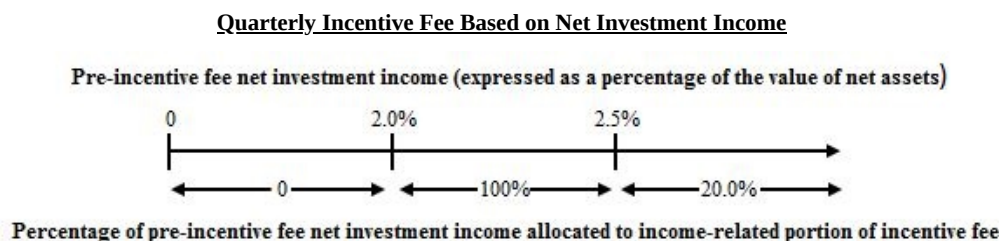
Pre-incentive fee net investment income does not include any realized gains, realized losses, unrealized capital appreciation or unrealized capital depreciation. Because of the structure of the incentive fee, it is possible that we may pay an incentive fee in a quarter where we incur a loss. For example, if we receive pre-incentive fee net investment income in excess of the hurdle rate (as defined below) for a quarter, we will pay the applicable incentive fee even if we have incurred a loss in that quarter due to realized capital losses or unrealized investment depreciation.

Pre-incentive fee net investment income, expressed as a rate of return on the value of our net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter, is compared to a fixed "hurdle rate" of 2.0% per quarter. If market interest rates rise, we may be able to invest our funds in debt instruments that provide for a higher return, which would increase our pre-incentive fee net investment income and make it easier for OFS Advisor to surpass the fixed hurdle rate and receive an incentive fee based on such net investment income. There is no accumulation of amounts on the hurdle rate from quarter to quarter and, accordingly, there is no clawback of amounts previously paid if subsequent quarters are below the quarterly hurdle rate, and there is no delay of payment if prior quarters are below the quarterly hurdle rate. Pre-incentive fee net investment income fees are prorated for any partial quarter based on the number of days in such quarter.

We pay OFS Advisor an incentive fee with respect to our pre-incentive fee net investment income in each calendar quarter as follows:

- no incentive fee in any calendar quarter in which the pre-incentive fee net investment income does not exceed the hurdle rate;
- 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5% in any calendar quarter. We refer to this portion of our pre-incentive fee net investment income (which exceeds the hurdle rate but is less than 2.5%) as the "catch-up" provision. The catch-up is meant to provide OFS Advisor with 20.0% of the pre-incentive fee net investment income as if a hurdle rate did not apply if this pre-incentive fee net investment income exceeds 2.5% in any calendar quarter; and
- 20.0% of the amount of our pre-incentive fee net investment income, if any, that exceeds 2.5% in any calendar quarter.

The following is a graphical representation of the calculation of the income-related portion of the incentive fee:



The second part of the incentive fee (the “Capital Gains Fee”) is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date) and is calculated at the end of each applicable year by subtracting (a) the sum of our cumulative aggregate realized capital losses and our aggregate unrealized capital depreciation from (b) our cumulative aggregate realized capital gains. If such amount is positive at the end of such year, then the Capital Gains Fee for such year is equal to 20.0% of such amount, less the aggregate amount of Capital Gains Fees paid in all prior years. If such amount is negative, then there is no Capital Gains Fee for such year. The Company accrues the Capital Gains Fee if, on a cumulative basis, the sum of net realized capital gains and (losses) plus net unrealized appreciation and (depreciation) is positive.

The cumulative aggregate realized capital gains are calculated as the sum of the differences, if positive, between (a) the net sales price of each investment in our portfolio when sold and (b) the accreted or amortized cost basis of such investment.

The cumulative aggregate realized capital losses are calculated as the sum of the amounts by which (a) the net sales price of each investment in our portfolio when sold is less than (b) the accreted or amortized cost basis of such investment.

The aggregate unrealized capital depreciation is calculated as the sum of the differences, if negative, between (a) the valuation of each investment in our portfolio as of the applicable Capital Gains Fee calculation date and (b) the accreted or amortized cost basis of such investments. Unrealized capital appreciation is accrued, but not paid until said appreciation is realized. We accrue the Capital Gains Fee if, on a cumulative basis, the sum of the net realized capital gains (and losses) plus net unrealized appreciation (and depreciation) is positive. OFS Advisor has excluded from the Capital Gains Fee calculation the realized gain with respect to the step acquisitions resulting from the SBIC Acquisition. The Capital Gains Fee for any partial year is prorated based on the number of days in such year.

Expenses recognized under the Investment Advisory Agreement with OFS Advisor for the years ended December 31, 2021, 2020 and 2019, are presented below:

	Year Ended December 31,		
	2021	2020	2019
Base management fees	\$ 7,669	\$ 7,605	\$ 8,271
Incentive fees:			
Income Incentive Fee	2,352	2,025	4,760
Income Incentive Fee waiver	—	(441)	—
Capital Gains Fee <sup>(1)</sup>	1,916	—	—

(1) In accordance with GAAP, we are required to include aggregate unrealized appreciation on investments in the calculation and accrue a capital gain incentive fee on a quarterly basis as if such unrealized capital appreciation were realized, even though such unrealized capital appreciation is not permitted to be considered in calculating the fee actually payable under the Investment Advisory Agreement. As of December 31, 2021, the cumulative capital gain incentive fee accrued by the Company in accordance with GAAP is \$1.9 million, none of which was payable as a capital gain incentive fee pursuant to the current Investment Advisory Agreement as of December 31, 2021. Any payment due under the terms of the current Investment Advisory Agreement is based on the calculation at the end of each calendar year or upon termination of the Investment Advisory Agreement.



## Examples of Incentive Fee Calculation

### Example 1—Income Related Portion of Incentive Fee:

#### Assumptions

- Hurdle rate(1) = 2.0%
- Management fee(2) = 0.44%
- Other estimated expenses (legal, accounting, custodian, transfer agent, etc.)(3) = 0.20%

(1) Represents a quarter of the 8.0% annualized hurdle rate.

(2) Represents a quarter of the 1.75% annualized management fee, which became effective October 31, 2013.

(3) Excludes offering costs associated with the issuance of equity securities.

#### Alternative 1

##### Additional Assumptions

- Investment income (including interest, dividends, fees, etc.) = 1.25%
  - Pre-incentive fee net investment income (investment income – (management fee + other expenses)) = 0.61%
- Pre-incentive fee net investment income does not exceed the hurdle rate, therefore there is no incentive fee.

#### Alternative 2

##### Additional Assumptions

- Investment income (including interest, dividends, fees, etc.) = 2.80%
- Pre-incentive fee net investment income (investment income – (management fee + other expenses)) = 2.16%

Pre-incentive fee net investment income exceeds hurdle rate, therefore there is an incentive fee.

$$\begin{aligned} \text{Incentive Fee} &= 100\% \times \text{“Catch-Up”} + \text{the greater of } 0\% \text{ AND } (20\% \times (\text{pre-incentive fee net investment income} \\ &\quad - 2.5\%)) \\ &= (100\% \times (2.16\% - 2.0\%)) + 0\% \\ &= 100\% \times 0.16\% \\ &= 0.16\% \end{aligned}$$

#### Alternative 3

##### Additional Assumptions

- Investment income (including interest, dividends, fees, etc.) = 3.50%
- Pre-incentive fee net investment income (investment income – (management fee + other expenses)) = 2.86%

Pre-incentive fee net investment income exceeds hurdle rate, therefore there is an incentive fee.

$$\begin{aligned} \text{Incentive Fee} &= 100\% \times \text{“Catch-Up”} + \text{the greater of } 0\% \text{ AND } (20\% \times (\text{pre-incentive fee net investment income} \\ &\quad - 2.5\%)) \\ &= (100\% \times (2.5\% - 2.0\%)) + (20\% \times (2.86\% - 2.5\%)) \\ &= 0.5\% + (20\% \times 0.36\%) \\ &= 0.5\% + 0.07\% \\ &= 0.57\% \end{aligned}$$

## **Example 2—Capital Gains Portion of Incentive Fee:**

### **Alternative 1**

#### *Assumptions*

- Year 1: \$20 million investment made in Company A (“Investment A”), and \$30 million investment made in Company B (“Investment B”)
- Year 2: Investment A is sold for \$50 million and fair market value (“FMV”) of Investment B determined to be \$32 million
- Year 3: FMV of Investment B determined to be \$25 million
- Year 4: Investment B sold for \$31 million

The capital gains portion of the incentive fee, if any, would be:

- Year 1: None (no sales transactions)
- Year 2: \$6 million (20% multiplied by \$30 million realized capital gains on sale of Investment A)
- Year 3: None; \$5 million (20% multiplied by \$30 million cumulative realized capital gains less \$5 million cumulative unrealized capital depreciation) less \$6 million (Capital Gains Fee paid in Year 2)
- Year 4: \$200,000; \$6.2 million (20% multiplied by \$31 million cumulative realized capital gains) less \$6 million (Capital Gains Fee paid in Year 2)

### **Alternative 2**

#### *Assumptions*

- Year 1: \$20 million investment made in Company A (“Investment A”), \$30 million investment made in Company B (“Investment B”) and \$25 million investment made in Company C (“Investment C”)
- Year 2: Investment A sold for \$50 million, FMV of Investment B determined to be \$25 million and FMV of Investment C determined to be \$25 million
- Year 3: FMV of Investment B determined to be \$27 million and Investment C sold for \$30 million
- Year 4: FMV of Investment B determined to be \$35 million
- Year 5: Investment B sold for \$20 million

The capital gains portion of the incentive fee, if any, would be:

- Year 1: None (no sales transactions)
- Year 2: \$5 million (20% multiplied by \$30 million realized capital gains on Investment A less \$5 million unrealized capital depreciation on Investment B)
- Year 3: \$1.4 million; \$6.4 million (20% multiplied by \$32 million (\$35 million cumulative realized capital gains on Investment A and Investment C less \$3 million cumulative unrealized capital depreciation on Investment B)) less \$5 million (Capital Gains Fee paid in Year 2)
- Year 4: \$0.6 million; \$7 million (20% multiplied by \$35 million (cumulative realized capital gains on Investment A and Investment C)) less \$6.4 million (cumulative Capital Gains Fee paid in all prior years)
- Year 5: None; \$5 million (20% multiplied by \$25 million (\$35 million cumulative realized capital gains on Investments A and C less \$10 million realized capital losses on Investment B)) less \$7 million (cumulative Capital Gains Fee paid in all prior years))

#### ***Payment of Our Expenses***

All investment professionals of OFS Advisor and/or its affiliates, when and to the extent engaged in providing us with investment advisory and management services, and the compensation and routine overhead expenses of personnel allocable to these services, are provided and paid for by OFS Advisor and not by us. We bear all other out-of-pocket costs and expenses of our operations and transactions. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Key Financial Measures—Expenses.”

### **Duration and Termination**

Unless terminated earlier as described below, the Investment Advisory Agreement will remain in effect from year to year if approved annually by our Board or by the affirmative vote of the holders of a majority of our outstanding voting securities, and, in either case, if also approved by a majority of our directors who are not “interested persons” as defined in the 1940 Act. The Investment Advisory Agreement automatically terminates in the event of its assignment, as defined in the 1940 Act, by OFS Advisor and may be terminated by either party without penalty upon not less than 60 days’ written notice to the other. The holders of a majority of our outstanding voting securities may also terminate the Investment Advisory Agreement without penalty upon not less than 60 days’ written notice. See “Item 1A. Risk Factors—Risks Related to our Business and Structure—*We are dependent upon the OFSC senior professionals for our future success and upon their access to the investment professionals and partners of OFSC and its affiliates.*”

### **Administration Agreement**

Pursuant to the Administration Agreement, OFS Services, an affiliate of OFS Advisor, provides the administrative services necessary for us to operate. OFS Services furnishes us with office facilities and equipment, necessary software licenses and subscriptions and clerical, and bookkeeping and record keeping services at such facilities. Under the Administration Agreement, OFS Services performs, or oversees the performance of, our required administrative services, which includes maintenance of financial records necessary for the production of reports to our stockholders and all other reports and materials required to be filed with the SEC or any other regulatory authority. In addition, OFS Services assists us in determining and publishing our NAV, oversees the preparation and filing of our tax returns and the printing and dissemination of reports to our stockholders, general supervision of the payment of our expenses, and the performance of administrative and professional services rendered to us by others. Under the Administration Agreement, OFS Services provides managerial assistance on our behalf to certain portfolio companies that accept our offer to provide such assistance. Payments under the Administration Agreement are equal to an amount based upon our allocable portion (subject to the review and approval of our Board) of OFS Services’ overhead in performing its obligations under the Administration Agreement, including rent, information technology, and our allocable portion of the cost of our officers, including our chief executive officer, chief financial officer, chief compliance officer, chief accounting officer, and their respective staffs. The Administration Agreement may be renewed annually with the approval of our Board, including a majority of our directors who are not “interested persons.” The Administration Agreement may be terminated by either party without penalty upon 60 days’ written notice to the other party. To the extent that OFS Services outsources any of its functions, we pay the fees associated with such functions at cost without incremental profit to OFS Services.

Expenses recognized under the Administration Agreement with OFS Services for the years ended December 31, 2021, 2020 and 2019, are presented below:

	<b>Year Ended December 31,</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
Administration fees	\$ 1,758	\$ 1,855	\$ 1,747

### **Indemnification**

The Investment Advisory Agreement and the Administration Agreement both provide that OFS Advisor, OFS Services and their affiliates’ respective officers, directors, members, managers, stockholders and employees are entitled to indemnification from us from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with our business and operations or any action taken or omitted on our behalf pursuant to authority granted by the Investment Advisory Agreement or the Administration Agreement, except where attributable to willful misfeasance, bad faith or gross negligence in the performance of such person’s duties or reckless disregard of such person’s obligations and duties under the Investment Advisory Agreement or the Administration Agreement.

### **Board Approval of the Investment Advisory and Administrative Agreements**

Our Board, including our independent directors, approved the continuation of the Investment Advisory Agreement at a meeting held on April 1, 2021. In reaching a decision to approve the continuation of the Investment Advisory Agreement, the Board reviewed a significant amount of information and considered, among other things:

- the nature, quality and extent of the advisory and other services to be provided to us by OFS Advisor;
- the fee structures of comparable externally managed BDCs that engage in similar investing activities;
- our projected operating expenses and expense ratio compared to BDCs with similar investment objectives;

- any existing and potential sources of indirect income to OFS Advisor from its relationship with us and the profitability of that relationship, including through the Investment Advisory Agreement;
- information about the services to be performed and the personnel performing such services under the Investment Advisory Agreement; and
- the organizational capability and financial condition of OFS Advisor and its affiliates.

Based on the information reviewed and the discussion thereof, the Board, including a majority of the non-interested directors, concluded that the investment advisory fee rates are reasonable in relation to the services to be provided and approved the Investment Advisory Agreement as being in the best interests of our stockholders.

Our board also reviewed services provided under the Administrative Agreement, and approved its continuation at the April 1, 2021 meeting.

### **License Agreement**

We have entered into a license agreement with OFSAM under which OFSAM has agreed to grant us a non-exclusive, royalty-free license to use the name “OFS”. Under this agreement, we have a right to use the “OFS” name for so long as OFS Advisor or one of its affiliates remains our investment adviser. Other than with respect to this limited license, we have no legal right to the “OFS” name. This license agreement will remain in effect for so long as the Investment Advisory Agreement with OFS Advisor is in effect.

## **REGULATION**

### **General**

We have elected to be regulated as a BDC under the 1940 Act. The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their affiliates (including any investment advisers or sub-advisers), principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than “interested persons,” as that term is defined in the 1940 Act.

In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a BDC unless approved by “a majority of our outstanding voting securities” as defined in the 1940 Act. A majority of the outstanding voting securities of a company is defined under the 1940 Act as the lesser of: (a) 67% or more of such company’s voting securities present at a meeting if more than 50% of the outstanding voting securities of such company are present or represented by proxy, or (b) more than 50% of the outstanding voting securities of such company. We do not anticipate any substantial change in the nature of our business.

We generally cannot issue and sell our common stock at a price below net asset value per share. We may, however, issue and sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current NAV of our common stock if (1) our Board determines that such sale is in our best interests and the best interests of our stockholders, and (2) our stockholders have approved our policy and practice of making such sales within the preceding 12 months. In any such case, the price at which our securities are to be issued and sold may not be less than a price which, in the determination of our Board, closely approximates the market value of such securities. On June 15, 2021, our stockholders approved a proposal to authorize us, with approval of our Board, to sell or otherwise issue shares of our common stock (during a twelve-month period) at a price below our then-current NAV per share in one or more offerings, subject to certain limitations (including that the cumulative number of shares sold pursuant to such authority does not exceed 25% of our then outstanding common stock immediately prior to each such sale).

The 1940 Act generally prohibits BDCs from making certain negotiated co-investments with certain affiliates absent an order from the SEC permitting the BDC to do so. On August 4, 2020, we received the Order from the SEC to permit us to co-invest in portfolio companies with certain Affiliated Funds in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions. The Order superseded a previous co-investment order we received on October 12, 2016 and provides us with greater flexibility to enter into co-investment transactions with Affiliated Funds. We are generally permitted to co-invest with Affiliated Funds if under the terms of the Order, a “required majority” (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching by us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs with exemptive orders, through December 31, 2020, we were permitted, subject to the satisfaction of certain conditions, to co-invest in our existing portfolio companies with certain affiliates that are private funds, even if such other funds had not previously

invested in such existing portfolio company. Without this order, such Affiliated Funds that are private funds would not be able to participate in such co-investments with us unless the Affiliated Funds had previously acquired securities of the portfolio company in a co-investment transaction with us. Although the conditional exemptive order expired on December 31, 2020, the SEC's Division of Investment Management has indicated that until March 31, 2022, it will not recommend enforcement action, to the extent that any BDC with an existing co-investment order continues to engage in certain transactions described in the conditional exemptive order, pursuant to the same terms and conditions described therein.

We may invest up to 100% of our assets in securities acquired directly from issuers in privately negotiated transactions. With respect to such securities, we may, for the purpose of public resale, be deemed an "underwriter" as that term is defined in the Securities Act. Our intention is to not write (sell) or buy put or call options to manage risks associated with the publicly traded securities of our portfolio companies, except that we may enter into hedging transactions to manage the risks associated with interest rate fluctuations. However, we may purchase or otherwise receive warrants to purchase the common stock of our portfolio companies in connection with acquisition financing or other investments. Similarly, in connection with an acquisition, we may acquire rights to require the issuers of acquired securities or their affiliates to repurchase them under certain circumstances. We also do not intend to acquire securities issued by any investment company that exceed the limits imposed by the 1940 Act. Prior to January 19, 2021, except for registered money market funds, we generally were prohibited from acquiring more than 3% of the voting stock of any registered investment company, investing more than 5% of the value of our total assets in the securities of one investment company, or investing more than 10% of the value of our total assets in the securities of more than one investment company without obtaining exemptive relief from the SEC. However, the SEC adopted new rules, which became effective on January 19, 2021, that allow us to acquire the securities of other investment companies in excess of the 3%, 5%, and 10% limitations without obtaining exemptive relief if we comply with certain conditions. With regard to that portion of our portfolio invested in securities issued by investment companies, it should be noted that such investments might subject our stockholders to additional expenses as they will be indirectly responsible for the costs and expenses of such companies. None of our investment policies are fundamental and may be changed without stockholder approval.

### Qualifying Assets

Under the 1940 Act, a BDC may not acquire any asset other than those listed in section 55(a) of the 1940 Act, which are referred to as "qualifying assets," unless, at the time of acquisition, qualifying assets represent at least 70% of the company's total assets, as defined by the 1940 Act. The principal categories of qualifying assets relevant to our business include:

- (a) Securities purchased in transactions not involving any public offering from the issuer of such securities, which issuer (subject to certain limited exceptions) is an eligible portfolio company, or from any person who is, or has been during the preceding 13 months, an affiliated person of an eligible portfolio company, or from any other person, subject to such rules as may be prescribed by the SEC. An eligible portfolio company is defined in the 1940 Act as any issuer that:
  - is organized under the laws of, and has its principal place of business in, the United States;
  - is not an investment company (other than a small business investment company wholly-owned by the BDC) or a company that would be an investment company but for certain exclusions under the 1940 Act; and
  - satisfies any of the following:
    - does not have any class of securities listed on a national securities exchange or has any class of securities listed on a national securities exchange subject to a \$250 million market capitalization maximum; or
    - is controlled by a BDC or a group of companies including a BDC, the BDC actually exercises a controlling influence over the management or policies of the eligible portfolio company, and, as a result, the BDC has an affiliated person who is a director of the eligible portfolio company; or
    - is a small and solvent company having total assets of not more than \$4 million and capital and surplus of not less than \$2 million.
- (b) Securities of any eligible portfolio company which we control;
- (c) Securities purchased in a private transaction from a U.S. issuer that is not an investment company or from an affiliated person of the issuer, or in transactions incident to such a private transaction, if the issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities, was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements;
- (d) Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company;

- (e) Securities received in exchange for or distributed on or with respect to securities described above, or pursuant to the exercise of warrants or rights relating to such securities; and
- (f) Cash, cash equivalents, U.S. government securities or high-quality debt securities that mature in one year or less from the date of investment.

Control, as defined by the 1940 Act, is presumed to exist where a BDC beneficially owns more than 25% of the outstanding voting securities of the portfolio company.

The regulations defining qualifying assets may change over time. We may adjust our investment focus as needed to comply with and/or take advantage of any regulatory, legislative, administrative or judicial actions in this area.

#### **Managerial Assistance to Portfolio Companies**

A BDC must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described in (a), (b) or (c) above. However, in order to count portfolio securities as qualifying assets for the purpose of the 70% test, the BDC must either control the issuer of the securities or must offer to make available to the issuer of the securities (other than small and solvent companies described above) significant managerial assistance. Where the BDC purchases such securities in conjunction with one or more other persons acting together, the BDC will satisfy this test if one of the other persons in the group makes available such managerial assistance, although this may not be the sole method by which the BDC satisfies the requirement to make available managerial assistance. Making available managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. With respect to an SBIC, providing a loan to a portfolio company satisfies the requirement to make managerial assistance available.

#### **Temporary Investments**

In addition to investing in other types of qualifying assets, as described above, our investments may include cash, cash equivalents, U.S. government securities, repurchase agreements and high-quality debt investments that mature in one year or less from the date of investment, which we refer to, collectively, as temporary investments, so that 70% of our assets, as defined by the 1940 Act, are qualifying assets or temporary investments. We may invest in highly rated commercial paper, U.S. Government agency notes, and U.S. Treasury bills or repurchase agreements relating to such securities that are fully collateralized by cash or securities issued by the U.S. government or its agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed-upon future date and at a price that is greater than the purchase price by an amount that reflects an agreed-upon interest rate. Consequently, repurchase agreements are functionally similar to loans. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, the 1940 Act and certain diversification tests in order to qualify as a RIC for U.S. federal income tax purposes typically require us to limit the amount we invest with any one counterparty. Accordingly, we do not intend to enter into repurchase agreements with a single counterparty in excess of this limit. OFS Advisor monitors the creditworthiness of the counterparties with which we enter into repurchase agreement transactions.

#### **Warrants and Options**

Under the 1940 Act, a BDC is subject to restrictions on the amount of warrants, options, restricted stock or rights to purchase shares of capital stock that it may have outstanding at any time. Under the 1940 Act, we may generally only offer warrants provided that (i) the warrants expire by their terms within ten years, (ii) the exercise or conversion price is not less than the current market value at the date of issuance, (iii) our stockholders authorize the proposal to issue such warrants, and our Board approves such issuance on the basis that the issuance is in the best interests of OFS Capital and its stockholders and (iv) if the warrants are accompanied by other securities, the warrants are not separately transferable unless no class of such warrants and the securities accompanying them has been publicly distributed. The 1940 Act also provides that the amount of our voting securities that would result from the exercise of all outstanding warrants, as well as options and rights, at the time of issuance may not exceed 25% of our outstanding voting securities. In particular, the amount of capital stock that would result from the conversion or exercise of all outstanding warrants, options or rights to purchase capital stock cannot exceed 25% of the BDC's total outstanding shares of capital stock.

#### **Senior Securities**

A BDC generally is not permitted to incur indebtedness unless immediately after such borrowing it has an asset coverage ratio for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, Section 61(a)(2) of the 1940 Act provides that a BDC may reduce its asset coverage ratio, provided that certain conditions are met. Specifically, Section 61(a)(2) provides that in order for a BDC whose common stock is traded on a national securities exchange to be subject to 150% asset coverage, the BDC must either obtain: (i) approval of the required majority of

its non-interested directors who have no financial interest in the proposal, which would become effective one year after the date of such approval, or (ii) obtain stockholder approval (of more than 50% of the votes cast for the proposal at a meeting in which quorum is present), which would become effective on the first day after the date of such stockholder approval.

On May 3, 2018, the Board, including a “required majority” (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the application of Section 61(a)(2) of the 1940 Act and, as a result, the asset coverage ratio test applicable to us was decreased from 200% to 150%, effective May 3, 2019. See “Item 1A. Risk Factors — Risks Related to our Business and Structure — ***Because we received the approval of our Board, we are subject to 150% Asset Coverage effective May 3, 2019.***” Additionally, we received exemptive relief from the SEC effective November 26, 2013, which allows us to exclude our SBA guaranteed debentures from the definition of senior securities in the statutory asset coverage ratio under the 1940 Act.

We may borrow money when the terms and conditions available are favorable to do so and are aligned with our investment strategy and portfolio composition. The use of borrowed funds or the proceeds of preferred stock to make investments would have its own specific benefits and risks, and all of the costs of borrowing funds or issuing preferred stock would be borne by holders of our common stock.

For a discussion of the risks associated with leverage, see “Item 1A. Risk Factors—Risks Related to BDCs—**Regulations governing our operation as a BDC affect our ability to and the way in which we raise additional capital. As a BDC, we will need to raise additional capital, which will expose us to risks, including the typical risks associated with leverage.**”

### **Compliance with the Sarbanes-Oxley Act of 2002 and the Nasdaq Global Select Market Corporate Governance Regulations**

The Sarbanes-Oxley Act of 2002 (the “Sarbanes-Oxley Act”) imposes a wide variety of regulatory requirements on publicly held companies and their insiders, many of which affect us. The Sarbanes-Oxley Act has required us to review our policies and procedures to determine whether we comply with the Sarbanes-Oxley Act and the regulations promulgated thereunder. We will continue to monitor, and take actions necessary to ensure, our compliance with all future regulations that are adopted under the Sarbanes-Oxley Act.

In addition, the Nasdaq Global Select Market has adopted various corporate governance requirements as part of its listing standards. We believe we are in compliance with such corporate governance listing standards. We will continue to monitor, and take actions necessary to ensure, our compliance with all future listing standards.

### **Exemptive Relief**

We are generally prohibited under the 1940 Act from knowingly participating in certain transactions with our affiliates without the prior approval of our Board who are not interested persons and, in some cases, prior approval by the SEC. The SEC has interpreted the BDC prohibition on transactions with affiliates to prohibit all “joint transactions” between entities that share a common investment adviser. Further, the 1940 Act generally prohibits BDCs from making certain negotiated co-investments with certain affiliates absent an order from the SEC permitting the BDC to do so.

On August 4, 2020, we received the Order from the SEC to permit us to co-invest in portfolio companies with certain Affiliated Funds in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions. The Order superseded a previous co-investment order we received on October 12, 2016 and provides us with greater flexibility to enter into co-investment transactions with Affiliated Funds. We are generally permitted to co-invest with Affiliated Funds if under the terms of the Order, a “required majority” (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching in respect of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs with exemptive orders, through December 31, 2020, we were permitted, subject to the satisfaction of certain conditions, to co-invest in our existing portfolio companies with certain affiliates that are private funds, even if such other funds had not previously invested in such existing portfolio company. Without this order, such Affiliated Funds that are private funds, would not be able to participate in such co-investments with us unless the Affiliated Funds had previously acquired securities of the portfolio company in a co-investment transaction with us. Although the conditional exemptive order has expired, the SEC’s Division of Investment Management has indicated that until March 31, 2022, it will not recommend enforcement action, to the extent that any BDC with an existing coinvestment order continues to engage in certain transactions described in the conditional exemptive order, pursuant to the same terms and conditions described therein.

The staff of the SEC has granted no-action relief permitting purchases of a single class of privately placed securities provided that the adviser negotiates no term other than price and certain other conditions are met. As a result, unless under the Order, we only expect to co-invest on a concurrent basis with certain funds advised by OFS Advisor when each of us will own the same securities of the issuer and when no term is negotiated other than price. Any such investment would be made, subject to compliance with existing regulatory guidance, applicable regulations and OFS Advisor's allocation policy. If opportunities arise that would otherwise be appropriate for us and for another fund advised by OFS Advisor to invest in different securities of the same issuer, OFS Advisor will need to decide which fund will proceed with the investment. The decision by OFS Advisor to allocate an opportunity to another entity could cause us to forego an investment opportunity that we otherwise would have made. Moreover, except in certain circumstances, we will be unable to invest in any issuer in which another fund advised by OFS Advisor has previously invested.

### **Small Business Investment Company Regulations**

Our wholly owned subsidiary, SBIC I LP, is an SBIC and must comply with SBA regulations.

SBICs are designed to stimulate the flow of private equity capital to eligible small businesses. Under SBA regulations, SBICs may make loans to eligible small businesses and invest in the equity securities of small businesses. The SBIC license enabled SBIC I LP to receive SBA-guaranteed debenture funding, subject to the issuance of a leverage commitment by the SBA and other customary procedures. SBA-guaranteed debentures are non-recourse, interest only debentures with interest payable semi-annually and have a ten year maturity. The principal amount of SBA-guaranteed debentures is not required to be paid prior to maturity but may be prepaid without penalty twice each year on certain dates. The interest rate of SBA-guaranteed debentures is fixed at the time of issuance at a market-driven spread over U.S. Treasury Notes with 10-year maturities.

The investments of an SBIC are limited to loans to, and equity securities of, eligible small businesses. Under present SBA regulations, eligible small businesses generally include businesses that (together with their affiliates) have a tangible net worth (total assets less goodwill less total liabilities) not exceeding \$19.5 million and have average annual net income after U.S. federal income taxes not exceeding \$6.5 million (average net income to be computed without benefit of any carryover loss) for the two most recent fiscal years. In addition, an SBIC must devote 25% of its investment activity to "smaller concerns," as defined by the SBA. A smaller concern generally includes businesses that have a tangible net worth not exceeding \$6.0 million and have average annual net income after U.S. federal income taxes not exceeding \$2.0 million (average net income to be computed without benefit of any net carryover loss) for the two most recent fiscal years. SBA regulations also provide alternative criteria to determine eligibility, which may include, among other things, the industry in which the business is engaged, the number of employees of the business, its gross sales, and the extent to which the SBIC is proposing to participate in a change of ownership of the business. According to SBA regulations, SBICs may make long-term loans to small businesses, invest in the equity securities of such businesses and provide them with consulting and advisory services.

The SBA prohibits an SBIC from providing funds to small businesses for certain purposes, such as relending, real estate or investing in companies outside of the United States, and from providing funds to businesses engaged in a few prohibited industries and to certain "passive" (i.e., non-operating) companies. In addition, without prior SBA approval, an SBIC may not invest an amount equal to more than approximately 30% of the SBIC's regulatory capital in any one company and its affiliates.

SBICs must invest idle funds that are not being used to make investments permitted under SBA regulations in the following limited types of securities: (i) direct obligations of, or obligations guaranteed as to principal and interest by, the U.S. government, which mature within 15 months from the date of the investment; (ii) repurchase agreements with federally insured institutions with a maturity of seven days or less (and the securities underlying the repurchase obligations must be direct obligations of or guaranteed by the federal government); (iii) certificates of deposit with a maturity of one year or less, issued by a federally insured institution; (iv) a deposit account in a federally insured institution that is subject to a withdrawal restriction of one year or less; (v) a checking account in a federally insured institution; or (vi) a reasonable petty cash fund.

SBA regulations include restrictions on a "change of control" or other transfers of limited partnership interests in an SBIC. In addition, SBIC I LP may also be limited in its ability to make distributions to us if it does not have sufficient accumulated net profit, in accordance with SBA regulations.

SBIC I LP is subject to regulation and oversight by the SBA, including requirements with respect to maintaining certain minimum financial ratios and other covenants.

The SBA, as a creditor, will have a superior claim to the SBIC I LP's assets over our stockholders in the event that SBIC I LP is liquidated or the SBA exercises its remedies under the SBA debentures issued by SBIC I LP in the event of a default.

Income distributions from SBIC I LP are limited to a statutory measurement of "retained earnings available for distribution" ("READ") which generally is measured by adjusting undistributed net realized earnings for unrealized depreciation on investments, calculated in accordance with SBA regulations. Additionally, all return of capital distributions



from SBIC I LP currently require the pre-approval of the SBA. During the year ended December 31, 2021, SBIC I LP distributed READ and return of capital distributions to us of \$10.0 million and \$31.6 million, respectively.

As part of our plans to focus on lower-yielding, first lien senior secured loans to larger borrowers, which we believe will improve our overall risk profile, SBIC I LP is repaying over time its outstanding SBA debentures prior to their scheduled maturity dates. As such, we are not making investments through SBIC I LP, other than follow-on investments. During the year ended December 31, 2021, we did not make any new investments through SBIC I LP and made \$4.6 million of follow-on investments in two portfolio companies. We believe that investing in more senior loans to larger borrowers is consistent with our view of the private loan market and will reduce our overall leverage on a consolidated basis.

#### **Other**

We are subject to periodic examination by the SEC for compliance with the Exchange Act and the 1940 Act.

We are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to OFS Capital or our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person's office.

We and OFS Advisor each have adopted and implemented written policies and procedures reasonably designed to prevent violation of relevant federal securities laws, will review these policies and procedures annually for their adequacy and the effectiveness of their implementation, and have designated a chief compliance officer to be responsible for administering the policies and procedures.

Our internet address is [www.ofscapital.com](http://www.ofscapital.com). We make available free of charge on our website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

#### **Codes of Ethics**

We and OFS Advisor have each adopted a code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to either code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code's requirements. Our code of ethics is available, free of charge, on our website at [www.ofscapital.com](http://www.ofscapital.com). The code of ethics is available on the EDGAR Database on the SEC's website at <http://www.sec.gov>. You may also obtain copies of the code of ethics, after paying a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

#### **Proxy Voting Policies and Procedures**

We have delegated our proxy voting responsibility to OFS Advisor. The proxy voting policies and procedures of OFS Advisor are set out below. The guidelines are reviewed periodically by OFS Advisor and our directors who are not "interested persons," and, accordingly, are subject to change. For purposes of these proxy voting policies and procedures described below, "we," "our" and "us" refer to OFS Advisor.

**Introduction.** As an investment adviser registered under the Advisers Act, we have a fiduciary duty to act solely in the best interests of our clients. As part of this duty, we recognize that we must vote client securities in a timely manner free of conflicts of interest and in the best interests of our clients.

These policies and procedures for voting proxies for our investment advisory clients are intended to comply with Section 206 of, and Rule 206(4)-6 under, the Advisers Act.

**Proxy Policies.** We vote proxies relating to our portfolio securities in what we perceive to be the best interest of our clients. We review on a case-by-case basis each proposal submitted to a stockholder vote to determine its effect on the portfolio securities held by our clients. In most cases we will vote in favor of proposals that we believe are likely to increase the economic value of the underlying portfolio securities held by our clients. Although we will generally vote against proposals that may have a negative effect on our clients' portfolio securities, we may vote for such a proposal if there exist compelling long-term reasons to do so.

Our proxy voting decisions are made by those senior officers who are responsible for monitoring each of our clients' investments. To ensure that our vote is not the product of a conflict of interest, we require that (1) anyone involved in the decision-making process disclose to our chief compliance officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (2) employees involved in the decision-making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties. Where conflicts of interest may be present, we will disclose such conflicts to our

client, including with respect to OFS Capital, those directors who are not interested persons and we may request guidance from such persons on how to vote such proxies for their account.

**Proxy Voting Records.** You may obtain information about how we voted proxies for the Company free of charge, by making a written request for proxy voting information to: OFS Capital Corporation, 10 S. Wacker Drive, Suite 2500, Chicago, Illinois 60606, Attention: Investor Relations, or by calling OFS Capital Corporation at (847) 734-2000. The SEC also maintains a website at <http://www.sec.gov> that contains such information.

### **Privacy Principles**

We are committed to maintaining the privacy of our stockholders and to safeguarding their nonpublic personal information. The following information is provided to help you understand what personal information we collect, how we protect that information and why, in certain cases, we may share information with select other parties.

Generally, we do not receive any nonpublic personal information relating to our stockholders, although certain nonpublic personal information of our stockholders may become available to us. We do not disclose any nonpublic personal information about our stockholders or former stockholders to anyone, except as permitted by law or as is necessary in order to service stockholder accounts (for example, to a transfer agent or third-party administrator).

We restrict access to nonpublic personal information about our stockholders to employees of OFS Advisor and its affiliates with a legitimate business need for the information. We maintain physical, electronic and procedural safeguards designed to protect the nonpublic personal information of our stockholders.

### **Material U.S. Federal Income Tax Considerations**

**Election to be Taxed as a RIC.** We have elected to be taxed as a RIC under Subchapter M of the Code. As a RIC, we are not required to pay corporate-level U.S. federal income taxes on any income that we distribute to our stockholders from our otherwise taxable earnings and profits. To maintain our qualification as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements, as described below. In addition, to receive RIC tax treatment, we must meet the Annual Distribution Requirement. The excess of net long-term capital gains over net short-term capital losses, if any ("Net Capital Gains"), are not a component of the Annual Distribution Requirement, but impacts taxable income if not distributed as discussed below.

**Taxation as a RIC.** If we:

- maintain our qualification as a RIC; and
- satisfy the Annual Distribution Requirement;

then we will not be subject to U.S. federal income tax on the portion of our ICTI or Net Capital Gains we distribute to stockholders. We will be subject to U.S. federal income tax at the regular corporate rates on any ICTI or Net Capital Gain not distributed (or deemed distributed) to our stockholders.

We are also subject to a 4% nondeductible U.S. federal excise tax on certain undistributed income unless we distribute in a timely manner an amount at least equal to the sum of (1) 98% of our net ordinary income for each calendar year, (2) 98.2% of our capital gain net income (both long-term and short-term) for the one-year period ending October 31 in that calendar year (or, if we so elect, for that calendar year) and (3) any income and gains recognized, but not distributed, in preceding years and on which we paid no U.S. federal income tax (the "Excise Tax Avoidance Requirement"). We may choose to retain a portion of our ordinary income and/or capital gain net income in any year and pay the 4% U.S. federal excise tax on the retained amounts.

In order to maintain our qualification as a RIC for U.S. federal income tax purposes, we must, among other things:

- continue to qualify as a BDC under the 1940 Act at all times during each taxable year;
- derive in each taxable year at least 90% of our gross income from dividends, interest, certain payments with respect to loans of stock and securities, gains from the sale or other disposition of stock, securities, or foreign currencies and other income (including but not limited to gains from options, futures or forward contracts) derived with respect to our business of investing in such stock, securities or currencies, and net income derived from interests in "qualified publicly traded partnerships," as such term is defined in the Code (the "90% Income Test"); and

- diversify our holdings so that at the end of each quarter of the taxable year:
  - at least 50% of the value of our assets consists of cash, cash equivalents, U.S. government securities, securities of other RICs, and other securities, with such other securities limited, in respect of any one issuer, to an amount not greater than 5% of the value of our assets and 10% of the outstanding voting securities of such issuer; and
  - no more than 25% of the value of our assets is invested in the securities, other than U.S. government securities or securities of other RICs, of one issuer, of two or more issuers that we control (as determined under applicable tax rules) and that are engaged in the same, similar or related trades or businesses or of one or more qualified publicly traded partnerships (the “Diversification Tests”).

We may invest in partnerships, including qualified publicly traded partnerships, which may result in our being subject to state, local or foreign income taxes, franchise taxes, or withholding liabilities.

We are required to recognize ICTI in circumstances in which we have not received a corresponding payment in cash. For example, we hold debt obligations that are treated under applicable tax rules as issued with OID and debt instruments with PIK interest, and we must include in ICTI each year the portion of the OID and PIK interest that accrues for that year (as it accrues over the life of the obligation), irrespective of whether the cash representing such income is received by us in that taxable year. The continued recognition of non-cash ICTI may cause difficulty in meeting the Annual Distribution Requirement. We may be required to sell investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital, or forgo new investment opportunities to meet this requirement. If we are not able to obtain cash from other sources, we may fail to qualify for RIC tax treatment and thus become subject to corporate-level U.S. federal income tax.

We are authorized to borrow funds and to sell assets in order to satisfy distribution requirements. However, under the 1940 Act, we are not permitted to make distributions to our stockholders while our debt obligations and other senior securities are outstanding unless certain “asset coverage” tests are met. Moreover, our ability to dispose of assets to meet our distribution requirements may be limited by (1) the illiquid nature of our portfolio and/or (2) other requirements relating to our status as a RIC, including the Diversification Tests. If we dispose of assets in order to meet the Annual Distribution Requirement or the Excise Tax Avoidance Requirement, we may make such dispositions at times that, from an investment standpoint, are not advantageous. See “Regulation—Senior Securities.”

Certain of our investment practices may be subject to special and complex U.S. federal income tax provisions that may, among other things, (1) treat dividends that would otherwise qualify for the dividends received deduction or constitute qualified dividend income as ineligible for such treatment, (2) disallow, suspend or otherwise limit the allowance of certain losses or deductions, (3) convert lower-taxed long-term capital gain into higher-taxed short-term capital gain or ordinary income, (4) convert an ordinary loss or a deduction into a capital loss (the deductibility of which is more limited), (5) cause us to recognize income or gain without receipt of a corresponding distribution of cash, (6) adversely affect the time as to when a purchase or sale of stock or securities is deemed to occur, (7) adversely alter the characterization of certain complex financial transactions and (8) produce income that will not be considered “qualifying income” for purposes of the 90% Income Test. We will monitor our transactions and may make certain tax elections to mitigate the potential adverse effect of these provisions, but there can be no assurance that any adverse effects of these provisions will be mitigated.

Our investments in Structured Finance Notes are “passive foreign investment company” (“PFIC”) investments, which can subject us to U.S. federal income tax on our allocable share of a portion of any “excess distribution” received on, or any gain from the disposition of, such shares even if our allocable share of such income is distributed as a taxable dividend to our stockholders. Additional charges in the nature of interest generally would also be imposed on us for the deemed delay in our reporting of such excess distribution and the earning of such income by underlying PFIC. However, we have elected, and expect to continue to elect, to treat our investments in PFICs as a “qualified electing funds” under the Code (a “QEF”), and in lieu of the foregoing requirements, we will be required to include in income each year our proportionate share of the ordinary earnings and net capital gain of the QEF, even if such income is not distributed by the QEF. In lieu of a QEF election, we may in the future elect to mark-to-market at the end of each taxable year our shares in a PFIC; in this case, we will recognize as ordinary income our allocable share of any increase in the value of such shares, and as ordinary loss our allocable share of any decrease in such value to the extent that any such decrease does not exceed prior increases included in its income. Under either election, we may be required to recognize in a year income in excess of distributions from PFICs and proceeds from dispositions of PFIC stock during that year, and such income will nevertheless be subject to the Annual Distribution Requirement and will be taken into account for purposes of the 4% U.S. federal excise tax.

Some of the income and fees that we recognize may result in income that will not be “qualifying income” for the 90% Income Test. In order to ensure that such income and fees do not disqualify us as a RIC for a failure to satisfy the 90% Income Test, we may recognize such income and fees directly or indirectly through one or more entities taxed as corporations for U.S. federal income tax purposes. Such corporations are required to pay U.S. corporate income tax on their earnings, which

ultimately reduces our return on such income and fees. OFSCC-MB, our fully taxable subsidiary, held equity investments with an aggregate fair value of \$3.2 million and \$11.5 million at December 31, 2021 and 2020, respectively, to prevent such non-qualifying income from adversely affecting our RIC status.

**Failure to Qualify as a RIC.** If we are unable to maintain our qualification as a RIC, we will be subject to tax on all of our ICTI and Net Capital Gains at regular corporate rates; we will not receive a dividend deduction for any distributions to our stockholders. Distributions would not be required, and any distributions would be taxable to our stockholders as ordinary dividend income that would, for qualifying non-corporate U.S. stockholders, be eligible for the current 20% maximum rate to the extent of our current and accumulated earnings and profits (subject to limitations under the Code). Subject to certain limitations under the Code, corporate distributions would be eligible for the dividends-received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder's tax basis (reducing that basis accordingly), and any remaining distributions would be treated as a capital gain. To qualify again to be taxed as a RIC in a subsequent year, we would be required to distribute to our stockholders our earnings and profits attributable to non-RIC years. In addition, if we failed to qualify as a RIC for a period greater than two taxable years, then we would be required to elect to recognize and pay tax on any net built-in gain (the excess of aggregate gain, including items of income, over aggregate loss that would have been realized if we had been liquidated) or, alternatively, be subject to taxation on such built-in gain recognized for a period of five years, in order to qualify as a RIC in a subsequent year.

## **Conflicts of Interests**

BDCs generally are prohibited under the 1940 Act from knowingly participating in certain transactions with their affiliates without the prior approval of their independent directors and, in some cases, of the SEC. Those transactions include purchases and sales, and so-called "joint" transactions, in which a BDC and one or more of its affiliates engage in certain types of profit-making activities. Any person that owns, directly or indirectly, five percent or more of a BDC's outstanding voting securities will be considered an affiliate of the BDC for purposes of the 1940 Act, and a BDC generally is prohibited from engaging in purchases from, sales of assets to, or joint transactions with, such affiliates, absent the prior approval of the BDC's independent directors. Additionally, without the approval of the SEC, a BDC is prohibited from engaging in purchases from, sales of assets to, or joint transactions with, the BDC's officers, directors, and employees, and advisor (and its control affiliates).

BDCs may, however, invest alongside certain related parties or their respective other clients in certain circumstances where doing so is consistent with current law and SEC staff interpretations. For example, a BDC may invest alongside such accounts consistent with guidance promulgated by the SEC staff permitting the BDC and such other accounts to purchase interests in a single class of privately placed securities so long as certain conditions are met, including that the BDC's advisor, acting on the BDC's behalf and on behalf of other clients, negotiates no term other than price. Co-investment with such other accounts is not permitted or appropriate under this guidance when there is an opportunity to invest in different securities of the same issuer or where the different investments could be expected to result in a conflict between the BDC's interests and those of other accounts.

**Conflicts Related to Portfolio Investments.** Conflicts may arise when we make an investment in conjunction with an investment being made by an Affiliated Account, or in a transaction where an Affiliated Account has already made an investment. Investment opportunities are, from time to time, appropriate for more than one account in the same, different or overlapping securities of a portfolio company's capital structure. Conflicts arise in determining the terms of investments, particularly where these accounts may invest in different types of securities in a single portfolio company. Questions arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be restructured, modified or refinanced.

We may invest in debt and other securities of companies in which Affiliated Accounts hold those same securities or different securities, including equity securities. In the event that such investments are made by us, our interests will at times conflict with the interests of such Affiliated Accounts, particularly in circumstances where the underlying company is facing financial distress. Decisions about what action should be taken, particularly in troubled situations, raise conflicts of interest, including, among other things, whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring. The involvement of Affiliated Accounts at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors, including among us or Affiliated Accounts. In certain circumstances, we or an Affiliated Account may be prohibited from exercising voting or other rights and may be subject to claims by other creditors with respect to the subordination of their interest.

In the event that we or an Affiliated Account has a controlling or significantly influential position in a portfolio company, that account may have the ability to elect some or all of the board of directors of such a portfolio company, thereby controlling the policies and operations of such portfolio company, including the appointment of management, future issuances of securities, payment of dividends, incurrence of debt and entering into extraordinary transactions. In addition, a controlling

account is likely to have the ability to determine, or influence, the outcome of operational matters and to cause, or prevent, a change in control of such a company. Such management and operational decisions may, at times, be in direct conflict with other accounts that have invested in the same portfolio company that do not have the same level of control or influence over the portfolio company.

If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, the accounts may or may not provide such additional capital, and if provided each account will supply such additional capital in such amounts, if any, as determined by OFS Advisor. In addition, a conflict arises in allocating an investment opportunity if the potential investment target could be acquired by us, an Affiliated Account, or a portfolio company of an Affiliated Account. Investments by more than one account of OFS Advisor or its affiliates in a portfolio company also raise the risk of using assets of an account of OFS Advisor or its affiliates to support positions taken by other accounts of OFS Advisor or its affiliates, or that an account may remain passive in a situation in which it is entitled to vote. In addition, there may be differences in timing of entry into, or exit from, a portfolio company for reasons such as differences in strategy, existing portfolio or liquidity needs, different account mandates or fund differences, or different securities being held. These variations in timing may be detrimental to us.

The application of our or an Affiliated Account's governing documents and the policies and procedures of OFS Advisor are expected to vary based on the particular facts and circumstances surrounding each investment by two or more accounts, in particular when those accounts are in different classes of an issuer's capital structure (as well as across multiple issuers or borrowers within the same overall capital structure) and, as such, there may be a degree of variation and potential inconsistencies, in the manner in which potential or actual conflicts are addressed.

**Co-Investment with Affiliates.** On August 4, 2020, we received the Order from the SEC to permit us to co-invest in portfolio companies with certain Affiliated Funds in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions. The Order superseded a previous co-investment order we received on October 12, 2016 and provides us with greater flexibility to enter into co-investment transactions with Affiliated Funds. We are generally permitted to co-invest with Affiliated Funds if under the terms of the Order, a "required majority" (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching in respect of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs with exemptive orders, through December 31, 2020, we were permitted, subject to the satisfaction of certain conditions, to co-invest in our existing portfolio companies with certain affiliates that are private funds, even if such other funds had not previously invested in such existing portfolio company. Without this order, such Affiliated Funds that are private funds would not be able to participate in such co-investments with us unless the Affiliated Funds had previously acquired securities of the portfolio company in a co-investment transaction with us. Although the conditional exemptive order expired on December 31, 2020, the SEC's Division of Investment Management has indicated that until March 31, 2022, it will not recommend enforcement action, to the extent that any BDC with an existing co-investment order continues to engage in certain transactions described in the conditional exemptive order, pursuant to the same terms and conditions described therein.

When we invest alongside Affiliated Accounts, OFS Advisor will, to the extent consistent with applicable law, regulatory guidance, or the Order, allocate investment opportunities in accordance with its allocation policy. Under this allocation policy, if two or more investment vehicles with similar or overlapping investment strategies are in their investment periods, an available opportunity will be allocated based on the provisions governing allocations of such investment opportunities in the relevant organizational, offering or similar documents, if any, for such investment vehicles. In the absence of any such provisions, OFS Advisor will consider the following factors and the weight that should be given with respect to each of these factors:

- investment guidelines and/or restrictions, if any, set forth in the applicable organizational, offering or similar documents for the investment vehicles;
- the status of tax restrictions and tests and other regulatory restrictions and tests;
- risk and return profile of the investment vehicles;
- suitability/priority of a particular investment for the investment vehicles;
- if applicable, the targeted position size of the investment for the investment vehicles
- level of available cash for investment with respect to the investment vehicles;

- total amount of funds committed to the investment vehicles; and
- the age of the investment vehicles and the remaining term of their respective investment periods, if any.

When not relying on the Order, priority as to opportunities will generally be given to clients that are in their “ramp-up” period, or the period during which the account has yet to reach sufficient scale such that its investment income covers its operating expenses, over the accounts that are outside their ramp-up period but still within their investment or re-investment periods. However, application of one or more of the factors listed above, or other factors determined to be relevant or appropriate, may result in the allocation of an investment opportunity to a fund no longer in its ramp-up period over a fund that is still within its ramp-up period.

In situations where co-investment with Affiliated Accounts is not permitted or appropriate, OFS Advisor will need to decide which account will proceed with the investment. The decision by OFS Advisor to allocate an opportunity to another entity could cause us to forego an investment opportunity that we otherwise would have made. These restrictions, and similar restrictions that limit our ability to transact business with our officers or directors or their affiliates, may limit the scope of investment opportunities that would otherwise be available to us.

## Item 1A. Risk Factors

### RISK FACTORS

Investing in our securities involves a number of significant risks. In addition to the other information contained in this Annual Report on Form 10-K, you should consider carefully the following information before making an investment in our securities. The risks set out below are not the only risks we face. Additional risks and uncertainties not presently known to us or not presently deemed material by us might also impair our operations and performance. If any of the following events occur, our business, financial condition and results of operations could be materially and adversely affected. In such case, our NAV and the trading price of our securities could decline, and you may lose all or part of your investment. The risk factors described below are the principal risk factors associated with an investment in our securities as well as those factors generally associated with an investment company with investment objectives, investment policies, capital structure or trading markets similar to ours.

#### Summary Risk Factors

##### *We are subject to risks related to our business and structure.*

- Global economic, political and market conditions caused by the uncertainty related to the COVID-19 pandemic has adversely affected, and may continue to adversely affect our business, results of operations and financial condition and those of our portfolio companies.
- Due to the COVID-19 pandemic or other disruptions in the economy, we may not be able to increase our dividends and may reduce or defer our dividends and choose to incur U.S. federal excise tax in order to preserve cash and maintain flexibility.
- We finance our investments with borrowed money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.
- A significant amount of our portfolio investments are recorded at fair value as determined in good faith by our Board and, as a result, there may be uncertainty as to the value of our portfolio investments.
- We are dependent upon the OFSC senior professionals for our future success and upon their access to the investment professionals and partners of OFSC and its affiliates.
- OFS Advisor can resign on 60 days' notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.
- We have potential conflicts of interest related to obligations that OFS Advisor or its affiliates may have to other clients.
- We have potential conflicts of interest related to the purchases and sales that OFS Advisor makes on our behalf and/or on behalf of Affiliated Accounts.
- Our incentive fee structure may create incentives for OFS Advisor that are not fully aligned with the interests of our stockholders.
- OFS Advisor's liability is limited under the Investment Advisory Agreement, and we have agreed to indemnify OFS Advisor against certain liabilities, which may lead OFS Advisor to act in a riskier manner on our behalf than it would when acting for its own account.
- Our Board may change our investment objectives, operating policies and strategies without prior notice or stockholder approval.
- We will be subject to corporate-level U.S. federal income tax if we are unable to maintain our tax treatment as a RIC.
- Our subsidiaries and portfolio companies may be unable to make distributions to us that will enable us to meet RIC requirements, which could result in the imposition of an entity-level tax.
- We may in the future choose to pay distributions in our own stock, in which case stockholders may be required to pay tax in excess of the cash they receive.
- Because we expect to distribute substantially all of our net ordinary income and net realized capital gains to our stockholders, we may need additional capital to finance our growth and such capital may not be available on favorable terms or at all.
- Our ability to enter into transactions with our affiliates is restricted, which may limit the scope of investments available to us.
- Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our, and our portfolio companies' business, results of operations or financial condition.

- Insufficient cash flows may increase our risk of default of our debt obligations, including under our Unsecured Notes and our BNP Facility.
- Capital markets may experience periods of disruption and instability and we cannot predict when these conditions will occur. Such market conditions could materially and adversely affect debt and equity capital markets in the United States and abroad, which could have a negative impact on our business, financial condition and results of operations.

***We are subject to risks related to our investments.***

- Events outside of our control, including public health crises, could negatively affect our portfolio companies, our investment adviser and the results of our operations.
- Our investments in private and middle-market portfolio companies are generally considered lower credit quality obligations, are risky, and we could lose all or part of our investment.
- Inflation may adversely affect the business, results of operations and financial condition of our portfolio companies.
- Any of our portfolio companies operating in the Health Care and Social Assistance industry are subject to extensive government regulation and certain other risks particular to that industry.
- Our investments in Structured Finance Notes carry additional risks to the risks associated with investing in private debt.
- Our investments in Structured Finance Notes are more likely to suffer a loss of all or a portion of their value in the event of a default.
- We are a non-diversified management investment company within the meaning of the 1940 Act, and therefore we are not limited by the 1940 Act with respect to the proportion of our assets that may be invested in securities of a single issuer.
- If we make subordinated investments, the obligors or the portfolio companies may not generate sufficient cash flow to service their debt obligations to us.
- The interest rates of our loans to our portfolio companies might be subject to change based on recent regulatory changes, including the transition away from LIBOR and the adoption of alternative reference rates, which could affect our results of operations.

***We are subject to risks relating to our securities.***

- The market price of our common stock may fluctuate significantly.
- Sales of substantial amounts of our common stock in the public market may have an adverse effect on the market price of our common stock.
- Our common stock may trade below its NAV per share, which limits our ability to raise additional equity capital.
- There is a risk that stockholders may not receive distributions or that our distributions may not grow over time and a portion of our distributions may be a return of capital.

**Risks Related to the COVID-19 Pandemic**

***Global economic, political and market conditions caused by the uncertainty related to the COVID-19 pandemic has adversely affected, and may continue to adversely affect our business, results of operations and financial condition and those of our portfolio companies.***

A novel strain of coronavirus (“COVID-19”) initially appeared in China in late 2019 and rapidly spread to other countries, including the United States. General uncertainty surrounding the dangers and impact of COVID-19 (including the preventative measures taken in response thereto) and additional uncertainty regarding new variants of COVID-19, most notably the Delta and Omicron variants, have to date impacted and continue to impact supply chains, consumer demand and the operations of many businesses, as well as created labor shortages, increased inflationary pressure and overall economic and financial market instability both globally and in the United States. There is considerable uncertainty surrounding the full economic impact of the COVID-19 pandemic and the long-term effects on the U.S. and global financial markets.

Any disruptions in the capital markets, as a result of the COVID-19 pandemic or otherwise, may increase the spread between the yields realized on risk-free and higher risk securities and can result in illiquidity in parts of the capital markets, significant write-offs in the financial sector and re-pricing of credit risk in the broadly syndicated market. These and any other unfavorable economic conditions created by the COVID-19 pandemic and related restrictions and closures could increase our funding costs, limit our access to the capital markets and result in a decision by lenders not to extend credit to us. In addition, our success depends in substantial part on the management, skill and acumen of OFS Advisor, whose operations may be adversely impacted, including through quarantine measures and travel restrictions imposed on its investment professionals or service providers, or any related health issues of such investment professionals or service providers. Though all of OFS Advisor’s employees are able to work remotely, these closures have nevertheless affected many of our borrowers and many



businesses through which we seek new borrowers. These effects, individually or in the aggregate, have had, and may in the future continue to have, an adverse impact on our business, financial condition, operating results and cash flows and such adverse impacts may be material.

In addition, the COVID-19-related restrictions and closures and related market conditions have resulted in, and could further result in, certain of our portfolio companies halting or significantly curtailing operations and negative impacts to the supply chains of certain of our portfolio companies. The financial results of middle-market companies in which we primarily invest, have experienced deterioration, which could ultimately lead to difficulty in meeting debt service requirements and an increase in defaults, and further deterioration will further depress the outlook for middle-market companies. Further, adverse economic conditions have decreased, and may in the future decrease, the value of collateral securing some of our loans and the value of our equity investments. Such conditions have required, and may in the future require, us to modify the payment terms of our investments, including changes in PIK interest provisions and/or cash interest rates. The performance of certain of our portfolio companies has been, and in the future may be, negatively impacted by these economic or other conditions, which can result in our receipt of reduced interest income from our portfolio companies and/or realized and unrealized losses related to our investments, and, in turn, may adversely affect distributable income and have a material adverse effect on our results of operations. In addition, as governments ease COVID-19 related restrictions, certain of our portfolio companies may experience increases in health and safety expenses, payroll costs and other operating expenses. The COVID-19 pandemic has also led to significant interest rate reductions by the Federal Reserve, including dropping certain rates to near zero, and market uncertainty, which has had, and may continue to have, a materially adverse effect on us.

On March 27, 2020, the U.S. government enacted the CARES Act, which contains provisions intended to mitigate the adverse economic effects of the COVID-19 pandemic. On December 27, 2020, the U.S. government passed the December 2020 COVID Relief Package. Additionally, on March 11, 2021, the U.S. government enacted the American Rescue Plan, which included additional funding to mitigate the adverse economic effects of the COVID-19 pandemic. It is uncertain whether, or to what extent, our portfolio companies will be able to benefit from the CARES Act, the December 2020 COVID Relief Package, the American Rescue Plan, or any other subsequent legislation intended to provide financial relief or assistance.

As a result of the disruption and pressures on liquidity caused by the COVID-19 pandemic, certain of our portfolio companies have been, or may continue to be, incentivized to draw on most, if not all, of the unfunded portion of any revolving or delayed draw term loans made by us, subject to availability under the terms of such loans.

We are continuing to closely monitor the impact of the COVID-19 pandemic on all aspects of our business, including how it impacts our portfolio companies, employees, due diligence and underwriting processes, and financial markets. The U.S. capital markets experienced extreme volatility and disruption following the outbreak of the COVID-19 pandemic and certain economists and major investment banks have expressed concern that the continued spread of the virus globally could lead to a prolonged period of world-wide economic downturn.

***Due to the COVID-19 pandemic or other disruptions in the economy, we may not be able to increase our dividends and may reduce or defer our dividends and choose to incur U.S. federal excise tax in order to preserve cash and maintain flexibility.***

As a BDC, we are not required to make any distributions to stockholders other than in connection with our election to be taxed as a RIC under subchapter M of the Code. In order to maintain our tax treatment as a RIC, we must distribute to stockholders for each taxable year at least 90% of our investment company taxable income (i.e., net ordinary income plus realized net short-term capital gains in excess of realized net long-term capital losses). If we qualify for taxation as a RIC, we generally will not be subject to corporate-level U.S. federal income tax on our investment company taxable income and net capital gains (i.e., realized net long-term capital gains in excess of realized net short-term capital losses) that we timely distribute to stockholders. We will be subject to a 4% U.S. federal excise tax on undistributed earnings of a RIC unless we distribute each calendar year at least the sum of (i) 98.0% of our ordinary income for the calendar year, (ii) 98.2% of our capital gains in excess of capital losses for the one-year period ending on October 31 of the calendar year, and (iii) any ordinary income and net capital gains for preceding years that were not distributed during such years and on which we paid no U.S. federal income tax.

Under the Code, we may satisfy certain of our RIC distributions with dividends paid after the end of the current year. In particular, if we pay a distribution in January of the following year that was declared in October, November, or December of the current year and is payable to stockholders of record in the current year, the dividend will be treated for all U.S. federal tax purposes as if it were paid on December 31 of the current year. In addition, under the Code, we may pay dividends, referred to as “spillover dividends,” that we (i) declare on or before the later of the 15th day of the 9th month following the close of our taxable year or in the case of an extension of time for filing our return for the taxable year, the due date for filing such return taking into account such extension and (ii) pay during the following taxable year (but not later than the date of the first dividend payment of the same type of dividend made after such declaration). Such dividends will allow us to maintain our qualification for taxation as a RIC and eliminate our liability for corporate-level U.S. federal income tax. Under these spillover dividend

procedures, we may defer distribution of income earned during the current year until December of the following year. For example, we may defer distributions of income earned during 2021 until as late as December 31, 2022. However, if we choose to pay a spillover dividend, we will still incur the 4% U.S. federal excise tax on some or all of the distribution.

Due to the COVID-19 pandemic or other disruptions in the economy, we anticipate that we may take certain actions with respect to the timing and amounts of our distributions in order to preserve cash and maintain flexibility. For example, we anticipate that we may not be able to increase our dividends. In addition, we may reduce our dividends and/or defer our dividends to the following taxable year. If we defer our dividends, we may choose to utilize the spillover dividend rules discussed above and incur the 4% U.S. federal excise tax on such amounts. To further preserve cash, we may combine these reductions or deferrals of dividends with one or more distributions that are payable partially in our stock as discussed below under the risk factor “We may in the future choose to pay distributions in our own stock, in which case stockholders may be required to pay tax in excess of the cash they receive.”

#### **Risks Related to Our Business and Structure**

***We are dependent upon the OFSC senior professionals for our future success and upon their access to the investment professionals and partners of OFSC and its affiliates.***

We do not have any internal management capacity or employees. We will depend on the diligence, skill and network of business contacts of the OFSC senior professionals to achieve our investment objective. Our future success will depend, to a significant extent, on the continued service and coordination of the OFSC senior management team, particularly Bilal Rashid, Senior Managing Director and President of OFSC, and Jeffrey Cerny, Senior Managing Director and Treasurer of OFSC. Each of these individuals is an employee at will of OFSC. In addition, we rely on the services of Richard Ressler, Chairman of the executive committee of OFSAM and Chairman of certain of the Advisor Investment Committees, pursuant to a consulting agreement with Orchard Capital Corporation. The departure of Mr. Ressler or any of the senior managers of OFSC, or of a significant number of its other investment professionals, could have a material adverse effect on our ability to achieve our investment objective.

We expect that OFS Advisor will continue to evaluate, negotiate, structure, close and monitor our investments in accordance with the terms of the Investment Advisory Agreement. We can offer no assurance, however, that OFSC senior professionals will continue to provide investment advice to us. If these individuals do not maintain their existing relationships with OFSC and its affiliates and do not develop new relationships with other sources of investment opportunities, we may not be able to grow our investment portfolio or achieve our investment objective. In addition, individuals with whom the OFSC senior professionals have relationships are not obligated to provide us with investment opportunities. Therefore, we can offer no assurance that such relationships will generate investment opportunities for us.

OFS Advisor is a subsidiary of OFSAM, has no employees and depends upon access to the investment professionals and other resources of OFSC and its affiliates to fulfill its obligations to us under the Investment Advisory Agreement. OFS Advisor also depends upon OFSC to obtain access to deal flow generated by the professionals of OFSC and its affiliates. Under a Staffing Agreement between OFSC, a subsidiary of OFSAM, and OFS Advisor, OFSC has agreed to provide OFS Advisor with the resources necessary to fulfill these obligations. The Staffing Agreement provides that OFSC will make available to OFS Advisor experienced investment professionals and access to the senior investment personnel of OFSC for purposes of evaluating, negotiating, structuring, closing and monitoring our investments. We are not a party to this Staffing Agreement and cannot assure stockholders that OFSC will fulfill its obligations under the agreement. If OFSC fails to perform, we cannot assure stockholders that OFS Advisor will enforce the Staffing Agreement or that such agreement will not be terminated by either party or that we will continue to have access to the investment professionals of OFSC and its affiliates or their information and deal flow.

The investment committees that oversee our investment activities are provided by OFS Advisor under the Investment Advisory Agreement. The loss of any member of the Advisor Investment Committees or of other OFSC senior professionals could limit our ability to achieve our investment objective and operate as we anticipate. This could have a material adverse effect on our financial condition and results of operation.

***Our business model depends to a significant extent upon strong referral relationships with financial institutions, sponsors and investment professionals. Any inability of OFS Advisor to maintain or develop these relationships, or the failure of these relationships to generate investment opportunities, could adversely affect our business.***

We depend upon OFS Advisor to maintain relationships with financial institutions, sponsors and investment professionals, and we will continue to rely to a significant extent upon these relationships to provide us with potential investment opportunities. If OFS Advisor fails to maintain such relationships, or to develop new relationships with other sources of investment opportunities, we will not be able to grow our investment portfolio. In addition, individuals with whom the principals of OFS Advisor have relationships are not obligated to provide us with investment opportunities, and, therefore, we can offer no assurance that these relationships will generate investment opportunities for us in the future.

***Our financial condition and results of operation will depend on our ability to manage our business effectively.***

Our ability to achieve our investment objective and grow will depend on our ability to manage our business. This will depend, in turn, on the ability of the Advisor Investment Committees to identify, invest in and monitor companies that meet our investment criteria. The achievement of our investment objectives on a cost-effective basis will depend upon the Advisor Investment Committees' ability to execute our investment process, their ability to provide competent, attentive and efficient services to us and, to a lesser extent, our access to financing on acceptable terms. OFS Advisor has substantial responsibilities under the Investment Advisory Agreement. OFS Advisor's senior professionals and other personnel of OFS Advisor's affiliates, including OFSC, may be called upon to provide managerial assistance to our portfolio companies. These activities may distract them or slow our rate of investment. Any failure to manage our business and our future growth effectively could have a material adverse effect on our business, financial condition and results of operations.

***To the extent PIK interest and PIK dividends constitute a portion of our income, we will be required to include such income in taxable and accounting income prior to receipt of cash representing such income.***

Our investments may include contractual PIK interest or PIK dividends, which represents contractual interest or dividends added to a loan balance or equity security and due at the end of such loan's or equity security's term. To the extent PIK interest and PIK dividends constitute a portion of our income, we will be exposed to typical risks associated with such income being required to be included in taxable and accounting income prior to receipt of cash. Such risks include:

- The higher interest or dividend rates of PIK instruments reflect the payment deferral and increased risk associated with these instruments, and PIK instruments often represent a significantly higher risk than non-PIK instruments.
- Even if the accounting conditions for income accrual are met, the borrower could still default when our actual collection is supposed to occur at the maturity of the obligation.
- PIK instruments may have unreliable valuations because their continuing accruals require continuing judgments about the collectability of the deferred payments and the value of any associated collateral. PIK income may also create uncertainty about the source of our cash distributions.
- For accounting purposes, any cash distributions to stockholders representing PIK income are not treated as coming from paid-in capital. As a result, despite the fact that a distribution representing PIK income could be paid out of amounts invested by our stockholders, the 1940 Act does not require that stockholders be given notice of this fact by reporting it as a return of capital.
- PIK interest or dividends have the effect of generating investment income at a compounding rate, thereby further increasing the incentive fees payable to OFS Advisor. Similarly, all things being equal, the deferral associated with PIK interest or dividends also decreases the investment principal-to-value ratio at a compounding rate.

***A significant amount of our portfolio investments are recorded at fair value as determined in good faith by our Board and, as a result, there may be uncertainty as to the value of our portfolio investments.***

Many of our portfolio investments take the form of securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these securities at fair value as determined in good faith by our Board, including to reflect significant events affecting the value of our securities. All of our investments (other than cash and cash equivalents) are classified as Level 3 under Accounting Standards Codification Topic 820, Fair Value Measurement and Disclosures (ASC Topic 820). This means that our portfolio valuations are based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. Inputs into the determination of fair value of our portfolio investments require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We presently retain the services of independent service providers to prepare the valuation of these securities.

The types of factors that the Board takes into account in determining the fair value of our investments generally include, as appropriate, comparison to third-party yield benchmarks and comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher than the values that we ultimately realize upon the disposal of such securities.

We adjust quarterly the valuation of our portfolio to reflect our Board's determination of the fair value of each investment in our portfolio. Any changes in fair value are recorded in our statement of income as net change in unrealized appreciation or depreciation.

***We are subject to additional regulations due to SBIC I LP's status as a Small Business Investment Company.***

Our current investment strategy includes SBIC I LP, which is regulated by the SBA. The SBA regulations require that a licensed SBIC be periodically examined and audited by the SBA to determine its compliance with the relevant SBA regulations. If SBIC I LP fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit its use of debentures, declare outstanding debentures immediately due and payable, and/or limit its ability to make new investments. The SBA, as a creditor, will have a superior claim to SBIC I LP's assets over SBIC I LP's limited partners and our stockholders in the event SBIC I LP is liquidated or the SBA exercises its remedies under the SBA debentures issued by SBIC I LP in the event of a default. In addition, the SBA can revoke or suspend a license for willful or repeated violation of, or willful or repeated failure to observe, any provision of the Small Business Investment Act of 1958 or any rule or regulation promulgated thereunder. These actions by the SBA would, in turn, negatively affect us because of our ownership interest in SBIC I LP.

The SBA places certain limitations on the financing terms of investments by SBICs in portfolio companies and prohibits an SBIC from providing funds to small businesses for certain purposes, such as relending, real estate or investing in companies outside of the United States, and providing funds to businesses engaged in a few prohibited industries and to certain "passive" (i.e., non-operating) companies. In addition, without prior SBA approval, an SBIC may not invest an amount equal to more than approximately 30% of the SBIC's regulatory capital in any one company and its affiliates.

SBIC I LP is subject to ongoing regulation and oversight by the SBA, including requirements with respect to maintaining certain minimum financial ratios and other covenants. In addition, SBIC I LP may also be limited in its ability to make distributions to us if it does not have sufficient accumulated net profit, in accordance with SBA regulations. These requirements may make it more difficult for us to achieve our investment objectives.

***We finance our investments with borrowed money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.***

The use of leverage magnifies the potential for gain or loss on amounts invested. The use of leverage is generally considered a speculative investment technique and increases the risks associated with investing in our securities. We may pledge up to 100% of our assets and may grant a security interest in all of our assets, other than assets held in SBIC I LP and OFSCC-FS, and our ownership interest in SBIC I LP and SBIC I GP, under the terms of any debt instruments we may enter into with lenders. In addition, under the terms of any credit facility or other debt instrument we enter into, we are likely to be required by its terms to use the net proceeds of any investments that we sell to repay a portion of the amount borrowed under such facility or instrument before applying such net proceeds to any other uses. If the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged, thereby magnifying losses or eliminating our equity stake in a leveraged investment. Similarly, any decrease in our revenue or income will cause our net income to decline more sharply than it would have had we not borrowed. Such a decline would also negatively affect our ability to make dividend payments on our common stock or preferred stock. Our ability to service our debt will depend largely on our financial performance and will be subject to prevailing economic conditions and competitive pressures. Moreover, because the management fee payable to OFS Advisor is payable based on our total assets (other than cash and cash equivalents and intangible assets related to the SBIC Acquisition but including assets purchased with borrowed amounts and including assets owned by any consolidated entity), OFS Advisor has a financial incentive to incur leverage which may not be consistent with our stockholders' interests. In addition, our common stockholders will bear the burden of any increase in our expenses as a result of our use of leverage, including interest expenses and any increase in the management fee payable to OFS Advisor.

On May 3, 2018, the Board, including a "required majority" (as such item is determined in section 57(o) of the 1940 Act) of the Board, approved the application of a reduced 150% asset coverage ratio to us; therefore, provided certain conditions are met, we became subject to the reduced asset coverage ratio as of May 3, 2019. See "Item 1A. Risk Factors--Risks Related to our Business and Structure--Because we have received the approval of our Board, we became subject to 150% Asset Coverage effective May 3, 2019." As of December 31, 2021, our asset coverage ratio was 173%, excluding the debt held by SBIC I LP.

The following table illustrates the effect of leverage on returns from an investment in our common stock assuming various annual returns, net of expenses. The calculations in the table below are hypothetical and actual returns may be higher or lower than those appearing in the table below.

Assumed Return on Portfolio	Assumed Return on Our Portfolio (Net of Expenses)				
	(10)%	(5)%	—%	5%	10%
Corresponding return to common stockholder <sup>(1)</sup>	(40.0)%	(24.8)%	(9.6)%	5.6%	20.8%

(1) Assumes \$507.1 million in investments at fair value, \$349.9 million in outstanding debt, \$166.6 million in net assets, and an average cost of funds of 4.58% as of December 31, 2021. Our investment portfolio must experience an annual return of 3.16% at least to cover interest payments on the outstanding debt.

This example is for illustrative purposes only, and actual interest rates on our borrowings are likely to fluctuate. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources— Borrowings” for additional information.

***Insufficient cash flows may increase our risk of default of our debt obligations, including under our Unsecured Notes and our BNP Facility.***

Any default under the agreements governing our indebtedness that is not waived and the remedies sought by the holders of such indebtedness could make us unable to pay principal, premium, if any, and interest on our other debt obligations. If we are unable to generate sufficient cash flow and are otherwise unable to obtain funds necessary to meet required payments of principal, premium, if any, and interest on our indebtedness, or if we otherwise fail to comply with the various covenants, including financial and operating covenants, in the instruments governing our indebtedness, we could be in default under the terms of the agreements governing such indebtedness. Our ability to generate sufficient cash flow in the future is, to some extent, subject to general economic, financial, competitive, legislative and regulatory factors as well as other factors that are beyond our control. We cannot assure our stockholders that our business will generate cash flows from operations to meet the payment obligations of our debt.

***Because we received the approval of our Board, we became subject to 150% Asset Coverage effective May 3, 2019.***

The 1940 Act generally prohibits a BDC from incurring indebtedness unless immediately after such borrowing, it has an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, Section 61(a)(2) of the 1940 Act allows a BDC to increase the maximum amount of leverage it may incur from an asset coverage ratio of 200% to an asset coverage ratio of 150%, if certain requirements are met.

On May 3, 2018, our Board approved the application of the reduced asset coverage ratio to us made available under the Section 61(a)(2) of the 1940 Act. As a result, we were able to increase our leverage up to an amount that reduces our asset coverage ratio from 200% to 150% (i.e., the amount of debt may not exceed 66 2/3% of the value of our assets) effective May 3, 2019. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then the additional leverage would cause the NAV attributable to our common stock to increase more sharply than it would have had we not increased our leverage. Conversely, if the value of our assets decreases, the additional leverage would cause NAV to decline more sharply than it otherwise would have had we not increased our leverage. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the additional leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not increased our leverage. Such a decline could negatively affect our ability to pay common stock dividends, scheduled debt payments or other payments related to our securities. Leverage is generally considered a speculative investment technique. See “Risks Related to Our Business and Structure - We finance our investments with borrowed money, which magnifies the potential for gain or loss on amounts invested and may increase the risk of investing in us.”

In addition, the ability of BDCs to increase their leverage will increase the capital available to BDCs and thus competition for the investments that we seek to make. This may negatively impact pricing on the investments that we do make and adversely affect our net investment income and results of operations.

***Changes in interest rates will affect our cost of capital and net investment income.***

To the extent we borrow money or issue preferred stock to make investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds or pay dividends on preferred stock and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use debt to finance our investments. In periods of rising interest rates, our cost of funds would increase, which could reduce our net investment income. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

A rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments. Accordingly, an increase in interest rates may result in an increase of the amount of incentive fees payable to OFS Advisor.

***We may enter into reverse repurchase agreements, which are another form of leverage.***

We may enter into reverse repurchase agreements as part of our management of our temporary investment portfolio. Under a reverse repurchase agreement, we will effectively pledge our assets as collateral to secure a short-term loan. Generally, the other party to the agreement makes the loan in an amount equal to a percentage of the fair value of the pledged collateral. At the maturity of the reverse repurchase agreement, we will be required to repay the loan and correspondingly receive back our collateral. While used as collateral, the assets continue to pay principal and interest which are for our benefit.

Our use of reverse repurchase agreements, if any, involves many of the same risks involved in our use of leverage, as the proceeds from reverse repurchase agreements generally will be invested in additional securities. There is a risk that the market value of the securities acquired in the reverse repurchase agreement may decline below the price of the securities that we have sold but remain obligated to purchase. In addition, there is a risk that the market value of the securities retained by us may decline. If a buyer of securities under a reverse repurchase agreement were to file for bankruptcy or experience insolvency, we may be adversely affected. Also, in entering into reverse repurchase agreements, we would bear the risk of loss to the extent that the proceeds of such agreements at settlement are less than the fair value of the underlying securities being pledged. In addition, due to the interest costs associated with reverse repurchase agreements transactions, our NAV would decline, and, in some cases, we may be worse off than if we had not used such instruments.

***Our ability to enter into transactions involving derivatives and financial commitment transactions may be limited.***

In November 2020, the SEC adopted a rule regarding the ability of a BDC (or a registered investment company) to use derivatives and other transactions that create future payment or delivery obligations. Under the rule, BDCs that use derivatives would be subject to a value-at-risk leverage limit, a derivatives risk management program and testing requirements and requirements related to board reporting. These requirements will apply unless the BDC qualifies as a "limited derivatives user," as defined in the rule. Under the rule, a BDC may enter into an unfunded commitment agreement that is not a derivatives transaction, such as an agreement to provide financing to a portfolio company, if the BDC has, among other things, a reasonable belief, at the time it enters into such an agreement, that it will have sufficient cash and cash equivalents to meet its obligations with respect to all of its unfunded commitment agreements, in each case as it becomes due. Collectively, these requirements may limit our ability to use derivatives and/or enter into certain other financial contracts.

***We may in the future determine to fund a portion of our investments with preferred stock, which would magnify the potential for gain or loss and the risks of investing in us in the same way as our borrowings.***

Preferred stock, which is another form of leverage, has the same risks to our common stockholders as borrowings because the dividends on any preferred stock we issue must be cumulative. Payment of such dividends and repayment of the liquidation preference of such preferred stock must take preference over any dividends or other payments to our common stockholders, and preferred stockholders are not subject to any of our expenses or losses and are not entitled to participate in any income or appreciation in excess of their stated preference.

***We operate in a highly competitive market for investment opportunities, which could reduce returns and result in losses.***

A number of entities compete with us to make the types of investments that we plan to make. We compete with public and private funds, other BDCs, commercial and investment banks, commercial finance companies and, to the extent they provide an alternative form of financing, private equity and hedge funds. Many of our competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some of our competitors may have access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments than us. Furthermore, many of our competitors are not subject to the regulatory restrictions that the 1940 Act imposes on us as a BDC or the source of income, asset diversification and distribution requirements we must satisfy to maintain our RIC tax treatment. These characteristics could allow our competitors to consider a wider variety of instruments, establish more relationships and offer better pricing and more flexible structuring than we are able to. The competitive pressures we face may have a material adverse effect on our business, financial condition and results of operations. As a result of this competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we may not be able to identify and make investments that are consistent with our investment objective.

With respect to the investments we make, we will not seek to compete based primarily on the interest rates we will offer, and we believe that some of our competitors may make loans with interest rates that will be lower than the rates we offer. In the secondary market for acquiring existing loans, we expect to compete generally on the basis of pricing terms. With respect to all investments, we may lose some investment opportunities if we do not match our competitors' pricing, terms and structure. However, if we match our competitors' pricing, terms and structure, we may experience decreased net interest income, lower yields and increased risk of credit loss. We may also compete for investment opportunities with OFSAM and its other affiliates or accounts managed by OFSAM or one of its other affiliates. Although OFS Advisor will allocate opportunities in accordance with its policies and procedures, allocations to such other accounts will reduce the amount and frequency of opportunities

available to us and may not be in the best interests of us and our stockholders. Moreover, the performance of investments will not be known at the time of allocation.

***We may suffer credit losses.***

Investment in middle-market companies is highly speculative and involves a high degree of risk of credit loss, and therefore our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during volatile economic periods, such as the U.S. and many other economies have recently been experiencing.

***We will be subject to corporate-level U.S. federal income tax if we are unable to maintain our tax treatment as a RIC.***

We have elected to be treated as a RIC under Subchapter M of the Code, but no assurance can be given that we will be able to maintain tax treatment as a RIC. As a RIC, we are not required to pay corporate-level U.S. federal income taxes on our income and capital gains distributed (or deemed distributed) to our stockholders, provided that we satisfy certain distribution and other requirements. To continue to qualify for tax treatment as a RIC under the Code and to be relieved of federal taxes on income and gains distributed to our stockholders, we must meet certain source-of-income, asset diversification and distribution requirements. The distribution requirement for a RIC is satisfied if we distribute at least 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses, if any, to our stockholders on an annual basis. Because we use debt financing, and may, in the future, issue preferred stock, we are subject to certain asset coverage ratio requirements under the 1940 Act and financial covenants under loan and credit agreements or preferred stock that could, under certain circumstances, restrict us from making distributions necessary to qualify for tax treatment as a RIC. If we are unable to obtain cash from other sources, we may fail to maintain our qualification for the tax benefits available to RICs and, thus, may be subject to corporate-level U.S. federal income tax. To maintain our qualification for tax treatment as a RIC, we must also meet certain asset diversification requirements at the end of each calendar quarter. Failure to meet these tests may result in our having to dispose of certain investments quickly in order to prevent the loss of RIC status. Because most of our investments are in private or thinly traded public companies, any such dispositions could be made at disadvantageous prices and may result in substantial losses. If we fail to continue to qualify for tax treatment as a RIC for any reason and become subject to corporate-level U.S. federal income tax, the resulting corporate taxes could substantially reduce our net assets, the amount of income available for distributions to stockholders and the amount of our distributions and the amount of funds available for new investments. Such a failure would have a material adverse effect on us and our stockholders.

***Our subsidiaries and portfolio companies may be unable to make distributions to us that will enable us to meet RIC requirements, which could result in the imposition of an entity-level tax.***

In order for us to maintain our tax treatment as a RIC and to minimize corporate-level taxes, we are required to distribute on an annual basis substantially all of our taxable income, which includes income from our subsidiaries and portfolio companies. SBIC I LP may be limited by the SBIC Act and SBA regulations governing SBICs from making certain distributions to us that may be necessary to enable us to continue to qualify as a RIC. Distributions from SBIC I LP currently require the prior approval of the SBA. In addition, distributions from OFSCC-FS to us are restricted by the terms and conditions of the BNP Facility. If our subsidiaries and portfolio companies are unable to make distributions to us, this may result in loss of RIC tax treatment and a consequent imposition of a corporate-level federal income tax on us.

***We may have difficulty paying our required distributions if we recognize income before, or without, receiving cash representing such income.***

For U.S. federal income tax purposes, we will include in income certain amounts that we have not yet received in cash, such as the accrual of OID. This may arise if we purchase assets at a discount, receive warrants in connection with the making of a loan or in other circumstances, or through contracted PIK interest or dividends (meaning interest or dividends paid in the form of additional principal amount of the loan or equity security instead of in cash), which represents contractual interest or dividends added to the loan balance or equity security and due at the end of the investment term. Such OID, which could be significant relative to our overall investment activities, or increases in loan or equity investment balances as a result of contracted PIK arrangements, will be included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we will not receive in cash.

Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the requirement to distribute at least 90% of our net ordinary income and net short-term capital gains in excess of net long-term capital losses, if any, to maintain the tax benefits available to RICs. In such a case, we may have to sell some of our investments at times and/or at prices we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations and sourcings to meet these distribution requirements. If we sell built-in-gain assets, we may be required to recognize taxable income in respect of the built-in-gain on such assets. In such a case, we would have to distribute all of our taxable gain (including the built-in-gain) in respect of such sale to avoid the imposition of entity-level tax on such gain. If we are not able to obtain such cash from other sources, we may fail to maintain the tax benefits available to RICs and thus be subject to corporate-level U.S. federal income tax.

***We may in the future choose to pay distributions in our own stock, in which case stockholders may be required to pay tax in excess of the cash they receive.***

We distribute taxable distributions that are payable in cash or shares of our common stock at the election of each stockholder. In accordance with guidance issued by the Internal Revenue Service, a publicly traded RIC should generally be eligible to treat a distribution of its own stock as fulfilling its RIC distribution requirements if each stockholder is permitted to elect to receive his or her distribution in either cash or stock of the RIC (even where there is a limitation on the percentage of the distribution payable in cash, provided that the limitation is at least 20%), subject to the satisfaction of certain guidelines. If too many stockholders elect to receive their distributions in cash, each such stockholder would receive a pro rata share of the total cash to be distributed and would receive the remainder of their distribution in shares of stock. If this and certain other requirements are met, for U.S. federal income tax purposes, the amount of the distribution paid in stock generally will be a taxable distribution in an amount equal to the amount of cash that could have been received instead of stock. If we decide to make any distributions consistent with this guidance that are payable in part in our stock, stockholders receiving such distribution would be required to include the full amount of the distribution (whether received in cash, our stock, or a combination thereof) as ordinary income (or as long-term capital gain to the extent such distribution is properly designated as a capital gain dividend) to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, a U.S. stockholder may be required to pay tax with respect to such dividends in excess of any cash received. If a U.S. stockholder sells the stock it receives as a dividend in order to pay this tax, it may be subject to transaction fees (e.g., broker fees or transfer agent fees) and the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our stock at the time of the sale. Furthermore, with respect to non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our stock.

***Because we expect to distribute substantially all of our net ordinary income and net realized capital gains to our stockholders, we may need additional capital to finance our growth and such capital may not be available on favorable terms or at all.***

We have elected to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. If we meet certain requirements, including source of income, asset diversification and distribution requirements, and if we continue to qualify as a BDC, we will continue to qualify for tax treatment as RIC under the Code and will not have to pay corporate-level taxes on income we distribute to our stockholders as dividends, allowing us to substantially reduce or eliminate our corporate-level U.S. federal tax liability. Because we received the approval of our Board, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 150% at the time we issue any debt or preferred stock. See "Item 1A. Risk Factors - Because we received the approval of our Board, we became subject to 150% Asset Coverage effective May 3, 2019". This requirement limits the amount that we may borrow. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure investors that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below net asset value without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.

***Our PWB Credit Facility contains various covenants and restrictions which, if not complied with, could accelerate our repayment obligations under the PWB Credit Facility or limit its use, thereby materially and adversely affecting our liquidity, financial condition, results of operations and ability to pay distributions.***

The PWB Credit Facility provides us with a senior secured revolving line of credit of up to \$25.0 million, with maximum availability equal to 50% of the aggregate outstanding principal amount of eligible loans included in the borrowing base and otherwise specified in the PWB Credit Facility. The PWB Credit Facility is guaranteed by OFSCC-MB and secured by all of our current and future assets excluding assets held by SBIC I LP, OFSCC-FS, and our SBIC I LP and SBIC I GP partnership interests. The PWB Credit Facility contains customary terms and conditions, including, without limitation, affirmative and negative covenants such as information reporting requirements, a minimum tangible NAV, a minimum quarterly net investment income after incentive fees and a covenant restricting net losses, such that on each quarterly testing period, commencing on December 31, 2020, we shall not have incurred quarterly net losses (income after adjustments to the investment portfolio for gains and losses, realized and unrealized, also shown as net increase (decrease) in net assets resulting from operations) in excess of \$1,000,000, in three of the trailing four quarters. The PWB Credit Facility also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change in investment advisor, and the occurrence of a material adverse change in our financial condition. The PWB Credit Facility permits us to fund additional investments as long as we are within the conditions set out in the PWB Credit Facility. Our continued compliance with these



covenants depends on many factors, some of which are beyond our control, and there are no assurances that we will continue to comply with these covenants. Our failure to satisfy these covenants could result in foreclosure by our lender, which would accelerate our repayment obligations under the PWB Credit Facility and thereby have a material adverse effect on our business, liquidity, financial condition, results of operations and ability to pay distributions to our stockholders. We had no outstanding balance under the PWB Credit Facility as of December 31, 2021 and March 1, 2022, respectively. Availability under the PWB Credit Facility as of December 31, 2021 was \$25.0 million based on the stated advance rate of 50% under the borrowing base.

***Adverse developments in the credit markets may impair our ability to secure debt financing.***

During the economic downturn in the United States that began in mid-2007, many commercial banks and other financial institutions stopped lending or significantly curtailed their lending activity. In addition, in an effort to stem losses and reduce their exposure to segments of the economy deemed to be high risk, some financial institutions limited routine refinancing and loan modification transactions and even reviewed the terms of existing facilities to identify bases for accelerating the maturity of existing lending facilities. As a result, should we experience another economic downturn in the United States, it may be difficult for us to obtain desired financing to finance the growth of our investments on acceptable economic terms, or at all.

If we are unable to consummate credit facilities on commercially reasonable terms, our liquidity may be reduced significantly. If we are unable to repay amounts outstanding under any facility we may enter into and are declared in default or are unable to renew or refinance any such facility, it would limit our ability to initiate significant originations or to operate our business in the normal course. These situations may arise due to circumstances that we may be unable to control, such as inaccessibility of the credit markets, a severe decline in the value of the U.S. dollar, a further economic downturn or an operational problem that affects third parties or us, and could materially damage our business. Moreover, we are unable to predict when economic and market conditions may become more favorable. Even if such conditions improve broadly and significantly over the long term, adverse conditions in particular sectors of the financial markets could adversely impact our business.

***Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our, and our portfolio companies' business, results of operations or financial condition.***

We and our portfolio companies are subject to regulation by laws at the U.S. federal, state and local levels, including those that govern BDCs, SBICs, RICs, or non-depository commercial lenders. These laws and regulations, including applicable accounting standards, as well as their interpretation, may change from time to time, including as the result of directives from the U.S. President and others in the executive branch, and new laws, regulations, accounting standards and interpretations may also come into effect. For example, the current U.S. presidential administration could support an enhanced regulatory agenda that imposes greater costs on all sectors and on financial services companies in particular. Any such new or changed laws or regulations could have a material adverse effect on our business, and political uncertainty could increase regulatory uncertainty in the near term.

We are also subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, we may have to incur significant expenses in order to comply, or we might have to restrict our operations. If we do not comply with applicable laws, regulations and decisions, we may lose licenses needed for the conduct of our business and may be subject to civil fines and criminal penalties.

Over the last several years, there has been an increase in regulatory attention to the extension of credit outside of the traditional banking sector, raising the possibility that some portion of the non-bank financial sector will be subject to new or different regulation. While it cannot be known at this time whether these regulations will be implemented or what form they will take, increased regulation of non-bank credit extension could negatively impact our operations, cash flows or financial condition, impose additional costs on us, intensify the regulatory supervision of us or otherwise adversely affect our business.

***We cannot predict how new tax legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.***

Legislative or other actions relating to taxes could have a negative effect on us. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the Internal Revenue Service and the U.S. Treasury Department. The Biden Administration has proposed significant changes to the existing U.S. tax rules, and there are a number of proposals in Congress that would similarly modify the existing U.S. tax rules. At the end of 2021, the Build Back Better Act included proposals that, if adopted, would have changed the corporate statutory and effective tax rate. While there are no immediate prospects for the Build Back Better Act to become law, future tax acts tend to draw upon earlier

proposals. The likelihood of any such legislation being enacted is uncertain and we cannot predict with certainty how any future changes in the tax laws might affect us, our investors or our portfolio investments, but new legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our investors of such qualification, or could have other adverse consequences. Investors are urged to consult with their tax advisor regarding tax legislative, regulatory or administrative developments and proposals and their potential effect on an investment in our common stock.

***Changes to U.S. tariff and import/export regulations may have a negative effect on our portfolio companies and, in turn, harm us.***

There has been on-going discussion and commentary regarding potential significant changes to U.S. trade policies, treaties and tariffs. There is significant uncertainty about the future relationship between the United States and other countries with respect to the trade policies, treaties and tariffs. These developments, or the perception that any of them could occur, may have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global trade and, in particular, trade between the impacted nations and the United States. Any of these factors could depress economic activity and restrict our portfolio companies' access to suppliers or customers and have a material adverse effect on their business, financial condition and results of operations, which in turn would negatively impact us.

***The effect of global climate change may impact the operations of our portfolio companies.***

There may be evidence of global climate change. Climate change creates physical and financial risk and some of our portfolio companies may be adversely affected by climate change. For example, the needs of customers of energy companies vary with weather conditions, primarily temperature and humidity. To the extent weather conditions are affected by climate change, energy use could increase or decrease depending on the duration and magnitude of any changes. Increases in the cost of energy could adversely affect the cost of operations of our portfolio companies if the use of energy products or services is material to their business. A decrease in energy use due to weather changes may affect some of our portfolio companies' financial condition, through decreased revenues. Extreme weather conditions in general require more systems backup, adding to costs, and can contribute to increased system stresses, including service interruptions.

***Loss of tax treatment as a RIC would reduce our net asset value and distributable income.***

We have qualified for tax treatment as a RIC under the Code. As a RIC, we do not have to pay federal income taxes on our income (including realized gains) that we distribute to our stockholders, provided that we satisfy certain distribution and other requirements. Accordingly, we are not permitted under accounting rules to establish reserves for taxes on our unrealized capital gains. If we fail to qualify for tax treatment as a RIC in any year, to the extent that we had unrealized gains, we would have to establish reserves for taxes, which would reduce our NAV and the amount potentially available for distribution. In addition, if we, as a RIC, were to decide to make a deemed distribution of net realized capital gains and retain the net realized capital gains, we would have to establish appropriate reserves for taxes that we would have to pay on behalf of stockholders. It is possible that establishing reserves for taxes could have a material adverse effect on the value of our common stock.

***Our Board may change our investment objectives, operating policies and strategies without prior notice or stockholder approval.***

Our Board has the authority, except as otherwise provided in the 1940 Act, to modify or waive certain of our operating policies and strategies without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. Under Delaware law, we also cannot be dissolved without prior stockholder approval except by judicial action. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and the price value of our common stock. Nevertheless, any such changes could adversely affect our business and impair our ability to make distributions.

***Efforts to comply with the Sarbanes-Oxley Act involve significant expenditures, and non-compliance with Section 404 of the Sarbanes-Oxley Act, including a failure to maintain effective internal controls over financial reporting in accordance therewith, may adversely affect us and the market price of our securities.***

Under current SEC rules, we are required to report on our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act and related rules and regulations of the SEC. We are required to review our internal control over financial reporting on an annual basis, and evaluate and disclose changes in our internal control over financial reporting on a quarterly and annual basis.

As a result, we expect to continue to incur additional expenses that may negatively impact our financial performance and our ability to make distributions. This process also results in a diversion of management's time and attention. In the event that we are unable to maintain compliance with Section 404 of the Sarbanes-Oxley Act and related rules, we and the market price of our securities may be adversely affected.

## **Risks Related to OFS Advisor and its Affiliates**

### ***We have potential conflicts of interest related to obligations that OFS Advisor or its affiliates may have to other clients.***

OFS Advisor and its affiliates manage other assets, including those of other BDCs, registered investment companies, separately managed accounts, accounts for which OFS Advisor or its affiliates may serve as a sub-advisor and CLOs, and may manage other entities in the future, and these other funds and entities may have similar or overlapping investment strategies. Our executive officers, directors and members of the Advisor Investment Committees serve as officers, directors or principals of entities that operate in the same or a related line of business as we do, or of investment funds or other investment vehicles managed by OFS Advisor or its affiliates. Accordingly, they may have obligations to investors in those entities, the fulfillment of which might not be in our or our stockholders' best interests or may require them to devote time to services for other entities, which could interfere with the time available to provide services to us. For example, OFS Advisor currently serves as the investment adviser to HPCI, a non-traded BDC, that invests in senior secured loans of middle-market companies in the United States, similar to those we target for investment, including first-lien, second-lien and unitranche loans as well as subordinated loans and, to a lesser extent, warrants and other equity securities. OFS Advisor also serves as the investment adviser to OCCI, a closed-end management investment company that primarily invests in CLO debt and subordinated securities. Therefore, many investment opportunities will satisfy the investment criteria for both HPCI and us and, in certain instances, investment opportunities may be appropriate for OCCI and us. HPCI operates as a distinct and separate entity and any investment in our common stock will not be an investment in HPCI. In addition, our executive officers serve in substantially similar capacities for HPCI and OCCI and certain of our independent directors serve in a similar capacity for HPCI or OCCI. Similarly, OFS Advisor and/or its affiliates may have other clients with, similar, different or competing investment objectives. In serving in these multiple capacities, our executive officers and directors, OFS Advisor and/or its affiliates, and members of the Advisor Investment Committees may have obligations to other clients or investors in those entities, the fulfillment of which may not be in the best interests of us or our stockholders.

OFS Advisor and OFSAM have procedures and policies in place designed to manage the potential conflicts of interest between OFS Advisor's fiduciary obligations to us and its fiduciary obligations to other clients. For example, such policies and procedures are designed to ensure that investment opportunities are allocated in a fair and equitable manner among us and other clients of OFS Advisor. An investment opportunity that is suitable for clients of OFS Advisor may not be capable of being shared among some or all of such clients due to the limited scale of the opportunity or other factors, including regulatory restrictions imposed by the 1940 Act.

There can be no assurance that we will be able to participate in all investment opportunities that are suitable to us. OFS Advisor will seek to allocate investment opportunities among eligible accounts in a manner that is fair and equitable over time and consistent with its allocation policy.

### ***We have potential conflicts of interest related to the purchases and sales that OFS Advisor makes on our behalf and/or on behalf of Affiliated Accounts.***

Conflicts may arise when we make an investment in conjunction with an investment being made by Affiliated Accounts, or in a transaction where another Affiliated Account has already made an investment. Investment opportunities are, from time to time, appropriate for more than one Affiliated Account in the same, different or overlapping securities of a portfolio company's capital structure. Conflicts arise in determining the terms of investments, particularly where these Affiliated Accounts may invest in different types of securities in a single portfolio company. Questions arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be restructured, modified or refinanced.

We may invest in debt and other securities of companies in which other Affiliated Accounts hold those same securities or different securities, including equity securities. In the event that we make such investments, our interests will at times conflict with the interests of such other Affiliated Accounts, particularly in circumstances where the underlying company is facing financial distress. Decisions about what action should be taken, particularly in troubled situations, raises conflicts of interest, including, among other things, whether or not to enforce claims, whether or not to advocate or initiate a restructuring or liquidation inside or outside of bankruptcy, and the terms of any work-out or restructuring. The involvement of multiple Affiliated Accounts at both the equity and debt levels could inhibit strategic information exchanges among fellow creditors, including among us and other Affiliated Accounts. In certain circumstances, we or other Affiliated Accounts may be prohibited from exercising voting or other rights and may be subject to claims by other creditors with respect to the subordination of their interest.

For example, in the event that one Affiliated Account has a controlling or significantly influential position in a portfolio company, that Affiliated Account may have the ability to elect some or all of the board of directors of such a portfolio company, thereby controlling the policies and operations, including the appointment of management, future issuances of securities, payment of dividends, incurrence of debt and entering into extraordinary transactions. In addition, a controlling

Affiliated Account is likely to have the ability to determine, or influence, the outcome of operational matters and to cause, or prevent, a change in control of such a portfolio company. Such management and operational decisions may, at times, be in direct conflict with us or other Affiliated Accounts that have invested in the same portfolio company that do not have the same level of control or influence over the portfolio company.

If additional capital is necessary as a result of financial or other difficulties, or to finance growth or other opportunities, we or other Affiliated Accounts may or may not provide such additional capital, and if provided each Affiliated Account will supply such additional capital in such amounts, if any, as determined by OFS Advisor and/or OFS Advisor's affiliates. Investments by more than one Affiliated Account in a portfolio company also raises the risk of using assets of an Affiliated Account of OFS Advisor to support positions taken by other Affiliated Accounts, or that a client may remain passive in a situation in which it is entitled to vote. In addition, there may be differences in timing of entry into, or exit from, a portfolio company for reasons such as differences in strategy, existing portfolio or liquidity needs, different Affiliated Account mandates or fund differences, or different securities being held. These variations in timing may be detrimental to us.

The application of our investment mandate as compared to investment mandates of other Affiliated Accounts and the policies and procedures of OFS Advisor and OFS Advisor's affiliates are expected to vary based on the particular facts and circumstances surrounding each investment by two or more Affiliated Accounts, in particular when those Affiliated Accounts are in different classes of an issuer's capital structure (as well as across multiple issuers or borrowers within the same overall capital structure) and, as such, there may be a degree of variation and potential inconsistencies, in the manner in which potential or actual conflicts are addressed.

***Our independent directors may face conflicts of interest related to their obligations to the Affiliated Funds for which they also serve as independent directors.***

All of the independent directors of our Board also serve as independent directors of the Board of HPCI or OCCI, Affiliated Funds managed by OFS Advisor. In their capacities as directors for an Affiliated Fund board, the independent directors have a duty to make decisions on behalf of that Affiliated Fund that are in the best interests of that Affiliated Fund and its stockholders. Accordingly, our independent directors may face conflicts of interest when making a decision on behalf of one Affiliated Fund that may not be in the best interest of the other Affiliated Fund(s). For example, the SEC has granted exemptive relief to us, OFS Advisor, HPCI, OCCI, and certain other of our affiliates to co-invest in certain transactions that would otherwise be prohibited by the 1940 Act. In accordance with that relief, the independent directors must make certain findings on behalf of each affiliated fund with respect to initial co-investment transactions, including that the terms of the proposed transaction, including the consideration to be paid, are reasonable and fair to the Affiliated Fund and its stockholders and do not involve overreaching in respect of the Affiliated Fund or its stockholders on the part of any of the other participants in the proposed transaction. Under such circumstances, the independent directors may face conflicts of interest when making these determinations on behalf of us, HPCI and OCCI.

***Members of the Advisor Investment Committees, OFS Advisor or its affiliates may, from time to time, possess material non-public information, limiting our investment discretion.***

OFS senior professionals and members of the Advisor Investment Committees may serve as directors of, or in a similar capacity with, companies in which we invest, the securities of which are purchased or sold on our behalf. In the event that material nonpublic information is obtained with respect to such companies, or we become subject to trading restrictions under the internal trading policies of those companies or as a result of applicable law or regulations, we could be prohibited for a period of time from purchasing or selling the securities of such companies, and this prohibition may have an adverse effect on us and our stockholders.

***The valuation process for certain of our portfolio holdings may create a conflict of interest.***

Many of our portfolio investments are made in the form of securities that are not publicly traded. As a result, our Board will determine the fair value of these securities in good faith, and, as a result, there may be uncertainty as to the value of our portfolio investments. In connection with that determination, investment professionals from OFS Advisor may provide our Board with portfolio company valuations based upon the most recent portfolio company financial statements available and projected financial results of each portfolio company. In addition, the members of our Board who are not independent directors have a substantial indirect pecuniary interest in OFS Advisor. The participation of the OFS Advisor's investment professionals in our valuation process, and the indirect pecuniary interest in OFS Advisor by those members of our Board, could result in a conflict of interest since OFS Advisor's management fee is based, in part, on our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity).

***We may have additional conflicts related to other arrangements with OFS Advisor or its affiliates.***

We have entered into a license agreement with OFSAM under which OFSAM has granted us a non-exclusive, royalty-free license to use the name "OFS." See "Item 1. Business—License Agreement." In addition, we rent office space from a

subsidiary of OFSAM and pay to that subsidiary our allocable portion of overhead and other expenses incurred in performing its obligations under the Administration Agreement, such as rent and our allocable portion of the cost of our officers, including our chief executive officer, chief financial officer, chief compliance officer and chief accounting officer. This will create conflicts of interest that our Board must monitor.

***The Investment Advisory Agreement with OFS Advisor and the Administration Agreement with OFS Services were not negotiated on an arm's length basis and may not be as favorable to us as if they had been negotiated with an unaffiliated third party.***

The Investment Advisory Agreement and the Administration Agreement were negotiated between related parties. Consequently, their terms, including fees payable to OFS Advisor, may not be as favorable to us as if they had been negotiated with an unaffiliated third party. In addition, we could choose not to enforce, or to enforce less vigorously, our rights and remedies under these agreements because of our desire to maintain our ongoing relationship with OFS Advisor, OFS Services and their respective affiliates. Any such decision, however, would breach our fiduciary obligations to our stockholders.

***Our ability to enter into transactions with our affiliates is restricted, which may limit the scope of investments available to us.***

BDCs generally are prohibited under the 1940 Act from knowingly participating in certain transactions with their affiliates without the prior approval of their independent directors and, in some cases, of the SEC. Those transactions include purchases from, sales to, and so-called "joint" transactions, in which a BDC and one or more of its affiliates engage in certain types of profit-making activities, with such affiliates. Any person that owns, directly or indirectly, five percent or more of a BDC's outstanding voting securities will be considered an affiliate of the BDC for purposes of the 1940 Act, and a BDC generally is prohibited from engaging in purchases of assets from or sales of assets to or joint transactions with such affiliates, absent the prior approval of the BDC's independent directors. Additionally, without the approval of the SEC, a BDC is prohibited from engaging in purchases of assets from, or sales of assets to or joint transactions with the BDC's officers, directors, and employees, and advisor (and its affiliates).

BDCs may, however, invest alongside certain related parties or their respective other clients, in certain circumstances where doing so is consistent with current law and SEC staff interpretations. For example, a BDC may invest alongside such accounts consistent with guidance promulgated by the SEC staff permitting us and such other accounts to purchase interests in a single class of privately placed securities so long as certain conditions are met, including that the BDC's advisor, acting on the BDC's behalf and on behalf of other clients, negotiates no term other than price. Co-investment with such other accounts is not permitted or appropriate under this guidance when there is an opportunity to invest in different securities of the same issuer or where the different investments could be expected to result in a conflict between the BDC's interests and those of other accounts.

The 1940 Act generally prohibits BDCs from making certain negotiated co-investments with certain affiliates absent an order from the SEC permitting the BDC to do so. On August 4, 2020, we received the Order from the SEC to permit us to co-invest in portfolio companies with Affiliated Funds subject to compliance with the Order. The Order superseded a previous order we received on October 12, 2016 and provides us with greater flexibility to enter into co-investment transactions with Affiliated Funds. Pursuant to the Order, we are generally permitted to co-invest with Affiliated Funds if a "required majority" (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transactions, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching in respect of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs with exemptive orders, through December 31, 2020, we were permitted, subject to the satisfaction of certain conditions, to co-invest in our existing portfolio companies with certain affiliates that are private funds, even if such other funds had not previously invested in such existing portfolio company. Without this order, such Affiliated Funds that are private funds would not be able to participate in such co-investments with us unless the Affiliated Funds had previously acquired securities of the portfolio company in a co-investment transaction with us. Although the conditional exemptive order expired on December 31, 2020, the SEC's Division of Investment Management has indicated that until March 31, 2022, it will not recommend enforcement action, to the extent that any BDC with an existing co-investment order continues to engage in certain transactions described in the conditional exemptive order, pursuant to the same terms and conditions described therein.

When we invest alongside clients of OFSAM and its affiliates or their respective other clients, OFS Advisor will, to the extent consistent with applicable law, regulatory guidance, or the Order, allocate investment opportunities in accordance with its allocation policy. Under this allocation policy, if two or more investment vehicles with similar or overlapping investment strategies are in their investment periods, an available opportunity will be allocated based on the provisions

governing allocations of such investment opportunities in the relevant organizational, offering or similar documents, if any, for such investment vehicles. In the absence of any such provisions, OFS Advisor will consider the following factors and the weight that should be given with respect to each of these factors:

- investment guidelines and/or restrictions, if any, set forth in the applicable organizational, offering or similar documents for the investment vehicles;
- the status of tax restrictions and tests and other regulatory restrictions and tests;
- risk and return profile of the investment vehicles;
- suitability/priority of a particular investment for the investment vehicles;
- if applicable, the targeted position size of the investment for the investment vehicles
- level of available cash for investment with respect to the investment vehicles;
- total amount of funds committed to the investment vehicles; and
- the age of the investment vehicles and the remaining term of their respective investment periods, if any.

When not relying on the Order, priority as to opportunities will generally be given to clients that are in their “ramp-up” period, or the period during which the account has yet to reach sufficient scale such that its investment income covers its operating expenses, over the accounts that are outside their ramp-up period but still within their investment or re-investment periods. However, application of one or more of the factors listed above, or other factors determined to be relevant or appropriate, may result in the allocation of an investment opportunity to a fund no longer in its ramp-up period over a fund that is still within its ramp-up period.

In situations where co-investment with other accounts is not permitted or appropriate, OFS Advisor will need to decide which account will proceed with the investment. The decision by OFS Advisor to allocate an opportunity to another entity could cause us to forego an investment opportunity that we otherwise would have made. These restrictions, and similar restrictions that limit our ability to transact business with our officers or directors or their affiliates, may limit the scope of investment opportunities that would otherwise be available to us.

***Our base management fee may induce OFS Advisor to cause us to incur leverage.***

Our base management fee is payable based upon our total assets, other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity. This fee structure may encourage OFS Advisor to cause us to borrow money to finance additional investments. Under certain circumstances, the use of borrowed money may increase the likelihood of default, which would disfavor holders of our common stock. Given the subjective nature of the investment decisions made by OFS Advisor on our behalf, our Board may not be able to monitor this potential conflict of interest effectively.

***Our incentive fee may induce OFS Advisor to make certain investments, including speculative investments.***

The incentive fee payable by us to OFS Advisor may create an incentive for OFS Advisor to make investments on our behalf that are riskier or more speculative than would be the case in the absence of such compensation arrangement. The way in which the incentive fee payable to OFS Advisor is determined may encourage OFS Advisor to use leverage to increase the return on our investments. Under certain circumstances, the use of leverage may increase the likelihood of default, which would disfavor our stockholders.

OFS Advisor receives an incentive fee based, in part, upon net capital gains realized on our investments. Unlike that portion of the incentive fee based on income, there is no hurdle rate applicable to the portion of the incentive fee based on net capital gains. As a result, OFS Advisor may have a tendency to invest more capital in investments that are likely to result in capital gains as compared to income producing securities. Such a practice could result in our investing in more speculative securities than would otherwise be the case, which could result in higher investment losses, particularly during economic downturns.

We may invest, to the extent permitted by law, in the securities and instruments of other investment companies, including private funds, and, to the extent we so invest, will bear our ratable share of any such investment company’s expenses, including management and performance fees. We remain obligated to pay management and incentive fees to OFS Advisor with respect to the assets invested in the securities and instruments of other investment companies. With respect to each of these investments, each of our stockholders will bear his or her share of the management and incentive fee of OFS Advisor as well as indirectly bearing the management and performance fees and other expenses of any investment companies in which we invest.

Our Board is charged with protecting our interests by monitoring how OFS Advisor addresses these and other conflicts of interests associated with its management services and compensation. While our Board is not expected to review or approve

each borrowing or incurrence of leverage, our independent directors will periodically review OFS Advisor's services and fees. In connection with these reviews, our independent directors will consider whether our fees and expenses (including those related to leverage) remain appropriate.

***Our incentive fee structure may create incentives for OFS Advisor that are not fully aligned with the interests of our stockholders.***

In the course of our investing activities, we will pay management and incentive fees to OFS Advisor. The base management fee is based on our total assets (other than cash and cash equivalents and the intangible assets that resulted from the SBIC Acquisition, but including assets purchased with borrowed amounts and including assets owned by any consolidated entity). As a result, investors in our common stock will invest on a "gross" basis and receive distributions on a "net" basis after expenses, resulting in a lower rate of return than one might achieve through direct investments. Because these fees are based on our total assets, other than cash and cash equivalents but including assets purchased with borrowed amounts and including any assets owned by any consolidated entity, OFS Advisor will benefit when we incur debt or use leverage. Our Board is charged with protecting our interests by monitoring how OFS Advisor addresses these and other conflicts of interests associated with its management services and compensation. While our Board is not expected to review or approve each borrowing or incurrence of leverage, our independent directors will periodically review OFS Advisor's services and fees as well as its portfolio management decisions and portfolio performance. In connection with these reviews, our independent directors will consider whether our fees and expenses (including those related to leverage) remain appropriate. As a result of this arrangement, OFS Advisor or its affiliates may from time to time have interests that differ from those of our stockholders, giving rise to a conflict.

***We may pay an incentive fee on income we do not receive in cash.***

The part of the incentive fee payable to OFS Advisor that relates to our pre-incentive fee net investment income is computed and paid on income that may include interest income that has been accrued but not yet received in cash. This fee structure may be considered to involve a conflict of interest for OFS Advisor to the extent that it may encourage OFS Advisor to favor debt financings that provide for deferred interest, rather than current cash payments of interest. OFS Advisor may have an incentive to invest in deferred interest securities in circumstances where it would not have done so but for the opportunity to continue to earn the incentive fee even when the issuers of the deferred interest securities would not be able to make actual cash payments to us on such securities. This risk could be increased because OFS Advisor is not obligated to reimburse us for any incentive fees received even if we subsequently incur losses or never receive in cash the deferred income that was previously accrued.

***OFS Advisor's liability is limited under the Investment Advisory Agreement, and we have agreed to indemnify OFS Advisor against certain liabilities, which may lead OFS Advisor to act in a riskier manner on our behalf than it would when acting for its own account.***

Under the Investment Advisory Agreement, OFS Advisor will not assume any responsibility to us other than to render the services called for under that agreement, and it will not be responsible for any action of our Board in following or declining to follow OFS Advisor's advice or recommendations. Under the terms of the Investment Advisory Agreement, OFS Advisor and its affiliates' respective officers, directors, members, managers, stockholders and employees will not be liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders or partners for acts or omissions performed in accordance with and pursuant to the Investment Advisory Agreement, except those resulting from acts constituting gross negligence, willful misconduct, bad faith or reckless disregard of such person's duties under the Investment Advisory Agreement. In addition, we have agreed to indemnify OFS Advisor and its affiliates' respective officers, directors, members, managers, stockholders and employees from and against any claims or liabilities, including reasonable legal fees and other expenses reasonably incurred, arising out of or in connection with our business and operations or any action taken or omitted on our behalf pursuant to authority granted by the Investment Advisory Agreement, except where attributable to gross negligence, willful misconduct, bad faith or reckless disregard of such person's duties under the Investment Advisory Agreement. These protections may lead OFS Advisor to act in a riskier manner when acting on our behalf than it would when acting for its own account.

***OFS Advisor can resign on 60 days' notice, and we may not be able to find a suitable replacement within that time, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.***

OFS Advisor has the right, under the Investment Advisory Agreement, to resign at any time upon not less than 60 days' written notice, whether we have found a replacement or not. If OFS Advisor resigns, we may not be able to find a new investment advisor or hire internal management with similar expertise and the ability to provide the same or equivalent services on acceptable terms within 60 days, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the value of our shares may decline. In addition, the coordination of our internal management and

investment activities is likely to suffer if we are unable to identify and reach an agreement with a single institution or group of executives having the expertise possessed by the OFS Advisor and its affiliates. Even if we are able to retain comparable management, whether internal or external, the integration of such management and their lack of familiarity with our investment objectives may result in additional costs and time delays that may adversely affect our financial condition, business and results of operations.

***OFS Services can resign from its role as our Administrator under the Administration Agreement, and we may not be able to find a suitable replacement, resulting in a disruption in our operations that could adversely affect our financial condition, business and results of operations.***

OFS Services has the right to resign under the Administration Agreement, whether we have found a replacement or not. If OFS Services resigns, we may not be able to find a new administrator or hire internal management with similar expertise and ability to provide the same or equivalent services on acceptable terms, or at all. If we are unable to do so quickly, our operations are likely to experience a disruption, our financial condition, business and results of operations as well as our ability to pay distributions are likely to be adversely affected and the value of our shares may decline. In addition, the coordination of our internal management and administrative activities is likely to suffer if we are unable to identify and reach an agreement with a service provider or individuals with the expertise possessed by OFS Services. Even if we are able to retain a comparable service provider or individuals to perform such services, whether internal or external, their integration into our business and lack of familiarity with our investment objectives may result in additional costs and time delays that may adversely affect our financial condition, business and results of operations.

#### **Risks Related to BDCs**

***Regulations governing our operation as a BDC affect our ability to and the way in which we raise additional capital. As a BDC, we will need to raise additional capital, which will expose us to risks, including the typical risks associated with leverage.***

We may issue debt securities or preferred stock and/or borrow money from banks or other financial institutions, which we refer to collectively as “senior securities,” up to the maximum amount permitted by the 1940 Act. Under the provisions of the 1940 Act, we are permitted as a BDC to issue senior securities in amounts such that our asset coverage ratio, as defined in the 1940 Act, equals at least 150% of gross assets less all liabilities and indebtedness not represented by senior securities, after each issuance of senior securities. If the value of our assets decline, we may be unable to satisfy this test. If that happens, we may be required to sell a portion of our investments and, depending on the nature of our leverage, repay a portion of our indebtedness at a time when such sales may be disadvantageous. Also, any amounts that we use to service our indebtedness would not be available for distributions to our common stockholders. If we issue senior securities, we will be exposed to typical risks associated with leverage, including an increased risk of loss.

On May 3, 2018, the Board, including a “required majority” (as such item is determined in section 57(o) of the 1940 Act) of the Board, approved the application of a reduced 150% asset coverage ratio to us and, as a result, the reduced asset coverage ratio applicable to us was decreased from 200% to 150% effective May 3, 2019. See “Item 1A. Risk Factors--Risks Related to our Business and Structure--Because we have received the approval of our Board, we became subject to 150% Asset Coverage effective May 3, 2019.”

As of December 31, 2021, we had \$349.9 million of debt outstanding. Our ability to incur additional debt and remain in compliance with the asset coverage test will be limited. We may seek an additional credit facility to finance investments or for working capital requirements. There can be no assurance that we will be able to obtain such financing on favorable terms or at all. We have received an exemptive order from the SEC to permit us to exclude the debt of SBIC I LP guaranteed by the SBA from our definition of senior securities in our statutory asset coverage ratio under the 1940 Act.

If we issue preferred stock, the preferred stock would rank “senior” to common stock in our capital structure, preferred stockholders would have separate voting rights on certain matters and might have other rights, preferences or privileges more favorable than those of our common stockholders, and the issuance of preferred stock could have the effect of delaying, deferring or preventing a transaction or a change of control that might involve a premium price for holders of our common stock or otherwise be in our stockholders’ best interest. Holders of our common stock will directly or indirectly bear all of the costs associated with offering and servicing any preferred stock that we issue. In addition, any interests of preferred stockholders may not necessarily align with the interests of holders of our common stock and the rights of holders of shares of preferred stock to receive dividends would be senior to those of holders of shares of our common stock. We are not generally able to issue and sell our common stock at a price below net asset value per share. We may, however, sell our common stock, or warrants, options or rights to acquire our common stock, at a price below the then-current net asset value per share of our common stock if our Board determines that such sale is in the best interests of us and our stockholders, and if our stockholders approve any such sale. In any such case, the price at which our securities are to be issued and sold may not be less than a price that, in the determination of our Board, closely approximates the market value of such securities (less any distributing



commission or discount). On June 15, 2021, our stockholders approved a proposal that authorizes us to issue shares of our common stock at a price below our current net asset value, subject to certain limitations, for up to 12 months from such approval. If we raise additional funds by issuing common stock or senior securities convertible into, or exchangeable for, our common stock, then the percentage ownership of our stockholders at that time will decrease, and our stockholders might experience dilution.

***Our ability to invest in public companies may be limited in certain circumstances.***

To maintain our status as a BDC, we are not permitted to acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our assets, as defined by the 1940 Act, are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as a qualifying asset only if such issuer has a common equity market capitalization that is less than \$250 million at the time of such investment and meets the other specified requirements.

***If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to continue to qualify as a BDC or be precluded from investing according to our current business strategy.***

As a BDC, we may not acquire any assets other than “qualifying assets” unless, at the time of and after giving effect to such acquisition, at least 70% of our assets, as defined by the 1940 Act, are qualifying assets.

We believe that most of the investments that we may acquire in the future will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If a sufficient portion of our assets are not qualifying assets, we could violate the 1940 Act provisions applicable to BDCs. As a result of such violation, specific rules under the 1940 Act could prevent us, for example, from making follow-on investments in existing portfolio companies (which could result in the dilution of our position) or could require us to dispose of investments at inappropriate times in order to come into compliance with the 1940 Act. If we need to dispose of such investments quickly, it could be difficult to dispose of such investments on favorable terms. We may not be able to find a buyer for such investments and, even if we do find a buyer, we may have to sell the investments at a substantial loss. Any such outcomes would have a material adverse effect on our business, financial condition and results of operations.

If we do not maintain our status as a BDC, we would be subject to regulation as a registered closed-end investment company under the 1940 Act. As a registered closed-end fund, we would be subject to substantially more regulatory restrictions under the 1940 Act which would significantly decrease our operating flexibility.

## **Risks Related to Our Investments**

***Economic recessions or downturns could impair our portfolio companies and harm our operating results.***

Many of our portfolio companies are susceptible to economic slowdowns or recessions and may be unable to repay our loans during these periods. Therefore, our non-performing assets are likely to increase and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may decrease the value of collateral securing some of our loans and the value of our equity investments. Economic slowdowns or recessions could lead to financial losses in our portfolio and a decrease in revenues, net income and assets. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could prevent us from increasing our investments and harm our operating results.

A portfolio company’s failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans and foreclosure on its assets, which could trigger cross-defaults under other agreements and jeopardize our portfolio company’s ability to meet its obligations under the debt securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting portfolio company. In addition, lenders in certain cases can be subject to lender liability claims for actions taken by them when they become too involved in the borrower’s business or exercise control over a borrower. It is possible that we could become subject to a lender liability claim, including as a result of actions taken if we render significant managerial assistance to the borrower. Furthermore, if one of our portfolio companies were to file for bankruptcy protection, even though we may have structured our investment as senior secured debt, depending on the facts and circumstances, including the extent to which we provided managerial assistance to that portfolio company, a bankruptcy court might re-characterize our debt holding and subordinate all or a portion of our claim to claims of other creditors.

***Our investments in the debt instruments of leveraged portfolio companies may be risky and, due to the significant volatility of such companies, we could lose all or part of our investment in bankruptcy proceedings or otherwise.***

Investment in leveraged companies involves a number of significant risks. Leveraged companies in which we invest may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold due to the significant volatility of such companies. Negative developments may be accompanied by deterioration of the value of any collateral and a reduction in the likelihood of our realizing any guarantees that we may have obtained in connection with our investment. Such developments may ultimately result in the leveraged companies in which we invest entering into bankruptcy proceedings, which have a number of inherent risks. Many events in a bankruptcy proceeding are the product of contested matters and adversary proceedings and are beyond the control of the creditors. A bankruptcy filing by an issuer may adversely and permanently affect the issuer. If the proceeding is converted to a liquidation, the value of the issuer may not equal the liquidation value that was believed to exist at the time of the investment. The duration of a bankruptcy proceeding is also difficult to predict, and a creditor's return on investment can be adversely affected by delays until the plan of reorganization or liquidation ultimately becomes effective. The administrative costs in connection with a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. Because the standards for classification of claims under bankruptcy law are vague, our influence with respect to the class of securities or other obligations we own may be lost by increases in the number and amount of claims in the same class or by different classification and treatment. In the early stages of the bankruptcy process, it is often difficult to estimate the extent of, or even to identify, any contingent claims that might be made. In addition, certain claims that have priority by law (for example, claims for taxes) may be substantial. In addition, since our mezzanine loans are generally subordinated to senior loans and are generally unsecured, other creditors may rank senior to us in the event of a bankruptcy proceeding.

Our investments in debt instruments may include "covenant-lite" loans. Covenants are contractual restrictions that lenders place on companies to limit the corporate actions a company may pursue. Generally, the loans in which we expect to invest will have financial maintenance covenants, which are used to proactively address materially adverse changes in a portfolio company's financial performance. However, to a lesser extent, we may invest in "covenant-lite" loans. We use the term "covenant-lite" to refer generally to loans that do not have a complete set of financial maintenance covenants. Generally, "covenant-lite" loans provide borrower companies more freedom to negatively impact lenders because their covenants are incurrence-based, which means they are only tested and can only be breached following an affirmative action of the borrower, rather than by a deterioration in the borrower's financial condition. Accordingly, to the extent we invest in "covenant-lite" loans, we may have fewer rights against a borrower and may have a greater risk of loss on such investments as compared to investments in or exposure to loans with financial maintenance covenants.

***Inflation may adversely affect the business, results of operations and financial condition of our portfolio companies.***

Certain of our portfolio companies may be impacted by inflation, especially those in the manufacturing industry. If such portfolio companies are unable to pass any increases in their costs along to their customers, it could adversely affect their results and impact their ability to pay interest and principal on our loans. In addition, any projected future decreases in our portfolio companies' operating results due to inflation could adversely impact the fair value of those investments. Any decreases in the fair value of our investments could result in future unrealized losses and therefore reduce our net assets resulting from operations.

***Any of our portfolio companies operating in the Health Care and Social Assistance industry are subject to extensive government regulation and certain other risks particular to that industry.***

We invest in companies in the Health Care and Social Assistance industry. Our investments in portfolio companies that operate in this sector are subject to certain significant risks particular to that industry. The laws and rules governing the business of healthcare companies and interpretations of those laws and rules are subject to frequent change. Broad latitude is given to the agencies administering those regulations. Existing or future laws and rules could force our portfolio companies engaged in healthcare to change how they do business, restrict revenue, increase costs, change reserve levels and change business practices. Healthcare companies often must obtain and maintain regulatory approvals to market many of their products and change prices for certain regulated products. Delays in obtaining or failing to obtain or maintain these approvals could reduce revenue or increase costs. Policy changes on the local, state and federal level, such as the expansion of the government's role in the healthcare arena and alternative assessments and tax increases specific to the healthcare industry or healthcare products as part of federal health care reform initiatives, could fundamentally change the dynamics of the healthcare industry. In particular, health insurance reform could have a significant effect on our portfolio companies in this industry sector, and may force our portfolio companies in this industry sector to change how they do business. We can give no assurance that our portfolio companies will be able to adapt successfully in response to these changes.

Portfolio companies in the Health Care and Social Assistance industry may also have a limited number of suppliers of necessary components or a limited number of manufacturers for their products, and therefore face a risk of disruption to their manufacturing process if they are unable to find alternative suppliers when needed.

Any of these factors could materially adversely affect the operations of a portfolio company in this industry sector and, in turn, impair our ability to timely collect principal and interest payments owed to us.

***The documents governing the loans underlying our CLO investments may allow for “priming transactions.”***

The documents governing the loans underlying our CLO investments may allow for “priming transactions,” where majority lenders or debtors can amend the documents to the detriment of other lenders, amend the documents in order to move collateral, or amend the documents in order to facilitate capital outflow to other parties/subsidiaries in a capital structure, any of which may adversely affect the rights and security priority with respect to such loans.

***Our investments in private and middle-market portfolio companies are generally considered lower credit quality obligations, are risky, and we could lose all or part of our investment.***

Investment in private and middle-market companies involves a number of significant risks. Generally, little public information exists about these companies, and we rely on the ability of OFS Advisor’s investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Middle-market companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. Such companies typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors’ actions and market conditions, as well as general economic downturns.

Middle-market companies are more likely to be considered lower grade investments, commonly called “junk bonds,” which are either rated below investment grade by one or more nationally-recognized statistical rating agencies at the time of investment, or may be unrated but determined by the OFS Advisor to be of comparable quality. Lower grade securities or comparable unrated securities are considered predominantly speculative regarding the issuer’s ability to pay interest and principal, and are susceptible to default or decline in market value due to adverse economic and business developments. The market values for lower grade debt tend to be very volatile and are less liquid than investment grade securities. For these reasons, an investment in our company is subject to the following specific risks: increased price sensitivity to a deteriorating economic environment; greater risk of loss due to default or declining credit quality; adverse company specific events are more likely to render the issuer unable to make interest and/or principal payments; and if a negative perception of the lower grade debt market develops, the price and liquidity of lower grade securities may be depressed. This negative perception could last for a significant period of time.

Additionally, middle-market companies are more likely to depend on the management talents and efforts of a small group of persons. Therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Middle-market companies also may be parties to litigation and may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence. In addition, our executive officers, directors and OFS Advisor may, in the ordinary course of business, be named as defendants in litigation arising from our investments in the portfolio companies.

***Investments in equity securities involve a substantial degree of risk.***

We have purchased, and may purchase in the future, common stock and other equity securities, including warrants, in various portfolio companies. Although equity securities historically have generated higher average total returns than debt securities over the long term, equity securities may experience more volatility in those returns than debt securities. The equity securities we acquire may fail to appreciate, decline in value or lose all value, and our ability to recover our investment will depend on our portfolio company’s success. Investments in equity securities involve a number of significant risks, including the risk of further dilution in the event the portfolio company issues additional securities. Investments in preferred securities involve special risks, such as the risk of deferred distributions, illiquidity and limited voting rights.

***Our equity ownership in a portfolio company may represent a control investment. Our ability to exit a control investment in a timely manner could result in a realized loss on the investment.***

If we obtain a control investment in a portfolio company, our ability to divest ourselves from a debt or equity investment could be restricted due to illiquidity in a private stock, limited trading volume on a public company’s stock, inside information on a company’s performance, insider blackout periods, or other factors that could prohibit us from disposing of the investment as we would if it were not a control investment. Additionally, we may choose not to take certain actions to protect a debt investment in a control investment portfolio company. As a result, we could experience a decrease in the value of our portfolio company holdings and potentially incur a realized loss on the investment.

***Our investments in Structured Finance Notes carry additional risks to the risks associated with investing in private debt.***

In addition to the general risks associated with debt securities and structured products discussed herein, CLOs carry additional risks, including, but not limited to (i) the possibility that distributions from collateral securities will not be adequate to make interest or other payments; (ii) the quality of the collateral may decline in value or default; (iii) the possibility that the investments in CLOs are subordinate to other classes or tranches thereof, (iv) the potential of spread compression in the underlying loans of the CLO, which could reduce credit enhancement in the CLOs and (v) the complex structure of the security may not be fully understood at the time of investment and may produce disputes with the issuer or unexpected investment results. CLO equity securities that we may acquire are subordinated to more senior tranches of CLO debt. CLO equity securities are subject to increased risks of default relative to the holders of superior priority interests in the same securities. In addition, at the time of issuance, CLO equity securities are under-collateralized in that the liabilities of a CLO at inception exceed its total assets. When we invest in CLOs, we may be in a first loss or subordinated position with respect to realized losses on the assets of the CLOs in which it is invested. We may recognize phantom taxable income from our investments in the subordinated tranches of CLOs.

Between the closing date and the effective date of a CLO, the CLO collateral manager will generally expect to purchase additional collateral obligations for the CLO. During this period, the price and availability of these collateral obligations may be adversely affected by a number of market factors, including price volatility and availability of investments suitable for the CLO, which could hamper the ability of the collateral manager to acquire a portfolio of collateral obligations that will satisfy specified concentration limitations and allow the CLO to reach the initial par amount of collateral prior to the effective date. An inability or delay in reaching the target initial par amount of collateral may adversely affect the timing and amount of interest or principal payments received by the holders of the CLO debt securities and distributions of the CLO on equity securities and could result in early redemptions which may cause CLO debt and equity investors to receive less than the face value of their investment.

In addition, the portfolios of certain CLOs in which we may invest may contain “covenant-lite” loans. Accordingly, to the extent we are exposed to “covenant-lite” loans, we may have a greater risk of loss on such investments as compared to investments in or exposure to loans with financial maintenance covenants. The failure by a CLO in which we invest to satisfy financial covenants, including with respect to adequate collateralization and/or interest coverage tests, could lead to a reduction in the payments we receive from the CLO. In the event that a CLO fails certain tests, holders of CLO senior debt may be entitled to additional payments that would, in turn, reduce the payments we would otherwise be entitled to receive. Separately, we may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, with a defaulting CLO or any other investment we may make. If any of these occur, it could adversely affect our operating results and cash flows.

Our CLO investments will be exposed to leveraged credit risk. If a CLO does not meet certain minimum collateral value ratios and/or interest coverage ratios, primarily due to senior secured loan defaults, then cash flow that otherwise would have been available to pay us distributions may instead be used to redeem any senior notes or to purchase additional senior secured loans, until the ratios again exceed the minimum required levels or any senior notes are repaid in full.

***We may suffer a loss if a portfolio company defaults on a loan and the underlying collateral is not sufficient.***

We will at times take a security interest in the available assets of our portfolio companies, including the equity interests of their subsidiaries and, in some cases, the equity interests of our portfolio companies held by their stockholders. In the event of a default by a portfolio company on a secured loan, we will only have recourse to the assets collateralizing the loan. There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise, and may fluctuate in value based upon the success or deterioration of the business and market conditions, including as a result of the inability of a portfolio company to raise additional capital. Additionally, in the case of certain of our investments, we do not have a first lien position on the collateral and may not receive the full value of the collateral upon liquidation. If the underlying collateral value is less than the loan amount, we will suffer a loss.

In the event of bankruptcy of a portfolio company, we may not have full recourse to its assets in order to satisfy our loan, or our loan may be subject to equitable subordination. In addition, certain of our loans are subordinate to other debt of the portfolio company. If a portfolio company defaults on our loan or on debt senior to our loan, or in the event of a portfolio company bankruptcy, our loan will be satisfied only after the senior debt receives payment. Where debt senior to our loan exists, the presence of inter-creditor arrangements may limit our ability to amend our loan documents, assign our loans, accept prepayments, exercise our remedies (through “standstill” periods) and control decisions made in bankruptcy proceedings relating to the portfolio company. Bankruptcy and portfolio company litigation can significantly increase collection losses and the time needed for us to acquire the underlying collateral in the event of a default, during which time the collateral may decline in value, causing us to suffer losses.

Borrowers of Broadly Syndicated Loans may be permitted to designate unrestricted subsidiaries under the terms of their financing agreements, which would exclude such unrestricted subsidiaries from restrictive covenants under the financing agreement with the borrower. Without restriction under the financing agreement, the borrower could take various actions with respect to the unrestricted subsidiary including, among other things, incur debt, grant security on its assets, sell assets, pay dividends or distribute shares of the unrestricted subsidiary to the borrower's shareholders. Any of these actions could increase the amount of leverage that the borrower is able to incur and increase the risk involved in our investments in Broadly Syndicated Loans accordingly.

If the value of collateral underlying our loan declines or interest rates increase during the term of our loan, a portfolio company may not be able to obtain the necessary funds to repay our loan at maturity through refinancing. Decreasing collateral value and/or increasing interest rates may hinder a portfolio company's ability to refinance our loan because the underlying collateral cannot satisfy the debt service coverage requirements necessary to obtain new financing. If a borrower is unable to repay our loan at maturity, we could suffer a loss which may adversely impact our financial performance.

***The lack of liquidity in our investments may adversely affect our business.***

All of our assets are presently invested in illiquid securities, and a substantial portion of our investments in leveraged companies is subject to legal and other restrictions on resale or is otherwise less liquid than more broadly traded public securities. The illiquidity of these investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded these investments. We may also face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we, OFS Advisor, OFSAM or any of its other affiliates have material nonpublic information regarding such portfolio company.

***Price declines and illiquidity in the corporate debt markets may adversely affect the fair value of our portfolio investments, reducing our net asset value through increased net unrealized depreciation.***

As a BDC, we are required to carry our investments at market value or, if no market value is ascertainable, at fair value as determined in good faith by our Board. As part of the valuation process, we may take into account the following types of factors, if relevant, in determining the fair value of our investments:

- a comparison of the portfolio company's securities to publicly traded securities;
- the enterprise value of a portfolio company;
- the nature and realizable value of any collateral;
- the portfolio company's ability to make payments and its earnings and discounted cash flow;
- the markets in which the portfolio company does business; and
- changes in the interest rate environment and the credit markets generally that may affect the price at which similar investments may be made in the future and other relevant factors.

When an external event such as a purchase transaction, public offering or subsequent equity sale occurs, we will use the pricing indicated by the external event to corroborate our valuation. We will record decreases in the market values or fair values of our investments as unrealized depreciation. Declines in prices and liquidity in the corporate debt markets may result in significant net unrealized depreciation in our portfolio. The effect of all of these factors on our portfolio may reduce our net asset value by increasing net unrealized depreciation in our portfolio. Depending on market conditions, we could incur substantial realized losses and may suffer additional unrealized losses in future periods, which could have a material adverse effect on our business, financial condition and results of operations.

***We are a non-diversified management investment company within the meaning of the 1940 Act, and therefore we are not limited by the 1940 Act with respect to the proportion of our assets that may be invested in securities of a single issuer.***

We are classified as a non-diversified management investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. To the extent that we assume large positions in the securities of a small number of issuers, our net asset value may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our asset diversification requirements as a RIC under the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies.

***Our portfolio may be concentrated in a limited number of portfolio companies and industries, which will subject us to a risk of significant loss if any of these companies defaults on its obligations under any of its debt instruments or if there is a downturn in a particular industry.***

Although we believe our portfolio is well-diversified across companies and industries, our portfolio is, and may in the future be, concentrated in a limited number of portfolio companies and industries. Beyond the asset diversification requirements associated with our qualification as a RIC under the Code, we do not have fixed guidelines for diversification. As a result, the aggregate returns we realize may be significantly adversely affected if a small number of investments perform poorly or if we need to write down the value of any one investment. Additionally, while we are not targeting any specific industries, our investments may be concentrated in relatively few industries. As a result, a downturn in any particular industry in which we are invested could also significantly impact the aggregate returns we realize.

***Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio.***

Following an initial investment in a portfolio company, we may make additional investments in that portfolio company as “follow-on” investments, in seeking to:

- increase or maintain in whole or in part our position as a creditor or equity ownership percentage in a portfolio company;
- exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or
- preserve or enhance the value of our investment.

We have discretion to make follow-on investments, subject to the availability of capital resources. Failure on our part to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make a follow-on investment because we may not want to increase our level of risk, because we prefer other opportunities or because we are inhibited by compliance with BDC requirements or the desire to maintain our RIC status. Our ability to make follow-on investments may also be limited by OFS Advisor’s allocation policy.

***Because we generally do not hold controlling equity interests in our portfolio companies, we may not be able to exercise control over our portfolio companies or to prevent decisions by management of our portfolio companies that could decrease the value of our investments.***

We generally do not hold controlling equity positions in our portfolio companies. For portfolio companies in which we do not hold a controlling equity interest, we are subject to the risk that a portfolio company may make business decisions with which we disagree, and that the management and/or stockholders of a portfolio company may take risks or otherwise act in ways that are adverse to our interests. Due to the lack of liquidity of the debt and equity investments that we typically hold in our portfolio companies, we may not be able to dispose of our investments in the event we disagree with the actions of a portfolio company and may therefore suffer a decrease in the value of our investments.

***Defaults by our portfolio companies will harm our operating results.***

A portfolio company’s failure to satisfy financial or operating covenants imposed by us or other lenders could lead to defaults and, potentially, termination of its loans and foreclosure on its assets. This could trigger cross-defaults under other agreements and jeopardize such portfolio company’s ability to meet its obligations under the debt or equity securities that we hold. We may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms, which may include the waiver of certain financial covenants, with a defaulting portfolio company.

***Our investments in Structured Finance Notes are more likely to suffer a loss of all or a portion of their value in the event of a default.***

From time to time, we invest in Structured Finance Notes that comprise the equity tranche of CLOs, which are junior in priority of payment and are subject to certain payment restrictions generally set forth in an indenture governing such investments. In addition, Structured Finance Notes generally do not benefit from any creditors’ rights or ability to exercise remedies under the indenture governing such investments. Structured Finance Notes are not guaranteed by another party and are subject to greater risk than the secured notes issued by the CLO. CLOs are typically highly levered, utilizing up to approximately 9-13 times leverage, and therefore Structured Finance Notes are subject to a risk of total loss. There can be no assurance that distributions on the assets held by the CLO will be sufficient to make any distributions or that the yield on the Structured Finance Notes will meet our expectations.

CLOs generally may make payments on Structured Finance Notes only to the extent permitted by the payment priority provisions of an indenture governing the notes issued by the CLO. CLO indentures generally provide that principal payments

on Structured Finance Notes may not be made on any payment date unless all amounts owing under secured notes are paid in full. In addition, if a CLO does not meet the asset coverage tests or the interest coverage test set forth in the indenture governing the Structured Finance Notes issued by the CLO, cash would be diverted from the Structured Finance Notes to first pay the secured notes in amounts sufficient to cause such tests to be satisfied.

***We will have no influence on management of underlying investments managed by non-affiliated third-party CLO collateral managers.***

We are not responsible for, and have no influence over, the asset management of the portfolios underlying the Structured Finance Notes we hold as those portfolios are managed by non-affiliated third-party CLO collateral managers. Similarly, we are not responsible for and have no influence over the day-to-day management, administration or any other aspect of the issuers of the CLOs. As a result, the values of the portfolios underlying our Structured Finance Notes could decrease as a result of decisions made by third-party CLO collateral managers.

***Our portfolio companies may incur debt that ranks equally with, or senior to, our investments in such companies.***

We have invested a substantial portion of our capital in senior secured, unitranche, second-lien and mezzanine loans issued by our portfolio companies. The portfolio companies may be permitted to incur other debt that ranks equally with, or senior to, the debt securities in which we invest. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which we are entitled to receive payments in respect of the debt securities in which we invest. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of a portfolio company, holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution in respect of our investment. After repaying senior creditors, the portfolio company may not have any remaining assets to use for repaying its obligation to us. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second-priority basis by the same collateral securing first-priority debt of such companies. The senior-secured liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by first-priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second-priority liens after payment in full of all obligations secured by the first-priority liens on the collateral. If such proceeds were not sufficient to repay amounts outstanding under the loan obligations secured by the second-priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, would only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with more senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of such senior debt. Under a typical intercreditor agreement, at any time that obligations that have the benefit of the first-priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first-priority liens:

- the ability to cause the commencement of enforcement proceedings against the collateral;
- the ability to control the conduct of such proceedings;
- the approval of amendments to collateral documents;
- releases of liens on the collateral; and
- waivers of past defaults under collateral documents.

We may not have the ability to control or direct such actions, even if our rights are adversely affected.

We may also make unsecured loans to portfolio companies, meaning that such loans will not benefit from any interest in collateral of such companies. Liens on such portfolio companies' collateral, if any, will secure the portfolio company's obligations under its outstanding secured debt and may secure certain future debt that is permitted to be incurred by the portfolio company under its secured loan agreements. The holders of obligations secured by such liens will generally control the liquidation of, and be entitled to receive proceeds from, any realization of such collateral to repay their obligations in full before us. In addition, the value of such collateral in the event of liquidation will depend on market and economic conditions,

the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from sales of such collateral would be sufficient to satisfy our unsecured loan obligations after payment in full of all secured loan obligations. If such proceeds were not sufficient to repay the outstanding secured loan obligations, then our unsecured claims would rank equally with the unpaid portion of such secured creditors' claims against the portfolio company's remaining assets, if any.

***If we make subordinated investments, the obligors or the portfolio companies may not generate sufficient cash flow to service their debt obligations to us.***

We make subordinated investments that rank below other obligations of the obligor in right of payment. Subordinated investments are subject to greater risk of default than senior obligations as a result of adverse changes in the financial condition of the obligor or in general economic conditions. If we make a subordinated investment in a portfolio company, the portfolio company may be highly leveraged, and its relatively high debt-to-equity ratio may create increased risks that its operations might not generate sufficient cash flow to service all of its debt obligations.

***The disposition of our investments may result in contingent liabilities.***

A significant portion of our investments involve private securities. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate, or with respect to potential liabilities. These arrangements may result in contingent liabilities that ultimately result in funding obligations that we must satisfy through our return of distributions previously made to us.

***We may be subject to additional risks if we engage in hedging transactions and/or invest in foreign securities.***

The 1940 Act generally requires that 70% of our investments be in issuers each of whom is organized under the laws of, and has its principal place of business in, any state of the United States, the District of Columbia, Puerto Rico, the Virgin Islands or any other possession of the United States. Our investment strategy does not presently contemplate investments in securities of non-U.S. companies. We expect that these investments would focus on the same debt investments that we make in U.S. middle-market companies and accordingly would be complementary to our overall strategy and enhance the diversity of our holdings. Investing in securities of emerging market issuers involves many risks, including economic, social, political, financial, tax and security conditions in the emerging market, potential inflationary economic environments, regulation by foreign governments, different accounting standards and political uncertainties. Economic, social, political, financial, tax and security conditions also could negatively affect the value of emerging market companies. These factors could include changes in the emerging market government's economic and fiscal policies, the possible imposition of, or changes in, currency exchange laws or other laws or restrictions applicable to the emerging market companies or investments in their securities and the possibility of fluctuations in the rate of exchange between currencies.

Engaging in either hedging transactions or investing in foreign securities would entail additional risks to our stockholders. We could, for example, use instruments such as interest rate swaps, caps, collars and floors and, if we were to invest in foreign securities, we could use instruments such as forward contracts or currency options and borrow under a credit facility in currencies selected to minimize our foreign currency exposure. In each such case, we generally would seek to hedge against fluctuations of the relative values of our portfolio positions from changes in market interest rates or currency exchange rates. Hedging against a decline in the values of our portfolio positions would not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of the positions declined. However, such hedging could establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transactions could also limit the opportunity for gain if the values of the underlying portfolio positions increased. Moreover, it might not be possible to hedge against an exchange rate or interest rate fluctuation that was so generally anticipated that we would not be able to enter into a hedging transaction at an acceptable price.

While we may enter into such transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates could result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged could vary. Moreover, for a variety of reasons, we might not seek to establish a perfect correlation between the hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation could prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it might not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities would likely fluctuate as a result of factors not related to currency fluctuations.



***We may not realize gains from our equity investments.***

When we invest in senior secured, unitranche, second-lien and mezzanine loans, we may acquire warrants or other equity securities of portfolio companies as well. We may also invest in equity securities directly. To the extent we hold equity investments, except as described below, we will attempt to dispose of them and realize gains upon our disposition of them. However, the equity interests we receive may not appreciate in value and may decline in value. As a result, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience. In the case of SBIC I LP, our wholly owned subsidiary, we will not receive direct benefits from the sale of assets in its portfolio. Rather, our return on our investment in such assets will depend on the ability of SBIC I LP's portfolio to generate cash flow in excess of payments required, as appropriate, to be made to other parties under the terms of the SBA debentures, and distribution, subject to SBA regulation, of the excess to us.

***The interest rates of our loans to our portfolio companies might be subject to change based on recent regulatory changes, including the transition away from LIBOR and the adoption of alternative reference rates, which could affect our results of operations.***

LIBOR was the basic rate of interest used in lending transactions between banks on the London interbank market and was widely used as a reference for setting the interest rate on loans globally. We typically used LIBOR as a reference rate in loans we extended to portfolio companies such that the interest due to us pursuant to a loan extended to a portfolio company was calculated using LIBOR. The terms of our debt investments generally included minimum interest rate floors which were calculated based on LIBOR.

On March 5, 2021, the Financial Conduct Authority (the "FCA"), which regulates LIBOR, announced that the 1-week and 2-month U.S. dollar LIBOR settings would cease publication after December 31, 2021 and the overnight, 1, 3, 6 and 12 months U.S. dollar LIBOR settings will cease publication after June 30, 2023. However, the Federal Reserve Board, the Office of the Comptroller of the Currency, and the Federal Deposit Insurance Corporation encouraged banks to cease entering into new contracts that use U.S. dollar LIBOR as a reference rate no later than December 31, 2021. To identify a successor rate for U.S. dollar LIBOR, the Alternative Reference Rates Committee ("ARRC"), a U.S.-based group convened by the U.S. Federal Reserve Board and the Federal Reserve Bank of New York, was formed. On July 29, 2021, the ARRC formally recommended Secured Overnight Financing Rate ("SOFR") as its preferred alternative replacement rate for LIBOR for use in derivatives and other financial contracts currently indexed to LIBOR. SOFR is a measure of the cost of borrowing cash overnight, collateralized by U.S. Treasury securities, and is based on directly observable U.S. Treasury-backed repurchase transactions. The ARRC has proposed a paced market transition plan to SOFR from LIBOR.

There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate while SOFR is a secured lending rate, and SOFR is an overnight rate while LIBOR reflects term rates at different maturities. If our LIBOR-based borrowings are converted to SOFR, the differences between LIBOR and SOFR, plus the recommended spread adjustment, could result in higher interest costs for us, which could have a material adverse effect on our operating results and liquidity. Although SOFR is the ARRC's recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR. In addition, the discontinuance of LIBOR and/or changes to another index could result in mismatches with the interest rate of some of our investments. The transition from LIBOR to SOFR or other alternative reference rates may also introduce operational risks in our accounting, financial reporting, loan servicing, liability management and other aspects of our business. However, we cannot reasonably estimate the impact of the transition at this time.

Recently, the CLOs we have invested in have included, or have been amended to include, language permitting the CLO investment manager to implement a market replacement rate (like those proposed by ARRC) upon the occurrence of certain material disruption events. However, we cannot ensure that all CLOs in which we are invested will have such provisions, nor can we ensure the CLO investment managers will undertake the suggested amendments when able. We believe that because CLO managers and other CLO market participants have prepared for a transition away from LIBOR, we do not anticipate such a transition to have a material impact on the liquidity or value of any of our LIBOR-referenced CLO investments. However, the specific effects of a transition away from LIBOR cannot be determined with certainty as of the date of this filing, a transition away from LIBOR could:

- adversely impact the pricing, liquidity, value of, return on and trading for a broad array of financial products, including any LIBOR-linked CLO investments;
- require extensive changes to documentation that governs or references LIBOR or LIBOR-based products, including, for example, pursuant to time-consuming renegotiations of existing documentation to modify the terms of outstanding investments;
- result in inquiries or other actions from regulators in respect of our preparation and readiness for the replacement of LIBOR with one or more alternative reference rates;

- result in disputes, litigation or other actions with CLO investment managers, regarding the interpretation and enforceability of provisions in our LIBOR-based CLO investments, such as fallback language or other related provisions, including, in the case of fallbacks to the alternative reference rates, any economic, legal, operational or other impact resulting from the fundamental differences between LIBOR and the various alternative reference rates;
- require the transition and/or development of appropriate systems and analytics to effectively transition our risk management processes from LIBOR-based products to those based on one or more alternative reference rates, which may prove challenging given the limited history of the proposed alternative reference rates; and
- cause us to incur additional costs in relation to any of the above factors.

In addition, the effect of a phase out of LIBOR on U.S. senior secured loans, the underlying assets of the CLOs in which we invest, is currently unclear. To the extent that any replacement rate utilized for senior secured loans differs from that utilized for a CLO that holds those loans, the CLO would experience an interest rate mismatch between its assets and liabilities which could have an adverse impact on our net investment income and portfolio returns. Further, there may be disputes between market participants regarding the interpretation and enforceability of provisions in our LIBOR-based investments (or lack of such provisions) related to the economic floors in such investments, which may result in a loss or degradation of floor protection in the case of a transition from LIBOR to any one of the various alternative reference rates.

Many underlying corporate borrowers can elect to pay interest based on 1-month LIBOR, 3-month LIBOR and/or other rates in respect of the loans held by CLOs in which we are invested, in each case plus an applicable spread, whereas CLOs generally pay interest to holders of the CLO's debt tranches based on 3-month LIBOR plus a spread. The mismatch in the rate at which CLOs earn interest and the rate at which they pay interest on their debt tranches negatively impacts the cash flows on a CLO's equity tranche, which may in turn adversely affect our cash flows and results of operations.

The senior secured loans underlying the CLOs in which we invest typically have floating interest rates. A rising interest rate environment may increase loan defaults, resulting in losses for the CLOs in which we invest. In addition, increasing interest rates may lead to higher prepayment rates, as corporate borrowers look to avoid escalating interest payments or refinance floating rate loans. Further, a general rise in interest rates will increase the financing costs of the CLOs. However, since many of the senior secured loans within CLOs have LIBOR floors, if LIBOR is below the average LIBOR floor, there may not be corresponding increases in investment income resulting in smaller distributions to equity investors in these CLOs.

#### **Risks Related to Our Securities and an Investment in our Common Stock**

***There is a risk that stockholders may not receive distributions or that our distributions may not grow over time and a portion of our distributions may be a return of capital.***

We have made distributions on a quarterly basis to our stockholders out of assets legally available for distribution. We cannot assure stockholders that we will achieve investment results that will allow us to make a specified level of cash distributions or year-to-year increases in cash distributions. Our ability to pay distributions might be adversely affected by the impact of one or more of the risk factors described in this Annual Report on Form 10-K. Due to the asset coverage test applicable to us under the 1940 Act as a BDC, we may be limited in our ability to make distributions. Our ability to make distributions may also be affected by our ability to receive distributions from SBIC I LP, which is governed by SBA regulations.

When we make distributions, we will be required to determine the extent to which such distributions are paid out of current or accumulated earnings and profits. Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of an investor's basis in our stock and, assuming that an investor holds our stock as a capital asset, thereafter as a capital gain. A return of capital is a return to stockholders of a portion of their original investment in us rather than income or capital gains.

***The market price of our common stock may fluctuate significantly.***

As with any stock, the market price of our common stock will fluctuate with market conditions and other factors. Our common stock is intended for long-term investors and should not be treated as a trading vehicle. Shares of BDCs frequently trade at a discount from their NAV. The market price and liquidity of the market for shares of our common stock may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance. These factors include:

- significant volatility in the market price and trading volume of securities of BDCs or other companies in our sector, which is not necessarily related to the operating performance of these companies;

- exclusion of our common stock from certain market indices, such as the Russell 2000 Financial Services Index, which could reduce the ability of certain investment funds to own our common stock and put short-term selling pressure on our common stock;
- changes in regulatory policies or tax guidelines, particularly with respect to RICs, SBICs or BDCs;
- loss of RIC or BDC status;
- failure of SBIC I LP to maintain its status as an SBIC;
- our origination activity, including the pace of, and competition for, new investment opportunities;
- our ability to incur additional leverage pursuant to Section 61(a)(2) of the 1940 Act and the impact of such leverage on our net investment income and results of operations;
- changes or perceived changes in earnings or variations in operating results;
- changes or perceived changes in the value of our portfolio of investments;
- changes in accounting guidelines governing valuation of our investments;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- the inability to secure additional debt or equity capital;
- potential future sales of common stock or debt securities convertible into or exchangeable or exercisable for our common stock or the conversion of such securities;
- departure of OFS Advisor's, OFSC's or any of their affiliates' key personnel;
- operating performance of companies comparable to us;
- general economic trends and other external factors; and
- loss of a major funding source.

***Sales of substantial amounts of our common stock in the public market may have an adverse effect on the market price of our common stock.***

The shares of our common stock beneficially owned by our principal stockholders, including OFSAM, are generally available for resale, subject to the provisions of Rule 144 promulgated under the Securities Act unless registered for sale under the Securities Act. We have entered into a registration rights agreement granting OFSAM the right to require us to register its shares for resale. Sales of substantial amounts of our common stock, or the availability of such common stock for sale, could adversely affect the prevailing market prices for our common stock. If this occurs and continues, it could impair our ability to raise additional capital through the sale of securities should we desire to do so.

***Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.***

The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. We have also adopted measures that may make it difficult for a third party to obtain control of us, including provisions of our certificate of incorporation dividing our Board into three classes with the term of one class expiring at each annual meeting of stockholders. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.

***Our common stock may trade below its NAV per share, which limits our ability to raise additional equity capital.***

If our common stock is trading below its NAV per share, we will generally not be able to issue additional shares of our common stock at its market price without first obtaining the approval for such issuance from our stockholders and our independent directors. Shares of BDCs, including shares of our common stock, have traded at discounts to their NAVs. As of December 31, 2021, our NAV per share was \$15.18. The daily average closing price of our shares on the Nasdaq Global Select Market for the year ended December 31, 2021 was \$9.58. If our common stock trades below NAV, the higher the cost of equity capital may result in it being unattractive to raise new equity, which may limit our ability to grow. The risk of trading below NAV is separate and distinct from the risk that our NAV per share may decline. We cannot predict whether shares of our common stock will trade above, at or below our NAV.

***If we issue preferred stock, debt securities or convertible debt securities, the NAV of our common stock may become more volatile.***

We cannot assure the holders of our common stock that the issuance of preferred stock and/or debt securities would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock, debt securities or convertible debt would likely cause the NAV of our common stock to become more volatile. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock, or the interest rate on the debt securities, were to exceed the net rate of return on our portfolio, the use of leverage would result in a lower rate of return to the holders of common stock than if we had not issued the preferred stock or debt securities. Any decline in the NAV of our investment would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the holders of our common stock than if we were not leveraged through the issuance of preferred stock.

There is also a risk that, in the event of a sharp decline in the value of our net assets, we would be in danger of failing to maintain required asset coverage ratios which may be required by the preferred stock, debt securities, convertible debt or units or of a downgrade in the ratings of the preferred stock, debt securities, convertible debt or units or our current investment income might not be sufficient to meet the dividend requirements on the preferred stock or the interest payments on the debt securities. If we do not maintain our required asset coverage ratios, we may not be permitted to declare dividends. In order to counteract such an event, we might need to liquidate investments in order to fund redemption of some or all of the preferred stock, debt securities or convertible debt. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, debt securities, convertible debt or any combination of these securities. Holders of preferred stock, debt securities or convertible debt may have different interests than holders of common stock and may at times have disproportionate influence over our affairs.

***Holders of any preferred stock that we may issue will have the right to elect members of our Board and have class voting rights on certain matters.***

The 1940 Act requires that holders of shares of preferred stock must be entitled as a class to elect two directors at all times and to elect a majority of the directors if dividends on such preferred stock are in arrears by two years or more, until such arrearage is eliminated. In addition, certain matters under the 1940 Act require the separate vote of the holders of any issued and outstanding preferred stock, including changes in fundamental investment restrictions and conversion to open-end status and, accordingly, preferred stockholders could veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies, might impair our ability to maintain our tax treatment as a RIC for U.S. federal income tax purposes.

***Our Unsecured Notes are effectively subordinated to any secured indebtedness we have currently incurred or may incur in the future and will rank pari passu with, or equal to, all outstanding and future unsecured, unsubordinated indebtedness issued by us and our general liabilities.***

Our Unsecured Notes are not secured by any of our assets or any of the assets of any of our subsidiaries. As a result, the Unsecured Notes are effectively subordinated to any secured indebtedness we or our subsidiaries have outstanding (including the PWB Credit Facility and the BNP Facility) or that we or our subsidiaries may incur in the future (or any indebtedness that is initially unsecured as to which we subsequently grant a security interest) to the extent of the value of the assets securing such indebtedness. In any liquidation, dissolution, bankruptcy or other similar proceeding, the holders of any of our secured indebtedness or secured indebtedness of our subsidiaries may assert rights against the assets pledged to secure that indebtedness in order to receive full payment of their indebtedness before the assets may be used to pay other creditors, including the holders of the Unsecured Notes.

***The Unsecured Notes are structurally subordinated to the indebtedness and other liabilities of our subsidiaries.***

The Unsecured Notes are obligations exclusively of OFS Capital Corporation, and not of any of our subsidiaries. None of our subsidiaries are a guarantor of the Unsecured Notes, and the Unsecured Notes will not be required to be guaranteed by any subsidiary we may acquire or create in the future. Any assets of our subsidiaries will not be directly available to satisfy the claims of our creditors, including holders of the Unsecured Notes. Except to the extent we are a creditor with recognized claims against our subsidiaries, all claims of creditors of our subsidiaries will have priority over our equity interests in such entities (and therefore the claims of our creditors, including holders of the Unsecured Notes) with respect to the assets of such entities. Even if we are recognized as a creditor of one or more of these entities, our claims would still be effectively subordinated to any security interests in the assets of any such entity and to any indebtedness or other liabilities of any such entity senior to our claims. Consequently, the Unsecured Notes will be structurally subordinated to all indebtedness and other liabilities, including trade payables, of any of our existing or future subsidiaries, including SBIC I LP and OFSCC-FS. Certain of these entities

currently serve as guarantors under the PWB Credit Facility or the BNP Facility, and in the future our subsidiaries may incur substantial additional indebtedness, all of which is and would be structurally senior to the Unsecured Notes.

***The indenture under which the Unsecured Notes were issued contains limited protection for holders of the Unsecured Notes.***

The indenture under which the Unsecured Notes were issued offers limited protection to holders of the Unsecured Notes. The terms of the indenture and the Unsecured Notes do not restrict our or any of our subsidiaries' ability to engage in, or otherwise be a party to, a variety of corporate transactions, circumstances or events that could have a material adverse impact on your investment in the Unsecured Notes. In particular, the terms of the indenture and the Unsecured Notes will not place any restrictions on our or our subsidiaries' ability to:

- issue securities or otherwise incur additional indebtedness or other obligations, including (1) any indebtedness or other obligations that would be equal in right of payment to the Unsecured Notes, (2) any indebtedness or other obligations that would be secured and therefore rank effectively senior in right of payment to the Unsecured Notes to the extent of the values of the assets securing such debt, (3) indebtedness of ours that is guaranteed by one or more of our subsidiaries and which therefore is structurally senior to the Unsecured Notes and (4) securities, indebtedness or obligations issued or incurred by our subsidiaries that would be senior to our equity interests in those entities and therefore rank structurally senior to the Unsecured Notes with respect to the assets of our subsidiaries, in each case other than an incurrence of indebtedness or other obligation that would cause a violation of Section 18(a)(1)(A) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time or any successor provisions, whether or not we continue to be subject to such provisions of the 1940 Act, but giving effect, in each case, to any exemptive relief granted to us by the SEC. Currently, these provisions generally prohibit us from making additional borrowings, including through the issuance of additional debt or the sale of additional debt securities, unless our asset coverage, as defined in the 1940 Act, equals at least 200% (now 150%, effective since May 3, 2019) after such borrowings. See "Item 1A. Risk Factors - ***Because we received the approval of our Board, we are subject to 150% Asset Coverage, effective May 3, 2019***";
- pay dividends on, or purchase or redeem or make any payments in respect of, capital stock or other securities ranking junior in right of payment to the Unsecured Notes, including subordinated indebtedness, in each case other than dividends, purchases, redemptions or payments that would cause our asset coverage to fall below the threshold specified in Section 18(a)(1)(B) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time or any successor provisions, giving effect to (i) any exemptive relief granted to us by the SEC and (ii) no-action relief granted by the SEC to another BDC (or to us if we determine to seek such similar no-action or other relief) permitting the BDC to declare any cash dividend or distribution notwithstanding the prohibition contained in Section 18(a)(1)(B) as modified by such provisions of Section 61(a) of the 1940 Act as may be applicable to us from time to time in order to maintain the BDC's status as a RIC under Subchapter M of the Code. These provisions generally prohibit us from declaring any cash dividend or distribution upon any class of our capital stock, or purchasing any such capital stock if our asset coverage, as defined in the 1940 Act, is below 200% (now 150%, effective since May 3, 2019) at the time of the declaration of the dividend or distribution or the purchase and after deducting the amount of such dividend, distribution or purchase. See "Item 1A. Risk Factors - ***Because we received the approval of our Board, we are subject to 150% Asset Coverage, effective May 3, 2019***";
- sell assets (other than certain limited restrictions on our ability to consolidate, merge or sell all or substantially all of our assets);
- enter into transactions with affiliates;
- create liens (including liens on the shares of our subsidiaries) or enter into sale and leaseback transactions;
- make investments; or
- create restrictions on the payment of dividends or other amounts to us from our subsidiaries.

In addition, the indenture does not require us to make an offer to purchase the Unsecured Notes in connection with a change of control or any other event.

Furthermore, the terms of the indenture and the Unsecured Notes do not protect holders of the Unsecured Notes in the event that we experience changes (including significant adverse changes) in our financial condition, results of operations or credit ratings, if any, as they do not require that we or our subsidiaries adhere to any financial tests or ratios or specified levels of net worth, revenues, income, cash flow, or liquidity.

Our ability to recapitalize, incur additional debt (including additional debt that matures prior to the maturity of the Unsecured Notes), and take a number of other actions that are not limited by the terms of the Unsecured Notes may have

important consequences for you as a holder of the Unsecured Notes, including making it more difficult for us to satisfy our obligations with respect to the Unsecured Notes or negatively affecting the trading value of the Unsecured Notes.

Other debt we issue or incur in the future could contain more protections for its holders than the indenture and the Unsecured Notes, including additional covenants and events of default. The issuance or incurrence of any such debt with incremental protections could affect the market for, trading levels, and prices of the Unsecured Notes.

***We may choose to redeem the Unsecured Notes when prevailing interest rates are relatively low.***

On or after October 31, 2023 for the Unsecured Notes Due October 2028 (without a prepayment penalty) or anytime prior to maturity (subject to a prepayment penalty) for the Unsecured Notes Due 2026, we may choose to redeem the Unsecured Notes from time to time, especially if prevailing interest rates are lower than the rate borne by the Unsecured Notes. If prevailing rates are lower at the time of redemption, and we redeem the Unsecured Notes, Unsecured Notes holders likely would not be able to reinvest the redemption proceeds in a comparable security at an effective interest rate as high as the interest rate on the Unsecured Notes being redeemed. Our redemption right also may adversely impact Unsecured Note holders' ability to sell the Unsecured Notes as the optional redemption date or period with respect to the Unsecured Notes Due October 2028 approaches.

#### **General Risk Factors**

***Global capital markets could enter a period of severe disruption and instability. These conditions have historically affected and could again materially and adversely affect debt and equity capital markets in the United States and around the world and our business.***

The current worldwide financial market situation, as well as various social and political tensions in the United States and around the world, may contribute to increased market volatility, may have long-term effects on the U.S. and worldwide financial markets and may cause economic uncertainties or deterioration in the U.S. and worldwide. The impact of downgrades by rating agencies to the U.S. government's sovereign credit rating or its perceived creditworthiness as well as potential government shutdowns could adversely affect the U.S. and global financial markets and economic conditions. Since 2010, several European Union, or EU, countries have faced budget issues, some of which may have negative long-term effects for the economies of those countries and other EU countries. There is continued concern about national-level support for the Euro and the accompanying coordination of fiscal and wage policy among European Economic and Monetary Union member countries. The decision made in the United Kingdom referendum to leave the EU (commonly known as "Brexit") has led to volatility in global financial markets and may lead to weakening in consumer, corporate and financial confidence in the United Kingdom and Europe. Under the terms of the withdrawal agreement negotiated and agreed to between the United Kingdom and the European Union, the United Kingdom's departure from the European Union was followed by a transition period which ran until December 31, 2020 and during which the United Kingdom continued to apply European Union law and was treated for all material purposes as if it were still a member of the European Union. On December 24, 2020, the European Union and United Kingdom governments signed a trade deal (the "Trade Agreement") that applied provisionally from January 1, 2021 until the end of April 2021, when the European Parliament approved the Trade Agreement, and that now governs the relationship between the United Kingdom and the European Union. The Trade Agreement implements significant regulation around trade, transport of goods and travel restrictions between the United Kingdom and the European Union. Notwithstanding the foregoing, the longer term economic, legal, political, and social framework to be put in place between the United Kingdom and the European Union are unclear at this stage and are likely to lead to ongoing political and economic uncertainty.

The deterioration in the economic conditions in the Eurozone and other regions or countries globally and the resulting instability in global financial markets may pose a risk to our business. Global market and economic disruptions have affected, and may in the future affect the U.S. capital markets, which could adversely affect our business, financial condition or results of operations. We cannot assure you that market disruptions in Europe and other regions or countries, including the increased cost of funding for certain governments and financial institutions, will not impact the global economy, and we cannot assure you that assistance packages will be available, or if available, be sufficient to stabilize countries and markets in Europe or elsewhere affected by a financial crisis. To the extent uncertainty regarding any economic recovery in Europe negatively impacts consumer confidence and consumer credit factors, our business, financial condition and results of operations could be significantly and adversely affected.

Various social and political circumstances in the United States and around the world (including wars and other forms of conflict, terrorist acts, security operations and catastrophic events such as fires, floods, earthquakes, tornadoes, hurricanes and global health epidemics) may also contribute to increased market volatility and economic uncertainties or deterioration in the United States and worldwide. Such events, including rising trade tensions between the United States and China, other uncertainties regarding actual and potential shifts in U.S. and foreign, trade, economic and other policies with other countries, escalating border tensions between Russia and Ukraine, and the COVID-19 pandemic, could adversely affect our business, financial condition or results of operations. These market and economic disruptions could negatively impact the operating results of our portfolio companies.

Additionally, the Federal Reserve may raise, or may announce its intention to raise, the Federal Funds Rate in 2022. These developments, along with the U.S. government's credit and deficit concerns, global economic uncertainties and market volatility and the impacts of COVID-19, could cause interest rates to be volatile, which may negatively impact our ability to access the debt markets and capital markets on favorable terms.

***Events outside of our control, including public health crises, could negatively affect our portfolio companies, our investment adviser and the results of our operations.***

Periods of market volatility could continue to occur in response to pandemics or other events outside of our control. We, OFS Advisor and the portfolio companies in which we invest could be affected by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, such as acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes, major plant breakdowns, pipeline or electricity line ruptures, failure of technology, defective design and construction, accidents, demographic changes, government macroeconomic policies, social instability, etc.). Some force majeure events could adversely affect the ability of a party (including us, OFS Advisor, a portfolio company or a counterparty to us, OFS Advisor, or a portfolio company) to perform its obligations until it is able to remedy the force majeure event. In addition, force majeure events, such as the cessation of the operation of equipment for repair or upgrade, could similarly lead to the unavailability of essential equipment and technologies. These risks could, among other effects, adversely impact the cash flows available from a portfolio company, cause personal injury or loss of life, including to a senior manager of OFS Advisor or its affiliates, damage property, or instigate disruptions of service. In addition, the cost to a portfolio company or us of repairing or replacing damaged assets resulting from such force majeure event could be considerable. It will not be possible to insure against all such events, and insurance proceeds received, if any, could be inadequate to completely or even partially cover any loss of revenues or investments, any increases in operating and maintenance expenses, or any replacements or rehabilitation of property. Certain events causing catastrophic loss could be either uninsurable, or insurable at such high rates as to adversely impact us, OFS Advisor, or portfolio companies, as applicable.

Force majeure events that are incapable of or are too costly to cure could have permanent adverse effects. Certain force majeure events (such as war or an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries in which we invest or our portfolio companies operate specifically. Such force majeure events could result in or coincide with: increased volatility in the global securities, derivatives and currency markets; a decrease in the reliability of market prices and difficulty in valuing assets; greater fluctuations in currency exchange rates; increased risk of default (by both government and private issuers); further social, economic, and political instability; nationalization of private enterprise; greater governmental involvement in the economy or in social factors that impact the economy; less governmental regulation and supervision of the securities markets and market participants and decreased monitoring of the markets by governments or self-regulatory organizations and reduced enforcement of regulations; limited, or limitations on, the activities of investors in such markets; controls or restrictions on foreign investment, capital controls and limitations on repatriation of invested capital; inability to purchase and sell investments or otherwise settle security or derivative transactions (i.e., a market freeze); unavailability of currency hedging techniques; substantial, and in some periods extremely high, rates of inflation, which can last many years and have substantial negative effects on credit and securities markets as well as the economy as a whole; recessions; and difficulties in obtaining and/or enforcing legal judgments. Additionally, a major governmental intervention into industry, including the nationalization of an industry or the assertion of control over one or more portfolio companies or its assets, could result in a loss to us, including if the investment in such portfolio companies is canceled, unwound or acquired (which could result in inadequate compensation). Any of the foregoing could therefore adversely affect the performance of us and our investments.

***We may experience fluctuations in our quarterly operating results.***

We could experience fluctuations in our quarterly operating results due to a number of factors, including the interest rate payable on the debt securities we acquire, the default rate on such securities, the level of our expenses, variations in and the timing of the recognition of realized and unrealized gains or losses, distributions from our subsidiaries and portfolio companies, the degree to which we encounter competition in our markets and general economic conditions. In light of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

***We incur significant costs as a result of being a publicly traded company.***

As a publicly traded company, we incur legal, accounting and other expenses, including costs associated with the periodic reporting requirements applicable to a company whose securities are registered under the Exchange Act, as well as additional corporate governance requirements, including requirements under the Sarbanes-Oxley Act and other rules implemented by the SEC.

***Capital markets may experience periods of disruption and instability and we cannot predict when these conditions will occur. Such market conditions could materially and adversely affect debt and equity capital markets in the United States and abroad, which could have a negative impact on our business, financial condition and results of operations.***

The global capital markets have experienced a period of disruption as evidenced by a lack of liquidity in the debt capital markets, write-offs in the financial services sector, the re-pricing of credit risk and the failure of certain major financial institutions. While the capital markets have improved, these conditions could deteriorate again in the future. During such market disruptions, we may have difficulty raising debt or equity capital, especially as a result of regulatory constraints.

Market conditions may in the future make it difficult to extend the maturity of or refinance our existing indebtedness and any failure to do so could have a material adverse effect on our business. The illiquidity of our investments may make it difficult for us to sell such investments if required. As a result, we may realize significantly less than the value at which we have recorded our investments. In addition, significant changes in the capital markets, including the disruption and volatility, have had, and may in the future have, a negative effect on the valuations of our investments and on the potential for liquidity events involving our investments. An inability to raise capital, and any required sale of our investments for liquidity purposes, could have a material adverse impact on our business, financial condition and results of operations.

Various social and political tensions in the U.S. and around the world, including in the Middle East, Eastern Europe and Russia, may continue to contribute to increased market volatility, may have long-term effects on the U.S. and worldwide financial markets, and may cause further economic uncertainties or deterioration in the U.S. and worldwide. Specifically, the rising conflict between Russia and Ukraine, and resulting market volatility, could adversely affect our business, financial condition or results of operations. In response to the conflict between Russia and Ukraine, the U.S. and other countries have imposed sanctions or other restrictive actions against Russia. Additionally, several EU countries, including Greece, Ireland, Italy, Spain, and Portugal, continue to face budget issues, some of which may have negative long-term effects for the economies of those countries and other EU countries. There is also continued concern about national-level support for the euro and the accompanying coordination of fiscal and wage policy among European Economic and Monetary Union member countries. The recent U.S. and global economic downturn, or a return to the recessionary period in the U.S., could adversely impact our investments. Any of the above factors, including sanctions, export controls, tariffs, trade wars and other governmental actions, could have a material adverse effect on our business, financial condition, cash flows and results of operations and could cause the market value of our common shares and/or debt securities to decline. These market and economic disruptions could also negatively impact the operating results of our portfolio companies. We cannot predict the duration of the effects related to these or similar events in the future on the U.S. economy and securities markets or on our investments. We monitor developments and seek to manage our investments in a manner consistent with achieving our investment objective, but there can be no assurance that we will be successful in doing so.

***We are subject to risks related to corporate social responsibility.***

Our business faces increasing public scrutiny related to environmental, social and governance (“ESG”) activities, which are increasingly considered to contribute to the long-term sustainability of a company’s performance. A variety of organizations measure the performance of companies on ESG topics, and the results of these assessments are widely publicized. In addition, investment in funds that specialize in companies that perform well in such assessments are increasingly popular, and major institutional investors have publicly emphasized the importance of such ESG measures to their investment decisions.

We risk damage to our brand and reputation if we fail to act responsibly in a number of areas, such as diversity, equity and inclusion, environmental stewardship, corporate governance, support for local communities and transparency and considering ESG factors in our investment processes. Adverse incidents with respect to ESG activities could impact the value of our brand, the cost of our operations and relationships with investors, all of which could adversely affect our business and results of operations. Additionally, new regulatory initiatives related to ESG could adversely affect our business. The SEC has announced that it may require disclosure of certain ESG-related matters. At this time, there is uncertainty regarding the scope of such proposals or when they would become effective (if at all). Compliance with any new laws or regulations increases our regulatory burden and could make compliance more difficult and expensive, affect the manner in which we or our portfolio companies conduct our businesses and adversely affect our profitability.

***Cybersecurity risks and cyber incidents may adversely affect our business or the business of our portfolio companies by causing a disruption to our operations or the operations of our portfolio companies, a compromise or corruption of our confidential information or the confidential information of our portfolio companies and/or damage to our business relationships or the business relationships of our portfolio companies, all of which could negatively impact the business, financial condition and operating results of us or our portfolio companies.***

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of the information resources of us or our portfolio companies. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems or those of our portfolio companies or third-party



vendors for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The risk of a security breach or disruption, particularly through cyber-attacks or cyber intrusions, including by computer hackers, nation-state affiliated actors, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Despite careful security and controls design, our information technology systems and the information technology systems of our portfolio companies and our third-party vendors, may be subject to security breaches and cyber-attacks, the result of which may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation damage to business relationships and damage to our competitiveness, stock price, and long-term stockholder value. The costs related to cyber or other security threats or disruptions may not be fully insured or indemnified by other means. As our, our portfolio companies' and our third party vendors' reliance on technology has increased, so have the risks posed to our information systems, both internal and those provided by OFS Services and third-party service providers, and the information systems of our portfolio companies. OFS Advisor has implemented processes, procedures and internal controls to help mitigate cybersecurity risks and cyber intrusions, but these measures, as well as our increased awareness of the nature and extent of a risk of a cyber incident, do not guarantee that a cyber incident will not occur and/or that our financial results, operations or confidential information will not be negatively impacted by such an incident. In addition, cybersecurity has become a top priority for regulators around the world, and some jurisdictions have enacted laws requiring companies to notify individuals of data security breaches involving certain types of personal data. Even the most well-protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we and our service providers may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us and our service providers to entirely mitigate this risk. Cybersecurity risks require continuous and increasing attention and other resources from us to, among other actions, identify and quantify these risks, upgrade and expand our technologies, systems and processes to adequately address such risks. Such attention diverts time and other resources from other activities and there is no assurance that our efforts will be effective. If we fail to comply with the relevant laws and regulations, we could suffer financial losses, a disruption of our businesses, liability to investors, regulatory intervention or reputational damage. Further, the remote working conditions resulting from the COVID-19 pandemic have heightened our and our portfolio companies' vulnerability to a cybersecurity risk or incident.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

We do not own or lease any real estate or other physical properties material to our operation. Our headquarters are located at 10 S. Wacker Drive, Suite 2500, Chicago, IL, 60606, and are provided by OFS Services pursuant to the Administration Agreement. Additional operations are conducted from offices in New York, New York and Los Angeles, California, which are also provided by OFS Services pursuant to the Administration Agreement. We believe that our office facilities are suitable and adequate for our business as we contemplate continuing to conduct it.

**Item 3. Legal Proceedings**

We, OFS Advisor and OFS Services, are not currently subject to any material pending legal proceedings threatened against us as of December 31, 2021. From time to time, we may be a party to certain legal proceedings incidental to the normal course of our business including the enforcement of our rights under contracts with our portfolio companies. Furthermore, third parties may try to seek to impose liability on us in connection with the activities of our portfolio companies. While the outcome of these legal proceedings cannot be predicted with certainty, we do not expect that these proceedings will have a material effect upon our business, financial condition, results of operations or cash flows.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### COMMON STOCK AND HOLDERS

Our common stock is traded on the Nasdaq Global Select Market under the symbol "OFS". The last reported sale price for our common stock on the Nasdaq Global Select Market on March 1, 2022 was \$9.85 per share. As of March 1, 2022, there were four holders of record of the common stock, one of which was OFSAM. One holder of record does not identify stockholders for whom shares are held beneficially in "nominee" or "street name".

The following table lists the high and low closing sale price for our common stock, NAV per share, and the cash distributions per share that we have declared on our common stock for each fiscal quarter during the last two most recently completed fiscal years and the current fiscal year through March 1, 2022. The stock quotations are inter-dealer quotations and do not include markups, markdowns or commissions.

Period	NAV Per Share <sup>(1)</sup>	Price Range		Premium (Discount) of High Sales Price to NAV	Premium (Discount) of Low Sales Price to NAV	Cash Distribution per Share
		High	Low			
<b>Fiscal 2022</b>						
First Quarter <sup>(2)</sup>	*	\$ 10.88	\$ 9.50	*	*	\$ 0.28
<b>Fiscal 2021</b>						
Fourth Quarter	\$ 15.18	\$ 11.40	\$ 10.38	-24.9 %	-31.6 %	\$ 0.25
Third Quarter	\$ 14.16	\$ 10.55	\$ 8.80	-25.5 %	-37.9 %	\$ 0.24
Second Quarter	\$ 13.42	\$ 10.30	\$ 8.77	-23.2 %	-34.6 %	\$ 0.22
First Quarter	\$ 11.96	\$ 9.15	\$ 6.82	-23.5 %	-43.0 %	\$ 0.20
<b>Fiscal 2020</b>						
Fourth Quarter	\$ 11.85	\$ 7.58	\$ 3.97	-36.0 %	-66.5 %	\$ 0.18
Third Quarter	\$ 11.18	\$ 5.08	\$ 4.04	-54.6 %	-63.9 %	\$ 0.17
Second Quarter	\$ 10.10	\$ 5.70	\$ 3.52	-43.6 %	-65.1 %	\$ 0.17
First Quarter	\$ 9.71	\$ 11.97	\$ 3.70	23.3 %	-61.9 %	\$ 0.34

(1) NAV per share is determined as of the last day in the relevant quarter and therefore may not reflect the NAV per share on the date of the high and low sales prices. The NAVs shown are based on outstanding shares at the end of each period.

(2) Period from January 1, 2022 through March 1, 2022.

\* Not determinable at the time of filing.

#### Issuer Purchases of Equity Securities

On May 22, 2018, the Board authorized the Stock Repurchase Program under which we could acquire up to \$10.0 million of our outstanding common stock through the two-year period ending May 22, 2020. On May 4, 2020, the Board extended the Stock Repurchase Program for an additional two-year period. Under the extended Stock Repurchase Program, we are authorized to repurchase shares in open-market transactions, including through block purchases, depending on prevailing market conditions and other factors. We expect the Stock Repurchase Program to be in place through May 22, 2022, or until the approved dollar amount has been used to repurchase shares. The Stock Repurchase Program does not obligate us to acquire any specific number of shares, and all repurchases will be made in accordance with SEC Rule 10b-18, which sets certain restrictions on the method, timing, price and volume of stock repurchases. The Stock Repurchase Program may be extended, modified or discontinued at any time for any reason. We have provided our stockholders with notice of our intention to repurchase shares of our common stock in accordance with 1940 Act requirements. We retire all shares of common stock that we purchased in connection with the Stock Repurchase Program.

The following table summarizes the shares of common stock that we repurchased under the Stock Repurchase Program during the years ended December 31, 2021, 2020, 2019 and 2018 (amount in thousands except shares).

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet be Purchased Under the Plans or Programs</b>
May 22, 2018 through December 31, 2018	300	\$ 10.29	300	\$ 9,997
January 1, 2019 through December 31, 2019	—	—	—	—
January 1, 2020 through December 31, 2020	—	—	—	—
January 1, 2021 through December 31, 2021	700	6.70	700	9,992
<b>Total</b>	<b>1,000</b>	<b>\$ 7.78</b>	<b>1,000</b>	<b>\$ 9,992</b>

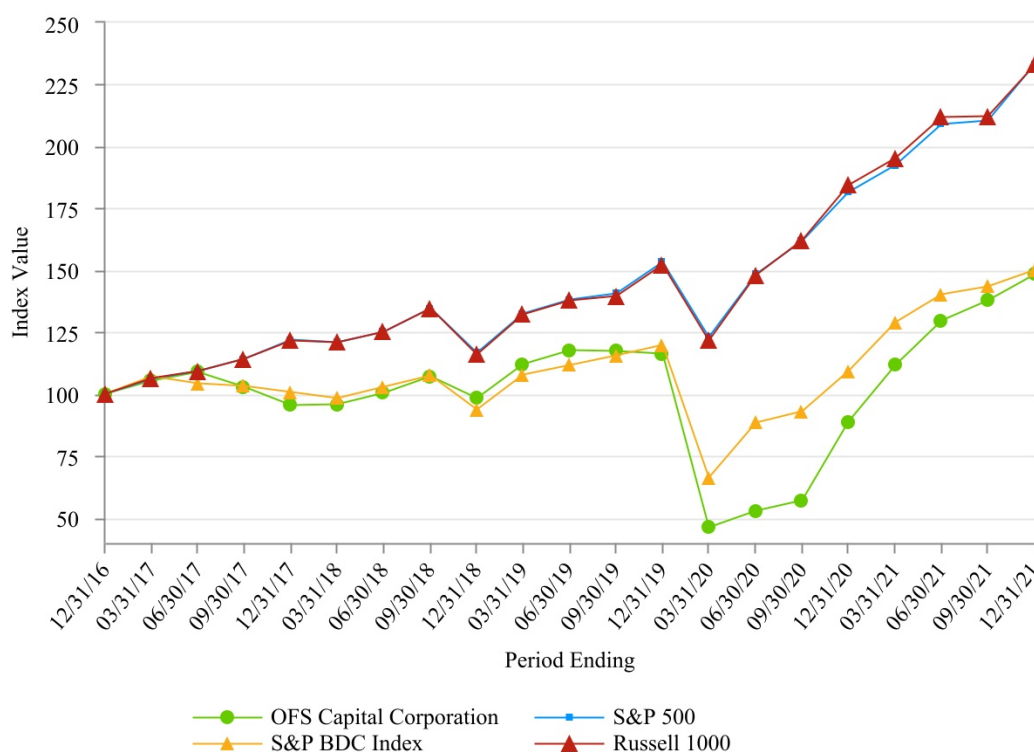
#### **Sales of Unregistered Securities**

There was \$0.1 million of distributions reinvested during the year ended December 31, 2021, under the DRIP.

## Stock Performance Graph

This graph compares the return on our common stock with that of the Standard & Poor's 500 Stock Index, the Russell 1000 Index and the Standard & Poor's BDC Index, for the last five fiscal years. The graph assumes that, on December 31, 2016, a person invested \$100 in our common stock, the Standard & Poor's 500 Stock Index, the Russell 1000 Index and the Standard & Poor's BDC Index. The graph measures total stockholder return, which takes into account changes in stock price and assumes reinvestment of all dividends and distributions prior to any tax effect.

### Total Return Performance



	December 31, 2017	December 31, 2018	December 31, 2019	December 31, 2020	December 31, 2021
OFS Capital Corporation	95.6	98.5	116.3	88.8	148.3
S&P 500	121.8	116.5	153.2	181.4	233.4
S&P BDC Index	100.6	93.6	120.0	109.3	150.3
Russell 1000	121.7	115.9	152.3	184.2	232.9

The graph and other information under the heading "Stock Performance Graph" in Part II Item 5 of this Annual Report on Form 10-K is "furnished" and shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act and shall not be deemed incorporated by reference in any filing under the Exchange Act. The stock price performance included in the above graph is not necessarily indicative of future stock price performance.

## Fees and Expenses

The following table is intended to assist you in understanding the costs and expenses that you will bear directly or indirectly. We caution you that the percentages indicated in the table below are estimates and may vary. Except where the context suggests otherwise, whenever this Annual Report on Form 10-K contains a reference to fees or expenses paid by “us,” “the Company” or “OFS Capital,” or that “we” will pay fees or expenses, you will indirectly bear such fees or expenses as an investor in OFS Capital.

<b>Stockholder transaction expenses:</b>		
Sales load borne by us (as a percentage of offering price)	—	% <sup>(1)</sup>
Offering expenses borne by us (as a percentage of offering price)	—	% <sup>(1)</sup>
Dividend reinvestment plan fees (per sales transaction fee)	\$15.00	% <sup>(2)</sup>
<b>Total Stockholder transaction expenses (as a percentage of offering price)</b>	<b>—</b>	<b>% <sup>(1)</sup></b>
<b>Annual expenses (as a percentage of net assets attributable to common stock)<sup>(9)</sup>:</b>		
Base management fees payable under the Investment Advisory Agreement	4.23	% <sup>(3)</sup>
Incentive fees payable under the Investment Advisory Agreement	1.16	% <sup>(4)</sup>
Interest payments on borrowed funds	7.86	% <sup>(5)</sup>
Other expenses	2.38	% <sup>(6)</sup>
<b>Total annual expenses</b>	<b>15.63</b>	<b>%</b>
Base management fee reduction	(0.46)	% <sup>(8)</sup>
<b>Total annual expenses, net of fee reduction</b>	<b>15.17</b>	<b>% <sup>(7)</sup></b>

- (1) The amounts set forth in this table do not reflect the impact of any sales load, sales commission or other offering expenses borne by the Company and its stockholders. If applicable, the prospectus or prospectus supplement relating to an offering of our common stock will disclose the offering price and the estimated offering expenses and total stockholder transaction expenses borne by the Company and its common stockholders as a percentage of the offering price. In the event that shares of our common stock are sold to or through underwriters, the applicable prospectus or prospectus supplement will also disclose the applicable sales load.
- (2) The expenses of the dividend reinvestment plan are included in “other expenses.” The plan administrator’s fees will be paid by us. There will be no brokerage charges or other charges to stockholders who participate in the plan except that, if a participant elects by written notice to the plan administrator to have the plan administrator sell part or all of the shares held by the plan administrator in the participant’s account and remit the proceeds to the participant, the plan administrator is authorized to deduct a \$15.00 transaction fee plus a \$0.10 per share brokerage commission from the proceeds.
- (3) Our base management fee is 1.75% of the average value of our total assets (other than cash and cash equivalents, and the intangible assets resulting from the SBIC Acquisitions; but including assets purchased with borrowed amounts, and including assets owned by any consolidated entity). This item represents actual base management fees incurred by us during the year ended December 31, 2021 before the effect of the base management fee reduction on certain assets and assumes net of assets of \$203.7 million and leverage of \$349.9 million, which reflects our net assets and leverage as of December 31, 2021. We increased our leverage to a level below a 200% asset coverage ratio, as permitted under Section 61(a)(2) of the 1940 Act. As discussed in footnote (8), below, OFS Advisor agreed to reduce a portion of its base management fee on certain assets associated with the increase in leverage; the base management fees of 4.23% presented in the table above does not reflect the (0.46%) effect of the base management fee reduction on certain assets. See “Management and Other Agreements — Investment Advisory Agreement”.
- (4) The incentive fee in the table above is based on actual amounts incurred for the Income Incentive Fee for the year ended December 31, 2021, which includes the effects of the base management fee reduction discussed in footnote (3). The Capital Gains Fee will be accrued, but not necessarily become payable, if, on a cumulative basis, the sum of net realized capital gains and losses plus net unrealized appreciation and depreciation is positive. Net realized gains and losses result from sales transactions and no such transactions are currently contemplated by OFS Advisor; and unrealized capital gains or losses result from fluctuations in the fair value of our investments, which vary substantially from period to period and cannot be reasonably predicted. Accordingly, the assumed Capital Gains Fee in the table above is 0.0%.

The two parts of the incentive fee follows:

- The Income Incentive Fee, payable quarterly in arrears, equals 20.0% of our pre-incentive fee net investment income initially calculated based on values at the closing of this offering (including income that is accrued but not yet received)

in cash), subject to a 2.0% quarterly (8.0% annualized) hurdle rate and a “catch-up” provision measured as of the end of each calendar quarter. Under this provision, in any calendar quarter, OFS Advisor receives no incentive fee until our pre-incentive fee net investment income equals the hurdle rate of 2.0% but then receives, as a “catch-up,” 100% of our pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5%. The effect of this provision is that, if pre-incentive fee net investment income exceeds 2.5% in any calendar quarter, OFS Advisor will receive 20.0% of our pre-incentive fee net investment income as if a hurdle rate did not apply.

The hurdle rate is fixed at 2.0% quarterly (8% annualized), which means that, if interest rates rise, it will be easier for our pre-incentive fee net investment income to surpass the hurdle rate, which could lead to the payment of fees to OFS Advisor in an amount greater than expected. There is no accumulation of amounts on the hurdle rate from quarter to quarter and accordingly there is no clawback of amounts previously paid if subsequent quarters are below the quarterly hurdle rate and there is no delay of payment if prior quarters are below the quarterly hurdle rate.

- The Capital Gains Fee, payable annually in arrears, equals 20.0% of our realized capital gains on a cumulative basis, if any (or upon the termination of the Investment Advisory Agreement, as of the termination date), computed net of all realized capital losses and unrealized capital depreciation on a cumulative basis, less the aggregate amount of any previously paid capital gain incentive fees. The incentive fee is determined on a consolidated basis. We accrue the Capital Gains Fee if, on a cumulative basis, the sum of net realized capital gains and losses plus net unrealized appreciation and depreciation is positive. See “Management and Other Agreements — Investment Advisory Agreement.”
- (5) Interest payments on borrowed funds is based on our estimated cost of funds on our outstanding indebtedness as of December 31, 2021, which consisted of \$100.0 million of indebtedness outstanding under our BNP Facility, \$69.9 million of debentures issued by our SBIC, and \$180.0 million of Unsecured Notes outstanding. Based on our outstanding indebtedness as of December 31, 2021, our estimated annualized cost of funds, which includes all interest and amortization of debt issuance costs is 4.58%. As of December 31, 2021, our asset coverage ratio was 173% (which excludes the SBA debentures as a result of exemptive relief granted to us by the SEC) as permitted under Section 61(a)(2) of the 1940 Act.

We may borrow additional funds from time to time to make investments to the extent we determine that the economic situation is conducive to doing so. We do not expect to issue any preferred stock during the next twelve months and, therefore, have not included the cost of issuing and servicing preferred stock in the table. As of December 31, 2021, availability under the PWB Credit Facility and BNP Facility was \$25.0 million and \$50.0 million, respectively, both subject to a borrowing base and other covenants. Our stockholders will bear directly or indirectly the costs of borrowings under any debt instruments we may enter into.

- (6) “Other Expenses” are based on actual amounts incurred for the year ended December 31, 2021 which includes our overhead expenses, including payments under the Administration Agreement based on our allocable portion of overhead and other expenses incurred by OFS Services. See “Management and Other Agreements — Administration Agreement.”
- (7) Our stockholders indirectly bear the expenses of underlying funds or other investment vehicles that would be investment companies under section 3(a) of the 1940 Act but for the exceptions to that definition provided for in sections 3(c)(1) and 3(c)(7) of the 1940 Act (“Acquired Funds”) in which we invest. We do not currently invest in underlying funds or other investment companies and therefore do not expect to incur any acquired fund fees and expenses. **The indirect expenses that will be associated with our Structured Finance Note investments are not included in the fee table presentation, but if such expenses were included in the fee table presentation then our total annual expenses would have been 15.32%.**
- (8) OFS Advisor agreed to reduce a portion of its base management fee by reducing the portion of such fee from 1.75% to 1.00% on the average total assets at the end of the two most recently completed quarters on assets held by the Company through OFSCC-FS, LLC, an indirect wholly owned subsidiary of the Company. The base management fee reduction is renewable on an annual basis and the amount of the base management fee reduction with respect to the OFSCC-FS Assets shall not be subject to recoupment by OFS Advisor.
- (9) Estimated.

**Example.** The following example demonstrates the projected dollar amount of total cumulative expenses over various periods with respect to a hypothetical investment in our common stock. In calculating the following expense amounts, we have assumed we would have no additional leverage and that our annual operating expenses would remain at

the levels set forth in the table above. The expense amounts assume an annual base management fee 1.75% for each year. Transaction expenses are not included in the following example.

	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
You would pay the following expenses on a \$1,000 investment, assuming a 5.0% annual return	\$131	\$354	\$536	\$856

While the example assumes, as required by the applicable rules of the SEC, a 5.0% annual return, our performance will vary and may result in a return greater or less than 5.0%. The incentive fee under the Investment Management Agreement, which, assuming a 5.0% annual return, would either not be payable or would have an insignificant impact on the expense amounts shown above, is not included in the above example. The above illustration assumes that we will not realize any capital gains (computed net of all realized capital losses and unrealized capital depreciation) in any of the indicated time periods. If we achieve sufficient returns on our investments, including through the realization of capital gains, to trigger an incentive fee of a material amount, our expenses and returns to our investors would be higher. For example, if we assumed that we received our 5.0% annual return completely in the form of net realized capital gains on our investments, computed net of all cumulative unrealized depreciation on our investments, the projected dollar amount of total cumulative expenses set forth in the above illustration would be as follows:

	<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
You would pay the following expenses on a \$1,000 investment, assuming a 5.0% annual return resulting entirely from net realized capital gains (all of which is subject to our incentive fee on capital gains)	\$140	\$376	\$563	\$879

While the examples assume reinvestment of all distributions at NAV, participants in our dividend reinvestment plan will receive a number of shares of our common stock determined by dividing the total dollar amount of the distribution payable to a participant by the market price per share of our common stock at the close of trading on the dividend payment date. The market price per share of our common stock may be at, above or below NAV.

**The example should not be considered a representation of future expenses, and actual expenses may be greater or less than those shown.**

## SENIOR SECURITIES

Information about our senior securities (including preferred stock, debt securities and other indebtedness) is shown in the following tables for the years ended December 31, 2021, 2020, 2019, 2018, 2017, 2016, 2015, 2014, 2013 and 2012. The senior securities table as of December 31, 2021, 2020 and 2019 was audited by KPMG LLP and the senior securities table as of December 31, 2018, 2017, 2016, 2015, 2014, 2013, and 2012 were audited by our former independent registered public accounting firms. The “—” indicates information that the SEC expressly does not require to be disclosed for certain types of senior securities. The report of our current independent registered public accounting firm on the senior securities table is attached as an exhibit to this Annual Report.

(dollar amounts in thousands, except per unit data)

Class and Year	Total Amount Outstanding <sup>(1)</sup>	Asset Coverage Per Unit <sup>(2)</sup>	Involuntary Liquidating Preference Per Unit <sup>(3)</sup>	Average Market Value Per Unit <sup>(4)</sup>
<b>4.75% Notes due 2026</b>				
December 31, 2021	\$ 125,000	\$ 3,870	—	N/A
<b>4.95% Notes due 2028</b>				
December 31, 2021	\$ 55,000	\$ 8,795	—	\$ 25.51
<b>6.25% Notes due 2023</b>				
December 31, 2021	\$ —	\$ —	—	\$ 25.36
December 31, 2020	\$ 25,000	\$ 14,754	—	\$ 24.82
<b>6.375% Notes due 2025</b>				
December 31, 2021	\$ —	\$ —	—	\$ 25.00
December 31, 2020	\$ 50,000	\$ 7,377	—	\$ 22.66
December 31, 2019	\$ 50,000	\$ 7,519	—	\$ 25.30
December 31, 2018	\$ 50,000	\$ 5,645	—	\$ 24.84
<b>6.50% Notes due 2025</b>				
December 31, 2021	\$ —	\$ —	—	\$ 24.91
December 31, 2020	\$ 48,525	\$ 7,601	—	\$ 22.80
December 31, 2019	\$ 48,525	\$ 7,747	—	\$ 25.29
December 31, 2018	\$ 48,525	\$ 5,817	—	\$ 24.43
<b>5.95% Notes due 2026</b>				
December 31, 2021	\$ —	\$ —	—	\$ 24.52
December 31, 2020	\$ 54,325	\$ 6,790	—	\$ 21.89
December 31, 2019	\$ 54,325	\$ 6,920	—	\$ 24.75
<b>BNP Facility</b>				
December 31, 2021	\$ 100,000	\$ 4,837	—	N/A
December 31, 2020	\$ 31,450	\$ 11,728	—	N/A
December 31, 2019	\$ 56,450	\$ 6,659	—	N/A
<b>PWB Credit Facility</b>				
December 31, 2021	\$ —	\$ —	—	N/A
December 31, 2020	\$ 600	\$ 614,760	—	N/A
December 31, 2019	\$ —	\$ —	—	N/A
December 31, 2018	\$ 12,000	\$ 23,521	—	N/A
December 31, 2017	\$ 17,600	\$ 11,540	—	N/A



(dollar amounts in thousands, except per unit data)

Class and Year	Total Amount Outstanding <sup>(1)</sup>	Asset Coverage Per Unit <sup>(2)</sup>	Involuntary Liquidating Preference <sup>(3)</sup> Per Unit	Average Market Value Per Unit <sup>(4)</sup>
December 31, 2016	\$ 9,500	\$ 15,821	—	N/A
December 31, 2015	\$ —	\$ —	—	N/A
<b>WM Credit Facility<sup>(6)</sup></b>				
December 31, 2014	\$ 72,612	\$ 2,847	—	N/A
December 31, 2013	\$ 108,955	\$ 2,256	—	N/A
December 31, 2012	\$ 99,224	\$ 2,429	—	N/A
<b>SBA debentures (SBIC I LP)<sup>(5)</sup></b>				
December 31, 2021	\$ 69,920	\$ —	—	N/A
December 31, 2020	\$ 105,270	\$ —	—	N/A
December 31, 2019	\$ 149,880	\$ —	—	N/A
December 31, 2018	\$ 149,880	\$ —	—	N/A
December 31, 2017	\$ 149,880	\$ —	—	N/A
December 31, 2016	\$ 149,880	\$ —	—	N/A
December 31, 2015	\$ 149,880	\$ —	—	N/A
December 31, 2014	\$ 127,295	\$ —	—	N/A
December 31, 2013	\$ 26,000	\$ —	—	N/A
December 31, 2012	\$ —	\$ —	—	N/A
<b>Total Senior Securities<sup>(7)</sup></b>				
December 31, 2021	\$ 349,920	\$ 1,728	—	N/A
December 31, 2020	\$ 315,170	\$ 1,757	—	N/A
December 31, 2019	\$ 359,180	\$ 1,796	—	N/A
December 31, 2018	\$ 260,405	\$ 2,554	—	N/A
December 31, 2017	\$ 167,480	\$ 11,540	—	N/A
December 31, 2016	\$ 159,380	\$ 15,821	—	N/A
December 31, 2015	\$ 149,880	\$ —	—	N/A
December 31, 2014	\$ 199,907	\$ 2,847	—	N/A
December 31, 2013	\$ 134,955	\$ 2,256	—	N/A
December 31, 2012	\$ 99,224	\$ 2,429	—	N/A

(1) Total amount of each class of senior securities outstanding at the end of the period presented.

(2) The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by the class of senior securities representing indebtedness. This asset coverage ratio is multiplied by \$1,000 to determine the "Asset Coverage Per Unit."

(3) The amount to which such class of senior security would be entitled upon the involuntary liquidation of the issuer in preference to any security junior to it.

(4) Average market value per unit for our unsecured notes represents the average of the daily closing prices as reported on the Nasdaq Market during the period presented. Not applicable to our 4.75% Notes due 2026, PWB Credit Facility, BNP Facility, WM Credit Facility or SBA debentures because these senior securities are not registered for public trading.

(5) The SBA debentures are not subject to the asset coverage requirements of the 1940 Act as a result of exemptive relief granted to us by the SEC.

(6) The secured revolving line of credit with Wells Fargo Bank, N.A., as lender and OFS Capital WM, LLC, a previous wholly owned investment company subsidiary of the Company, as borrower (the "WM Credit Facility") was terminated on May 25, 2015.

(7) The Asset Coverage Per Unit does not include the SBA debentures as described in footnote 5 above.

## FINANCIAL HIGHLIGHTS

The following is a schedule of financial highlights for the each year in the ten-year period ended December 31, 2021. The financial highlights as of December 31, 2021, 2020 and 2019 were audited by KPMG LLP and the financial highlights for each of the seven years in the period ended December 31, 2018 were audited by our former independent registered public accounting firms.

	Years Ended December 31,									
	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
<b>Per share operating performance:</b>										
Net asset value per share at beginning of year	\$ 11.85	\$ 12.46	\$ 13.10	\$ 14.12	\$ 14.82	\$ 14.76	\$ 14.24	\$ 14.58	\$ 14.80	N/A (11)
Net investment income <sup>(4)</sup>	1.00	0.92	1.43	1.38	1.28	1.46	1.39	0.95	0.59	N/A (11)
Net realized gain (loss) on non-control/non-affiliate investments <sup>(4)</sup>	(2.02)	(0.75)	(0.29)	(0.37)	(0.26)	0.25	(0.31)	0.02	0.01	N/A (11)
Net realized gain on affiliate investments <sup>(4)</sup>	0.56	—	—	0.01	0.81	—	0.14	—	—	N/A (11)
Net realized loss on control investment <sup>(4)</sup>	—	—	—	—	—	—	—	(0.37)	—	N/A (11)
Realized gain from SBIC Acquisition <sup>(4)</sup>	—	—	—	—	—	—	—	—	0.29	N/A (11)
Income tax provision from realized gains on investments	(0.08)	—	—	—	—	—	—	—	—	N/A (11)
Net unrealized appreciation (depreciation) on non-control/non-affiliate investments, net of deferred taxes <sup>(4)</sup>	2.89	(0.82)	(0.72)	(0.19)	(0.78)	(0.69)	0.53	0.05	0.04	N/A (11)
Net unrealized appreciation (depreciation) on affiliate investments <sup>(4)</sup>	2.10	0.94	0.40	(0.06)	(0.41)	0.33	0.13	0.19	0.05	N/A (11)
Net unrealized appreciation (depreciation) on control investment <sup>(4)</sup>	0.13	0.13	(0.10)	(0.06)	—	0.07	—	0.18	(0.18)	N/A (11)
Loss on extinguishment of debt <sup>(4)</sup>	(0.34)	(0.06)	—	—	—	—	—	—	—	N/A (11)
Loss on impairment of goodwill <sup>(4)</sup>	—	(0.08)	—	—	—	—	—	—	—	N/A (11)
Total from operations	4.24	0.28	0.72	0.71	0.64	1.42	1.88	1.02	0.80	N/A (11)
Distributions	(0.91)	(0.86)	(1.36)	(1.73)	(1.36)	(1.36)	(1.36)	(1.36)	(1.02)	N/A (11)
Issuance of common stock <sup>(5)</sup>	—	(0.03)	—	—	(0.03)	—	—	—	—	N/A (11)
Other <sup>(6)</sup>	—	—	—	—	0.05	—	—	—	—	N/A (11)
<b>Net asset value per share at end of year</b>	<b>\$ 15.18</b>	<b>\$ 11.85</b>	<b>\$ 12.46</b>	<b>\$ 13.10</b>	<b>\$ 14.12</b>	<b>\$ 14.82</b>	<b>\$ 14.76</b>	<b>\$ 14.24</b>	<b>\$ 14.58</b>	<b>14.80</b>

	Years Ended December 31,									
	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
Per share market value, end of period	\$ 10.90	\$ 7.15	\$ 11.17	\$ 10.60	\$ 11.90	\$ 13.76	\$ 11.48	\$ 11.78	\$ 12.83	\$ 13.69
Total return based on market value <sup>(1)</sup>	66.8 %	(24.0)%	18.3 %	3.5 %	(4.7)%	32.3 %	9.0 %	2.4 %	1.3 %	(7.6)%
Total return based on net asset value <sup>(2)</sup>	40.2 %	13.6 %	6.7 %	7.8 %	5.0 %	10.9 %	16.0 %	7.5 %	7.7 %	N/M (12)
Shares outstanding at end of period	13,422,413	13,409,559	13,376,836	13,357,337	13,340,217	9,700,297	9,691,170	9,650,834	9,629,797	9,578,691
Weighted average shares outstanding	13,413,861	13,394,005	13,364,244	13,348,203	12,403,706	9,693,801	9,670,153	9,634,471	9,619,723	9,578,691
<b>Ratio/Supplemental Data (in thousands except ratios)</b>										
Average net asset value <sup>(3)</sup>	\$ 178,628	\$ 148,175	\$ 171,889	\$ 182,468	\$ 171,631	\$ 142,818	\$ 140,002	\$ 138,131	\$ 141,058	\$ 98,164
Net asset value at end of year	\$ 203,744	\$ 158,956	\$ 166,627	\$ 175,023	\$ 188,336	\$ 143,778	\$ 143,012	\$ 137,471	\$ 140,378	\$ 141,799
Net investment income	\$ 13,450	\$ 12,295	\$ 19,098	\$ 18,385	\$ 15,877	\$ 14,145	\$ 13,411	\$ 9,135	\$ 5,718	\$ 661
Ratio of total expenses, net to average net assets <sup>(8)</sup>	19.2 %	22.4 %	19.4 %	13.4 %	10.2 %	11.9 %	13.5 %	9.9 %	8.0 %	13.6% (13)
Ratio of total expenses, net and losses on impairment of goodwill and extinguishment of debt to average net assets <sup>(9)</sup>	21.8 %	23.7 %	— %	— %	— %	— %	— %	— %	— %	— %
Ratio of net investment income to average net assets <sup>(10)</sup>	7.5 %	8.3 %	11.1 %	10.5 %	8.4 %	9.8 %	9.6 %	6.6 %	4.1 %	4.6% (13)
Ratio of goodwill impairment loss to average net assets	— %	0.7 %	— %	— %	— %	— %	— %	— %	— %	— %
Ratio of loss on extinguishment of debt to average net assets	2.6 %	0.6 %	— %	— %	— %	— %	— %	— %	— %	— %
Portfolio turnover <sup>(7)</sup>	54.9 %	28.1 %	21.2 %	41.9 %	50.4 %	18.1 %	44.6 %	34.9 %	19.7 %	— %

- (1) Calculated as ending market value less beginning market value, adjusted for distributions reinvested at prices based on the Company's dividend reinvestment plan for the respective distributions.
- (2) Calculated as ending net asset value less beginning net asset value, adjusted for distributions reinvested at the Company's dividend reinvestment plan for the respective distributions.
- (3) Based on the average of the net asset value at the beginning of the indicated period and the end of each calendar quarter within the period indicated.
- (4) Calculated on the average share method.
- (5) The issuance of common stock on a per share basis reflects the incremental net asset value change as a result of DRIP issuances during 2020 and the follow-on public offering of 3,625,000 shares in April 2017.
- (6) Represents the impact of different share amounts used in calculating per share data as a result of calculating certain per share data based on a weighted average shares outstanding during the period and certain per share data based on the shares outstanding as of a period end or transaction date.
- (7) Portfolio turnover rate is calculated using the lesser of year-to-date sales, Structured Finance Note distributions and principal payments or year-to-date purchases over the average of the invested assets at fair value at the beginning of the indicated period and the end of each calendar quarter within the period indicated.
- (8) Ratio of total expenses before incentive fee waiver to average net assets was 22.7% and 13.4% for the years ended December 31, 2020 and December 31, 2018, respectively.
- (9) Ratio of total expenses before incentive fee waiver and losses on impairment of goodwill and extinguishment of debt to average net assets was 24.0% for the year ended December 31, 2020.
- (10) Ratio of net investment income before incentive fee waiver to average net assets was 8.0% and 10.5% for the years ended December 31, 2020 and December 31, 2018, respectively.
- (11) Per share data is not provided as the Company did not have shares of common stock outstanding prior to its IPO.
- (12) Not meaningful.
- (13) Annualized.

**Item 6. Reserved.**

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

**FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements are not historical facts, but rather are based on current expectations, estimates and projections about us, our current and prospective portfolio investments, our industry, our beliefs, and our assumptions. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “would,” “should,” “targets,” “projects,” and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements, including without limitation:

- our ability and experience operating a BDC or an SBIC, or maintaining our tax treatment as a RIC under Subchapter M of the Code;
- our dependence on key personnel;
- our ability to maintain or develop referral relationships;
- our ability to replicate historical results;
- the ability of OFS Advisor to identify, invest in and monitor companies that meet our investment criteria;
- the belief that the carrying amounts of our financial instruments, such as cash, receivables and payables approximate the fair value of such items due to the short maturity of such instruments and that such financial instruments are held with high credit quality institutions to mitigate the risk of loss due to credit risk;
- actual and potential conflicts of interest with OFS Advisor and other affiliates of OFSAM;
- constraint on investment due to access to material nonpublic information;
- restrictions on our ability to enter into transactions with our affiliates;
- the impact of interest and inflation rates on our business prospects and the prospects of our portfolio companies;
- our ability to comply with SBA regulations and requirements;
- the use of borrowed money to finance a portion of our investments;
- the belief that our financing facilities will enable us to be competitive in our markets;
- our ability to incur additional leverage pursuant to Section 61(a)(2) of the 1940 Act and the impact of such leverage on our net investment income and results of operations;
- competition for investment opportunities;
- our plans to focus on lower-yielding, first lien senior secured loans to larger borrowers and the impact on our risk profile, including our belief that the seniority of such loans in a borrower's capital structure may provide greater downside protection against the impact of the COVID-19 pandemic;
- the percentage of investments that will bear interest on a floating rate or fixed rate basis;
- interest rate volatility, including the transition from LIBOR to one or more alternative reference rate(s);
- the ability of SBIC I LP to make distributions enabling us to meet RIC requirements;
- plans by SBIC I LP to repay its outstanding SBA debentures;
- our ability to raise debt or equity capital as a BDC;
- the timing, form and amount of any distributions from our portfolio companies;
- the impact of a protracted decline in the liquidity of credit markets on our business;
- changes in political, economic or industry conditions, the interest rate environment or conditions affecting the financial and capital markets, including with respect to changes from the impact of the COVID-19 pandemic; the length and duration of the COVID-19 pandemic in the United States as well as worldwide and the magnitude of the economic impact of the pandemic; the effect of the COVID-19 pandemic on our business, financial condition,

results of operations and cash flows and those of our portfolio companies (including the expectation that a shift from cash interest to PIK interest will result from concessions granted to borrowers due to the COVID-19 pandemic), including our and their ability to achieve our respective objectives; the effect of the disruptions caused by the COVID-19 pandemic on our ability to continue to effectively manage our business and on the availability of equity and debt capital and our use of borrowed money to finance a portion of our investments;

- the general economy and its impact on the industries in which we invest;
- the belief that we have sufficient levels of liquidity to support our existing portfolio companies and deploy capital in new investment opportunities;
- uncertain valuations of our portfolio investments, including our belief that reverting back to an equal weighting of the Reunderwriting Analysis method and Synthetic Rating Analysis method more accurately captures certain data related to the observed return of market liquidity and the historic correlative relationship between these markets;
- the effect of new or modified laws or regulations governing our operations;
- ability to continue generating strong risk-adjusted net returns by assembling a diversified portfolio of investments across a broad range of industries;
- the need and availability of additional capital on favorable terms to finance growth given our expectation to distribute substantially all of our net ordinary income and net realized capital gains to our shareholders; and
- ability to secure financial maintenance covenants in the loans we invest.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of those assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statement in this Annual Report on Form 10-K should not be regarded as a representation by us that our plans and objectives will be achieved. These risks and uncertainties include, among others, those described or identified in “Item 1A. Risk Factors” in this Annual Report on Form 10-K. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Annual Report on Form 10-K.

We have based the forward-looking statements on information available to us on the date of this Annual Report on Form 10-K. Except as required by the federal securities laws, we undertake no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised to consult any additional disclosures that we may make directly to you or through reports that we in the future may file with the SEC, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The forward-looking statements and projections contained in this annual report on Form 10-K are excluded from the safe harbor protection provided by Section 21E of the Securities Exchange Act.

The following analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the related notes thereto contained elsewhere in this Annual Report on Form 10-K.

## Overview

Key performance metrics are presented below:

	<b>December 31, 2021</b>		<b>December 31, 2020</b>	
Net asset value per common share	\$ 15.18		\$ 11.85	
	<b>Year Ended December 31,</b>			
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2019</b>
Net investment income per common share	\$ 1.00	\$ 0.92	\$ 1.43	\$ 1.43
Net increase in net assets resulting from operations per common share	4.24	0.28	0.71	0.71
Distributions paid per common share	0.91	0.86	1.36	1.36

Our NAV per common share increased 28% to \$15.18 at December 31, 2021, from \$11.85 at December 31, 2020, primarily due to net gains on our investment portfolio of \$48.0 million, or \$3.58 per common share. Strong net gains for the year ended December 31, 2021, primarily resulted from better than expected performance of our portfolio companies and the continued reversal of unrealized depreciation recognized during the three months ended March 31, 2020, due to market disruptions resulting from the COVID-19 pandemic.

Net investment income per share during the year ended December 31, 2021, increased \$0.08 from the prior year due to an approximate \$0.04 per share increase in net interest margin (total interest income less interest expense), as well as an approximate \$0.22 per share increase in dividend and fee income. The increase in dividend and fee income was primarily due to a \$1.0 million dividend from Pfanstiehl Holdings, Inc. and \$1.4 million increase in syndication fees compared to the prior year. The increase in net interest margin was partially offset by increases in management and incentive fees of \$2.3 million, or \$0.17 per share, primarily due to a \$1.9 million, or \$0.14 per share, accrued Capital Gains Fee. GAAP requires recognition of capital gains incentive fees as incurred, which includes recognition of fees on aggregate unrealized appreciation on investments. However, fees on such unrealized capital appreciation fees are not contractually due under the terms of the Investment Advisory Agreement. Incentive fees on unrealized appreciation are subject to reversal should such unrealized appreciation diminish prior to realization. Excluding fees on aggregate unrealized capital appreciation, as of December 31, 2021, there is no capital gains incentive fee contractually due and currently payable under the terms of the Investment Advisory Agreement.

As of December 31, 2021, the weighted average realized yield on interest-bearing investments increased to 9.7%, compared to 9.5% as of December 31, 2020. For the year ended December 31, 2021, our weighted-average debt interest costs decreased to 5.1% from 5.4% during the year ended December 31, 2020, primarily due to the issuance of \$180.0 million in Unsecured Notes with a weighted-average effective yield of 5.4%, and the redemption of \$177.9 million in Unsecured Notes with a weighted-average effective yield of 6.9%. As of December 31, 2021, approximately 71% of our debt was fixed rate and matures in 2025 and beyond.

During the year ended December 31, 2021, our portfolio experienced net gains of \$48.0 million, or \$3.58 per share, primarily due to net gains of \$49.6 million on our directly originated debt and equity investments, partially offset by net losses of \$0.7 million in our Structured Finance Notes and Broadly Syndicated Loan investments. The net gain in our directly originated investments was primarily due to our common equity investment in Pfanstiehl Holdings, Inc., a global manufacturer of high-purity pharmaceutical ingredients, which appreciated \$29.5 million due to strong operating results and expansion of the valuation multiple. Pfanstiehl Holdings, Inc. accounted for 13% of our portfolio at fair value and 32% of our consolidated net assets as of December 31, 2021. During the year ended December 31, 2021, we recognized net realized gains of \$4.3 million on directly originated equity investments, including a realized gain of \$5.8 million on the sale of our preferred equity in TTG Healthcare, LLC. As of December 31, 2021, our portfolio had two non-accrual loans with an aggregate fair value of \$7.7 million, or 2.2% of our total debt portfolio at fair value, compared to four non-accrual loans with an aggregate fair value of \$12.1 million, or 3.8% of our total debt portfolio at fair value at December 31, 2020.

Additionally, during the year ended December 31, 2021, we recognized losses of \$4.6 million on the early extinguishments of debt, or \$0.34 per share. Early extinguishments of debt included the prepayment of \$35.4 million of SBA debentures and the redemption of \$177.9 million in the aggregate of Unsecured Notes Due September 2023, Unsecured Notes Due April 2025, Unsecured Notes Due October 2025 and Unsecured Notes Due October 2026.

Since OFS Advisor implemented its business continuity plan in mid-March 2020, OFS Advisor's entire team effectively transitioned to remote work and we are currently capable of maintaining our normal functionality to complete our operational requirements.

We have actively monitored our portfolio companies throughout this period of economic uncertainty, which has included assessments of our portfolio companies' operational and liquidity outlook. During the year ended December 31, 2021, we provided nine revolvers and twelve delayed draw commitments to support our portfolio companies during the COVID-19 pandemic. As of December 31, 2021, we have unfunded commitments of \$43.7 million to fourteen portfolio companies. During the year ended December 31, 2021, we completed \$238.5 million of Portfolio Company Investments and purchased \$30.4 million of Structured Finance Notes. For details on our portfolio activity for the year ended December 31, 2021, see "Portfolio Composition and Investment Activity — Investment Activity".

We will continue to monitor the rapidly evolving situation relating to the COVID-19 pandemic and guidance from U.S. and international authorities, including federal, state and local public health authorities, and may take additional actions based on their recommendations. In these circumstances, there may be developments outside our control requiring us to adjust our plan of operation. We cannot predict the full impact of the COVID-19 pandemic, including its duration in the United States and worldwide, and the magnitude of the economic impact of the outbreak, including the impact of travel restrictions, business closures and other quarantine measures imposed on service providers and other individuals by various local, state, and federal governmental authorities, as well as non-U.S. governmental authorities. As such, we are unable to predict the duration and impact of additional business and supply-chain disruptions, the extent to which the COVID-19 pandemic will negatively affect our portfolio companies' operating results, or the impact that such disruptions may have on our results of operations and financial condition. Depending on the duration and extent of the disruption to the operations of our portfolio companies, we expect that certain portfolio companies will experience financial distress and possibly default on their financial obligations to us and their other capital providers. We also expect that some of our portfolio companies may significantly curtail business operations, furlough or lay-off employees and terminate service providers, and defer capital expenditures if subjected to prolonged and severe financial distress, which would likely impair their business on a permanent basis. However, to the extent

our portfolio companies continue to be adversely impacted by the COVID-19 pandemic, our future net investment income, financial condition, results of operations and the fair value of our portfolio investments may be materially adversely impacted. See “Item 1A. Risk Factors — Risks Related to the COVID-19 Pandemic” for additional information.

We are also subject to financial risks, including changes in market interest rates. As of December 31, 2021, approximately \$316 million (aggregate cost amount) of our debt investments bore interest at variable rates, which are generally LIBOR-based but will transition away from LIBOR to any one the various alternative reference rates, and many of which are subject to reference-rate floors. We have prepared and planned for the transition away from LIBOR, incorporating alternate reference rates to be used in our credit agreements and making other preparations, and believe the impact on us from the transition will be low. In connection with the COVID-19 pandemic, the U.S. Federal Reserve and other central banks have reduced certain interest rates and LIBOR has decreased, primarily in the second quarter of 2020. A prolonged reduction in interest rates will reduce our gross investment income and could result in a decrease in our net investment income if such decreases in LIBOR or an alternative rate are not offset by a corresponding increase in the credit spread over LIBOR or an alternative rate that we earn on our portfolio investments, or a decrease in our operating expenses, including our incentive fee and the interest costs on our liabilities indexed to LIBOR or an alternative rate. As of December 31, 2021, the majority of our variable rate debt investments are subject to the base rate floor, partially mitigating the impact of the recent decrease in LIBOR on our gross investment income. However, there may be disputes between market participants regarding the interpretation and enforceability of provisions related to the economic floors in our LIBOR-based investments (or lack thereof), which may result in a loss or degradation of floor protection in the case of a transition from LIBOR to any one of the various alternative reference rates. See “Item 1A. Risk Factors — Risks Related to our Investments” for additional information.

At December 31, 2021, our asset coverage ratio of 173% was within minimum asset coverage requirements under the 1940 Act, and we remained in compliance with all applicable financial covenants under our outstanding debt. As of December 31, 2021, we had an unused commitment of \$25.0 million under our PWB Credit Facility, as well as an unused commitment of \$50.0 million under our BNP Facility, both subject to a borrowing base and other covenants. Based on fair values and net asset value at December 31, 2021, we could access all unused commitments under our credit facilities and remain in compliance with our asset coverage requirements. We continue to believe that we have sufficient levels of liquidity to support our commitments to existing portfolio companies and will continue to selectively deploy capital in new investment opportunities.

On March 1, 2022, the Board declared a distribution of \$0.28 per share for the first quarter of 2022, payable on March 31, 2022, to stockholders of record as of March 24, 2022.

### **Critical Accounting Policies and Significant Estimates**

The preparation of financial statements and related disclosures in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the periods reported. Actual results could materially differ from those estimates. Critical accounting policies are those that require management to make subjective or complex judgments about the effect of matters that are inherently uncertain and may change in subsequent periods. Changes that may be required in the underlying assumptions or estimates in these areas could have a material impact on our current and future financial condition and results of operations.

Our critical accounting policies and estimates are those relating to revenue recognition and fair value estimates. Management has discussed the development and selection of each critical accounting policy and estimate with the Audit Committee of the Board. For a descriptions of our revenue recognition and fair value policies, see Note 2 to the consolidated financial statements included in "Item 8.—Financial Statements" of this report.

**Revenue recognition.** Our direct lending activities frequently involve the acquisition of multiple financial instruments or rights either in an initial transaction, or in subsequent or "follow-on" transactions, including amendments to existing securities. These financial instruments can include loans, preferred and common stock, warrants, or membership interests in limited liability companies. Acquired rights can include fixed or variable fees that can be either guaranteed or contingent upon operating performance of the underlying portfolio companies. Moreover, these fees may be payable in cash or additional securities. The revenue recognized on these instruments is a function of the fee or other consideration allocated to them, including amounts allocated to loan syndication fees at the time of acquisition.

These allocations are generally based on the relative fair value of the instruments at the time of the transaction, a process involving fair value estimates which is also a critical accounting policy and significant estimate. Once determined, these allocations directly affect the discount/premium and yield on debt securities, the cost and net gains/losses on equity securities, and ICTI. These allocations require an understanding of the terms and conditions of the underlying agreements and requires significant management judgment.

**PIK Income.** Our recognition of PIK interest includes assessment of collectibility. In determining whether a loan should be on non-accrual status, management considers whether the in-kind securities received would be non-accretive to overall value of our investment position (i.e., the recognition of PIK income merely results in the recognition of offsetting unrealized depreciation on the position, and no increase in our net assets). Furthermore, the non-accrual of PIK interest does not preclude the recognition of cash interest received.

**Structured Finance Notes.** Recognition of interest income on our subordinated note and mezzanine debt investments requires development of numerous assumptions regarding the performance and behavior of the underlying loans and portfolio companies, as well as assumptions regarding the actions expected by the collateral managers of the CLOs. Income recognized under ASC Sub-topic 325-40, *Beneficial Interests in Securitized Financial Assets*, the authoritative accounting literature for income recognition on our Structured Finance Notes, is the constant yield-to-redemption that equates the expected cash flows from the instrument to its cost or amortized cost. The cash flows from a subordinated note structured finance instrument are estimated, on a period-by-period basis, as

- the expected cash flows from the underlying portfolio of the CLO vehicle, derived by adjusting the contractual amounts due on the portfolio investments for, among other things
  - expected losses on defaults,
  - expected prepayments, and
  - the impact to cash flows (positive or negative) from the assumed reinvestment of recoveries on defaults and amounts collected on prepayments, less
- the amounts contractually due on tranches senior to the subordinated notes, which generally requires use of forward reference rate curves and the stated spread over such rates specified in the CLO indentures,

through the expected redemption of the subordinated notes, which is generally assumed to occur upon the exercise of an optional redemption by the collateral manager of the underlying CLO sometime after the reinvestment period specified in the CLO indenture. Following the reinvestment period specified in the indenture, CLO instruments enter their amortization period during which the principle balances of the CLO senior debt tranches are reduced through amortization payments. As the senior CLO debt tranches amortize, the management of the CLO becomes less economically viable to its collateral manager, prompting the manager to exercise options to liquidate the underlying portfolio, distribute cash to remaining tranches in order of seniority, and wind-up the CLO vehicle. Depending on where the CLO vehicle is in its reinvestment period, the period over which these cash flows are forecast can be several years from the valuation date and cross several business cycles. Such estimates involve significant judgement by management. When the amortized cost of an CLO instrument exceeds the undiscounted expected cash flows from the instrument as of the estimation date, the yield on that instrument is set to zero percent (-0-%).

The cash flow assumptions utilized in our subordinated note and mezzanine debt investments revenue recognition determination (our “Revenue Assumptions”) generally involve the same economic considerations as the cash flow assumptions utilized in our period-end fair value estimates for these instruments (our “Fair Value Assumptions”), though on a factor-by-factor basis the assumptions will not be identical as the assumptions are developed by independent parties. To ensure that our Revenue Assumptions and our Fair Value Assumptions are consistent, management performs periodic tests involving with-and-without type considerations to ensure the *collection* of assumptions for each purpose produce consistent cash flows in all material respects.

**Fair value estimates.** As of December 31, 2021, total investments representing approximately 89% of our total assets were carried on the consolidated balance sheet at fair value. As discussed more fully in “Item 8.—Financial Statements—**Note 2**” GAAP requires us to categorize fair value measurements according to a three-level valuation hierarchy. The hierarchy gives the highest priority to quoted, active market prices for identical assets and liabilities (Level 1) and the lowest priority to valuation techniques that require significant management judgment because one or more of the significant inputs are unobservable in the market place (Level 3). All of our investments carried at fair value are classified as Level 2 and Level 3, with a significant portion of our investments classified as Level 3. We typically do not hold equity securities or other instruments that are actively traded on an exchange.

Rule 2a-5 under the 1940 Act was recently adopted by the SEC and establishes requirements for determining fair value in good faith for purposes of the 1940 Act. We are evaluating the impact of adopting Rule 2a-5 on the consolidated financial statements and intend to comply with the new rule’s requirements on or before the compliance date in September 2022.

As described in “Item 8.—Financial Statements—**Note 5**”, we follow a process, under the supervision and review of the Board, to determine these unobservable inputs used in the fair value estimates of our investments. The most significant unobservable inputs in the Level 3 fair value measurements are the discount rates and EBITDA multiples. Investments classified as Level 2 are measured on the basis of Indicative Prices provided by pricing services.



Our discounted cash flow valuations involve a determination of discount rate commensurate with the risk inherent in each investment. Management uses two primary methods to estimate discount rates on Portfolio Company Investments: a method based upon a hypothetical recapitalization of the entity given its current operating performance and current market conditions; and a synthetic debt rating method, which assigns a surrogate debt rating to the entity based on known industry standards for assigning such ratings and then estimates the discount rate based on observed market yields for actual rated debt. Management may also use a relative value method to estimate yields, which involves estimating the discount rate of non-traded subject debt investments based on an expected or assumed relationship between Indicative Prices on traded debt and the subject debt for a portfolio company. All methods for estimating the discount rate generally involve calibration of unobservable inputs utilized in estimating the discount rate on the subject investment to its internal rate of return at close or purchase date. These methods generally produce a range of discount rates, and we generally select the midpoint of the range for use in fair value measures, subject to limitations on the basis of the borrowers' ability to prepay the debt without penalty.

Our market approach valuations, generally applied to equity investments and investments in non-performing debt, involve a determination of an enterprise value multiple to a financial performance metric of the portfolio company, generally EBITDA. These determinations are based on identification of a comparable set of publicly traded companies and determination of a public-to-private liquidity adjustment factor, generally through calibration to transaction prices in the subject investment instrument. This method generally produces a range of multiplier values and management, under the supervision of the Board, generally select the midpoint of the range for fair value measures.

We adjusted our approach to fair value estimates throughout 2020 in response to the economic uncertainty associated with the spread of the COVID-19 pandemic. Our use of Indicative Prices includes assessments of whether a sufficient number of market quotations are available and whether the depth of the markets from which those Indicative Prices were received is sufficient to transact in amounts approximating our positions in such assets without impacting such prices. Moreover, these assessments are generally based on 90-day moving averages of our depth and liquidity metrics. The 90-day moving average generally counters the effects of intermittent quoting activity observed at month- and quarter-ends, irregular quoting activity that tends to artificially inflate our market depth and liquidity metrics. We observed significant declines in market liquidity beginning in the middle of March 2020 and concluded the 90-day moving average was not representative of market conditions given the significant market dislocation during that period. Accordingly, we adjusted our depth and liquidity assessment to one based on a 5-day moving average of the metrics in our liquidity assessments as of March 31, 2020, and partially reverted, utilizing 30-day and 60-day moving average, in our June 30, 2020, and September 30, 2020, assessments respectively, as liquidity continued to return to the loan market. We fully reverted to use of the 90-day moving average in our December 31, 2020 assessments and throughout 2021 in our quarterly and year-end assessments.

We also adjusted the relative weighting of our Level 3 fair value models during much of 2020. Our processes included assessments of the impact of the COVID-19 pandemic on the financial condition, results of operations or cash flows of our portfolio companies. Initially, such forward-looking assessments were fragmentary; however as such forward-looking estimates became more reliable, such information was directly incorporated into our fair value models. In circumstances in which reliable forward-looking information was unavailable, we considered the market impact on performance-metric multiples and related impact on enterprise values. Additionally, management observed a decrease in the historic correlation between market spreads used in our synthetic debt rating method and those used in our reunderwriting analysis. These market spreads, though highly correlated before the on set of COVID-19, relate to different segments of the lending market primarily on the basis of borrower size. The synthetic debt rating method is based on market spreads for larger borrowers with rated debt, while the reunderwriting analysis market spreads are generally used for what are considered middle-market borrowers. Management concluded, given the break-down in this relationship, the relative weight given to each of these methods required adjustment to correspond to the market most closely associated with the subject investment. Accordingly, we decreased the weighting for the synthetic debt rating method and increased the weighting for the reunderwriting analysis in the current period year, from a weighting of 50/50 to a weighting of 10/90, at March 31, 2020, and partially reverted to generally 25/75 at June 30, 2020. We believed the over-weighting to the reunderwriting analysis during this period more accurately captured the market in which these instruments are exchanged. By September 30, 2020, we had fully reverted to an equal weighting of these models as we have observed a return, in all significant respects, of the historic correlative relationship between these markets. Our equal weighting of models remained in effect throughout 2021 as markets and market factors remained stable and correlated.

The following table illustrates the impact of our fair value measures if we selected the low or high end of the range for all investments at December 31, 2021, (in thousands):

Investment Type	Fair Value at December 31, 2021	Range of Fair Value	
		Low-end	High-end
<b>Debt investments:</b>			
Senior Secured	\$ 262,634	\$ 259,651	\$ 265,596
Senior Secured (valued at Transaction Price)	64,070	64,070	64,070
Subordinated	17,943	17,584	18,303
<b>Structured Finance Notes:</b>			
Subordinated notes	63,922	61,791	66,053
Mezzanine bonds	2,779	2,737	2,823
Loan accumulation facility (valued at Transaction Price)	8,500	8,500	8,500
<b>Equity investments:</b>			
Preferred equity	3,765	3,381	4,102
Common equity, warrants and other	83,486	78,172	88,848
	<u>\$ 507,099</u>	<u>\$ 495,886</u>	<u>\$ 518,295</u>

### Related Party Transactions

We have entered into a number of business relationships with affiliated or related parties, including the following:

- The Investment Advisory Agreement with OFS Advisor to manage our operating and investment activities. Under the Investment Advisory Agreement we have agreed to pay OFS Advisor an annual base management fee based on the average value of our total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) as well as an incentive fee based on our investment performance. See “Item 1—Management and Other Agreements” and “Item 8—Financial Statements and Supplementary Data—**Note 3.**”
- The Administration Agreement with OFS Services, an affiliate of OFS Advisor, to provide us with the office facilities and administrative services necessary to conduct our operations. See “Item 1—Management and Other Agreements” and “Item 8—Financial Statements and Supplementary Data—**Note 3.**”
- A license agreement with OFSAM, the parent company of OFS Advisor, under which OFSAM has agreed to grant us a non-exclusive, royalty-free license to use the name “OFS.” Under this agreement, we have a right to use the “OFS” name for so long as OFS Advisor or one of its affiliates remains our investment adviser. Other than with respect to this limited license, we have no legal right to the “OFS” name. This license agreement will remain in effect for so long as the Investment Advisory Agreement with OFS Advisor is in effect.

On June 11, 2019, OFS Advisor agreed to reduce the portion of its base management fee attributable to the portion of the OFSCC-FS Assets that caused our asset coverage ratio to fall below 200%. Specifically, under the reduction, we were required to pay 0.25% per quarter (1.00% annualized) on the average value of the portion of the OFSCC-FS Assets, at the end of the two most recently completed calendar quarters, that were financed using leverage and caused our statutory asset coverage ratio to fall below 200%. When calculating our statutory asset coverage ratio, we exclude our SBA guaranteed debentures from our total outstanding senior securities as permitted pursuant to exemptive relief granted by the SEC dated November 26, 2013.

Additionally, effective from January 1, 2020, January 1, 2021 and January 1, 2022 through December 31, 2022, OFS Advisor agreed to continue the reduced base management fee attributable to all of the OFSCC-FS Assets, excluding cash commencing on January 1, 2022, without regard to our asset coverage. The agreement reduced the base management fee to 0.25% per quarter (1.00% annualized) of the average value of the OFSCC-FS Assets, excluding cash commencing January 1, 2022, at the end of the two most recently completed calendar quarters. OFS Advisor’s base management fee reduction is renewable on an annual basis and OFS Advisor is not entitled to recoup the amount of the base management fee reduced with respect to the OFSCC-FS Assets. This agreement was renewed for the 2022 calendar year on February 4, 2022.

OFS Advisor’s services under the Investment Advisory Agreement are not exclusive to us and OFS Advisor is free to furnish similar services to other entities, including other BDCs managed by OFS Advisor, so long as its services to us are not

impaired. OFS Advisor also serves as the investment adviser or collateral manager to CLOs and other assets, including HPCI and OCCI. Additionally, OFS Advisor provides sub-advisory services to CMFT Securities Investments, LLC, a wholly owned subsidiary of CIM Real Estate Finance Trust, Inc., a corporation that qualifies as a real estate investment trust, and to CIM Real Assets & Credit Fund, an externally managed registered investment company that operates as an interval fund that invests primarily in a combination of real estate, credit and related investments.

BDCs generally are prohibited under the 1940 Act from knowingly participating in certain transactions with their affiliates without the prior approval of their independent directors and, in some cases, of the SEC. Those transactions include purchases and sales, and so-called “joint” transactions, in which a BDC and one or more of its affiliates engage in certain types of profit-making activities. Any person that owns, directly or indirectly, five percent or more of a BDC’s outstanding voting securities will be considered an affiliate of the BDC for purposes of the 1940 Act, and a BDC generally is prohibited from engaging in purchases from, sales of assets to, or joint transactions with, such affiliates, absent the prior approval of the BDC’s independent directors. Additionally, without the approval of the SEC, a BDC is prohibited from engaging in purchases from, sales of assets to, or joint transactions with, the BDC’s officers, directors, and employees, and advisor (and its control affiliates).

BDCs may, however, invest alongside certain related parties or their respective other clients in certain circumstances where doing so is consistent with current law and SEC staff interpretations. For example, a BDC may invest alongside such accounts consistent with guidance promulgated by the SEC staff permitting the BDC and such other accounts to purchase interests in a single class of privately placed securities so long as certain conditions are met, including that the BDC’s advisor, acting on the BDC’s behalf and on behalf of other clients, negotiates no term other than price. Co-investment with such other accounts is not permitted or appropriate under this guidance when there is an opportunity to invest in different securities of the same issuer or where the different investments could be expected to result in a conflict between the BDC’s interests and those of other accounts.

The 1940 Act generally prohibits BDCs from making certain negotiated co-investments with certain affiliates absent an order from the SEC permitting the BDC to do so. On August 4, 2020, we received the Order from the SEC to permit us to co-invest in portfolio companies with certain Affiliated Funds in a manner consistent with our investment objective, positions, policies, strategies and restrictions as well as regulatory requirements and other pertinent factors, subject to compliance with certain conditions. The Order superseded a previous order we received on October 12, 2016 and provides us with greater flexibility to enter into co-investment transactions with Affiliated Funds. We are generally permitted to co-invest with Affiliated Funds if under the terms of the Order, a “required majority” (as defined in Section 57(o) of the 1940 Act) of our independent directors make certain conclusions in connection with a co-investment transaction, including that (1) the terms of the transaction, including the consideration to be paid, are reasonable and fair to us and our stockholders and do not involve overreaching in respect of us or our stockholders on the part of any person concerned and (2) the transaction is consistent with the interests of our stockholders and is consistent with our investment objective and strategies.

In addition, pursuant to an exemptive order issued by the SEC on April 8, 2020 and applicable to all BDCs with exemptive orders, through December 31, 2020, we were permitted, subject to the satisfaction of certain conditions, to co-invest in our existing portfolio companies with certain affiliates that are private funds even if such other funds had not previously invested in such existing portfolio company. Without this order, such Affiliated Funds that are private funds would not be able to participate in such co-investments with us unless the Affiliated Funds had previously acquired securities of the portfolio company in a co-investment transaction with us. Although the conditional exemptive order has expired, the SEC’s Division of Investment Management has indicated that until March 31, 2022, it will not recommend enforcement action, to the extent that any BDC with an existing co-investment order continues to engage in certain transactions described in the conditional exemptive order, pursuant to the same terms and conditions described therein.

Conflicts may arise when we make an investment in conjunction with an investment being made by an Affiliated Account, or in a transaction where an Affiliated Account has already made an investment. Investment opportunities are, from time to time, appropriate for more than one account in the same, different or overlapping securities of a portfolio company’s capital structure. Conflicts arise in determining the terms of investments, particularly where these accounts may invest in different types of securities in a single portfolio company. Questions arise as to whether payment obligations and covenants should be enforced, modified or waived, or whether debt should be restructured, modified or refinanced. See “Item 1A. Business — Conflicts of Interest”, “Item 1A. Risk Factors — Risks Related to OFS Advisor and its Affiliates — We have potential conflicts of interest related to the purchases and sales that OFS Advisor makes on our behalf and/or on behalf of Affiliated Accounts” and “Item 1A. Risk Factors — Regulations — Conflicts of Interest - Conflicts Related to Portfolio Investments.”

## Portfolio Composition and Investment Activity

Our portfolio consists of Portfolio Company Investments, as well as indirect investments in such securities through investment in other investment companies including Structured Finance Notes.

**Portfolio Composition.** As of December 31, 2021, the fair value of our debt investment portfolio totaled \$344.6 million in 58 portfolio companies, of which 95% and 5% were senior secured loans and subordinated loans, respectively, and our equity investments totaled \$87.3 million in 5 portfolio companies in which we also held debt investments and 12 portfolio companies in which we solely held an equity investment. We had unfunded commitments of \$43.7 million to fourteen portfolio companies at December 31, 2021. We also have 17 investments in Structured Finance Notes with a fair value of \$75.2 million. Set forth in the tables and charts below is selected information with respect to our portfolio as of December 31, 2021 and 2020.

The following table presents our investment portfolio by each wholly owned legal entity within the consolidated group as of December 31, 2021 and 2020 (in thousands):

	December 31, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
OFS Capital Corporation (Parent)	\$ 157,190	\$ 150,254	\$ 190,627	\$ 172,249
SBIC I LP	125,584	183,524	191,192	190,573
OFSCC-FS	171,101	170,132	67,781	68,037
OFSCC-MB	3,437	3,189	11,423	11,464
Total investments	\$ 457,312	\$ 507,099	\$ 461,023	\$ 442,323

**Portfolio Yields:** The following table presents weighted-average yields metrics for our portfolio:

	Year Ended December 31,	
	2021	2020
Weighted-average performing current yield <sup>(1)</sup> :		
Debt investments	8.7 %	9.4 %
Structured Finance Notes	16.2 %	16.0 %
Interest-bearing investments	10.0 %	10.0 %
Weighted-average performing income yield <sup>(2)</sup> :		
Debt investments	9.5 %	9.8 %
Structured Finance Notes	16.3 %	16.1 %
Interest-bearing investments	10.6 %	10.3 %
Weighted-average realized yield <sup>3</sup> :		
Interest-bearing investments <sup>(3)</sup>	9.7 %	9.5 %
Total portfolio <sup>(4)</sup>	9.1 %	8.8 %

- (1) Current yield is calculated as (a) the actual amount earned on performing investments, including interest and prepayment fees but excluding amortization of Net Loan Fees, divided by (b) the weighted-average of total performing investments amortized cost.
- (2) Income yield is calculated as (a) the actual amount earned on performing investments, including interest and prepayment fees and amortization of Net Loan Fees, divided by (b) the weighted-average of total performing investment amortized cost.
- (3) Realized yield computed as (a) the actual amount earned on interest-bearing investments, including interest, prepayment fees and Net Loan Fees, divided by (b) the weighted-average of total interest-bearing investments amortized cost, in each case, including debt investments in non-accrual status and non-income producing Structured Finance Notes.
- (4) Realized yield computed as (a) the actual amount earned on all investments including interest, dividends and prepayment fees, amortization of Net Loan Fees, and dividends received divided by (b) the weighted-average of total investments amortized cost or cost.

As of December 31, 2021 and 2020, floating rate loans at fair value were 92% and 96% of our debt investment portfolio, respectively, and fixed rate loans at fair value were 8% and 4% of our debt investment portfolio, respectively. Approximately 92% of our debt portfolio are variable-rate investments and a substantial amount have LIBOR floors. At December 31, 2021, the effective yield of our performing debt investment and Structured Finance Note portfolio was 9.6%.

The weighted average yield of our investments is not the same as a return on investment for our stockholders, but rather the gross investment income from our investment portfolio before the payment of all of our fees and expenses. There can be no assurance that the weighted average yield will remain at its current level.

**Portfolio Company Investments.** The following table summarizes the composition of our Portfolio Company Investments by type as of December 31, 2021 and 2020 (dollar amounts in thousands):

	December 31, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Senior secured debt investments <sup>(1)</sup>	\$ 336,132	\$ 326,704	\$ 325,647	\$ 306,304
Subordinated debt investments	22,071	17,943	45,409	15,067
Preferred equity	9,552	3,765	18,648	11,543
Common equity, warrants and other <sup>(2)</sup>	14,606	83,486	15,459	52,984
<b>Total</b>	<b>\$ 382,361</b>	<b>\$ 431,898</b>	<b>\$ 405,163</b>	<b>\$ 385,898</b>
Number of portfolio companies	70	70	62	62

(1) Includes debt investments in which we have entered into a contractual arrangement with co-lenders whereby, subject to certain conditions, we have agreed to receive our principal payments after the repayment of certain co-lenders pursuant to a payment waterfall. The aggregate amortized cost and fair value of these investments was \$3.0 million and \$3.0 million, respectively at December 31, 2021, and \$55.8 million and \$56.2 million, respectively at December 31, 2020.

(2) As of December 31, 2021, other investments represent equity participation right investments with an aggregate cost and fair value of \$4.7 million and \$7.4 million, respectively.

Approximately 76% of our Portfolio Company Investments at fair value are senior securities of the borrower, rather than in the subordinated securities, preferred equity or common equity. We believe the seniority of our debt investments in the borrowers' capital structures may provide greater downside protection against the impact of the COVID-19 pandemic.

As of December 31, 2021, our common equity in Pfanstiehl Holdings, Inc. based on its fair value of \$65.7 million, \$65.5 million of which represents an unrealized gain, accounts for 13% of our total portfolio at fair value, or 32% of total net assets. Since December 31, 2020 and December 31, 2019, Pfanstiehl Holdings, Inc., a global manufacturer of high-purity pharmaceutical ingredients, has appreciated \$29.5 million and \$53.8 million, respectively, primarily due to strong operating results, as well as multiple expansion in the pharmaceutical industry.

As of December 31, 2021, the three largest industries of our Portfolio Company Investments by fair value, were (1) Manufacturing (28.2%), (2) Professional, Scientific, and Technical Services (14.6%), and (3) Health Care and Social Assistance (12.9%), totaling approximately 55.7% of the investment portfolio. For a full summary of our investment portfolio by industry, see "Note 4, Investments" to the consolidated financial statements included in "Part II, Item 8. Financial Statements and Supplementary Data" of this report.

The following table presents our ten largest debt and equity investments by portfolio company based on fair value as of December 31, 2021 (dollar amounts in thousands):

	Amortized Cost	Fair Value	% of Total Portfolio, at Fair Value
Pfanstiehl Holdings, Inc.	\$ 217	\$ 65,740	13.0 %
All Star Auto Lights, Inc.	23,005	23,052	4.5 %
Milrose Consultants, LLC	22,990	22,634	4.5 %
Kreg LLC	20,330	20,330	4.0 %
SourceHOV Tax, Inc.	19,631	19,927	3.9 %
The Escape Game, LLC	16,287	16,396	3.2 %
Inergex Holdings, LLC	15,017	15,260	3.0 %
Toleamar Acquisition, Inc.	15,166	15,166	3.0 %
SSJA Bariatric Management, LLC	13,401	13,491	2.7 %
MTE Holding Corp	11,264	12,948	2.6 %
<b>Total</b>	<b>\$ 157,308</b>	<b>\$ 224,944</b>	<b>44.4 %</b>

**Structured Finance Notes.** The following table summarizes our Structured Finance Notes as of December 31, 2021 and December 31, 2020, (dollar amounts in thousands):

	December 31, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Subordinated notes	\$ 63,791	\$ 63,922	\$ 54,280	\$ 54,724
Mezzanine bonds	2,660	2,779	1,580	1,701
Loan accumulation facility	8,500	8,500	—	—
Total Structured Finance Notes	\$ 74,951	\$ 75,201	\$ 55,860	\$ 56,425
Number of Structured Finance Notes	17	17	12	12

The weighted average yield on Structured Finance Notes decreased to 15.8% at December 31, 2021 from 16.6% at December 31, 2020, partially due to new investments of \$30.4 million in Structured Finance Notes with a weighted average annual effective yield of 15.2%.

We focused on investing in subordinated note securities with longer reinvestment periods in order to take advantage of market volatility and maximize cash flows and 85% of current subordinated note investments have reinvestment periods ending in 2023 or beyond. We believe longer reinvestment periods provide collateral managers with more flexibility to maximize cash flows by reinvesting loan repayments into new loans, potentially at discounted levels with higher yields and to reposition the portfolio to adapt to changing market conditions.

**Investment Activity.** The following is a summary of our Portfolio Company Investment cash investment activity for the years ended December 31, 2021, 2020 and 2019 (dollar amounts in millions):

	Year Ended December 31,		
	2021	2020	2019
Investments in new portfolio companies	\$ 154.2	\$ 49.0	\$ 147.2
Investments in existing portfolio companies	84.3	47.9	51.6
Total investments in new and existing portfolio companies	\$ 238.5	\$ 96.9	\$ 198.8
Proceeds from principal payments	\$ 192.1	\$ 129.6	\$ 60.9
Proceeds from investments sold or redeemed	52.8	70.8	35.0
Total proceeds from principal payments, equity distributions and sales proceeds on Portfolio Company Investments	\$ 244.9	\$ 200.4	\$ 95.9

**Year ended December 31, 2021**

Notable investments in new portfolio companies during the year ended December 31, 2021 included Kreg LLC (\$20.3 million senior secured loan), Toleamar Acquisition, Inc. (\$14.9 million senior secured loan), Molded Devices, Inc. (\$8.0 million

senior secured loan), Honor HN Buyer Inc. (\$6.5 million senior secured loan), Electrical Components International, Inc. (\$5.6 million senior secured loan) and One GI LLC (\$5.4 million senior secured loan).

During the year ended December 31, 2021, the weighted-average income yield of Portfolio Company Investments in new portfolio companies was 7.7%.

During the year ended December 31, 2021, we also invested \$30.4 million in Structured Finance Notes.

**Non-cash Investment Activity.** On December 31, 2021, our debt and equity investments in Envocore Holdings, LLC were restructured, pursuant to which we converted our \$17.2 million senior secured debt investment into two \$6.4 million senior secured debt investments and preferred equity. Our Series B and Series C preferred equity investments in Envocore Holdings, LLC were subsequently cancelled in the restructuring; therefore, we recognized a realized loss of \$0.3 million on the cancellation, of which \$0.3 million was included as an unrealized loss as of December 31, 2020.

#### Year ended December 31, 2020

Notable investments in new portfolio companies during the year ended December 31, 2020 included A&A Transfer Buyer, Inc. (\$25.2 million senior secured loan) and SourceHOV Tax, Inc. (\$19.7 million senior secured loan).

During the year ended December 31, 2020, the weighted-average yield of Portfolio Company Investments in new portfolio companies was 8.2%.

During the year ended December 31, 2020, we also invested \$33.5 million in Structured Finance Notes with a weighted average annual effective yield of 16.7%.

**Non-cash Investment Activity.** On March 27, 2020, our debt investment in Constellis Holdings, LLC was restructured to convert our non-accrual debt investment into 20,628 common shares of equity. The cost and fair value of the 20,628 common shares of equity received was \$0.7 million and \$0.7 million, respectively, which we recognized as the investment's cost.

Our level of investment activity may vary substantially from period to period depending on various factors, including, but not limited to, the amount of debt and equity capital available to middle-market companies, the level of merger and acquisition activity, the general economic environment and the competitive environment for the types of investments we make.

### **Risk Monitoring**

We categorize debt investments into seven risk categories based on relevant information about the ability of borrowers to service their debt. For additional information regarding our risk categories, see “Item 1. Business—Portfolio Review/Risk Monitoring.” The following table shows the classification of our debt investments portfolio by risk category as of December 31, 2021 and 2020 (dollar amounts in thousands):

Risk Category	As of December 31,			
	2021		2020	
	Debt Investments, at Fair Value	% of Debt Investments	Debt Investments, at Fair Value	% of Debt Investments
1 (Low Risk)	\$ —	— %	\$ —	— %
2 (Below Average Risk)	—	—	—	—
3 (Average)	324,370	94.2	263,934	82.2
4 (Special Mention)	12,550	3.6	45,302	14.1
5 (Substandard)	7,027	2.0	11,684	3.6
6 (Doubtful)	699	0.2	451	0.1
7 (Loss)	—	—	—	—
	<u>\$ 344,646</u>	<u>100.0 %</u>	<u>\$ 321,371</u>	<u>100.0 %</u>

Due to continued improvement in borrower performance, the percentage of risk rated “3” investments increased from 82.2% of the debt portfolio at fair value as of December 31, 2020 to 94.2% of the debt portfolio as of December 31, 2021.

### **Non-Accrual Loans**

At December 31, 2021, we had two loans on non-accrual status (Master Cutlery, LLC and 3rd Rock Gaming Holdings, LLC) with respect to all interest and Net Loan Fee amortization, with an aggregate amortized cost and fair value of \$19.1 million and \$7.7 million, respectively.

On April 5, 2021, we sold our subordinated debt investment in Community Intervention Services, Inc. for \$0.1 million. We recognized a realized loss of \$7.5 million on our investment in Community Intervention Services, Inc., of which \$7.5 million was included as an unrealized loss as of December 31, 2020.

On November 2, 2021, Online Tech Stores, LLC assets were liquidated resulting in \$-0- proceeds to us. We wrote-off our subordinated debt investment in Online Tech Stores, LLC and recognized a realized loss of \$16.1 million, of which \$13.7 million was included as an unrealized loss as of December 31, 2020.

At December 31, 2020, we had four loans on non-accrual status (Community Intervention Services, Inc., Master Cutlery, LLC, 3rd Rock Gaming Holdings, LLC, and Online Tech Stores, LLC) with respect to all interest and Net Loan Fee amortization, with an aggregate amortized cost and fair value of \$48.1 million and \$12.1 million, respectively. The change to non-accrual status for our investments in Online Tech Stores and 3rd Rock Gaming Holdings, LLC were effective January 1, 2020 and April 1, 2020, respectively.

On March 27, 2020, our debt investment in Constellis Holdings, LLC was restructured. We converted our non-accrual debt investment into 20,628 common shares of equity. The cost and fair value of the common shares received were \$0.7 million and \$0.7 million, respectively as of December 31, 2020. We recognized a realized loss on the restructuring of \$9.1 million for the year ended December 31, 2020, which was fully recognized as unrealized losses as of December 31, 2019.

On September 30, 2020, our non-accrual debt investment in Southern Technical Institute, LLC was restructured, pursuant to which we received proceeds of \$0.5 million, in full satisfaction of contractually due interest of \$0.2 million and principal of \$1.7 million. The investment was carried at a cost of \$-0-. Accordingly, during the year ended December 31, 2020, we recognized a realized gain of \$0.3 million. As of December 31, 2021, we hold equity participation rights in Southern Technical Institute, LLC with a cost and fair value of \$-0- and \$7.4 million, respectively.

## Results of Operations

**Key Financial Measures.** The following is a discussion of the key financial measures that management employs in reviewing the performance of our operations.

**Net Investment Income.** Total investment income less total expenses (“NII”) is a key performance metric in obtaining part of our investment objective of providing current income to stockholders. NII can be a general indicator of ICTI and the amount of distributions that will be required to made due to RIC requirements. One of our main objectives is to increase NII, and in turn, increase distributions to stockholders.

**Net Gain (Loss) on Investments.** Net gain (loss) on investments consists of the sum of: (a) realized gains and losses from the sale of debt or equity securities, or the redemption of equity securities; and (b) net unrealized appreciation or depreciation on debt and equity investments, net of applicable taxes to the extent the investments are held through taxable wholly owned subsidiaries. In the period in which a realized gain or loss is recognized, such gain or loss will generally be offset by the reversal of previously recognized unrealized appreciation or depreciation, and the net gain recognized in that period will generally be smaller. The unrealized appreciation or depreciation on debt securities is also reversed when those investments are redeemed or paid off prior to maturity. In such instances, the reversal of accumulated unrealized appreciation or depreciation will be reported as a net loss or gain, respectively, and may be partially offset by the acceleration of any premium or discount on the debt security, which is reported in interest income, and any prepayment fees on the debt security, which is reported in fee income.

**Net Asset Value:** Total assets less total liabilities (“NAV”) is a key performance metric that is monitored to ensure part of our investment objective of capital appreciation to stockholders is fulfilled. The net increase (decrease) in net assets resulting from operations can vary substantially from period to period for various reasons, including the recognition of realized gains and losses and unrealized appreciation and depreciation. As a result, annual comparisons of net increase in net assets resulting from operations may not be meaningful.

**Portfolio Yield:** Portfolio yield is a key financial metric of our investment portfolio in order to obtain our investment objective of providing current income to shareholders. The effective yield of an investment is measured by adding its coupon rate plus the accretion of its Net Loan Fees, divided by the investments cost basis.

We do not believe that our historical operating performance is necessarily indicative of our future results of operations that we expect to report in future periods. Our investment strategy is to maintain a leveraged credit investment portfolio, primarily focused on investments in middle-market companies in the United States, including debt investments and, to a lesser extent, equity investments, including warrants and other minority equity securities. Moreover, as a BDC and a RIC, we are also subject to certain constraints on our operations, including, but not limited to, limitations imposed by the 1940 Act and the Code. In addition, SBIC I LP is subject to regulation and oversight by the SBA. For the reasons described above, the results of operations described below may not necessarily be indicative of the results we expect to report in future periods.



**Comparison of years ended December 31, 2021, 2020 and 2019.** Consolidated operating results for the years ended December 31, 2021, 2020 and 2019 are as follows (in thousands):

	Years Ended December 31,		
	2021	2020	2019
<b>Investment income</b>			
Interest income:			
Cash interest income	\$ 28,321	\$ 33,987	\$ 44,649
PIK interest income	1,526	1,527	927
Net Loan Fee amortization	2,665	1,584	1,245
Accretion of interest income on subordinated notes	9,861	5,877	2,861
Other interest income	11	69	147
Total interest income	42,384	43,044	49,829
Dividend income:			
PIK dividends	143	505	898
Cash dividends	2,024	450	502
Total dividend income	2,167	955	1,400
Fee income:			
Management and syndication	2,235	745	773
Prepayment and other fees	977	731	519
Total fee income	3,212	1,476	1,292
<b>Total investment income</b>	<b>47,763</b>	<b>45,475</b>	<b>52,521</b>
Total expenses, net of incentive fee waivers	34,313	33,180	33,423
Net investment income	13,450	12,295	19,098
Net gain (loss) on investments	48,005	(6,704)	(9,545)
Loss on extinguishment of debt	(4,591)	(820)	—
Loss on impairment of goodwill	—	(1,077)	—
<b>Net increase in net assets resulting from operations</b>	<b>\$ 56,864</b>	<b>\$ 3,694</b>	<b>\$ 9,553</b>

Interest and PIK interest income by debt investment type for the years ended December 31, 2021, 2020 and 2019, are summarized below (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Interest and PIK interest income:			
Senior secured debt investments	\$ 28,918	\$ 33,186	\$ 41,301
Subordinated debt investments	2,607	3,903	5,667
Structured Finance Notes	10,859	5,955	2,861
Total interest and PIK interest income	42,384	43,044	49,829
Less Net Loan Fees accelerations	(1,640)	(207)	(280)
Recurring interest income	\$ 40,744	\$ 42,837	\$ 49,549

**Comparison of investment income for the years ended December 31, 2021 and 2020.** Total interest income decreased approximately \$0.7 million during the year ended December 31, 2021 compared to the year ended December 31, 2020, primarily due to a \$35.9 million decrease in the average outstanding loan balance, partially offset by a 42 basis point increase in the weighted-average yield in our debt portfolio.

Other than acceleration of Net Loan Fees recognized upon the repayment of a loan, we consider our interest income on debt investments and Structured Finance Notes to be recurring in nature. Acceleration of Net Loan Fees from the repayment of loans prior to their scheduled due dates of \$1.6 million and \$0.2 million were included in interest income for the years ended December 31, 2021 and 2020, respectively. During the year ended December 31, 2021, accretion of interest income on Structured Finance Notes increased \$4.0 million compared to the prior year primarily due to an increase in the weighted-average amount invested in subordinated notes from \$35.0 million at December 31, 2020 to \$59.1 million at December 31, 2021.

During the year ended December 31, 2021, total PIK income decreased \$0.4 million compared to the prior year and remained under 5% of total investment income. For the year ended December 31, 2021, cash and PIK interest of \$1.7 million and \$2.1 million, respectively, was not recognized in income due to reasonable doubt whether it will be collected.

During the year ended December 31, 2021, dividend income increased \$1.2 million primarily due to a \$1.0 million dividend from Pfanstiehl Holdings, Inc.

Prepayment fees and syndication fees generally result from periodic transactions rather than from holding portfolio investments and are considered non-recurring. During the years ended December 31, 2021 and 2020, we recognized prepayment fees of \$0.8 million and \$0.6 million, respectively. We recognized syndication fees of \$2.2 million and \$0.7 million for the years ended December 31, 2021 and 2020, respectively, resulting from loan originations which OFS Advisor sourced, structured, and arranged the lending group, and for which we were additionally compensated.

Comparison of investment income for the years ended December 31, 2020 and 2019. Interest and PIK interest income decreased approximately \$6.8 million during the year ended December 31, 2020 compared to the year ended December 31, 2019, primarily due to a \$1.8 million decrease in interest income caused by a \$16 million decrease in the average outstanding loan balance and a \$5.0 million decrease in recurring interest income resulting from a 128 basis point decrease in the weighted average yield in our debt portfolio. Acceleration of Net Loan Fees from the repayment of loans prior to their scheduled due dates of \$0.2 million and \$0.3 million were included in interest income for the years ended December 31, 2020 and 2019, respectively.

Due to the COVID-19 pandemic and the impact to certain portfolio companies during 2020, we experienced a partial shift from cash interest to PIK interest resulting from concessions granted, such as increasing the PIK interest rate or converting cash interest to PIK interest granted, to support the borrowers' liquidity. Total PIK income on debt securities increased to \$1.5 million during the year ended December 31, 2020, but still remained under 5% of total investment income. For the year ended December 31, 2020, cash and PIK interest of \$1.2 million and \$3.4 million, respectively, was not recognized in income due to reasonable doubt whether it will be collected.

Prepayment fees and syndication fees generally result from periodic transactions rather than from holding portfolio investments and are considered non-recurring. During the year ended December 31, 2020, we recognized prepayment fees of \$0.6 million compared to \$0.4 million during the year ended December 31, 2019. We recognized syndication fees of \$0.7 million and \$0.7 million for the years ended December 31, 2020 and 2019, respectively, resulting from approximately \$46.8 million and \$91.5 million in loan originations which OFS Advisor sourced, structured, and arranged the lending group, and for which we were additionally compensated.

**Expenses.** Operating expenses for years ended December 31, 2021, 2020 and 2019, are presented below (in thousands):

	<b>Years Ended December 31,</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
Interest expense	\$ 17,515	\$ 18,808	\$ 15,829
Management fees	7,669	7,605	8,271
Income Incentive Fee, net of waivers	2,352	1,584	4,760
Capital Gains Fee	1,916	—	—
Professional fees	1,670	1,993	1,814
Administration fee	1,758	1,855	1,747
Other expenses	1,433	1,335	1,002
Total expenses, net of waivers	<u>\$ 34,313</u>	<u>\$ 33,180</u>	<u>\$ 33,423</u>

Comparison of expenses for the years ended December 31, 2021 and 2020. Interest expense decreased by \$1.3 million during the year ended December 31, 2021 compared to the year ended December 31, 2020 primarily due to a decrease in the weighted-average interest costs from 5.4% to 5.1%. We reduced our weighted-average interest costs by redeeming Unsecured Notes with a weighted-average interest cost of 6.9% and issuing Unsecured Notes with a weighted-average interest cost of 5.4%. See "Item 8.—Financial Statements—**Note 7**" for details.

Management fee expense increased by \$0.1 million due to an increase in our average total assets, primarily due to our investment portfolio at fair value increasing from \$442.3 million at December 31, 2020 to \$507.1 million at December 31, 2021.

During the year ended December 31, 2021, the Income Incentive Fee expense increased \$0.8 million, or \$0.4 million prior to the waiver in the first quarter of 2020, compared to the year ended December 31, 2020 due to an increase in net investment income. During the year ended December 31, 2021, net investment income increased primarily due to additional dividend and syndication fee income, as well as a decrease in interest expense.

During the year ended December 31, 2021, the Capital Gains Fee increased \$1.9 million compared to the prior year primarily due to net unrealized appreciation of \$49.8 million on the investment portfolio at December 31, 2021, partially offset by cumulative net realized losses of \$40.2 million.

During the year ended December 31, 2021, professional fees decreased \$0.3 million primarily due to a decrease in external valuation costs.

**Comparison of expenses for the years ended December 31, 2020 and 2019.** Interest expense increased by \$3.0 million during the year ended December 31, 2020 compared to the year ended December 31, 2019 primarily due to an increase of \$39.4 million in average outstanding borrowings, primarily due to a full year's interest on the Unsecured Notes Due October 2026 issued in 2019 and the issuance in September 2020 of the Unsecured Notes Due September 2023. See "Item 8.—Financial Statements—Note 7" for details.

Management fee expense decreased by \$0.7 million due to a decrease in our average total assets, primarily due to the sale of debt investments in response to the uncertainty surrounding the COVID-19 pandemic.

During the year ended December 31, 2020, Income Incentive Fee expense decreased by \$3.2 million, or \$3.6 million prior to the Income Incentive Fee waiver of \$0.4 million, due to a decrease in net investment income. On May 4, 2020, OFS Advisor agreed to irrevocably waive \$0.4 million in Income Incentive Fees related to net investment income, that it would otherwise be entitled to receive for the three months ended March 31, 2020. As a result of the voluntary fee waiver, we incurred Income Incentive Fee expense of \$0.4 million for the three months ended March 31, 2020, which is equal to half the Income Incentive Fee expense we would have incurred for such period.

During the year ended December 31, 2020, professional fees increased \$0.2 million primarily due to an increase in external audit costs, and general and administrative expenses increased \$0.3 million primarily due to the write-off of deferred offering costs relating to our prior shelf registration.

**Net realized and unrealized gain (loss) on investments.** Net realized and unrealized gain (loss) on investments, by investment type, for the years ended December 31, 2021, 2020 and 2019, are presented below (in thousands):

	<b>Years Ended December 31,</b>		
	<b>2021</b>	<b>2020</b>	<b>2019</b>
Senior secured debt	9,698	(16,134)	\$ (9,393)
Subordinated debt	2,538	(16,388)	(1,968)
Preferred equity	5,202	(2,708)	(89)
Common equity, warrants and other	31,794	26,170	3,837
Structured Finance Notes	(314)	2,081	(1,516)
Income tax expense on net realized investment gains	(1,027)	—	—
Deferred income tax benefit (expense)	114	275	(416)
Net gain (loss) on investments	<u>\$ 48,005</u>	<u>\$ (6,704)</u>	<u>\$ (9,545)</u>

#### Year ended December 31, 2021

During the year ended December 31, 2021, we recognized net gains of \$9.7 million on senior secured debt, primarily as a result of an unrealized gain of \$3.0 million on our senior secured debt investment in 3rd Rock Gaming Holding, LLC.

During the year ended December 31, 2021, we recognized net gains of \$2.5 million on subordinated debt, primarily as a result of an unrealized gain of \$4.5 million on our subordinated debt investment in Eblens Holdings, Inc., offset by a realized loss of \$16.1 million on the write-off on our investment in Online Tech Stores, LLC, of which \$2.4 million was recognized as a loss during the year ended December 31, 2021.

During the year ended December 31, 2021, we recognized net gains of \$5.2 million on preferred equity investments, primarily as a result of realized gains of \$3.9 million on the sale of investments. We recognized realized gains of \$5.8 million and \$1.5 million on the sale of our preferred equity investments in TTG Healthcare, LLC and Neosystems Corp, respectively, offset by a realized loss of \$3.1 million on the write-off of our investments in My Alarm Center, LLC.

During the year ended December 31, 2021, we recognized net gains of \$31.8 million on common equity, warrants and other investments, primarily as a result of unrealized gains of \$29.5 million and \$3.1 million on our common equity investments in Pfanstiehl Holdings, Inc. and our equity participation rights in Southern Technical Institute, LLC, respectively.

During the year ended December 31, 2021, we recognized an income tax provision from realized gains of \$1.0 million relating to taxable net realized gains of \$3.7 million on equity investments held in OFSCC-MB.

#### Year ended December 31, 2020

During the year ended December 31, 2020, we recognized net losses of \$16.1 million on senior secured debt, primarily as a result of unrealized losses of \$9.2 million and \$2.8 million on our senior secured debt investments in 3rd Rock Gaming Holding, LLC, and Envocore Holdings, LLC, respectively.

During the year ended December 31, 2020, we recognized net losses of \$16.4 million on subordinated debt, primarily as a result of unrealized losses of \$12.1 million and \$4.7 million on our subordinated debt investments in Online Tech Stores, LLC and Eblens Holdings, Inc., respectively.

During the year ended December 31, 2020, we recognized net losses of \$2.7 million on preferred equity investments, primarily as a result of unrealized losses of \$3.2 million and \$2.0 million in Contract Datascan Holdings, Inc. and My Alarm Center, LLC, respectively, offset by an unrealized gain of \$1.7 million in TTG Healthcare, LLC.

During the year ended December 31, 2020, we recognized net gains of \$26.2 million on common equity and warrant investments, primarily as a result of unrealized gains of \$24.2 million and \$4.3 million on our common equity investment in Pfanstiehl Holdings, Inc. and our equity participation rights in Southern Technical Institute, LLC, respectively, offset by a net unrealized loss of \$1.2 million on our investment in Professional Pipe Holdings, LLC.

#### Year ended December 31, 2019

During the year ended December 31, 2019, we recognized net losses of \$9.4 million on senior secured debt, primarily as a result of an unrealized loss of \$9.0 million on our senior secured debt investment in Constellis Holdings, LLC, offset by unrealized gains of \$2.2 million in our remaining senior secured debt investments. During the year ended December 31, 2019, we also recognized a realized loss of \$2.9 million on the sale of MAI Holdings, LLC.

During the year ended December 31, 2019, we recognized net losses of \$2.0 million on subordinated debt, primarily as a result of unrealized losses of \$1.5 million and \$0.6 million on our subordinated debt investments in Online Tech Stores, LLC and Master Cutlery, LLC, respectively, due to the negative impact of performance factors.

During the year ended December 31, 2019, we recognized net losses of \$0.1 million on preferred equity investments, primarily as a result of a \$2.3 million unrealized gain on TRS Services, LLC, offset by \$2.3 million of unrealized losses on our remaining preferred equity investments. During the year ended December 31, 2019, we also recognized a realized loss of \$0.1 million on the sale of Maverick Healthcare Equity, LLC.

During the year ended December 31, 2019, we recognized net gains of \$3.8 million on common equity and warrant investments, as a result of unrealized gains of \$3.6 million and \$1.6 million on our common equity investments in Pfanstiehl Holdings, Inc. and Professional Pipe Holdings LLC, respectively, offset by a net unrealized loss of \$1.4 million on our remaining common equity and warrant investments due to net negative impact of portfolio company-specific performance factors.

During the year ended December 31, 2019, we recognized net losses of \$1.5 million on Structured Finance Notes primarily driven by a \$0.9 million and \$0.6 million unrealized loss on Elevation CLO 2017-7, Ltd. and THL Credit Wind River 2019-3 CLO Ltd., respectively.

#### ***Loss on Impairment of Goodwill.***

##### Year ended December 31, 2020

On December 4, 2013, in connection with the acquisition of the remaining ownership interests in SBIC I LP and SBIC I GP, LLC, making SBIC I LP a wholly owned subsidiary, we recorded goodwill of \$1.1 million. The decline in the price of our common stock and the level at which it traded relative to the broader stock indices for the BDC industry, led us to conclude in the third quarter of 2020 that an impairment in the value of our goodwill was more likely than not. Moreover, due to the discount at which our stock traded to its NAV we concluded it was appropriate that the impairment of goodwill equal the full amount of its carrying value of \$1.1 million. The loss on impairment of goodwill did not impact our management or incentive fees.

#### ***Losses on Extinguishment of Debt.***

##### Year ended December 31, 2021

During the year ended December 31, 2021, we redeemed \$35.4 million of SBA debentures that were contractually due September 1, 2022, September 1, 2024 and September 1, 2025. We recognized losses on extinguishment of debt of \$0.3 million related to the charge-off of deferred borrowing costs on the prepaid debentures.

During the year ended December 31, 2021, we redeemed \$177.9 million of Unsecured Notes that were contractually due in 2023, 2025 and 2026. We recognized losses on extinguishment of debt of \$4.3 million related to the charge-off of deferred borrowing costs on the redeemed notes.

Year ended December 31, 2020

During the year ended December 31, 2020, we redeemed \$44.6 million of SBA debentures that were contractually due September 1, 2023, March 1, 2024 and September 1, 2024. We recognized losses on extinguishment of debt of \$0.7 million related to the charge-off of deferred borrowing costs on the prepaid debentures.

During the year ended December 31, 2020, the BLA with Pacific Western Bank was amended to reduce the total commitment under the PWB Credit Facility from \$100.0 million to \$20.0 million. We recognized a loss on extinguishment of debt of \$0.1 million related to the charge-off of deferred borrowing costs on the commitment reduction.

**Non-GAAP Financial Measure – Adjusted Net Investment Income**

On a supplemental basis, we disclose adjusted net investment income (“Adjusted NII”) (including on a per share basis), which is a financial measure calculated and presented on basis other than in accordance with 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, principally related to the realization of such net gains, before OFS Advisor 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 and years ended December 31, 2021 and December 31, 2020 (dollar amounts in thousands, except per share data):

	<b>Three Months Ended December 31,</b>				<b>Years Ended December 31,</b>			
	<b>2021</b>		<b>2020</b>		<b>2021</b>		<b>2020</b>	
	<b>(000's)</b>	<b>Per Share</b>	<b>(000's)</b>	<b>Per Share</b>	<b>(000's)</b>	<b>Per Share</b>	<b>(000's)</b>	<b>Per Share</b>
Net investment income	\$ 4,430	\$ 0.33	\$ 3,004	\$ 0.22	\$ 13,450	\$ 1.00	\$ 12,295	\$ 0.92
Capital Gains Fee	1,814	0.14	—	—	1,916	0.14	—	—
Adjusted NII	<u>\$ 6,244</u>	<u>\$ 0.47</u>	<u>\$ 3,004</u>	<u>\$ 0.22</u>	<u>\$ 15,366</u>	<u>\$ 1.14</u>	<u>\$ 12,295</u>	<u>\$ 0.92</u>

For the year ended December 31, 2021, the Capital Gains Fee of \$1.9 million was primarily due to net unrealized appreciation of \$49.8 million on the investment portfolio at December 31, 2021, partially offset by cumulative net realized losses of \$40.2 million.

Although these non-GAAP financial measures are intended to enhance investors’ understanding of our business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP.

**Comparison of the three months ended December 31, 2021 and September 30, 2021.** Consolidated operating results for the three months ended December 31, 2021 and September 30, 2021, are as follows (in thousands):

	Three Months Ended	
	December 31, 2021	September 30, 2021
<b>Investment income</b>		
Interest income:		
Cash interest income	\$ 7,739	\$ 6,771
PIK interest income	283	406
Net Loan Fee amortization	913	322
Accretion of interest income on subordinated notes	2,547	2,645
<b>Total interest income</b>	<b>11,482</b>	<b>10,144</b>
Dividend income:		
PIK dividends	—	37
Cash dividends	1,855	33
<b>Total dividend income</b>	<b>1,855</b>	<b>70</b>
Fee income:		
Management and syndication	1,455	124
Prepayment and other fees	475	251
<b>Total fee income</b>	<b>1,930</b>	<b>375</b>
<b>Total investment income</b>	<b>15,267</b>	<b>10,589</b>
Total expenses	10,837	7,354
Net investment income	4,430	3,235
Net gain on investments	14,722	10,154
Loss on extinguishment of debt	(2,068)	(224)
<b>Net increase in net assets resulting from operations</b>	<b>\$ 17,084</b>	<b>\$ 13,165</b>

Interest and PIK interest income by debt investment type for the three months ended December 31, 2021 and September 30, 2021 are summarized below (in thousands):

	Three Months Ended	
	December 31, 2021	September 30, 2021
Interest and PIK interest income:		
Senior secured debt investments	\$ 7,965	\$ 6,170
Subordinated debt investments	593	708
Structured Finance Notes	2,924	3,266
<b>Total interest and PIK interest income</b>	<b>11,482</b>	<b>10,144</b>
Less Net Loan Fees accelerations	(628)	(118)
<b>Recurring interest income</b>	<b>\$ 10,854</b>	<b>\$ 10,026</b>

During the three months ended December 31, 2021, total interest income increased \$1.4 million compared to the three months ended September 30, 2021, primarily due to an increase in our weighted-average performing income yield to 11.1% from 9.9% in the prior quarter. The increase in the weighted-average performing income yield was primarily due to the acceleration of Net Loan Fees.

During the three months ended December 31, 2021, dividend income increased \$1.8 million compared to the prior quarter primarily due to a \$1.0 million dividend from Pfanstiehl Holdings, Inc. and a \$0.6 million dividend from Stancor, L.P. Fee income increased \$1.6 million compared to the prior quarter primarily due to an increase in syndication fees.

**Expenses.** Operating expenses for the three months ended December 31, 2021 and September 30, 2021 are presented below (in thousands):

	<b>Three Months Ended</b>	
	<b>December 31, 2021</b>	<b>September 30, 2021</b>
Interest expense	\$ 4,215	\$ 4,234
Management fees	2,009	1,950
Income Incentive Fee	1,543	—
Capital Gains Fee	1,814	102
Professional fees	440	354
Administration fees	416	335
Other expenses	400	379
Total expenses	<u>\$ 10,837</u>	<u>\$ 7,354</u>

Total expenses increased \$3.5 million during the three months ended December 31, 2021 compared to the three months ended September 30, 2021 primarily due to an increase in the Income Incentive Fee and Capital Gains Fee.

**Net realized and unrealized gain (loss) on investments.** Net gain (loss) by investment type for the three months ended December 31, 2021 and September 30, 2021 were as follows (in thousands):

	<b>Three Months Ended</b>	
	<b>December 31, 2021</b>	<b>September 30, 2021</b>
Senior secured debt	\$ 5,432	\$ (460)
Subordinated debt	335	145
Preferred equity	3,556	1,006
Common equity, warrants and other	6,870	9,094
Structured Finance Notes	(658)	196
Income tax expense on net realized investment gains	(1,027)	—
Deferred income tax benefit	214	173
Net gain on investments	<u>\$ 14,722</u>	<u>\$ 10,154</u>

Net gain on investments for the three months ended December 31, 2021

During the three months ended December 31, 2021, net gain on investments of \$14.7 million was primarily due to unrealized appreciation of \$10.1 million on our common equity investment in Pfanstiehl Holdings, Inc. During the three months ended December 31, 2021, we sold our preferred equity investment in TTG Healthcare, LLC and realized a gain of \$5.8 million, of which \$4.6 million was recognized during the quarter.

Net gain on investments for the three months ended September 30, 2021

Our portfolio experienced net gains of \$10.2 million in the third quarter of 2021, principally due to a \$8.9 million, or 3.2%, improvement in the fair values of our directly originated debt and equity investments. The net gains on our common equity investments were primarily attributable to the \$6.4 million improvement in the fair value of Pfanstiehl Holdings, Inc.

Net gains for the quarter included realized gains of \$3.3 million primarily on the sale of our preferred equity in Neosystems Corp. and our common equity in Chemical Resources Holdings, Inc.

**Liquidity and Capital Resources**

At December 31, 2021, we held cash and cash equivalents of \$43.0 million, which includes cash and cash equivalents of \$11.3 million held by SBIC I LP, our wholly owned SBIC, and \$3.7 million held by OFSCC-FS. Our use of cash held by SBIC I LP is restricted by SBA regulation, including limitations on the amount of cash SBIC I LP can distribute to the Parent. Any such distributions to the Parent from SBIC I LP are generally restricted under SBA regulations to a statutory measure of undistributed accumulated earnings or regulatory capital of SBIC I LP, and require the prior approval of the SBA. During the year ended December 31, 2021, the Parent received cash distributions of \$10.0 million from SBIC I LP. During the year ended December 31, 2021, the Parent also received return of capital distributions of \$31.6 million related to the prepayment of debentures. Distributions from OFSCC-FS to the Parent are restricted by the terms and conditions of the BNP Facility. During the year ended December 31, 2021, the Parent received \$5.8 million in cash distributions from OFSCC-FS. At December 31,

2021, the Parent had \$40.5 million of cash and cash equivalents available for general corporate activities, including approximately \$12.4 million and \$0 million held by SBIC I LP and OFSCC-FS, respectively, that was available for distribution to the Parent. The Parent may make unsecured loans to SBIC I LP, the aggregate of which cannot exceed \$35 million at any given time, and no interest may be charged on the unpaid principal balance. There were no intercompany loans between the Parent and SBIC I LP at December 31, 2021.

Additionally, at December 31, 2021, we had unused an unused commitment of \$25.0 million under our PWB Credit Facility, as well as an unused commitment of \$50.0 million under the BNP Facility, both subject to borrowing base requirements and other covenants.

As of December 31, 2021, the aggregate amount outstanding of the senior securities issued by us was \$349.9 million, for which our asset coverage was 173%. The SBA debentures are not subject to the asset coverage requirements of the 1940 Act as a result of exemptive relief granted to us by the SEC effective November 26, 2013. The asset coverage ratio for a class of senior securities representing indebtedness is calculated as our consolidated total assets, less all liabilities and indebtedness not represented by senior securities, divided by total senior securities representing indebtedness. Based on fair values and equity capital at December 31, 2021, we could access all unused commitments under our credit facilities and remain in compliance with our asset coverage requirements.

As of March 1, 2022, we had cash on hand of approximately \$9.8 million. We continue to believe that we have sufficient levels of liquidity to support our existing portfolio companies, selectively deploy capital in new investment opportunities in this challenging environment and satisfy our long-term cash requirements.

**Sources and Uses of Cash and Cash Equivalents.** We generate cash through operations from net investment income and the net liquidation of portfolio investments, and use cash in our operations in the net purchase of portfolio investments. Significant variations may exist between net investment income and cash from net investment income, primarily due to the recognition of non-cash investment income, including Net Loan Fee amortization, PIK interest, and PIK dividends, which generally will not be fully realized in cash until we exit the investment, as well as accreted interest income on Structured Finance Notes, which may not coincide with cash distributions from these investments. As discussed in "Item 8. Financial Statements—**Note 3**", we pay OFS Advisor a quarterly incentive fee with respect to our pre-incentive fee net investment income, which includes investment income that has not been received in cash. In addition, we must distribute substantially all our taxable income, which approximates, but will not always equal, the cash we generate from net investment income to maintain our RIC tax treatment. Historically, our distributions have been in excess of taxable income and we have limited history of net taxable gains. We also obtain cash to fund investments or general corporate activities from the issuance of securities and our revolving lines of credit. These principal sources and uses of cash and liquidity are presented below (in thousands):

	Years Ended December 31,		
	2021	2020	2019
Cash from net investment income <sup>(1)</sup>	\$ 15,111	\$ 11,694	\$ 18,293
Net (purchases and originations) repayments of portfolio investments <sup>(1)</sup>	(27,120)	68,931	(119,929)
Net cash provided by (used in) operating activities	(12,009)	80,625	(101,636)
Proceeds from issuance of the Unsecured Notes, net of discounts	175,506	24,250	52,270
Redemptions of Unsecured Notes	(177,850)	—	—
Distributions paid to stockholders	(12,071)	(11,365)	(17,949)
Net borrowings (repayments) under revolving line of credits	67,950	(24,400)	44,450
Repayment of SBA debentures	(35,350)	(44,610)	—
Payment of debt issuance costs and other financing costs	(836)	(239)	(1,860)
Net cash provided (used) by financing activities	17,349	(56,364)	76,911
Net increase (decrease) in cash	\$ 5,340	\$ 24,261	\$ (24,725)

(1) Net purchases and originations/repayments and sales of portfolio investments include purchase and origination of portfolio investments, proceeds from principal payments on portfolio investments, proceeds from sale or redemption of portfolio investments, changes in receivable for investments sold, payable from investments purchased as reported in our statements of cash flows, as well as the excess of proceeds from distributions received from Structured Finance Notes over accretion of interest income on Structured Finance Notes. Cash from net investment income includes all other cash flows from operating activities reported in our statements of cash flows. Certain amounts in the prior year have been reclassified to conform with the current year presentation.

**Comparison of the years ended December 31, 2021 and 2020.** At December 31, 2021, we held cash and cash equivalents of \$43.0 million, an increase of \$5.3 million from December 31, 2020.



Cash from net investment income. Cash from net investment income increased \$3.4 million for the year ended December 31, 2021 compared to the prior year. The increase to cash from net investment income was principally due a \$1.7 million increase in the recurring interest income resulting from a 42 basis point increase in the weighted average yield in our debt portfolio.

Net (purchases and originations) repayments of portfolio investments. During the year ended December 31, 2021, net purchases and repayments of portfolio investments decreased \$96.1 million compared to the prior year, primarily due to an increase of \$136.3 million in purchases of portfolio companies, offset by an increase of \$44.2 million of principal payments, sale proceeds, and distributions from Structured Finance Notes.

Proceeds from issuance of the Unsecured Notes, net of expenses. During the year ended December 31, 2021, we issued \$178.0 million in Unsecured Notes, with net proceeds of \$175.5 million after deducting underwriting discounts, which was a increase of \$151.3 million in Unsecured Note issuances compared to the prior year.

Cash distributions paid. Cash distributions increased \$0.7 million for the year ended December 31, 2021 compared to the prior year, due to the increase in distributions declared of \$0.05 per share from the prior year.

Net borrowings (repayments) under revolving line of credits. During the year ended December 31, 2021, net borrowings under revolving lines of credit increased \$92.4 million compared to the prior year, primarily due to the increase in the BNP Facility's outstanding balance from \$31.5 million at December 31, 2020 to \$100.0 million at December 31, 2021.

Payment of debt issuance costs and other financing costs. Payment of debt issuance costs increased \$0.6 million for the year ended December 31, 2021 compared to the prior year, primarily due to the issuance of \$178.0 million of Unsecured Notes.

***Comparison of the years ended December 31, 2020 and 2019.*** At December 31, 2020, we held cash and cash equivalents of \$37.7 million, an increase of \$24.3 million from December 31, 2019.

Cash from net investment income. Cash from net investment income decreased \$9.6 million for the year ended December 31, 2020 compared to the prior year. The decrease to cash from net investment income was principally due a \$16.0 million decrease in the average outstanding loan balance as well a 128 basis point decrease in the weighted average yield in our debt portfolio.

Net (purchases and originations) repayments of portfolio investments. During the year ended December 31, 2020, net purchases and repayments of portfolio investments increased \$191.9 million compared to the prior year, primarily due to an increase of \$108.1 million of principal payments, sale proceeds, and distributions from Structured Finance Notes, and a decrease of \$83.8 million in purchases of portfolio companies.

Proceeds from issuance of the Unsecured Notes, net of expenses. During the year ended December 31, 2020, we issued \$25.0 million in Unsecured Notes, with net proceeds of \$24.0 million after deducting underwriting discounts and offering costs, which was a decrease of \$28.0 million in Unsecured Note issuances compared to the prior year.

Cash distributions paid. Cash distributions decreased \$6.6 million for the year ended December 31, 2020 compared to the prior year, due to the decrease in distributions declared of \$0.51 per share from the prior year.

Net borrowings (repayments) under revolving line of credits. During the year ended December 31, 2020, net borrowings under revolving lines of credit decreased \$68.9 million compared to the prior year, primarily due to the sale of debt investments in response to the uncertainty surrounding the COVID-19 pandemic.

Payment of debt issuance costs and other financing costs. Payment of debt issuance costs decreased \$1.6 million for the year ended December 31, 2020 compared to the prior year, primarily due to \$1.3 million of costs associated with the closing of the BNP Facility in 2019.

### ***Borrowings***

SBA Debentures. SBIC I LP has a SBIC license that allowed it to obtain leverage by issuing SBA-guaranteed debentures. These debentures are non-recourse to us, and bear interest payable semi-annually. The following table shows our

outstanding SBA debentures payable as of December 31, 2021 and 2020 (in thousands):

Pooling Date	Maturity Date	Fixed Interest Rate	SBA debentures outstanding	
			December 31, 2021	December 31, 2020
September 19, 2012	September 1, 2022	3.049 %	\$ —	\$ 14,000
September 24, 2014	September 1, 2024	3.370	—	2,765
March 25, 2015	March 1, 2025	2.872	65,920	65,920
September 23, 2015	September 1, 2025	3.184	4,000	22,585
<b>SBA debentures outstanding</b>			<b>69,920</b>	<b>105,270</b>
Unamortized debt issuance costs			(555)	(1,088)
<b>SBA debentures outstanding, net of unamortized debt issuance costs</b>			<b>\$ 69,365</b>	<b>\$ 104,182</b>

On a stand-alone basis, SBIC I LP held \$195.5 million and \$223.8 million in assets at December 31, 2021 and 2020, respectively, which accounted for approximately 34% and 46% of the Company's total consolidated assets, respectively.

As part of our plans to focus on lower-yielding, first lien senior secured loans to larger borrowers, which we believe will improve our overall risk profile, SBIC I LP is repaying over time its outstanding SBA debentures prior to their scheduled maturity dates. As such, we are not making new investments through SBIC I LP, other than follow-on investments. During the year ended December 31, 2021, we made \$4.6 million of follow-on investments in two portfolio companies. We believe that investing in more senior loans to larger borrowers is consistent with our view of the private loan market and will reduce our overall leverage on a consolidated basis.

During the year ended December 31, 2021, SBIC I LP prepaid \$35.4 million of SBA debentures that were contractually due September 1, 2023, March 1, 2024 and September 1, 2024. We recognized losses on extinguishment of debt of \$0.3 million related to the charge-off of deferred borrowing costs on the prepaid debentures.

The weighted-average fixed cash interest rate on the SBA debentures as of December 31, 2021 and 2020, was 2.89% and 2.98%, respectively.

SBIC I LP is periodically examined and audited by the SBA's staff to determine its compliance with SBA regulations. If SBIC I LP fails to comply with applicable SBA regulations, the SBA could, depending on the severity of the violation, limit or prohibit SBIC I LP's use of debentures, declare outstanding debentures immediately due and payable, and/or limit SBIC I LP from making new investments. In addition, SBIC I LP may also be limited in its ability to make distributions to the Company if it does not have sufficient capital in accordance with SBA regulations. Such actions by the SBA would in turn, negatively affect the Company.

**PWB Credit Facility.** We are party to a BLA with Pacific Western Bank, as lender, to provide us with a senior secured revolving credit facility, or PWB Credit Facility. The PWB Credit Facility is available for general corporate purposes including investment funding. The maximum availability of the PWB Credit Facility is equal to 50% of the aggregate outstanding principal amount of eligible loans included in the borrowing base, which excludes subordinated loan investments (as defined in the BLA) and as otherwise specified in the BLA. The PWB Credit Facility is guaranteed by OFSCC-MB and secured by all of our current and future assets excluding assets held by SBIC I LP, OFSCC-FS, and the Company's partnership interests in SBIC I LP and SBIC I GP.

At December 31, 2021, the BLA contained customary terms and conditions, including, without limitation, affirmative and negative covenants such as information reporting requirements, a minimum tangible NAV, a minimum quarterly net investment income after incentive fees, and a maximum debt/worth ratio. The BLA also contained customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change in investment advisor, and the occurrence of a material adverse change in our financial condition. As of December 31, 2021, we were in compliance with the applicable covenants.

As of December 31, 2021, the terms of the PWB Credit Facility were as follows (amounts in thousands):

	Maximum Availability	Floor Rate	Interest Rate	Unused Fee	Maturity Date
PWB Credit Facility	\$25,000	4.00%	Prime + 0.25%	0.50%	February 28, 2023

As of December 31, 2021, availability under the PWB Credit Facility was \$25.0 million, based on the stated advance rate of 50% under the borrowing base, and a \$0 outstanding balance.

On February 17, 2021, we executed an amendment to the BLA with Pacific Western Bank. The amendment, among other things: (i) increased the maximum amount available under the PWB Credit Facility from \$20.0 million to \$25.0 million; (ii) decreased the interest rate floor from 5.25% per annum to 5.00% per annum; (iii) modified certain financial performance covenants; and (iv) extended the maturity date from February 28, 2021 to February 28, 2023.

On November 15, 2021, we executed an amendment to the BLA with Pacific Western Bank to decrease the interest rate floor from 5.0% to 4.0%, effective as of November 1, 2021.

**BNP Facility.** On June 20, 2019, we entered into the a revolving credit and security agreement by and among OFSCC-FS, the lenders from time to time parties thereto, BNP Paribas, as administrative agent, OFSCC-FS Holdings, LLC, a wholly owned subsidiary of the Company, as equityholder, the Company, as servicer, Citibank, N.A., as collateral agent and Virtus Group, LP, as collateral administrator, which provides for borrowings in an aggregate principal amount up to \$150.0 million. Borrowings under the BNP Facility bear interest of LIBOR plus an applicable spread, which is determined on the basis of industry-recognized portfolio company metrics at the time of funding. The BNP Facility will mature on the earlier of June 20, 2024 or upon certain other events defined in the credit agreement which result in accelerated maturity. The BNP Facility also contains customary events of default, including, without limitation, nonpayment, failure to maintain valid ownership interest in all of the collateral and bankruptcy. Borrowings under the BNP Facility are secured by substantially all of the assets held by OFSCC-FS. OFSCC-FS incurred fees to the lenders as well as legal costs of approximately \$1.3 million to establish the BNP Facility, which are amortized over the life of the facility.

As of December 31, 2021, the BNP Facility had the following terms and balances (amounts in thousands):

	<b>Principal</b>	<b>Unused Commitment</b>	<b>Effective Interest Rate<sup>(1)</sup></b>	<b>Maturity</b>	<b>2021 Interest Expense<sup>(2)</sup></b>
BNP Facility	\$100,000	\$50,000	4.20%	June 20, 2024	\$1,996

(1) The effective interest rate includes deferred debt issuance cost amortization and unused commitment fees.

(2) Interest expense includes deferred issuance costs amortization and unused commitment fees.

**Unsecured Notes.** The Unsecured Notes totaled \$180.0 million and \$177.9 million in aggregate principal debt at December 31, 2021 and 2020, respectively.

#### *Issuances*

On February 10, 2021, we closed the public offering of \$100.0 million aggregate principal amount of our Unsecured Notes Due February 2026, and on March 18, 2021, we closed an additional public offering of \$25.0 million aggregate principal amount of our Unsecured Notes Due February 2026. The total net proceeds to us from the Unsecured Notes Due February 2026, after deducting underwriting discounts and offering expenses of \$3.9 million, was approximately \$121.1 million.

On October 28, 2021 and November 1, 2021, we closed the public offering of \$55.0 aggregate principal amount of our Unsecured Notes Due October 2028, which included a full exercise of the underwriters over-allotment option. The total net proceeds to us, after deducting underwriting discounts and offering expenses of \$1.4 million, was approximately \$53.6 million.

#### *Redemptions*

On March 12, 2021, we redeemed all of our \$50.0 million aggregate principal amount of Unsecured Notes Due April 2025 and \$48.5 million aggregate principal amount of Unsecured Notes Due October 2025.

On November 1, 2021, we redeemed all of our \$25.0 million aggregate principal amount of Unsecured Notes Due September 2023.

On November 22, 2021, we redeemed all of our \$54.3 million aggregate principal amount of Unsecured Notes Due October 2026.

During the year ended December 31, 2021, we recognized a loss on extinguishment of \$4.3 million related to the charge-off of deferred borrowing costs on the redemption of Unsecured Notes.

The Unsecured Notes are direct unsecured obligations and rank equal in right of payment with all of our current and future unsecured indebtedness. Because the Unsecured Notes are not secured by any of our assets, they are effectively subordinated to all existing and future secured unsubordinated indebtedness (or any indebtedness that is initially unsecured as to which we subsequently grant a security interest), to the extent of the value of the assets securing such indebtedness, including, without limitation, borrowings under the PWB Credit Facility and BNP Facility.

As of December 31, 2021, the Unsecured Notes had the following terms and balances (amounts in thousands):

Unsecured Notes	Principal	Stated Interest Rate <sup>(1)</sup>	Effective Interest Rate <sup>(2)</sup> (%)	Maturity <sup>(3)</sup>
Unsecured Notes Due February 2026	\$ 125,000	4.75 %	5.38 %	2/10/2026
Unsecured Notes Due October 2028	55,000	4.95 %	5.29 %	10/31/2028
<b>Total</b>	<b>\$ 180,000</b>			

(1) The weighted-average fixed cash interest rate on the Unsecured Notes as of December 31, 2021 was 4.81%.

(2) The effective interest rate on the Unsecured Notes includes deferred debt issuance cost amortization.

(3) We may redeem the Unsecured Notes Due February 2026 in whole or in part at any time, or from time to time, at our option at par plus a "make-whole" premium, if applicable. We may redeem the Unsecured Notes Due October 2028 in whole or in part at any time, or from time to time, at our option on or after October 31, 2023.

The average dollar borrowings and average interest rate for all debt the years ended December 31, 2021, 2020 and 2019, were as follows:

Year ended	Average Dollar Borrowings	Weighted Average Interest Rate
December 31, 2021	\$ 344,241	5.09 %
December 31, 2020	347,229	5.42
December 31, 2019	307,826	4.99

**Other Liquidity Matters.** We expect to fund the growth of our investment portfolio utilizing future equity offerings, and issuances of senior securities or future borrowings to the extent permitted by the 1940 Act. We cannot assure stockholders that our plans to raise capital will be successful. In addition, we intend to distribute to our stockholders substantially all of our taxable income in order to satisfy the requirements applicable to RICs under Subchapter M of the Code. Consequently, we may not have the funds or the ability to fund new investments or make additional investments in our portfolio companies. The illiquidity of our portfolio investments may make it difficult for us to sell these investments when desired and, if we are required to sell these investments, we may realize significantly less than their recorded value.

A BDC generally is not permitted to incur indebtedness unless immediately after such borrowing it has an asset coverage ratio for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, Section 61(a)(2) of the 1940 Act provides that a BDC may reduce its asset coverage ratio, provided that certain conditions are met. Specifically, Section 61(a)(2) provides that in order for a BDC whose common stock is traded on a national securities exchange to be subject to 150% asset coverage, the BDC must either obtain: (i) approval of the required majority of its non-interested directors who have no financial interest in the proposal, which would become effective one year after the date of such approval, or (ii) obtain stockholder approval (of more than 50% of the votes cast for the proposal at a meeting in which quorum is present), which would become effective on the first day after the date of such stockholder approval.

On May 3, 2018, the Board, including a "required majority" (as such term is defined in Section 57(o) of the 1940 Act) of the Board, approved the application of Section 61(a)(2) of the 1940 Act and, as a result, the asset coverage ratio test applicable to us was decreased from 200% to 150%, effective May 3, 2019. See "Item 1A. Risk Factors — Risks Related to our Business and Structure — **Because we received the approval of our Board, we are subject to 150% Asset Coverage effective May 3, 2019.**" Additionally, we received exemptive relief from the SEC effective November 26, 2013, which allows us to exclude our SBA guaranteed debentures from the definition of senior securities in the statutory asset coverage ratio under the 1940 Act.

This requirement limits the amount that we may borrow. To fund growth in our investment portfolio in the future, we anticipate needing to raise additional capital from various sources, including the equity markets and the securitization or other debt-related markets, which may or may not be available on favorable terms, if at all.

#### Contractual Obligations and Off-Balance Sheet Arrangements

At December 31, 2021, we had \$43.0 million of cash and cash equivalents, as well as \$25.0 million and \$50.0 million of unfunded commitments under our PWB Credit Facility and BNP Facility, respectively, to meet our short-term contractual obligations. Long-term contractual obligations, such as our BNP Facility that matures in 2024 and has \$100.0 million outstanding at December 31, 2021, can be repaid by selling OFSCC-FS portfolio investments that have a fair value of \$170.1 million at December 31, 2021. We cannot, however, be certain that this source of funds will be available and upon terms acceptable to us in sufficient amounts in the future.

At December 31, 2021, we have \$69.9 million of outstanding SBA debentures that mature in 2025, which we may repay prior to their maturity dates by using proceeds from investment repayments. The SBIC I LP investment portfolio has a fair value of \$183.5 million at December 31, 2021.

We have entered into contracts with affiliates under which we will incur material future commitments—the Investment Advisory Agreement, pursuant to which OFS Advisor has agreed to serve as our investment adviser, and the Administration Agreement, pursuant to which OFS Services has agreed to furnish us with the facilities and administrative services necessary to conduct our day-to-day operations.

We may become a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financial needs of our portfolio companies. These instruments may include commitments to extend credit and involve, to varying degrees, elements of liquidity and credit risk in excess of the amount recognized in the balance sheet. We had \$43.7 million of total unfunded commitments to fourteen portfolio companies at December 31, 2021.

## Distributions

We are taxed as a RIC under the Code. Generally, a RIC is entitled to deduct dividends it pays to its stockholders from its income to determine “taxable income.” Taxable income includes our taxable interest, dividend and fee income, and taxable net capital gains. Taxable income generally differs from net income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses, and generally excludes net unrealized appreciation or depreciation, as gains or losses are not included in taxable income until they are realized. In addition, gains realized for financial reporting purposes may differ from gains included in taxable income as a result of our election to recognize gains using installment sale treatment, which generally results in the deferral of gains for tax purposes until notes or other amounts, including amounts held in escrow, received as consideration from the sale of investments are collected in cash. Taxable income includes non-cash income, such as changes in accrued and reinvested interest and dividends, which includes contractual PIK interest, and the amortization of discounts and fees. Cash collections of income resulting from contractual PIK interest and dividends or the amortization of discounts and fees generally occur upon the repayment of the loans or debt securities that include such items. Non-cash taxable income is reduced by non-cash expenses, such as realized losses and depreciation, and amortization expense.

Our Board maintains a variable dividend policy with the objective of distributing four quarterly distributions in an amount not less than 90-100% of our taxable quarterly income or potential annual income for a particular year. In addition, at the end of the year, we may also pay an additional special dividend, or fifth dividend, such that we may distribute approximately all of our annual taxable income in the year it was earned, while maintaining the option to spill over our excess taxable income to a following year. Each year, a statement on Form 1099-DIV identifying the source of the distribution is mailed to the Company’s stockholders. For the year ended December 31, 2021, approximately \$0.42 per share, \$0.00 per share, and \$0.49 per share of the Company’s distributions represented ordinary income, long-term capital gain, and a return of capital to its stockholders, respectively.

For a detailed description of our distributions paid for the years ended December 31, 2021, 2020 and 2019, see “Item 8.—Financial Statements—**Note 10.**”

## Recent Developments

**Appointment of New Director.** On January 5, 2022, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, voted to appoint Ashwin Ranganathan as a Class III director of the Board, chair of the Compensation Committee, a member of the Audit Committee and a member of the Nominating and Corporate Governance Committee, to fill the vacancy created by the retirement of Marc I. Abrams on January 4, 2022. Mr. Ranganathan was appointed to serve as a member of the Board until the 2024 annual meeting of stockholders, or until his successor is duly elected and qualified. The Board and the Nominating and Corporate Governance Committee determined that Mr. Ranganathan is not an “interested person” (as defined in Section 2(a) (19) of the 1940 Act) of the Company.

**Declaration of a Distribution.** On March 1, 2022, our Board declared a distribution of \$0.28 per share for the first quarter of 2022, payable on March 31, 2022 to stockholders of record as of March 24, 2022.

**Prepayment of SBA Debentures.** On February 28, 2022, SBIC I LP prepaid \$19.0 million of SBA debentures that were contractually due March 1, 2025 and September 1, 2025.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are subject to financial market risks, including changes in interest rates and the valuations of our investment portfolio. The economic effects of the COVID-19 pandemic has introduced significant volatility in the financial markets, and the effects of this volatility has impacted and could continue to impact our market risks. The U.S. Federal Reserve and other central banks reduced certain interest rates and LIBOR decreased. In addition, in a prolonged low interest rate environment, our net interest margin will be compressed and adversely affect our operating results. For additional information concerning the COVID-19 pandemic and its potential impact on our business and our operating results, see “Part I - 1A. Risk Factors”.

### Investment Valuation Risk

Because there is not a readily available market value for most of the investments in our portfolio, we value a significant portion of our portfolio investments at fair value as determined in good faith by our Board based on independent third-party valuation firms that have been engaged at the direction of our Board to assist in the valuation of each portfolio investment without a readily available market quotation. Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may fluctuate from period to period. Additionally, the fair value of our investments may differ significantly from the values that would have been used had a ready market existed for such investments and may differ materially from the values that we may ultimately realize. Further, some investments may be subject to legal and other restrictions on resale or otherwise are less liquid than publicly traded securities. If we were required to liquidate a portfolio investment in a forced or liquidation sale, we could realize significantly less than its current fair value. See “Part II - Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Significant Estimates” as well as Notes 2 and 5 to our consolidated financial statements for the year ended December 31, 2021 for more information relating to our investment valuation.

### Interest Rate Risk

Changes in interest rates affect both our cost of funding and the valuation of our investment portfolio. As of December 31, 2021, 92% of our debt investments bore interest at floating interest rates and 8% of our debt investments bore fixed interest rates, at fair value. The interest rates on our debt investments bearing floating interest rates have been based on a floating LIBOR, but will transition away from LIBOR to any one the various alternative reference rates, and typically contain interest rate re-set provisions that adjust applicable interest rates to current rates on a periodic basis. A significant portion of our loans that are subject to the floating rates are also subject to a minimum base rate, or floor, that we charge on our loans if the current market rates are below the respective floors. As of December 31, 2021, a substantial amount of our floating rate loans were based on a floating LIBOR rate, subject to a floor.

As of December 31, 2021, our outstanding SBA debentures and Unsecured Notes bore interest at a fixed rate. Our PWB Credit Facility and BNP Facility had floating interest rate provisions based on the Prime Rate and LIBOR, with effective interest rates of 4.22% and 4.20%, respectively.

Interest rate sensitivity refers to the change in our earnings that may result from changes in the level of interest rates. Assuming that the consolidated balance sheet as of December 31, 2021, were to remain constant and that we took no actions to alter our existing interest rate sensitivity, the following tables show the annualized impact of hypothetical base rate changes in interest rates (in thousands):

<b>Basis point increase</b>	<b>Interest income</b>	<b>Interest expense <sup>(1)</sup></b>	<b>Net change</b>
25	\$ 96	\$ (284)	\$ (188)
50	209	(537)	(328)
75	447	(791)	(344)
100	1,123	(1,044)	79
125	1,938	(1,298)	640

<b>Basis point decrease</b>	<b>Interest income</b>	<b>Interest expense <sup>(1)</sup></b>	<b>Net change</b>
25	\$ (76)	\$ 178	\$ 102
50	(96)	178	82
75	(116)	178	62
100	(136)	178	42
125	(157)	178	21

(1) At December 31, 2021, our PWB Credit Facility had no outstanding balance, and therefore a decline in the Prime Rate would not impact interest expense. The BNP Facility does not contain an interest rate floor.

Although we believe that the foregoing analysis is indicative of our sensitivity to interest rate changes as of December 31, 2021, it does not adjust for potential changes in the credit market, credit quality, size and composition of the assets in our portfolio, and other business developments, including borrowings under our credit facilities, that could affect net increase in net assets resulting from operations, or net income. Accordingly, no assurances can be given that actual results would not differ materially from the statement above.

We are subject to financial market risks, including changes in interest rates. Changes in interest rates affect both our cost of funding and the valuation of our investment portfolio. Our risk management systems and procedures are designed to identify and analyze our risk, to set appropriate policies and limits and to continually monitor these risks and limits by means of reliable administrative and information systems and other policies and programs. Our investment portfolio and investment income may be affected by changes in various interest rates, including the transition away from LIBOR to any one the various alternative reference rates.

**ITEM 8. Financial Statements**

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## Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors  
OFS Capital Corporation:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of assets and liabilities of OFS Capital Corporation and subsidiaries (the Company), including the consolidated schedules of investments, as of December 31, 2021 and 2020, the related consolidated statements of operations, changes in net assets, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2021, in conformity with U.S. generally accepted accounting principles.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Such procedures also included confirmation of investments owned as of December 31, 2021, by correspondence with custodians, agents, or portfolio companies, or by other appropriate auditing procedures where replies were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### *Evaluation of the fair value of Portfolio Company Investments using unobservable inputs*

As discussed in Notes 2 and 5 to the consolidated financial statements, the Company measures its investments at fair value. For those investments where the valuation is based on less observable or unobservable inputs, the Company's determination of fair value requires more judgment. The majority of the Company's investments are debt or equity investments in a portfolio company, excluding Structured Finance Notes, (collectively, Portfolio Company Investments), valued using unobservable inputs which the Company measures using either the income approach or market approach. As of December 31, 2021, the fair value of such investments was \$366.3 million.

We identified the evaluation of the fair value of Portfolio Company Investments valued using unobservable inputs as a critical audit matter. In particular, assessing the discount rates used in the discounted cash flows valuation technique and the earnings metric multiples used in the market approach valuation technique required a high degree of subjective auditor judgment and the involvement of valuation professionals.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design of certain internal controls related to the fair value of Portfolio Company Investments using unobservable inputs. This included controls related to the development of the discount rates and earnings metric multiples used in the discounted

cash flows and market approach valuation techniques, respectively. For a selection of Portfolio Company Investments, we compared relevant data elements used by the Company to derive the discount rates and earnings metric multiples to underlying documentation. We involved valuation professionals with specialized skills and knowledge who assisted in evaluating a selection of Portfolio Company Investments by developing:

- a market yield analysis that assessed publicly available market information such as observable market yields of comparable companies of similar credit quality for selected Portfolio Company Investments fair valued by the Company using the income approach
- a set of guideline public companies that assessed market information from publicly available sources, including earnings metric multiples of publicly traded comparable companies for selected Portfolio Company Investments fair valued by the Company using the market approach
- a fair value range for the selected Portfolio Company Investments, based upon the independent market research performed and compared the results to the Company's fair value estimates.

/s/ KPMG LLP

We have served as the Company's auditor since 2019.

Chicago, Illinois  
March 4, 2022

**OFS Capital Corporation and Subsidiaries**  
**Consolidated Statements of Assets and Liabilities**  
(Dollar amounts in thousands, except per share data)

	December 31,	
	2021	2020
<b>Assets</b>		
Investments, at fair value		
Non-control/non-affiliate investments (amortized cost of \$428,398 and \$363,628 respectively)	\$ 421,567	\$ 328,665
Affiliate investments (amortized cost of \$17,650 and \$86,484, respectively)	72,584	102,846
Control investment (amortized cost of \$11,264 and \$10,911, respectively)	12,948	10,812
Total investments at fair value (amortized cost of \$457,312 and \$461,023, respectively)	507,099	442,323
Cash	43,048	37,708
Receivable for investments sold	14,893	—
Interest receivable	1,475	1,298
Prepaid expenses and other assets	2,533	2,484
<b>Total assets</b>	<b>\$ 569,048</b>	<b>\$ 483,813</b>
<b>Liabilities</b>		
Revolving lines of credit	\$ 100,000	\$ 32,050
SBA debentures (net of deferred debt issuance costs of \$555 and \$1,088, respectively)	69,365	104,182
Unsecured Notes (net of discounts and deferred debt issuance costs of \$4,554 and \$4,897, respectively)	175,446	172,953
Interest payable	3,685	3,176
Payable to investment adviser and affiliates (Note 3)	6,217	3,252
Payable for investments purchased	8,788	8,411
Accrued professional fees	452	495
Other liabilities	1,351	338
<b>Total liabilities</b>	<b>\$ 365,304</b>	<b>\$ 324,857</b>
Commitments and contingencies (Note 6)		
<b>Net Assets</b>		
Preferred stock, par value of \$0.01 per share, 2,000,000 shares authorized, 0 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	\$ —	\$ —
Common stock, par value of \$0.01 per share, 100,000,000 shares authorized, 13,422,413 and 13,409,559 shares issued and outstanding as of December 31, 2021 and December 31, 2020, respectively	134	134
Paid-in capital in excess of par	185,113	187,124
Total distributable earnings (accumulated losses)	18,497	(28,302)
<b>Total net assets</b>	<b>\$ 203,744</b>	<b>\$ 158,956</b>
<b>Total liabilities and net assets</b>	<b>\$ 569,048</b>	<b>\$ 483,813</b>
Number of shares outstanding	13,422,413	13,409,559
Net asset value per share	\$ 15.18	\$ 11.85

See Notes to Consolidated Financial Statements.

**OFS Capital Corporation and Subsidiaries**  
**Consolidated Statements of Operations**  
(Dollar amounts in thousands, except per share data)

	Years Ended December 31,		
	2021	2020	2019
<b>Investment income</b>			
Interest income:			
Non-control/non-affiliate investments	\$ 37,350	\$ 34,278	\$ 37,934
Affiliate investments	3,686	7,549	10,723
Control investment	1,348	1,217	1,172
Total interest income	42,384	43,044	49,829
Dividend income:			
Non-control/non-affiliate investments	888	—	—
Affiliate investments	1,143	955	1,311
Control investment	136	—	89
Total dividend income	2,167	955	1,400
Fee income:			
Non-control/non-affiliate investments	2,485	945	1,029
Affiliate investments	653	465	221
Control investment	74	66	42
Total fee income	3,212	1,476	1,292
<b>Total investment income</b>	<b>47,763</b>	<b>45,475</b>	<b>52,521</b>
<b>Expenses</b>			
Interest and financing expense	17,515	18,808	15,829
Management fees	7,669	7,605	8,271
Income Incentive Fee	2,352	2,025	4,760
Capital Gains Fee	1,916	—	—
Professional fees	1,670	1,993	1,814
Administration fees	1,758	1,855	1,747
Other expenses	1,433	1,335	1,002
Total expenses before Income Incentive Fee waiver	34,313	33,621	33,423
Income Incentive Fee waiver (Note 3)	—	(441)	—
<b>Total expenses, net of Income Incentive Fee waiver</b>	<b>34,313</b>	<b>33,180</b>	<b>33,423</b>
<b>Net investment income</b>	<b>13,450</b>	<b>12,295</b>	<b>19,098</b>
<b>Net realized and unrealized gain (loss) on investments</b>			
Net realized loss on non-control/non-affiliate investments	(27,114)	(10,021)	(3,900)
Net realized gain on affiliate investments	7,545	—	—
Income tax expense on net realized investment gains	(1,027)	—	—
Net unrealized appreciation (depreciation) on non-control/non-affiliate investments	38,551	(11,295)	(9,194)
Net unrealized appreciation on affiliate investments	28,153	12,633	5,376
Net unrealized appreciation (depreciation) on control investment	1,783	1,704	(1,411)
Deferred tax benefit (expense) on investments net unrealized appreciation/depreciation	114	275	(416)
<b>Net gain (loss) on investments</b>	<b>48,005</b>	<b>(6,704)</b>	<b>(9,545)</b>
Losses on extinguishment of debt	(4,591)	(820)	—
Loss on impairment of goodwill	—	(1,077)	—
<b>Net increase in net assets resulting from operations</b>	<b>\$ 56,864</b>	<b>\$ 3,694</b>	<b>\$ 9,553</b>
Net investment income per common share - basic and diluted	\$ 1.00	\$ 0.92	\$ 1.43
Net increase in net assets resulting from operations per common share - basic and diluted	\$ 4.24	\$ 0.28	\$ 0.71
Distributions declared per common share	\$ 0.91	\$ 0.86	\$ 1.36
Basic and diluted weighted average common shares outstanding	13,413,861	13,394,005	13,364,244

See Notes to Consolidated Financial Statements.

**OFS Capital Corporation and Subsidiaries**  
**Consolidated Statements of Changes in Net Assets**  
(Dollar amounts in thousands, except per share data)

	Preferred Stock		Common Stock			Paid-in capital in excess of par	Total distributable earnings (accumulated losses)	Total net assets
	Number of shares	Par value	Number of shares	Par value				
<b>Balances at January 1, 2019</b>	—	\$ —	13,357,337	\$ 134	\$ 187,540	\$ (12,651)	\$ 175,023	
Net increase (decrease) in net assets resulting from operations:								
Net investment income	—	—	—	—	—	19,098	19,098	
Net realized losses on investments, net of taxes	—	—	—	—	—	(3,900)	(3,900)	
Unrealized depreciation on investments, net of deferred taxes	—	—	—	—	—	(5,645)	(5,645)	
Tax reclassifications of permanent differences	—	—	—	—	(462)	462	—	
Distributions to stockholders:								
Common stock issued from reinvestment of stockholder distributions, net of repurchases	—	—	19,499	—	227	—	227	
Dividends declared	—	—	—	—	—	(18,176)	(18,176)	
Net increase (decrease) for the year ended December 31, 2019	—	—	19,499	—	(235)	(8,161)	(8,396)	
<b>Balances at December 31, 2019</b>	—	\$ —	13,376,836	\$ 134	\$ 187,305	\$ (20,812)	\$ 166,627	
Net increase (decrease) in net assets resulting from operations:								
Net investment income	—	—	—	—	—	12,295	12,295	
Net realized losses on investments, net of taxes	—	—	—	—	—	(10,022)	(10,022)	
Unrealized appreciation on investments, net of deferred taxes	—	—	—	—	—	3,318	3,318	
Loss on extinguishment of debt	—	—	—	—	—	(820)	(820)	
Loss on impairment of goodwill	—	—	—	—	—	(1,077)	(1,077)	
Tax reclassifications of permanent differences	—	—	—	—	(331)	331	—	
Distributions to stockholders:								
Common stock issued from reinvestment of stockholder distributions	—	—	32,723	—	150	—	150	
Dividends declared	—	—	—	—	—	(11,515)	(11,515)	
Net increase (decrease) for the year ended December 31, 2020	—	—	32,723	—	(181)	(7,490)	(7,671)	
<b>Balances at December 31, 2020</b>	—	\$ —	13,409,559	\$ 134	\$ 187,124	\$ (28,302)	\$ 158,956	
Net increase (decrease) in net assets resulting from operations:								
Net investment income	—	—	—	—	—	13,450	13,450	
Net realized losses on investments, net of taxes	—	—	—	—	—	(20,596)	(20,596)	
Unrealized appreciation on investments, net of deferred taxes	—	—	—	—	—	68,601	68,601	
Loss on extinguishment of debt	—	—	—	—	—	(4,591)	(4,591)	
Tax reclassifications of permanent differences	—	—	—	—	(2,142)	2,142	—	
Distributions to stockholders:								
Common stock issued from reinvestment of stockholder distributions	—	—	13,554	—	136	—	136	
Dividends declared	—	—	—	—	—	(12,207)	(12,207)	
Repurchase of common stock	—	—	(700)	—	(5)	—	(5)	
Net increase for the year ended December 31, 2021	—	—	12,854	—	(2,011)	46,799	44,788	
<b>Balances at December 31, 2021</b>	—	\$ —	13,422,413	\$ 134	\$ 185,113	\$ 18,497	\$ 203,744	

See Notes to Consolidated Financial Statements.

**OFS Capital Corporation and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
(Dollar amounts in thousands)

	Years Ended December 31,		
	2021	2020	2019
<b>Cash flows from operating activities</b>			
Net increase in net assets resulting from operations	\$ 56,864	\$ 3,694	\$ 9,553
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by (used in) operating activities:			
Net realized loss on investments	19,568	10,022	3,900
Net unrealized (appreciation) depreciation on investments, net of deferred taxes	(68,601)	(3,318)	5,645
Income tax expense from realized gains on investments	1,027	—	—
Losses on extinguishment of debt	4,591	820	—
Loss on impairment of goodwill	—	1,077	—
Amortization and write-off of deferred offering costs	1,969	1,690	1,332
Amortization of intangible asset	222	206	195
Amortization of Net Loan Fees	(2,442)	(1,640)	(1,424)
Amendment fees collected	265	106	177
Payment-in-kind interest and dividend income	(2,141)	(1,971)	(1,825)
Accretion of interest income on Structured Finance Notes	(9,861)	(5,877)	(2,861)
Purchase and origination of portfolio investments	(268,901)	(130,399)	(222,173)
Proceeds from principal payments on portfolio investments	200,713	129,580	60,883
Proceeds from sale or redemption of portfolio investments	52,789	70,771	35,033
Distributions received from Structured Finance Notes	12,656	6,709	3,076
Changes in operating assets and liabilities:			
Interest receivable	(177)	2,051	(562)
Interest payable	509	(523)	714
Receivable for investments sold	(14,893)	—	—
Payable to investment adviser and affiliates	2,965	(854)	406
Payable for investments purchased	377	(1,853)	6,113
Other assets and liabilities	492	334	182
<b>Net cash provided by (used in) operating activities</b>	<b>(12,009)</b>	<b>80,625</b>	<b>(101,636)</b>
<b>Cash flows from financing activities</b>			
Proceeds from offerings of Unsecured Notes, net of discounts	175,506	24,250	52,270
Redemptions of Unsecured Notes	(177,850)	—	—
Distributions paid to stockholders	(12,071)	(11,365)	(17,949)
Borrowings under revolving lines of credit	145,350	86,200	151,975
Repayments under revolving lines of credit	(77,400)	(110,600)	(107,525)
Repayments of SBA debentures	(35,350)	(44,610)	—
Payments of deferred debt issuance costs and other financing costs	(836)	(239)	(1,860)
<b>Net cash provided by (used in) financing activities</b>	<b>17,349</b>	<b>(56,364)</b>	<b>76,911</b>
Net increase (decrease) in cash	5,340	24,261	(24,725)
Cash — beginning of year	37,708	13,447	38,172
Cash — end of year	<u>\$ 43,048</u>	<u>\$ 37,708</u>	<u>\$ 13,447</u>
Supplemental Disclosure of Cash Flow Information:			
Cash paid during the period for interest	\$ 15,037	\$ 17,641	\$ 13,754
Reinvestment of stockholder distributions	136	150	227

See Notes to Consolidated Financial Statements.

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<b>Non-control/Non-affiliate Investments</b>									
<i>3rd Rock Gaming Holdings, LLC (6) (10)</i>	Software Publishers								
Senior Secured Loan		4.00%	N/A	3/13/2018	3/12/2023	\$ 16,728	\$ 14,358	\$ 7,027	3.3 %
<i>AAAdvantage Loyalty IP Ltd. and American Airlines, Inc. (14) (15) (22)</i>	Scheduled Passenger Air Transportation								
Senior Secured Loan		5.50%	(L +4.75%)	3/10/2021	4/20/2028	364	360	377	0.2
<i>Aegion Corporation (15) (22)</i>	Water and Sewer Line and Related Structures Construction								
Senior Secured Loan		5.50%	(L +4.75%)	4/1/2021	5/17/2028	630	627	628	0.3
<i>Allen Media, LLC (14) (15)</i>	Cable and Other Subscription Programming								
Senior Secured Loan		5.72%	(L +5.50%)	3/2/2021	2/10/2027	3,807	3,801	3,810	1.8
<i>All Star Auto Lights, Inc. (4) (15)</i>	Motor Vehicle Parts (Used) Merchant Wholesalers								
Senior Secured Loan		8.25%	(L +7.25%)	12/19/2019	8/20/2025	23,335	23,005	23,052	11.3
<i>Autokinton US Holdings, Inc. (14) (15)</i>	Automotive Parts and Accessories Stores								
Senior Secured Loan		5.00%	(L +4.50%)	3/26/2021	4/6/2028	2,696	2,688	2,704	1.3
<i>Avison Young (15)</i>	Nonresidential Property Managers								
Senior Secured Loan		5.97%	(L +5.75%)	11/25/2021	1/31/2026	2,987	2,972	2,972	1.5
<i>Ball Metalpack</i>	Metal Can Manufacturing								
Senior Secured Loan		9.75%	(L +8.75%)	6/8/2021	7/31/2026	2,167	2,143	2,167	1.1
<i>Bass Pro Group, LLC (14) (15)</i>	Sporting Goods Stores								
Senior Secured Loan		4.50%	(L +3.75%)	2/26/2021	3/6/2028	1,967	1,958	1,972	1.0

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<i>BayMark Health Services, Inc. (15)</i>	Outpatient Mental Health and Substance Abuse Centers								
Senior Secured Loan		9.50%	(L +8.50%)	6/10/2021	6/11/2028	\$ 4,962	\$ 4,893	\$ 5,061	2.5 %
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(L +8.50%)	6/10/2021	6/11/2028	—	(124)	170	0.1
						4,962	4,769	5,231	2.6
<i>Constellis Holdings, LLC (10)</i>	Other Justice, Public Order, and Safety Activities								
Common Equity (20,628 common shares)				3/27/2020			703	29	—
<i>Convergent Technologies Holdings, LLC</i>	Security Systems Services (except Locksmiths)								
Senior Secured Loan		7.50%	(L +6.75%)	9/28/2018	3/30/2029	4,838	4,827	4,887	2.4
<i>Corel Inc. (14) (15)</i>	Software Publishers								
Senior Secured Loan		5.18%	(L +5.00%)	3/2/2021	7/2/2026	2,271	2,265	2,270	1.1
<i>Creation Technologies (15) (22)</i>	Bare Printed Circuit Board Manufacturing								
Senior Secured Loan		6.00%	(L +5.50%)	9/24/2021	10/5/2028	2,000	1,985	1,977	1.0
<i>DHX Media Ltd. (14) (15) (22)</i>	Motion Picture and Video Production								
Senior Secured Loan		5.00%	(L +4.25%)	3/19/2021	3/18/2028	3,974	3,929	3,970	1.9
<i>Diamond Sports Group, LLC (14) (15)</i>	Television Broadcasting								
Senior Secured Loan		3.36%	(L +3.25%)	11/19/2019	8/24/2026	1,955	1,957	918	0.5
<i>DIRECTV Financing, LLC (14) (15)</i>	Wired Telecommunications Carriers								
Senior Secured Loan		5.75%	(L +5.00%)	7/22/2021	8/2/2027	4,395	4,388	4,405	2.2
<i>Eblens Holdings, Inc. (20)</i>	Shoe Store								
Subordinated Loan (11)		12.00% cash / 1.00% PIK	N/A	7/13/2017	1/13/2023	9,207	9,181	9,049	4.4
Common Equity (71,250 Class A units) (10)				7/13/2017			713	292	0.1
						9,207	9,894	9,341	4.5
<i>Electrical Components International, Inc.</i>	Current-Carrying Wiring Device Manufacturing								
Senior Secured Loan		8.60%	(L +8.50%)	4/8/2021	6/26/2026	3,000	2,653	2,954	1.4



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<i>EnergySolutions, LLC (14) (15)</i> Senior Secured Loan	Hazardous Waste Treatment and Disposal	4.75%	(L +3.75%)	7/8/2021	5/9/2025	\$ 1,837	\$ 1,833	\$ 1,837	0.9 %
<i>Envocore Holding, LLC (F/K/A LRI Holding, LLC) (4)</i> Senior Secured Loan	Electrical Contractors and Other Wiring Installation Contractors	7.50%	N/A	12/31/2021	12/31/2025	6,424	6,424	6,424	3.2
Senior Secured Loan		10.00% PIK	N/A	12/31/2021	12/31/2026	6,424	6,424	4,645	2.3
Senior Secured Loan (Revolver) (5)		7.50%	N/A	11/29/2021	12/31/2025	563	563	563	0.3
Equity Participation Rights (23)				12/31/2021		—	4,722	—	—
						13,411	18,133	11,632	5.8
<i>Excelin Home Health, LLC (4)</i> Senior Secured Loan	Home Health Care Services	11.50%	(L +9.50%)	10/25/2018	9/30/2025	4,250	4,182	4,250	2.1
<i>GGC Aerospace Topco L.P.</i> Common Equity (368,852 Class A units) (10)	Other Aircraft Parts and Auxiliary Equipment Manufacturing			12/29/2017			450	77	—
Common Equity (40,984 Class B units) (10)				12/29/2017			50	3	—
							500	80	—
<i>Honor HN Buyer Inc (15)</i> Senior Secured Loan	Services for the Elderly and Persons with Disabilities	7.00%	(L +6.00%)	10/15/2021	10/15/2027	6,598	6,471	6,471	3.2
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(L +6.00%)	10/15/2021	10/15/2027	—	(40)	(40)	—
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +6.00%)	10/15/2021	10/15/2027	—	(15)	(15)	—
						6,598	6,416	6,416	3.2
<i>Hunter Fan Company (14) (15)</i> Senior Secured Loan	Small Electrical Appliance Manufacturing	5.75%	(L +5.00%)	8/10/2021	5/8/2028	4,988	4,997	4,997	2.5
<i>Inergex Holdings, LLC</i> Senior Secured Loan	Other Computer Related Services	8.00% cash / 1.00% PIK	(L +8.00%)	10/1/2018	10/1/2024	15,260	15,030	15,260	7.5
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +7.00%)	10/1/2018	10/1/2024	—	(13)	—	—
						15,260	15,017	15,260	7.5
<i>Intouch Midco Inc. (15) (22)</i> Senior Secured Loan	All Other Professional, Scientific, and Technical Services	4.85%	(L +4.75%)	12/20/2019	8/24/2025	2,909	2,872	2,865	1.4

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<i>Ivanti Software, Inc. (14) (15)</i> Senior Secured Loan	Software Publishers	5.00%	(L +4.25%)	3/26/2021	12/1/2027	\$ 2,985	\$ 2,996	\$ 2,993	1.5 %
<i>JP Intermediate B, LLC (15)</i> Senior Secured Loan	Drugs and Druggists' Sundries Merchant Wholesalers	6.50%	(L +5.50%)	1/14/2021	11/15/2025	5,736	5,529	5,550	2.7
<i>KNS Acquisition Corp. (14) (15)</i> Senior Secured Loan	Electronic Shopping and Mail- Order Houses	7.00%	(L +6.25%)	4/16/2021	4/21/2027	6,956	6,913	6,870	3.4
<i>Kreg LLC (15)</i> Senior Secured Loan	Other Ambulatory Health Care Services	7.25%	(L +6.25%)	12/20/2021	12/20/2026	20,500	20,347	20,347	10.0
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +6.25%)	12/20/2021	12/20/2026	—	(17)	(17)	—
						20,500	20,330	20,330	10.0
<i>LogMeIn, Inc. (14) (15)</i> Senior Secured Loan	Data Processing, Hosting, and Related Services	4.86%	(L +4.75%)	3/26/2021	8/31/2027	2,979	2,977	2,966	1.5
<i>Magenta Buyer LLC (14) (15)</i> Senior Secured Loan	Software Publishers	5.75%	(L +5.00%)	7/28/2021	7/27/2028	4,850	4,836	4,845	2.4
<i>McGraw Hill Global Education Holdings, LLC (14) (15)</i> Senior Secured Loan	All Other Publishers	4.85%	(L +4.75%)	4/1/2021	7/28/2028	2,310	2,288	2,303	1.1
<i>Milrose Consultants, LLC (4)</i> Senior Secured Loan (15)	Administrative Management and General Management Consulting Services	7.50%	(L +6.50%)	7/16/2019	7/16/2025	22,364	22,364	22,024	10.8
Senior Secured Loan (Revolver)		7.50%	(L +6.50%)	7/16/2019	7/16/2025	634	626	610	0.3
						22,998	22,990	22,634	11.1

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<i>Molded Devices, Inc. (15)</i>									
Other Industrial Machinery Manufacturing									
Senior Secured Loan		8.25%	(Prime + 5.00%)	11/1/2021	11/1/2026	\$ 8,069	\$ 7,991	\$ 7,991	3.9 %
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(Prime + 5.00%)	11/1/2021	11/1/2026	—	(7)	(7)	—
Senior Secured Loan (Revolver) (5)		n/m (18)	(Prime + 5.00%)	11/1/2021	11/1/2026	—	(9)	(9)	—
						8,069	7,975	7,975	3.9
<i>Odyssey Logistics and Technology Corporation (14) (15)</i>									
Freight Transportation Arrangement									
Senior Secured Loan		5.00%	(L +4.00%)	4/5/2021	10/12/2024	1,985	1,960	1,970	1.0
<i>One GI LLC (15)</i>									
Offices of Other Holding Companies									
Senior Secured Loan (Delayed Draw)		7.75%	(L +6.75%)	12/13/2021	3/13/2022	5,515	5,403	5,403	2.7
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(L +6.75%)	12/13/2021	12/13/2023	—	(39)	(39)	—
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +6.75%)	12/13/2021	12/22/2025	—	(29)	(29)	—
						5,515	5,335	5,335	2.7
<i>Parfums Holding Company, Inc. (14) (15)</i>									
Cosmetics, Beauty Supplies, and Perfume Stores									
Senior Secured Loan		4.10%	(L +4.00%)	6/25/2019	6/30/2024	1,534	1,533	1,531	0.8
<i>Peraton Inc. (14) (15)</i>									
Management Consulting Services									
Senior Secured Loan		4.50%	(L +3.75%)	4/2/2021	2/1/2028	835	836	837	0.4
<i>PM Acquisition LLC (20)</i>									
All Other General Merchandise Stores									
Common Equity (499 units) (10) (13)				9/30/2017			499	1,698	0.8
<i>Professional Pipe Holdings, LLC</i>									
Plumbing, Heating, and Air-Conditioning Contractors									
Senior Secured Loan		9.75% cash / 1.00% PIK	(L +9.75%)	3/23/2018	3/24/2025	5,367	5,344	5,378	2.6
<i>Resource Label Group, LLC (14) (15)</i>									
Commercial Printing (except Screen and Books)									
Senior Secured Loan		5.00%	(L +4.25%)	7/2/2021	7/7/2028	694	692	694	0.3
Senior Secured Loan (Delayed Draw)		5.00%	(L +4.25%)	7/2/2021	7/2/2028	2,743	2,735	2,742	1.3
						3,437	3,427	3,436	1.6

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<i>RPLF Holdings, LLC (10) (13)</i>	Software Publishers								
Common Equity (345,339 Class A units)				1/17/2018			\$ 492	\$ 794	0.4 %
<i>RSA Security (15)</i>	Computer and Computer Peripheral Equipment and Software Merchant Wholesalers								
Senior Secured Loan (14)		5.50%	(L +4.75%)	4/16/2021	4/27/2028	2,797	2,782	2,680	1.3
Senior Secured Loan		8.50%	(L +7.75%)	4/16/2021	4/27/2029	4,450	4,392	4,223	2.1
						7,247	7,174	6,903	3.4
<i>RumbleOn, Inc. (15) (22)</i>	Other Industrial Machinery Manufacturing								
Senior Secured Loan		9.25%	(L +8.25%)	8/31/2021	8/31/2026	4,190	3,964	4,006	2.0
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(L +8.25%)	8/31/2021	2/23/2023	—	(18)	(79)	—
Warrants (warrants to purchase up to \$600,000 in common stock)				8/31/2021	2/28/2023 (12)	—	200	274	0.1
						4,190	4,146	4,201	2.1
<i>Sentry Centers Holdings, LLC (10) (13)</i>	Other Professional, Scientific, and Technical Services								
Preferred Equity (2,248 Series A units)				9/4/2020			51	—	—
Preferred Equity (1,603 Series B units)				9/4/2020			160	12	—
Common Equity (269 units)				9/4/2020			3	—	—
							214	12	—
<i>Signal Parent, Inc. (14) (15)</i>	New Single-Family Housing Construction (except For-Sale Builders)								
Senior Secured Loan		4.25%	(L +3.50%)	3/25/2021	4/3/2028	1,840	1,823	1,794	0.9
<i>SourceHOV Tax, Inc. (4)</i>	Other Accounting Services								
Senior Secured Loan		7.50%	(L +6.50%)	3/16/2020	3/16/2025	19,790	19,648	19,935	9.8
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +6.50%)	5/17/2021	3/17/2025	—	(15)	—	—
						19,790	19,633	19,935	9.8
<i>Southern Technical Institute, LLC (4) (10) (23)</i>	Colleges, Universities, and Professional Schools								
Equity Participation Rights				6/27/2018			—	7,408	3.6
<i>Spring Education Group, Inc. (F/K/A SSH Group Holdings, Inc.) (15)</i>	Child Day Care Services								
Senior Secured Loan		8.47%	(L +8.25%)	7/26/2018	7/30/2026	6,399	6,336	5,916	2.9

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<i>SSJA Bariatric Management LLC (15)</i>	Offices of Physicians, Mental Health Specialists								
Senior Secured Loan		6.00%	(L +5.00%)	8/26/2019	8/26/2024	\$ 9,775	\$ 9,723	\$ 9,775	4.8 %
Senior Secured Loan		6.00%	(L +5.00%)	12/31/2020	8/26/2024	1,056	1,048	1,056	0.5
Senior Secured Loan		6.00%	(L +5.00%)	12/8/2021	8/26/2024	2,660	2,634	2,660	1.3
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +5.00%)	8/26/2019	8/26/2024	—	(4)	—	—
						13,491	13,401	13,491	6.6
<i>SS Acquisition, LLC (15)</i>	Sports and Recreation Instruction								
Senior Secured Loan (8)		7.88%	(L +6.88%)	12/30/2021	12/30/2026	3,042	3,011	3,011	1.5
Senior Secured Loan (Delayed Draw) (5)		n/m (18)	(L +6.88%)	12/30/2021	12/30/2026	—	—	—	—
						3,042	3,011	3,011	1.5
<i>Staples, Inc. (14) (15) (22)</i>	Business to Business Electronic Markets								
Senior Secured Loan		5.13%	(L +5.00%)	6/24/2019	4/16/2026	2,930	2,875	2,838	1.4
<i>STS Operating, Inc.</i>	Industrial Machinery and Equipment Merchant Wholesalers								
Senior Secured Loan		9.00%	(L +8.00%)	5/15/2018	4/30/2026	9,073	9,071	9,073	4.5
<i>Teneo Global LLC (14) (15)</i>	Management Consulting Services								
Senior Secured Loan		6.25%	(L +5.25%)	9/10/2021	7/11/2025	1,421	1,415	1,427	0.7
<i>The Escape Game, LLC (4)</i>	Other amusement and recreation industries								
Senior Secured Loan		8.00%	(L +7.00%)	12/21/2021	12/22/2024	16,333	16,333	16,382	8.0
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +7.00%)	12/21/2021		—	(46)	14	—
						16,333	16,287	16,396	8.0
<i>Thryv, Inc. (14) (15)</i>	Directory and Mailing List Publishers								
Senior Secured Loan		9.50%	(L +8.50%)	2/18/2021	3/1/2026	2,050	2,004	2,085	1.0
<i>Tolema Acquisition, INC. (15)</i>	Motorcycle, Bicycle, and Parts Manufacturing								
Senior Secured Loan		7.00%	(L +6.00%)	10/14/2021	10/14/2026	14,889	14,818	14,818	7.3
Senior Secured Loan (Revolver) (5)		7.00%	(L +6.00%)	10/14/2021	10/14/2026	360	348	348	0.2
						15,249	15,166	15,166	7.5
<i>TruGreen Limited Partnership</i>	Landscaping Services								
Senior Secured Loan		9.25%	(L +8.50%)	5/13/2021	11/2/2028	4,500	4,630	4,590	2.3

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<i>United Biologics Holdings, LLC (4) (10)</i> Preferred Equity (151,787 units)	Medical Laboratories			4/16/2013			\$ 9	\$ 17	— %
Warrants (29,374 units)				7/26/2012	3/5/2022 (12)		82	8	—
							91	25	—
<i>West Corporation (14) (15)</i>	All Other Telecommunications								
Senior Secured Loan		4.50%	(L +3.50%)	2/26/2021	10/10/2024	887	874	838	0.4
Senior Secured Loan		5.00%	(L +4.00%)	7/29/2021	10/10/2024	2,611	2,555	2,485	1.2
						3,498	3,429	3,323	1.6
<i>Yahoo / Verizon Media (14) (15)</i>	Internet Publishing and Broadcasting and Web Search Portals								
Senior Secured Loan		6.25%	(L +5.50%)	7/21/2021	9/1/2027	3,294	3,249	3,299	1.6
<b>Total Debt and Equity Investments</b>						<b>\$ 350,939</b>	<b>\$ 353,447</b>	<b>\$ 346,366</b>	<b>170.1 %</b>
<b>Structured Finance Note Investments (22)</b>									
<b>Subordinated Notes and Mezzanine Debt (9) (16)</b>									
<i>Apex Credit CLO 2020 (7)</i>									
Subordinated Notes		10.20%		11/16/2020	10/20/2031	\$ 11,080	\$ 9,297	\$ 9,090	4.5 %
<i>Apex Credit CLO 2021 Ltd (7)</i>									
Subordinated Notes		14.53%		5/28/2021	7/18/2034	8,630	7,797	7,442	3.7
<i>Dryden 53 CLO, LTD. (7)</i>									
Subordinated Notes - Income		23.72%		10/26/2020	1/15/2031	2,700	1,611	1,672	0.8
Subordinated Notes		23.69%		10/26/2020	1/15/2031	2,159	1,289	1,337	0.7
						4,859	2,900	3,009	1.5
<i>Dryden 76 CLO, Ltd. (7)</i>									
Subordinated Notes		15.73%		9/27/2019	10/20/2032	2,750	2,119	2,374	1.2
<i>Elevation CLO 2017-7, Ltd. (7)</i>									
Subordinated Notes		11.96%		2/6/2019	7/15/2030	10,000	6,137	5,357	2.6

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Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<i>Flatiron CLO 18, Ltd. (7)</i>									
Subordinated Notes		19.09%		1/2/2019	4/17/2031	\$ 9,680	\$ 6,942	\$ 7,331	3.6 %
<i>Madison Park Funding XXIII, Ltd. (7)</i>									
Subordinated Notes		24.21%		1/8/2020	7/27/2047	10,000	6,370	7,211	3.5
<i>Madison Park Funding XXIX, Ltd. (7)</i>									
Subordinated Notes		15.88%		12/22/2020	10/18/2047	9,500	6,899	7,001	3.4
<i>Monroe Capital MML CLO X, LTD.</i>									
Mezzanine bond - Class E		10.92%	(L +8.85%)	8/7/2020	8/20/2031	1,000	949	996	0.5
<i>Octagon Investment Partners 39, Ltd. (7)</i>									
Subordinated Notes		17.69%		1/23/2020	10/20/2030	7,000	4,733	4,845	2.4
<i>Park Avenue Institutional Advisers CLO Ltd 2021-1</i>									
Mezzanine bond - Class E		8.63%	(L +7.30%)	1/26/2021	1/20/2034	1,000	974	988	0.5
<i>Redding Ridge 4 (7)</i>									
Subordinated Notes		18.02		3/4/2021	4/15/2030	1,300	1,104	1,106	0.5
<i>Regatta II Funding</i>									
Mezzanine bond - Class DR2		13.42%	(L +6.95%)	6/5/2020	1/15/2029	800	737	795	0.4
<i>THL Credit Wind River 2019-3 CLO Ltd. (7)</i>									
Subordinated Notes		13.09%		4/5/2019	4/15/2031	7,000	5,710	5,231	2.6
<i>Trinitas CLO VIII (7)</i>									

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Subordinated Notes		21.34%		3/4/2021	7/20/2117	\$ 5,200	\$ 3,128	\$ 3,229	1.6 %
<i>Wellfleet CLO 2018-2 (7)</i>									
Subordinated Notes		19.74%		3/4/2021	10/20/2031	1,000	655	696	0.3
<b>Total Subordinated Notes and Mezzanine Debt Investments</b>						<b>\$ 90,799</b>	<b>\$ 66,451</b>	<b>\$ 66,701</b>	<b>32.8 %</b>
<b>Loan Accumulation Facility (17) (22)</b>									
<i>Apex Credit CLO 2021-II Ltd</i>									
Loan accumulation facility		13.50%		7/14/2021	7/14/2022	\$ 8,500	\$ 8,500	\$ 8,500	4.2 %
<b>Total Structured Finance Notes</b>						<b>\$ 99,299</b>	<b>\$ 74,951</b>	<b>\$ 75,201</b>	<b>37.0 %</b>
<b>Total Non-control/Non-affiliate Investments</b>						<b>\$ 450,238</b>	<b>\$ 428,398</b>	<b>\$ 421,567</b>	<b>207.1 %</b>
<b>Affiliate Investments</b>									
<i>Contract Datascan Holdings, Inc. (4) (10) (20)</i>									
	Office Machinery and Equipment Rental and Leasing								
Preferred Equity (3,061 Series A shares) 10% PIK				8/5/2015		\$ 5,849	\$ 2,748		1.3 %
Common Equity (11,273 shares)				6/28/2016			104	25	—
							5,953	2,773	1.3
<i>DRS Imaging Services, LLC (20)</i>									
	Data Processing, Hosting, and Related Services								
Common Equity (1,135 units) (10) (13)				3/8/2018			1,135	1,289	0.6
<i>Master Cutlery, LLC (4) (10)(20)</i>									
	Sporting and Recreational Goods and Supplies Merchant Wholesalers								
Subordinated Loan (6) (11)		13.00% (11)	N/A	4/17/2015	7/20/2022	7,563	4,696	699	0.3
Preferred Equity (3,723 Series A units), 8% PIK				4/17/2015			3,483	—	—
Common Equity (15,564 units)				4/17/2015			—	—	—
						7,563	8,179	699	0.3



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Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<i>Pfanstiehl Holdings, Inc. (4) (20) (21)</i> Common Equity (400 Class A shares)	Pharmaceutical Preparation Manufacturing			1/1/2014		\$ 217	\$ 65,740	32.3 %	
<i>TalentSmart Holdings, LLC (20)</i> Common Equity (1,595,238 Class A shares) (10) (13)	Professional and Management Development Training			10/11/2019		1,595	1,095	0.5	
<i>TRS Services, LLC (4) (10) (20)</i> Preferred Equity (1,937,191 Class A units), 11% PIK Common Equity (3,000,000 units)	Commercial and Industrial Machinery and Equipment (except Automotive and Electronic) Repair and Maintenance			12/10/2014 12/10/2014		— 572	988 —	0.5 —	
						572	988	0.5	
<b>Total Affiliate Investments</b>						<u>\$ 7,563</u>	<u>\$ 17,650</u>	<u>\$ 72,584</u>	<u>35.5 %</u>
<b>Control Investment</b>									
<i>MTE Holding Corp. (4) (19)</i> Subordinated Loan (to Mirage Trailers, LLC, a controlled, consolidated subsidiary of MTE Holding Corp.) Common Equity (554 shares)	Travel Trailer and Camper Manufacturing	11.00% cash / 5.00% PIK	(L +15.00%)	11/25/2015 11/25/2015	4/30/2022	\$ 8,195 8,195	\$ 8,195 3,069 11,264	\$ 8,195 4,753 12,948	4.0 % 2.3 6.3
<b>Total Control Investment</b>						<u>\$ 8,195</u>	<u>\$ 11,264</u>	<u>\$ 12,948</u>	<u>6.3 %</u>
<b>Total Investments</b>						<u>\$ 465,995</u>	<u>\$ 457,312</u>	<u>\$ 507,099</u>	<u>248.9 %</u>

- Equity ownership may be held in shares or units of companies affiliated with the portfolio company. The Company's investments are generally classified as "restricted securities" as such term is defined under Regulation S-X Rule 6-03(f) or Securities Act Rule 144.
- Substantially all of the investments that bear interest at a variable rate are indexed to LIBOR (L), generally between 0.75% and 1.00% at December 31, 2021, and reset monthly, quarterly, or semi-annually. Variable-rate loans with an aggregate cost of \$316,558 include LIBOR reference rate floor provisions of generally 0.75% to 1.00% at December 31, 2021, the reference rates on such instruments were generally below the stated floor provisions. For each investment, the Company has provided the spread over the reference rate and current interest rate in effect at December 31, 2021. Unless otherwise noted, all investments with a stated PIK rate require interest payments with the issuance of additional securities as payment of the entire PIK provision.
- Unless otherwise noted with footnote 14, fair value was determined using significant unobservable inputs for all of the Company's investments and are considered Level 3 under GAAP. See **Note 5** for further details.

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- (4) Investments (or portion thereof) held by SBIC I LP. These assets are pledged as collateral of the SBA debentures and cannot be pledged under any debt obligation of the Company.
- (5) Subject to unfunded commitments. See Note 6.
- (6) Investment was on non-accrual status as of December 31, 2021, meaning the Company has suspended recognition of all or a portion of income on the investment. See Note 4 for further details.
- (7) CLO subordinated debt positions are entitled to recurring distributions generally equal to the residual cash flow of payments received on underlying securities less contractual payments to debt holders and fund expenses.
- (8) The Company has entered into a contractual arrangement with co-lenders whereby, subject to certain conditions, it has agreed to receive its payment after the repayment of certain co-lenders pursuant to a payment waterfall. The table below provides additional details as of December 31, 2021:

Portfolio Company	Reported Interest Rate	Interest Rate per Credit Agreement	Additional Interest per Annum
SS Acquisition, LLC	7.88%	7.50%	0.38%

- (9) The rate disclosed is the estimated effective yield, generally established at purchase and re-evaluated upon receipt of distributions, and based upon projected amounts and timing of future distributions and the projected amount and timing of terminal principal payments at the time of estimation. The estimated yield and investment cost may ultimately not be realized.
- (10) Non-income producing.
- (11) The interest rate on these investments contains a PIK provision, whereby the issuer has the option to make interest payments in cash or with the issuance of additional securities as payment of the entire PIK provision. The interest rate in the schedule represents the current interest rate in effect for these investments. The following table provides additional details on these PIK investments, including the maximum annual PIK interest rate allowed as of December 31, 2021:

Portfolio Company	Investment Type	Range of PIK Option	Range of Cash Option	Maximum PIK Rate Allowed
Eblens Holdings, Inc.	Subordinated Loan	0% or 1.00%	13.00% or 12.00%	1.00%
Master Cutlery, LLC	Senior Secured Loan	0% to 13.00%	13.00% to 0%	13.00%

- (12) Represents expiration date of the warrants.
- (13) All or portion of investment held by a wholly owned subsidiary subject to income tax.
- (14) Fair value was determined by reference to observable inputs other than quoted prices in active markets and are considered Level 2 under GAAP. See Note 5 for further details.
- (15) Investments (or portion thereof) held by OFSCC-FS. These assets are pledged as collateral of the BNP Facility and cannot be pledged under any other debt obligation of the Company.
- (16) Amortized cost reflects accretion of effective yield less any cash distributions received or entitled to be received from CLO subordinated debt investments.
- (17) Loan accumulation facilities are financing structures intended to aggregate loans that may be used to form the basis of a CLO vehicle. Reported yields represent the realized yield since acquisition. Income notes associated with loan accumulation facilities generally pay returns equal to the actual income earned on facility assets less costs of senior financing. As of December 31, 2021, the fair value of loan accumulation facilities were determined by reference to Transaction Price.
- (18) Not meaningful as there is no outstanding balance on the revolver or delayed draw loan. The Company earns unfunded commitment fees on undrawn revolving lines of credit balances, which are reported in fee income.
- (19) The Company holds at least one seat on the portfolio company's board of directors.
- (20) The Company has an observer seat on the portfolio company's board of directors.
- (21) Portfolio company at fair value represents greater than 5% of total assets at December 31, 2021.
- (22) Non-qualifying assets under Section 55(a) of the 1940 Act. Qualifying assets as defined in Section 55 of the 1940 Act must represent at least 70% of the Company's assets immediately following the acquisition of any additional non-qualifying assets. As of December 31, 2021, approximately 85% of the Company's assets were qualifying assets.
- (23) Equity participation rights issued by unaffiliated third party fully covered with underlying positions in the portfolio company.

See Notes to Consolidated Financial Statements.

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<b>Non-control/Non-affiliate Investments</b>									
<i>All Star Auto Lights, Inc. (4)</i>	Motor Vehicle Parts (Used) Merchant Wholesalers								
Senior Secured Loan		8.50%	(L +7.50%)	12/19/2019	8/20/2024	\$ 14,293	\$ 14,167	\$ 13,581	8.5 %
<i>A&amp;A Transfer, LLC</i>	Construction and Mining (except Oil Well) Machinery and Equipment Merchant Wholesalers								
Senior Secured Loan (15)		8.25%	(L +6.50%)	2/7/2020	2/7/2025	16,632	16,427	16,798	10.6
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +6.50%)	2/7/2020	2/7/2025	—	(35)	(21)	—
						16,632	16,392	16,777	10.6
<i>Bass Pro Group, LLC (14) (15)</i>	Sporting Goods Stores								
Senior Secured Loan		5.75%	(L +5.00%)	6/24/2019	9/25/2024	2,954	2,907	2,968	1.9
<i>BayMark Health Services, Inc.</i>	Outpatient Mental Health and Substance Abuse Centers								
Senior Secured Loan		9.25%	(L +8.25%)	3/22/2018	3/1/2025	4,000	3,976	4,000	2.5
<i>Community Intervention Services, Inc. (4) (6) (11)</i>	Outpatient Mental Health and Substance Abuse Centers								
Subordinated Loan		7.00% cash / 6.00% PIK	N/A	7/16/2015	1/16/2021	10,225	7,639	105	0.1
<i>Confie Seguros Holdings II Co.</i>	Insurance Agencies and Brokerages								
Senior Secured Loan		8.73%	(L +8.50%)	7/7/2015	11/1/2025	9,678	9,544	9,302	5.9
<i>Connect U.S. Finco LLC (14) (15)</i>	Taxi Service								
Senior Secured Loan		5.50%	(L +4.50%)	11/20/2019	12/11/2026	1,985	1,976	1,997	1.3
<i>Constellis Holdings, LLC (10)</i>	Other Justice, Public Order, and Safety Activities								
Common Equity (20,628 common shares)				3/27/2020			703	676	0.4
<i>Convergint Technologies Holdings, LLC</i>	Security Systems Services (except Locksmiths)								
Senior Secured Loan		7.50%	(L +6.75%)	9/28/2018	2/2/2026	3,481	3,437	3,390	2.1

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<i>Custom Truck One Source</i> (14) (15) Senior Secured Loan	Construction, Mining, and Forestry Machinery and Equipment Rental and Leasing	4.40%	(L +4.25%)	9/30/2020	4/18/2025	\$ 497	\$ 496	\$ 499	0.3 %
<i>Diamond Sports Group, LLC</i> (14) (15) Senior Secured Loan	Television Broadcasting	3.40%	(L +3.25%)	11/19/2019	8/24/2026	1,975	1,977	1,758	1.1
<i>DuPage Medical Group</i> (15) Senior Secured Loan	Offices of Physicians, Mental Health Specialists	7.75%	(L +7.00%)	8/22/2017	8/15/2025	10,098	10,159	10,098	6.4
<i>Eblens Holdings, Inc.</i> (20) Subordinated Loan (11) Common Equity (71,250 Class A units) (10)	Shoe Store	12.00% cash / 1.00% PIK	N/A	7/13/2017 7/13/2017	1/13/2023	9,114	9,035 713	4,368 —	2.7 —
<i>Envocore Holding, LLC (F/K/A LRI Holding, LLC)</i> (4) Senior Secured Loan Preferred Equity (238,095 Series B units) (10) Preferred Equity (13,315 Series C units) (10)	Electrical Contractors and Other Wiring Installation Contractors	7.50% cash / 3.50% PIK	(L +7.50%)	6/30/2017 6/30/2017 8/13/2018	6/30/2022	17,150	17,055 300 13	12,668 — —	8.0 — —
<i>Excelin Home Health, LLC</i> Senior Secured Loan	Home Health Care Services	11.50%	(L +9.50%)	10/25/2018	4/25/2024	4,250	4,199	4,250	2.7
<i>GGC Aerospace Topco L.P.</i> Senior Secured Loan Common Equity (368,852 Class A units) (10) Common Equity (40,984 Class B units) (10)	Other Aircraft Parts and Auxiliary Equipment Manufacturing	9.75%	(L +9.50%)	12/29/2017 12/29/2017 12/29/2017	9/8/2024	5,000	4,931 450 50	4,102 166 7	2.6 0.1 —
<i>Innergex Holdings, LLC</i> Senior Secured Loan Senior Secured Loan (Revolver) (5)	Other Computer Related Services	8.00% n/m (18)	(L +7.00%) (L +7.00%)	10/1/2018 10/1/2018	10/1/2024 10/1/2024	16,422 —	16,265 (18)	15,913 87	9.9 0.1
						16,422	16,247	16,000	10.0

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<i>Institutional Shareholder Services, Inc.</i> Senior Secured Loan	Administrative Management and General Management Consulting Services	8.75%	(L +8.50%)	3/4/2019	3/5/2027	\$ 6,244	\$ 6,099	\$ 6,244	3.9 %
<i>Intouch Midco Inc. (15)</i> Senior Secured Loan	All Other Professional, Scientific, and Technical Services	4.90%	(L +4.75%)	12/20/2019	8/24/2025	1,980	1,921	1,905	1.2
<i>I&amp;I Sales Group, LLC</i> Senior Secured Loan (15)	Marketing Consulting Services	9.50%	(L +8.50%)	12/30/2020	7/10/2025	5,325	5,232	5,232	3.3
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +8.50%)	12/30/2020	7/10/2025	—	(3)	(3)	—
						5,325	5,229	5,229	3.3
<i>Milrose Consultants, LLC (4) (8)</i> Senior Secured Loan	Administrative Management and General Management Consulting Services	7.62%	(L +6.62%)	7/16/2019	7/16/2025	22,574	22,404	22,485	14.0
<i>My Alarm Center, LLC (10)</i> Preferred Equity (335 Class Z units) (13)	Security Systems Services (except Locksmiths)			9/12/2018			325	97	0.1
Preferred Equity (1,485 Class A units), 8% PIK (4) (13)				7/14/2017			1,571	—	—
Preferred Equity (1,198 Class B units) (4)				7/14/2017			1,198	—	—
Common Equity (64,149 units) (4) (13)				7/14/2017			—	—	—
							3,094	97	0.1
<i>Online Tech Stores, LLC (4) (6)</i> Subordinated Loan	Stationery and Office Supplies Merchant Wholesalers	13.50% PIK	N/A	2/1/2018	8/1/2023	18,360	16,129	2,426	1.5
<i>Panther BF Aggregator 2 LP (14) (15) (19)</i> Senior Secured Loan	Other Commercial and Service Industry Machinery Manufacturing	3.65%	(L +3.50%)	11/19/2019	4/30/2026	1,939	1,925	1,936	1.2
<i>Parfums Holding Company, Inc.</i> Senior Secured Loan (14) (15)	Cosmetics, Beauty Supplies, and Perfume Stores	4.23%	(L +4.00%)	6/25/2019	6/30/2024	1,537	1,536	1,530	1.0
Senior Secured Loan		9.75%	(L +8.75%)	11/16/2017	6/30/2025	5,171	5,202	5,171	3.3
						6,708	6,738	6,701	4.3

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<i>Pelican Products, Inc.</i> Senior Secured Loan	Unlaminated Plastics Profile Shape Manufacturing	8.75%	(L +7.75%)	9/24/2018	5/1/2026	\$ 6,055	\$ 6,059	\$ 5,994	3.8 %
<i>Pike Corp. (14) (15)</i> Senior Secured Loan	Electrical Contractors and Other Wiring Installation Contractors	3.14%	(L +3.00%)	9/17/2020	7/24/2026	469	469	469	0.3
<i>PM Acquisition LLC (20)</i> Senior Secured Loan	All Other General Merchandise Stores	11.50% cash / 2.50% PIK	N/A	9/30/2017	10/29/2021	4,780	4,753	4,780	3.0
Common Equity (499 units) (10) (13)				9/30/2017			499	280	0.2
						4,780	5,252	5,060	3.2
<i>Quest Software US Holdings Inc. (14) (15)</i> Senior Secured Loan	Computer and Computer Peripheral Equipment and Software Merchant Wholesalers	4.46%	(L +4.25%)	6/25/2019	5/16/2025	1,970	1,955	1,942	1.2
<i>Resource Label Group, LLC</i> Senior Secured Loan	Commercial Printing (except Screen and Books)	9.50%	(L +8.50%)	6/7/2017	11/26/2023	4,821	4,789	4,812	3.0
<i>Rocket Software, Inc. (15)</i> Senior Secured Loan	Software Publishers	8.46%	(L +8.25%)	11/20/2018	11/28/2026	6,275	6,190	6,241	3.9
<i>RPLF Holdings, LLC (10) (13)</i> Common Equity (254,110 Class A units)	Software Publishers			1/17/2018			492	605	0.4
<i>Sentry Centers Holdings, LLC (10) (13)</i> Preferred Equity (2,248 Series A units)	Other Professional, Scientific, and Technical Services			9/4/2020			51	47	—
Preferred Equity (1,603 Series B units)				9/4/2020			160	160	0.1
Common Equity (269 units)				9/4/2020			3	3	—
							214	210	0.1
<i>SkyMiles IP Ltd. and Delta Air Lines, Inc. (14) (15) (23)</i> Senior Secured Loan	Scheduled Passenger Air Transportation	4.75	(L +3.75%)	9/15/2020	10/20/2027	500	495	520	0.3

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<i>SourceHOV Tax, Inc. (4) (8)</i> Senior Secured Loan	Other Accounting Services	7.61	(L +6.11%)	3/16/2020	3/16/2025	\$ 19,892	\$ 19,742	\$ 19,988	12.6
<i>Southern Technical Institute, LLC (4) (10) (22)</i> Equity participation rights	Colleges, Universities, and Professional Schools			6/27/2018			—	4,295	2.7
<i>Spring Education Group, Inc. (F/K/A SSH Group Holdings, Inc.)</i> Senior Secured Loan	Child Day Care Services	8.50%	(L +8.25%)	7/26/2018	7/30/2026	5,216	5,178	4,656	2.9
<i>SSJA Bariatric Management LLC (15)</i> Senior Secured Loan	Offices of Physicians, Mental Health Specialists	6.00%	(L +5.00%)	8/26/2019	8/26/2024	9,875	9,803	9,647	6.1
Senior Secured Loan		6.25%	(L +5.25%)	12/31/2020	8/26/2024	1,067	1,056	1,042	0.7
Senior Secured Loan (Revolver) (5)		n/m (18)	(L +5.00%)	8/26/2019	8/26/2024	—	(5)	15	—
						10,942	10,854	10,704	6.8
<i>Stancor, L.P. (4)</i> Preferred Equity (1,250,000 Class A units), 8% PIK (10)	Pump and Pumping Equipment Manufacturing			8/19/2014			1,501	1,281	0.8
<i>Staples, Inc. (14) (15) (23)</i> Senior Secured Loan	Business to Business Electronic Markets	5.21%	(L +5.00%)	6/24/2019	4/16/2026	2,960	2,891	2,875	1.8
<i>STS Operating, Inc.</i> Senior Secured Loan (14) (15)	Industrial Machinery and Equipment Merchant Wholesalers	5.25%	(L +4.25%)	5/16/2018	12/11/2024	625	626	601	0.4
Senior Secured Loan		9.00%	(L +8.00%)	5/15/2018	4/30/2026	9,073	9,070	8,578	5.4
						9,698	9,696	9,179	5.8
<i>Sunshine Luxembourg VII SARL (14) (15)</i> Senior Secured Loan	Pharmaceutical Preparation Manufacturing	5.00%	(L +4.00%)	11/20/2019	9/25/2026	1,980	1,988	1,992	1.3

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Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<i>Tank Holding Corp. (15)</i>	Unlaminated Plastics Profile Shape Manufacturing								
Senior Secured Loan (14)		5.50%	(L +4.00%)	6/24/2019	3/26/2026	\$ 1,975	\$ 1,981	\$ 1,942	1.2 %
Senior Secured Loan		3.40%	(L +3.25%)	12/18/2020	3/26/2026	896	882	882	0.6
						<u>2,871</u>	<u>2,863</u>	<u>2,824</u>	<u>1.8</u>
<i>The Escape Game, LLC (4)</i>	Other amusement and recreation industries								
Senior Secured Loan		9.75%	(L +8.75%)	7/18/2019	12/22/2022	7,000	6,973	6,647	4.2
Senior Secured Loan		9.75%	(L +8.75%)	12/22/2017	12/31/2021	2,333	2,329	2,216	1.4
Senior Secured Loan		8.00%	(L +7.00%)	7/20/2018	12/31/2021	4,667	4,665	4,463	2.8
Senior Secured Loan (Delayed Draw)		9.75%	(L +8.75%)	7/20/2018	12/22/2022	7,000	7,000	6,647	4.2
						<u>21,000</u>	<u>20,967</u>	<u>19,973</u>	<u>12.6</u>
<i>Truck Hero, Inc. (15)</i>	Truck Trailer Manufacturing								
Senior Secured Loan		9.25%	(L +8.25%)	5/30/2017	4/21/2025	8,174	8,118	8,174	5.1
<i>United Biologics Holdings, LLC (4) (10)</i>	Medical Laboratories								
Preferred Equity (151,787 units)				4/16/2013			9	26	—
Warrants (29,374 units)				7/26/2012	3/5/2022 (12)		82	12	—
							<u>91</u>	<u>38</u>	<u>—</u>
<i>United Natural Foods (14) (15) (23)</i>	General Line Grocery Merchant Wholesalers								
Senior Secured Loan		4.40%	(L +4.25%)	6/9/2020	10/22/2025	286	275	284	0.2
<i>Wastebuilt Environmental Solutions, LLC (4)</i>	Industrial Supplies Merchant Wholesalers								
Senior Secured Loan		10.25%	(L +8.75%)	10/11/2018	10/11/2024	7,000	6,908	5,476	3.4
<i>Weight Watchers International, Inc. (14) (15) (23)</i>	Diet and Weight Reducing Centers								
Senior Secured Loan		5.50%	(L +4.75%)	6/10/2020	11/29/2024	477	477	479	0.3
<i>Xperi (14) (15) (23)</i>	Semiconductor and Related Device Manufacturing								
Senior Secured Loan		4.15%	(L +4.00%)	6/1/2020	6/1/2025	433	399	434	0.3
<b>Total Debt and Equity Investments</b>						<u>\$ 306,683</u>	<u>\$ 307,768</u>	<u>\$ 272,240</u>	<u>171.3 %</u>



OFS Capital Corporation and Subsidiaries

Consolidated Schedule of Investments

December 31, 2020

(Dollar amounts in thousands)

Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<b>Structured Finance Note Investments (23)</b>									
<i>Apex Credit CLO 2020 (7)</i>									
Subordinated Notes		14.16% (9)		11/16/2020	11/19/2031 (17)	\$ 11,080	\$9,461 (16)	\$ 10,006	6.3 %
<i>Dryden 53 CLO, LTD. (7)</i>									
Subordinated Notes - Income		16.68% (9)		10/26/2020	1/15/2031 (17)	2,700	1,779	1,967	1.2
Subordinated Notes		16.68% (9)		10/26/2020	1/15/2031 (17)	2,159	1,423 (16)	1,573	1.0
						4,859	3,202	3,540	2.2
<i>Dryden 76 CLO, Ltd. (7)</i>									
Subordinated Notes		18.68% (9)		9/27/2019	10/20/2032 (17)	2,750	2,282 (16)	2,235	1.4
<i>Elevation CLO 2017-7, Ltd. (7)</i>									
Subordinated Notes		12.32% (9)		2/6/2019	7/15/2030 (17)	10,000	6,955 (16)	6,226	3.9
<i>Flatiron CLO 18, Ltd. (7)</i>									
Subordinated Notes		20.73% (9)		1/2/2019	4/17/2031 (17)	9,680	7,265 (16)	7,702	4.8
<i>Madison Park Funding XXIII, Ltd. (7)</i>									
Subordinated Notes		21.99% (9)		1/8/2020	7/27/2047 (17)	10,000	6,654 (16)	7,129	4.5
<i>Madison Park Funding XXIX, Ltd. (7)</i>									
Subordinated Notes		14.22% (9)		12/22/2020	10/18/2047 (17)	9,500	7,529 (16)	7,569	4.8
<i>Monroe Capital MML CLO X, LTD.</i>									
Mezzanine bond - Class E		9.08%	(L +8.85%)	8/7/2020	8/20/2031 (17)	863	802	838	0.5
<i>Octagon Investment Partners 39, Ltd. (7)</i>									
Subordinated Notes		20.81% (9)		1/23/2020	10/20/2030 (17)	7,000	5,173 (16)	5,493	3.5

OFS Capital Corporation and Subsidiaries

Consolidated Schedule of Investments

December 31, 2020

(Dollar amounts in thousands)

Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<i>Park Avenue Institutional Advisers CLO 2017-1</i>									
Mezzanine bond - Class D		6.44%	(L +6.22%)	6/5/2020	11/14/2029 (17)	\$ 100	\$ 83	\$ 95	0.1 %
<i>Regatta II Funding</i>									
Mezzanine bond - Class DR2		7.19%	(L +6.95%)	6/5/2020	1/15/2029 (17)	800	695	768	0.5
<i>THL Credit Wind River 2019-3 CLO Ltd. (7)</i>									
Subordinated Notes		14.69% (9)		4/5/2019	4/15/2031 (17)	7,000	5,759 (16)	4,824	3.0
<b>Total Structured Finance Note Investments</b>						<b>\$ 73,632</b>	<b>\$ 55,860</b>	<b>\$ 56,425</b>	<b>35.5 %</b>
<b>Total Non-control/Non-affiliate Investments</b>						<b>\$ 380,315</b>	<b>\$ 363,628</b>	<b>\$ 328,665</b>	<b>206.8 %</b>
<b>Affiliate Investments</b>									
<i>3rd Rock Gaming Holdings, LLC (20)</i> Software Publishers									
Senior Secured Loan (6)		8.50% cash / 1.00% PIK	(L +7.50%)	3/13/2018	3/12/2023	\$ 20,858	\$ 19,570	\$ 9,258	5.8 %
Common Equity (2,547,250 units) (10) (13)				3/13/2018			2,547	—	—
						20,858	22,117	9,258	5.8
<i>Chemical Resources Holdings, Inc. (20)</i> Custom Compounding of Purchased Resins									
Senior Secured Loan (4)(8)		9.22%	(L +7.72%)	1/25/2019	1/25/2024	13,743	13,630	13,744	8.6
Common Equity (1,832 Class A shares) (10) (13)				1/25/2019			1,814	3,420	2.2
						13,743	15,444	17,164	10.8
<i>Contract Datascan Holdings, Inc. (4)(20)</i> Office Machinery and Equipment Rental and Leasing									
Preferred Equity (3,061 Series A shares) 10% PIK				8/5/2015			5,849	2,690	1.7
Common Equity (11,273 shares) (10)				6/28/2016			104	46	—
							5,953	2,736	1.7
<i>DRS Imaging Services, LLC (20)</i> Data Processing, Hosting, and Related Services									
Common Equity (1,135 units) (10) (13)				3/8/2018			1,135	1,749	1.1

**OFS Capital Corporation and Subsidiaries**
**Consolidated Schedule of Investments**
**December 31, 2020**
**(Dollar amounts in thousands)**

Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<i>Master Cutlery, LLC (4) (10)(20)</i>	Sporting and Recreational Goods and Supplies Merchant Wholesalers								
Subordinated Loan (6)		13.00% (11)	N/A	4/17/2015	7/20/2022	\$ 6,759	\$ 4,764	\$ 346	0.2 %
Preferred Equity (3,723 Series A units), 8% PIK				4/17/2015			3,483	—	—
Common Equity (15,564 units)				4/17/2015			—	—	—
						6,759	8,247	346	0.2
<i>NeoSystems Corp. (4)(20)</i>	Other Accounting Services								
Preferred Equity (521,962 convertible shares) 10% PIK				8/14/2014			1,879	2,250	1.4
<i>Pfanztehl Holdings, Inc. (4)(20)(21)</i>	Pharmaceutical Preparation Manufacturing								
Common Equity (400 Class A shares)				1/1/2014			217	36,221	22.8
<i>Professional Pipe Holdings, LLC (19)</i>	Plumbing, Heating, and Air- Conditioning Contractors								
Senior Secured Loan		9.75% cash / 1.50% PIK	(L +8.75%)	3/23/2018	3/23/2023	6,263	6,193	6,086	3.8
Common Equity (1,414 Class A units) (10)				3/23/2018			1,414	1,208	0.8
						6,263	7,607	7,294	4.6
<i>TalentSmart Holdings, LLC (20)</i>	Professional and Management Development Training								
Common Equity (1,595,238 Class A shares) (10) (13)				10/11/2019			1,595	1,306	0.8
<i>TRS Services, LLC (4)(20)</i>	Commercial and Industrial Machinery and Equipment (except Automotive and Electronic) Repair and Maintenance								
Preferred Equity (1,937,191 Class A units), 11% PIK				12/10/2014			—	915	0.6
Common Equity (3,000,000 units) (10)				12/10/2014			572	—	—
							572	915	0.6
<i>TTG Healthcare, LLC (20)</i>	Diagnostic Imaging Centers								
Senior Secured Loan (4)		8.50%	(L +7.50%)	3/1/2019	11/28/2025	19,603	19,409	19,530	12.3
Preferred Equity ( 2,309 Class B units) (10) (13)				3/1/2019			2,309	4,077	2.6
						19,603	21,718	23,607	14.9

## Consolidated Schedule of Investments

December 31, 2020

(Dollar amounts in thousands)

Portfolio Company (1) Investment Type	Industry	Interest Rate (2)	Spread Above Index (2)	Initial Acquisition Date	Maturity	Principal Amount	Amortized Cost	Fair Value (3)	Percent of Net Assets
<b>Total Affiliate Investments</b>						\$ 67,226	\$ 86,484	\$ 102,846	64.7 %
<b>Control Investment</b>									
MTE Holding Corp. (4)(19)	Travel Trailer and Camper Manufacturing								
Subordinated Loan (to Mirage Trailers, LLC, a controlled, consolidated subsidiary of MTE Holding Corp.)		11.00% cash / 5.00% PIK	(L +10.00%)	11/25/2015	11/25/2021	\$ 7,842	\$ 7,842	\$ 7,822	4.9 %
Common Equity (554 shares) (10)				11/25/2015			3,069	2,990	1.9
						7,842	10,911	10,812	6.8
<b>Total Control Investment</b>						\$ 7,842	\$ 10,911	\$ 10,812	6.8 %
<b>Total Investments</b>						\$ 455,383	\$ 461,023	\$ 442,323	278.3 %

- (1) Equity ownership may be held in shares or units of companies affiliated with the portfolio company. The Company's investments are generally classified as "restricted securities" as such term is defined under Regulation S-X Rule 6-03(f) or Securities Act Rule 144.
- (2) Substantially all of the investments that bear interest at a variable rate are indexed to LIBOR (L), generally between 0.75% and 1.0% at December 31, 2021, and reset monthly, quarterly, or semi-annually. Variable-rate loans with an aggregate cost of \$328,736 include LIBOR reference rate floor provisions of generally 0.75% to 1.0% at December 31, 2021, the reference rates on such instruments were generally below the stated floor provisions. For each investment, the Company has provided the spread over the reference rate and current interest rate in effect at December 31, 2021. Unless otherwise noted, all investments with a stated PIK rate require interest payments with the issuance of additional securities as payment of the entire PIK provision.
- (3) Unless otherwise noted with footnote 14, fair value was determined using significant unobservable inputs for all of the Company's investments and are considered Level 3 under GAAP. See Note 5 for further details.
- (4) Investments (or portion thereof) held by SBIC I LP. These assets are pledged as collateral of the SBA debentures and cannot be pledged under any debt obligation of the Company.
- (5) Subject to unfunded commitments. See Note 6.
- (6) Investment was on non-accrual status as of December 31, 2021, meaning the Company has suspended recognition of all or a portion of income on the investment. See Note 4 for further details.
- (7) CLO subordinated debt positions are entitled to recurring distributions generally equal to the residual cash flow of payments made by underlying securities less contractual payments to debt holders and fund expenses.
- (8) The Company has entered into a contractual arrangement with co-lenders whereby, subject to certain conditions, it has agreed to receive its payment after the repayment of certain co-lenders pursuant to a payment waterfall. The table below provides additional details as of December 31, 2021:

Portfolio Company	Interest Rate per Credit		Additional Interest per Annum
	Reported Interest Rate	Agreement	
Chemical Resources Holdings, Inc.	9.17%	7.50%	1.67%
Milrose Consultants, LLC	7.62%	7.00%	0.62%
SourceHOV Tax, Inc.	7.61%	7.00%	0.61%

- (9) The rate disclosed is the estimated effective yield, generally established at purchase and re-evaluated upon receipt of distributions, and based upon projected amounts and timing of future distributions and the projected amount and timing of terminal principal payments at the time of estimation. The estimated yield and investment cost may ultimately not be realized.
- (10) Non-income producing.

## Consolidated Schedule of Investments

December 31, 2020

(Dollar amounts in thousands)

(11) The interest rate on these investments contains a PIK provision, whereby the issuer has the option to make interest payments in cash or with the issuance of additional securities as payment of the entire PIK provision. The interest rate in the schedule represents the current interest rate in effect for these investments. The following table provides additional details on these PIK investments, including the maximum annual PIK interest rate allowed as of December 31, 2021:

Portfolio Company	Investment Type	Range of PIK Option	Range of Cash Option	Maximum PIK Rate Allowed
Community Intervention Services, Inc.	Subordinated Loan	0% or 6.00%	13.00% or 7.00%	6.00%
Eblens Holdings, Inc.	Subordinated Loan	0% or 1.00%	13.00% or 12.00%	1.00%
Master Cutlery, LLC	Senior Secured Loan	0% to 13.00%	13.00% to 0%	13.00%

(12) Represents expiration date of the warrants.

(13) All or portion of investment held by a wholly owned subsidiary subject to income tax.

(14) Fair value was determined by reference to observable inputs other than quoted prices in active markets and are considered Level 2 under GAAP. See **Note 5** for further details.

(15) Investments (or portion thereof) held by OFSCC-FS. These assets are pledged as collateral of the BNP Facility and cannot be pledged under any other debt obligation of the Company.

(16) Amortized cost reflects accretion of effective yield less any cash distributions received or entitled to be received from CLO subordinated debt investments.

(17) Maturity date represents the contractual maturity date of the Structured Finance Notes. Projected cash flows, including the projected amount and timing of terminal principal payments which may be projected to occur prior to the contractual maturity date, were utilized in deriving the effective yield of the investments.

(18) Not meaningful as there is no outstanding balance on the revolver. The Company earns unfunded commitment fees on undrawn revolving lines of credit balances, which are reported in fee income.

(19) The Company holds at least one seat on the portfolio company's board of directors.

(20) The Company has an observer seat on the portfolio company's board of directors.

(21) Portfolio company represents greater than 5% of total assets at December 31, 2020.

(22) Equity participation rights issued by unaffiliated third party fully covered with underlying positions in the portfolio company.

(23) Non-qualifying assets under Section 55(a) of the 1940 Act. Qualifying assets as defined in Section 55 of the 1940 Act must represent at least 70% of the Company's assets immediately following the acquisition of any additional non-qualifying assets. As of December 31, 2020, approximately 87% of the Company's assets were qualifying assets.

See Notes to Consolidated Financial Statements.

## OFS Capital Corporation and Subsidiaries

Notes to Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

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### Note 1. Organization

OFS Capital Corporation (the “Company”), a Delaware corporation, is an externally managed, closed-end, non-diversified management investment company. The Company has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (“1940 Act”). In addition, for income tax purposes, the Company has elected to be treated as a regulated investment company (“RIC”) under Subchapter M of Code under the Internal Revenue Code of 1986, as amended (the “Code”).

The Company’s investment objective is to provide stockholders with both current income and capital appreciation through its strategic investment focus primarily on debt investments and, to a lesser extent, equity investments primarily in middle-market companies principally in the United States. In addition, the Company may invest in collateralized loan obligation (“CLO”) mezzanine debt, CLO subordinated debt and loan accumulation facility positions (collectively referred to as “Structured Finance Notes”). OFS Capital Management, LLC (“OFS Advisor”), a registered investment advisor under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), a wholly owned subsidiary of Orchard First Source Asset Management, LLC, and a full-service provider of capital and leveraged finance solutions to U.S. Corporations (“OFSAM”), manages the day-to-day operations of, and provides investment advisory services to, the Company.

OFS Advisor also serves as the investment adviser for Hancock Park Corporate Income, Inc. (“HPCI”), a Maryland corporation and a BDC. HPCI’s investment objective is similar to that of the Company. OFS Advisor also serves as the investment adviser for OFS Credit Company, Inc. (“OCCI”), a non-diversified, externally managed, closed-end management investment company that has registered as an investment company under the 1940 Act that primarily invests in CLO debt and subordinated securities. Additionally, OFS Advisor serves as the collateral manager to CLOs and sub-advisor to investment companies managed by an affiliate.

The Company may make follow-on investments in current portfolio companies held through OFS SBIC I LP (“SBIC LP”), its wholly owned and consolidated investment company subsidiary licensed under the U.S. Small Business Administration’s (“SBA”) small business investment company program (“SBIC Program”). The SBIC Program is designed to stimulate the flow of capital into eligible businesses. SBIC I LP is subject to SBA regulatory requirements, including limitations on the businesses and industries in which it can invest, requirements to invest at least 25% of its “regulatory capital” in “eligible smaller businesses”, as defined under the Small Business Investment Act of 1958, as amended (“SBIC Act”), limitations on the financing terms of investments, and capitalization thresholds that may limit distributions to the Company; and is subject to periodic audits and examinations of its financial statements.

The Company may also make investments through OFSCC-FS, LLC (“OFSCC-FS”), a wholly owned and consolidated special-purpose vehicle formed in April 2019 for the purpose of acquiring senior secured loan investments; and through OFSCC-MB, Inc. (“OFSCC-MB”), a wholly owned and consolidated subsidiary taxed under subchapter C of the Code, that generally holds the equity investments of the Company that are taxed as pass-through entities.

### Note 2. Summary of Significant Accounting Policies

**Basis of presentation:** The Company prepares its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”), including ASC Topic 946, Financial Services-Investment Companies, and the reporting requirements for Form 10-K, the 1940 Act, and Articles 6 and 12 of Regulation S-X. The consolidated financial statements include all adjustments, consisting only of normal and recurring accruals and adjustments, necessary for fair presentation in accordance with GAAP.

**Reclassifications:** Certain prior period amounts have been reclassified to conform to the current period presentation in the consolidated financial statements and the accompanying notes thereto. Reclassifications did not impact net increase in net assets resulting from operations, total assets, total liabilities or total net assets, or consolidated statements of changes in net assets and consolidated statements of cash flows classifications.

**Principles of consolidation:** The Company consolidates majority-owned investment company subsidiaries. The Company does not own any controlled operating company whose business consists of providing services to the Company, which would also require consolidation. All intercompany balances and transactions are eliminated upon consolidation.

**Investments:** The Company applies fair value accounting in accordance with ASC Topic 820, Fair Value Measurements, which defines fair value, establishes a framework to measure fair value, and requires disclosures regarding fair value measurements. Fair value is defined as the price to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is determined through the use of models and other valuation techniques, valuation inputs, and assumptions market participants would use to value the investment. Highest priority is given to prices for identical assets quoted in active markets (Level 1) and the lowest priority is given to unobservable valuation inputs (Level 3). The availability of observable inputs can vary significantly and is affected by many factors, including the type of product, whether the product is new to the market, whether the product is traded on an active exchange or in the secondary market, and the current market conditions. To the extent that the valuation is based on unobservable inputs, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for financial instruments classified as Level 3 (i.e., those instruments valued using unobservable inputs), which comprise the majority of the Company's investments. See Note 5 for details.

Changes to the valuation policy are reviewed by management and the Company's board of directors (the "Board"). As the Company's investments change, markets change, new products develop, and valuation inputs become more or less observable, the Company will continue to refine its valuation methodologies.

See **Note 5** for more detailed disclosures of the Company's fair value measurements of its financial instruments.

**Investment classification:** The Company classifies its investments in accordance with the 1940 Act. Under the 1940 Act, "Control Investments" are defined as investments in those companies in which the Company owns more than 25% of the voting securities or has rights to maintain greater than 50% of board representation, "Affiliate Investments" are defined as investments in those companies in which the Company owns between 5% and 25% of the voting securities, and "Non-Control/Non-Affiliate Investments" are those that neither qualify as Control Investments nor Affiliate Investments.

**Significant Subsidiaries:** The Company evaluates the issuers of its Control Investments for significance in accordance with Rules 3-09 and 4-08(g) of Regulation S-X. No issuers of Control Investments were considered a significant subsidiary under these rules as of or for the years ended December 31, 2021, 2020 and 2019.

**Use of estimates:** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of investment income, expenses, gains and losses during the reporting period. Actual results could differ significantly from those estimates.

**Reportable segments:** The Company has a single reportable segment and single operating segment structure.

**Cash:** The Company's cash balances are maintained with a member bank of the Federal Deposit Insurance Corporation ("FDIC") and at times, such balances may be in excess of the FDIC insurance limits. Cash includes \$43,048 and \$37,708 held in US Bank N.A. and Citibank N.A. money market deposit accounts as of December 31, 2021 and 2020, respectively. In addition, the Company's use of cash held by SBIC I LP is limited by SBA regulation, including, but not limited to, investment in eligible portfolio companies and general corporate purposes; distributions by SBIC I LP subject to a statutory measure of undistributed accumulated earnings.

**Revenue recognition:**

**Interest income:** Interest income is recognized on an accrual basis and reported as an interest receivable until collected. Interest income is accrued daily based on the outstanding principal amount on the consolidated statements of assets and liabilities and the contractual terms of the debt investment. Certain of the Company's investments contain a payment-in-kind interest income provision ("PIK interest"). The PIK interest, computed at the contractual rate specified in the applicable investment agreement, is added to the principal balance of the investment, rather than being paid in cash. Recognition of PIK interest includes assessments of collectibility. The Company discontinues accrual of interest income, including PIK interest, when there is reasonable doubt that the interest income will be collected.

Loan origination fees, original issue discount ("OID"), market discount or premium, and loan amendment fees (collectively, "Net Loan Fees") are recorded as an adjustment to the amortized cost of the investment, and accreted or amortized as an adjustment to interest income over the life of the respective debt investment using a method that approximates the effective interest method. When the Company receives a loan principal payment, the unamortized Net Loan Fees related to the paid principal is accelerated and recognized in interest income.

## OFS Capital Corporation and Subsidiaries

Notes to Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

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Further, the Company may acquire or receive equity, warrants or other equity-related securities ("Equity") in connection with the Company's acquisition of, subsequent amendment or restructuring to, debt investments. The Company determines the cost basis of Equity based on its fair value, and the fair value of debt investments and other securities or consideration received. Any resulting difference between the face amount of the debt and its recorded cost resulting from the assignment of value to the Equity is treated as OID, and accreted into interest income as described above.

**Interest income - Structured Finance Notes:** Structured Finance Notes includes CLO mezzanine debt, CLO subordinated debt and loan accumulation facility positions. Interest income from investments in CLO mezzanine debt and CLO subordinated debt positions is recognized on the basis of the estimated effective yield to expected redemptions utilizing assumed cash flows in accordance with ASC Sub-topic 325-40, *Beneficial Interests in Securitized Financial Assets*. The Company monitors the expected cash flows, and the accretible yields are determined and updated periodically. Expected cash flows inherent in the Company's estimates of accretible yields are based on expectations of defaults and loss-on-default severity, as well as other loan-performance assumptions, impacting the loans in the underlying CLO portfolios. These estimated cash flows are subject to a reasonable possibility of near-term change as economic and credit market conditions—including the transition away from LIBOR to any one the various alternative reference rates, including SOFR— become known, and the effect of these changes could be material.

Recognition of interest income on our loan accumulation facilities generally take the form of mandatorily redeemable instruments that mature upon the earlier of closing of the CLO securitization or stated expiration date of the instrument. Interest income is recognized on an accrual basis as earned in accordance with the settlement terms of the instrument.

**Dividend income:** Dividend income on common equity securities in limited liability companies, partnerships and other private entities, generally payable in cash, is recorded at the time dividends are declared. Dividend income on preferred equity investments is accrued daily based on the contractual terms of the preferred equity investment. Dividends on preferred equity securities may be payable in cash or in additional preferred securities, and are generally not payable unless declared or upon liquidation. Declared dividends payable in cash are reported as dividend receivables until collected. Non-cash dividends payable in additional preferred securities or contractually earned but not declared ("PIK dividends") and are recorded as an adjustment to the cost basis of the investment. Distributions in excess of the accumulated net income of the underlying portfolio company are recorded as a reduction in the cost of the common or preferred stock investment.

**Fee income:** The Company generates fee revenue in the form of syndication, prepayment, and other contractual fees, that are recognized as the related services are rendered. In the general course of its business, the Company receives certain fees, such as management fees, from portfolio companies which are non-recurring in nature. Prepayment fees are received on certain loans when repaid prior to their scheduled due date, which are recognized as earned when received, and syndication fees are received for capital structuring, loan syndication or advisory services from certain portfolio companies, which are recognized as earned upon closing of the investment.

**Investment Transactions and net realized and unrealized gain or loss on investments:** Investment transactions are reported on a trade-date basis. Unsettled trades as of the statement of assets and liabilities date are included in receivable for investments sold and payable for investments purchased. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of the investment. Investments are valued at fair value as determined in good faith by Company management under the supervision and review of the Board. After recording all appropriate interest, dividend, and other income, some of which is recorded as an adjustment to the cost basis of the investment as described above, the Company reports changes in the fair value of investments as net unrealized appreciation (depreciation) on investments in the consolidated statements of operations.

**Non-accrual loans:** Management reviews all loans that become past due on principal and interest, or when there is reasonable doubt that principal, cash interest, or PIK interest, will be collected, for placement on non-accrual status. When a loan is placed on non-accrual status, unpaid interest is credited to income and is reversed. Additionally, Net Loan Fees are no longer accreted to interest income as of the date the loan is placed on non-accrual status. Interest payments subsequently received on non-accrual investments may be recognized as income or applied to principal depending upon management's judgment. Interest accruals and Net Loan Fee amortization are resumed on non-accrual investments only when they are brought current with respect to principal, interest, and when, in the judgment of management, the investments are estimated to be fully collectible as to all principal and interest. See **Note 4** for further information on loans on non-accrual status as of December 31, 2021 and December 31, 2020.



**Income taxes:** The Company has elected to be treated, and intends to qualify annually, as a RIC under Subchapter M of the Code. To qualify as a RIC, the Company must, among other things, meet certain source of income and asset diversification requirements, and timely distribute at least 90% of its investment company taxable income (“ICTI”) to its stockholders. The Company has made, and intends to continue to make, the requisite distributions to its stockholders, which generally relieves the Company from U.S. federal income taxes.

Depending on the level of ICTI earned in a tax year, the Company may choose to retain ICTI in an amount less than that which would trigger U.S. federal income tax liability under Subchapter M of the Code. However, the Company would be liable for a 4% excise tax on such income. Excise tax liability is recognized when the Company determines its estimated current year annual ICTI, as defined in the Code, exceeds distributions from current year ICTI.

The Company may utilize OFSCC-MB when making equity investments in portfolio companies taxed as pass-through entities to meet its source-of-income requirements as a RIC. OFSCC-MB is an investment company under GAAP, is consolidated in the Company’s GAAP financial statements, and may incur current and deferred federal and state income tax expenses or benefits with respect to income derived from those investments. Such income, net of applicable income taxes, is not included in the Company’s tax-basis net investment income until distributed by OFSCC-MB, which may result in timing and character differences between the Company’s GAAP and tax-basis net investment income and realized gains and losses. Income tax expense from OFSCC-MB related to net investment income is included in general and administrative expenses, and the federal and state income tax from net investment gains, which includes taxes on realized gains upon the sale of the investment as well as deferred taxes or benefits on unrealized gains/losses, are included in net realized and unrealized gain (loss) on investments in the statements of operations. See **Note 8** for further information.

The Company evaluates tax positions taken in the course of preparing its tax returns to determine whether they are “more-likely-than-not” to be sustained by the applicable tax authority. Tax benefits of positions not deemed to meet the more-likely-than-not threshold could result in greater and undistributed ICTI, income and excise tax expense, and, if involving multiple years, a re-assessment of the Company’s RIC status. GAAP requires recognition of accrued interest and penalties related to uncertain tax benefits as income tax expense. There were no uncertain income tax positions at December 31, 2021, 2020 and 2019. The current and prior three tax years remain subject to examination by U.S. federal and most state tax authorities.

**Distributions:** Distributions to common stockholders are recognized on the record date. The timing of distributions as well as the amount to be paid out as a distribution is determined by the Board each quarter. Distributions from net investment income and net realized gains are determined in accordance with the Code. Net realized capital gains, if any, are distributed at least annually, although the Company may decide to retain such capital gains for investment. Distributions paid in excess of ICTI and not capital gains are considered returns of capital to stockholders.

The Company has adopted a distribution reinvestment plan (“DRIP”) that provides for reinvestment of any distributions the Company declares in cash on behalf of its stockholders, unless a stockholder elects to receive cash. As a result, if the Board authorizes and the Company declares a cash distribution, then stockholders who have not “opted out” of the DRIP will have their cash distribution automatically reinvested in additional shares of the Company’s common stock, rather than receiving the cash distribution.

The Company may use newly issued shares under the guidelines of the DRIP, or the Company may purchase shares in the open market in connection with its obligations under the plan.

**Deferred debt issuance costs:** Deferred debt issuance costs represent fees and other direct incremental costs incurred in connection with the Company’s borrowings. Deferred debt issuance costs are presented as a direct reduction of the related debt liability on the consolidated statements of assets and liabilities except for deferred debt issuance costs associated with the Company’s line of credit arrangements, which are included in prepaid expenses and other assets on the consolidated statements of assets and liabilities. Unamortized debt issuance costs included in prepaid expenses and other assets on the consolidated statements of assets and liabilities as of December 31, 2021 and 2020, were \$671 and \$1,015, respectively. Deferred debt issuance costs are amortized to interest expense over the term of the related debt.

**Goodwill:** On December 4, 2013, in connection with the Company’s acquisition of the remaining ownership interests in SBIC I LP and SBIC I GP, LLC, making SBIC I LP a wholly owned subsidiary of the Company (“SBIC Acquisition”), the Company recorded goodwill of \$1,077. The decline in the price of the Company’s common stock and the level at which it continued to trade relative to the broader stock indices for the BDC industry, led management to conclude in the third quarter of 2020 that an impairment in the value of the Company’s goodwill was more likely than not. Moreover, due to the discount at which the

Company's stock traded to its net asset value management concluded that the impairment of goodwill equal to the full amount of its carrying value of \$1,077 was appropriate.

**Intangible asset:** On December 4, 2013, in connection with the SBIC Acquisition, the Company recorded an intangible asset of \$2,500 attributable to the SBIC license. The Company amortizes this intangible asset on a straight-line basis over its estimated useful life, initially 154 months ending September 30, 2026. The Company changed its estimate on the useful life to terminate on December 31, 2025. The Company recognized amortization of \$222 and \$206 for the years ended December 31, 2021 and 2020, respectively.

The Company tests its intangible asset for impairment if events or circumstances suggest that the asset carrying value may not be fully recoverable. The carrying value of the intangible asset, net of accumulated amortization, was \$886 and \$1,108 at December 31, 2021 and 2020, respectively, is included in prepaid expenses and other assets in the consolidated statements of assets and liabilities.

**Interest expense:** Interest expense is recognized on an accrual basis as incurred.

**Concentration of credit risk:** Aside from its debt instruments, financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits at financial institutions. At various times during the year, the Company may exceed the federally insured limits. To mitigate this risk, the Company places cash deposits only with high credit quality institutions. Management believes this risk of loss is minimal. The amount of loss due to credit risk from debt investments if borrowers fail to perform according to the terms of the contracts, and the collateral or other security for those instruments proved to be of no value to the Company, is equal to the Company's recorded investment in debt instruments and the unfunded loan commitments as disclosed in **Note 6**.

### Note 3. Related Party Transactions

**Investment Advisory and Management Agreement:** OFS Advisor manages the day-to-day operations of, and provides investment advisory services to, the Company pursuant to an agreement dated November 7, 2012 ("Investment Advisory Agreement"). The Investment Advisory Agreement was most recently re-approved on April 1, 2021. Under the terms of the Investment Advisory Agreement, which are in accordance with the 1940 Act and subject to the overall supervision of the Board, OFS Advisor is responsible for sourcing potential investments, conducting research and diligence on potential investments and equity sponsors, analyzing investment opportunities, structuring investments, and monitoring investments and portfolio companies on an ongoing basis. OFS Advisor is a subsidiary of OFSAM and a registered investment advisor under the Investment Advisers Act of 1940, as amended.

OFS Advisor's services under the Investment Advisory Agreement are not exclusive to the Company and OFS Advisor is free to furnish similar services to other entities, including other BDCs affiliated with OFS Advisor, so long as its services to the Company are not impaired. OFS Advisor also serves as the investment adviser or collateral manager to CLOs and other companies, including HPCI and OCCI.

OFS Advisor receives fees for providing services, consisting of two components: a base management fee and an incentive fee. The base management fee is calculated at an annual rate of 1.75% and based on the average value of the Company's total assets (other than cash and cash equivalents but including assets purchased with borrowed amounts and including assets owned by any consolidated entity) at the end of the two most recently completed calendar quarters, adjusted for any share issuances or repurchases during the quarter. OFS Advisor has elected to exclude the value of the intangible assets resulting from the SBIC Acquisition from the base management fee calculation.

On June 11, 2019, OFS Advisor agreed to reduce the portion of its base management fee attributable to the portion of the assets held by the Company through OFSCC-FS ("OFSCC-FS Assets") that caused the Company's asset coverage ratio to fall below 200%. Specifically, under the reduction, the Company was required to pay 0.25% per quarter (1.00% annualized) on the average value of the portion of the OFSCC-FS Assets, at the end of the two most recently completed calendar quarters, that were financed using leverage and caused the Company's statutory asset coverage ratio to fall below 200%. When calculating its statutory asset coverage ratio, the Company excludes its SBA guaranteed debentures from its total outstanding senior securities as permitted pursuant to exemptive relief granted by the SEC dated November 26, 2013.

Additionally, effective from January 1, 2020, January 1, 2021 and January 1, 2022 through December 31, 2022, OFS Advisor agreed to continue the reduced base management fee attributable to all of the OFSCC-FS Assets, excluding cash commencing January 1, 2022, but without regard to the Company's asset coverage. The agreement reduced the base management fee to 0.25% per quarter (1.00% annualized) of the average value of the OFSCC-FS Assets, excluding cash as of January 1, 2022, at

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the end of the two most recently completed calendar quarters. OFS Advisor's base management fee reduction is renewable on an annual basis and OFS Advisor is not entitled to recoup the amount of the base management fee reduced with respect to the OFSCC-FS Assets. This agreement was renewed for the 2022 calendar year on February 4, 2022.

The incentive fee has two parts. The first part of the incentive fee ("Income Incentive Fee") is calculated and payable quarterly in arrears based on the Company's pre-incentive fee net investment income for the immediately preceding calendar quarter. For this purpose, pre-incentive fee net investment income means interest income, dividend income and any other income (including any other fees such as commitment, origination and sourcing, structuring, diligence and consulting fees or other fees that the Company receives from portfolio companies but excluding fees for providing managerial assistance) accrued during the calendar quarter, minus operating expenses for the quarter (including the base management fee, any expenses payable under the Administration Agreement (as defined below) and any interest expense and dividends paid on any outstanding preferred stock, but excluding the incentive fee). Pre-incentive fee net investment income includes, in the case of investments with a deferred interest or dividend feature (such as OID, debt instruments with PIK interest, equity investments with accruing or PIK dividend and zero coupon securities), accrued income that the Company has not yet received in cash.

Pre-incentive fee net investment income is expressed as a rate of return on the value of the Company's net assets (defined as total assets less indebtedness and before taking into account any incentive fees payable during the period) at the end of the immediately preceding calendar quarter and adjusted for any share issuances or repurchases during such quarter. The incentive fee with respect to pre-incentive fee net income is 20.0% of the amount, if any, by which the pre-incentive fee net investment income for the immediately preceding calendar quarter exceeds a 2.0% (which is 8.0% annualized) hurdle rate and a "catch-up" provision measured as of the end of each calendar quarter. Under this provision, in any calendar quarter, OFS Advisor receives no incentive fee until the net investment income equals the hurdle rate of 2.0%, but then receives, as a "catch-up," 100.0% of the pre-incentive fee net investment income with respect to that portion of such pre-incentive fee net investment income, if any, that exceeds the hurdle rate but is less than 2.5%. The effect of this provision is that, if pre-incentive fee net investment income exceeds 2.5% in any calendar quarter, OFS Advisor will receive 20.0% of the pre-incentive fee net investment income.

Pre-incentive fee net investment income does not include any realized capital gains, realized capital losses or unrealized capital appreciation or depreciation. Because of the structure of the incentive fee, it is possible that the Company may pay an incentive fee in a quarter in which the Company incurs a loss. For example, if the Company receives pre-incentive fee net investment income in excess of the quarterly minimum hurdle rate, the Company will pay the applicable incentive fee even if the Company has incurred a loss in that quarter due to realized and unrealized capital losses. The Company's net investment income used to calculate this part of the incentive fee is also included in the amount of the Company's gross assets used to calculate the base management fee. These calculations are appropriately prorated for any period of less than three months.

The second part of the incentive fee (the "Capital Gains Fee") is determined and payable in arrears as of the end of each calendar year (or upon termination of the Investment Advisory Agreement, as of the termination date), commencing on December 31, 2012, and equals 20.0% of the Company's aggregate realized capital gains, if any, on a cumulative basis from the date of the election to be a BDC through the end of each calendar year, computed net of all realized capital losses, losses on extinguishment of debt, income taxes from realized capital gains and unrealized capital depreciation through the end of such year, less all previous amounts paid in respect of the Capital Gains Fee; provided that the incentive fee determined as of December 31, 2012, was calculated for a period of shorter than twelve calendar months to take into account any realized capital gains computed net of all realized capital losses and unrealized capital depreciation for the period beginning on the date of the Company's election to be a BDC and ending December 31, 2012.

The Company accrues the Capital Gains Fee if, on a cumulative basis, the sum of net realized capital gains (losses) plus net unrealized appreciation (depreciation) is positive. An accrued Capital Gains Fee relating to net unrealized appreciation is deferred until, and not due to OFS Advisor, until the close of the year in which such gains are realized. If, on a cumulative basis, the sum of net realized capital gains (losses) plus net unrealized appreciation (depreciation) decreases during a period, the Company will reverse any excess Capital Gains Fee previously accrued such that the amount of Capital Gains Fee accrued is no more than 20% of the sum of net realized capital gains (losses) plus net unrealized appreciation (depreciation). As of December 31, 2021, payable to investment adviser and affiliates on the consolidated statements of assets and liabilities includes a Capital Gains Fee of \$1,916 which is deferred.

On May 4, 2020, OFS Advisor agreed to irrevocably waive the receipt of \$441 in Income Incentive Fees (based on net investment income) related to net investment income, that it would otherwise be entitled to receive under the Investment Advisory Agreement for the three months ended March 31, 2020. As a result of the voluntary fee waiver, the Company incurred Income Incentive Fee expense of \$442 for the three months ended March 31, 2020, which is equal to half the Income Incentive

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Fee expense the Company would have incurred for the three months ended March 31, 2020. The voluntary fee waiver did not include a Capital Gains Fee, which was \$0 for the three months ended March 31, 2020.

**License Agreement:** The Company entered into a license agreement with OFSAM under which OFSAM has agreed to grant the Company a non-exclusive, royalty-free license to use the name “OFS.”

**Administration Agreement:** OFS Services furnishes the Company with office facilities and equipment, necessary software licenses and subscriptions, and clerical, bookkeeping and record keeping services at such facilities pursuant to an Administration Agreement. The Administration Agreement was most recently re-approved by the Board on April 1, 2021. Under the Administration Agreement, OFS Services performs, or oversees the performance of, the Company’s required administrative services, which include being responsible for the financial records that the Company is required to maintain and preparing reports to its stockholders and all other reports and materials required to be filed with the SEC or any other regulatory authority. In addition, OFS Services assists the Company in determining and publishing its net asset value, oversees the preparation and filing of its tax returns and the printing and dissemination of reports to its stockholders, and generally oversees the payment of the Company’s expenses and the performance of administrative and professional services rendered to the Company by others. Under the Administration Agreement, OFS Services also provides managerial assistance on the Company’s behalf to those portfolio companies that have accepted the Company’s offer to provide such assistance. Payment under the Administration Agreement is equal to an amount based upon the Company’s allocable portion of OFS Services’s overhead in performing its obligations under the Administration Agreement, including, but not limited to, rent, information technology services and the Company’s allocable portion of the cost of its officers, including its chief executive officer, chief financial officer, chief compliance officer, chief accounting officer, and their respective staffs. To the extent that OFS Services outsources any of its functions, the Company will pay the fees associated with such functions on a direct basis without profit to OFS Services.

**Equity Ownership:** As of December 31, 2021, affiliates of OFS Advisor held 3,037,349 shares of common stock, which is approximately 23% of the Company’s outstanding shares of common stock.

Distributions paid to affiliates and expenses recognized under agreements with OFS Advisor and OFS Services for the years ended December 31, 2021, 2020 and 2019 are presented below:

	December 31,		
	2021	2020	2019
Base management fees	\$ 7,669	\$ 7,605	\$ 8,271
Incentive fees:			
Income Incentive Fee	2,352	2,025	4,760
Income Incentive Fee waiver	—	(441)	—
Capital Gains Fee <sup>(1)</sup>	1,916	—	—
Administration fees	1,758	1,855	1,747
Distributions paid to affiliates	2,764	2,553	4,007

(1) As of December 31, 2021, the Capital Gains Fee of \$1,916 is deferred, and not due to the Advisor, until the close of the year in which such gains are realized.

## OFS Capital Corporation and Subsidiaries

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### Note 4. Investments

As of December 31, 2021, the Company had loans to 58 portfolio companies, of which 95% were senior secured loans and 5% were subordinated loans, at fair value, as well as equity investments in 5 of these portfolio companies. The Company also held an equity investment in 12 portfolio companies in which it did not hold a debt investment, as well as 17 investments in Structured Finance Notes. At December 31, 2021, investments consisted of the following:

	Amortized Cost	Percentage of Total			Percentage of Total	
		Amortized Cost	Net Assets	Fair Value	Fair Value	Net Assets
Senior secured debt investments	\$ 336,132	73.3 %	165.0 %	\$ 326,704	64.9 %	160.4 %
Subordinated debt investments	22,071	4.8	10.8	17,943	3.5	8.8
Preferred equity	9,552	2.1	4.7	3,765	0.7	1.8
Common equity, warrants and other	14,606	3.2	7.2	83,486	16.5	41.0
Total debt and equity investments	\$ 382,361	83.4 %	187.7 %	\$ 431,898	85.6 %	212.0 %
Structured Finance Notes	74,951	16.6	36.8	75,201	14.4	36.9
<b>Total</b>	<b>\$ 457,312</b>	<b>100.0 %</b>	<b>224.5 %</b>	<b>\$ 507,099</b>	<b>100.0 %</b>	<b>248.9 %</b>

At December 31, 2021, the Company had two loans (Master Cutlery, LLC and 3rd Rock Gaming Holdings, LLC) on non-accrual status with respect to all interest and Net Loan Fee amortization, with an aggregate amortized cost and fair value of \$19,054 and \$7,726, respectively.

Geographic composition is determined by the location of the corporate headquarters of the portfolio company. As of December 31, 2021 and 2020, the Company's investment portfolio was domiciled as follows:

	December 31, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
United States of America	\$ 378,823	\$ 428,321	\$ 399,278	\$ 380,004
Canada	12,038	12,077	1,921	1,905
Cayman Islands <sup>1</sup>	66,451	66,701	55,860	56,425
Luxembourg	—	—	1,976	1,997
Switzerland	—	—	1,988	1,992
Total investments	\$ 457,312	\$ 507,099	\$ 461,023	\$ 442,323

(1) Cayman Island investments represent subordinated notes and mezzanine debt securities held by the Company. These investments generally hold underlying portfolios of investments in United States domiciled companies.

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As of December 31, 2021, the industry compositions of the Company's debt and equity investments were as follows:

	Amortized Cost	Percentage of Total		Fair Value	Percentage of Total	
		Amortized Cost	Net Assets		Fair Value	Net Assets
<b>Administrative and Support and Waste Management and Remediation Services</b>						
Convention and Trade Show Organizers	\$ 214	— %	0.1 %	\$ 12	— %	— %
Hazardous Waste Treatment and Disposal	1,833	0.4	0.9	1,837	0.4	0.9
Landscaping Services	4,630	1.0	2.3	4,590	0.9	2.3
Security Systems Services (except Locksmiths)	4,827	1.1	2.4	4,887	1.0	2.4
<b>Arts, Entertainment, and Recreation</b>						
Other Amusement and Recreation Industries	16,287	3.6	8.0	16,396	3.2	8.0
<b>Construction</b>						
Electrical Contractors and Other Wiring Installation Contractors	18,132	4.0	8.9	11,632	2.3	5.7
New Single-Family Housing Construction (except For-Sale Builders)	1,823	0.4	0.9	1,794	0.4	0.9
Plumbing, Heating, and Air-Conditioning Contractors	5,344	1.2	2.6	5,378	1.1	2.6
Water and Sewer Line and Related Structures Construction	627	0.1	0.3	628	0.1	0.3
<b>Education Services</b>						
Colleges, Universities, and Professional Schools	—	—	—	7,408	1.5	3.6
Professional and Management Development Training	1,595	0.3	0.8	1,095	0.2	0.5
Sports and Recreation Instruction	3,011	0.7	1.5	3,011	0.6	1.5
<b>Health Care and Social Assistance</b>						
Child Day Care Services	6,336	1.4	3.1	5,916	1.2	2.9
Home Health Care Services	4,182	0.9	2.1	4,250	0.8	2.1
Medical Laboratories	92	—	—	25	—	—
Offices of Physicians, Mental Health Specialists	13,402	2.9	6.6	13,491	2.7	6.6
Other Ambulatory Health Care Services	20,331	4.4	10.0	20,331	4.0	10.0
Outpatient Mental Health and Substance Abuse Centers	4,770	1.0	2.3	5,231	1.0	2.6
Services for the Elderly and Persons with Disabilities	6,416	1.4	3.1	6,416	1.3	3.1
<b>Information</b>						
All Other Publishers	2,288	0.5	1.1	2,303	0.5	1.1
All Other Telecommunications	3,429	0.7	1.7	3,323	0.7	1.6
Cable and Other Subscription Programming	3,801	0.8	1.9	3,810	0.8	1.9
Data Processing, Hosting, and Related Services	4,112	0.9	2.0	4,255	0.8	2.1
Directory and Mailing List Publishers	2,004	0.4	1.0	2,085	0.4	1.0
Internet Publishing and Broadcasting and Web Search Portals	3,249	0.7	1.6	3,299	0.7	1.6
Motion Picture and Video Production	3,929	0.9	1.9	3,970	0.8	1.9
Software Publishers	24,948	5.5	12.2	17,929	3.5	8.8

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	Amortized Cost	Percentage of Total		Fair Value	Percentage of Total	
		Amortized Cost	Net Assets		Fair Value	Net Assets
Television Broadcasting	\$ 1,957	0.4 %	1.0 %	\$ 918	0.2 %	0.5 %
Wired Telecommunications Carriers	4,388	1.0	2.2	4,405	0.9	2.2
<b>Management of Companies and Enterprises</b>						
Offices of Other Holding Companies	5,336	1.2	2.6	5,336	1.1	2.6
<b>Manufacturing</b>						
Bare Printed Circuit Board Manufacturing	1,985	0.4	1.0	1,977	0.4	1.0
Commercial Printing (except Screen and Books)	3,427	0.7	1.7	3,436	0.7	1.7
Current-Carrying Wiring Device Manufacturing	2,653	0.6	1.3	2,954	0.6	1.4
Motorcycle, Bicycle, and Parts Manufacturing	15,166	3.3	7.4	15,166	3.0	7.4
Metal Can Manufacturing	2,143	0.5	1.1	2,167	0.4	1.1
Other Aircraft Parts and Auxiliary Equipment Manufacturing	500	0.1	0.2	80	—	—
Other Industrial Machinery Manufacturing	12,121	2.7	5.9	12,176	2.4	6.0
Pharmaceutical Preparation Manufacturing	217	—	0.1	65,740	13.0	32.3
Small Electrical Appliance Manufacturing	4,997	1.1	2.5	4,997	1.0	2.5
Travel Trailer and Camper Manufacturing	11,264	2.5	5.5	12,948	2.6	6.4
<b>Other Services (except Public Administration)</b>						
Commercial and Industrial Machinery and Equipment (except Automotive and Electronic) Repair and Maintenance	572	0.1	0.3	988	0.2	0.5
<b>Professional, Scientific, and Technical Services</b>						
Administrative Management and General Management Consulting Services	22,990	5.0	11.3	22,634	4.5	11.1
All Other Professional, Scientific, and Technical Services	2,872	0.6	1.4	2,865	0.6	1.4
Management Consulting Services	2,251	0.5	1.1	2,264	0.4	1.1
Other Accounting Services	19,631	4.3	9.6	19,927	3.9	9.8
Other Computer Related Services	15,017	3.3	7.4	15,260	3.0	7.5
<b>Public Administration</b>						
Other Justice, Public Order, and Safety Activities	703	0.2	0.3	29	—	—
<b>Real Estate and Rental and Leasing</b>						
Nonresidential Property Managers	2,972	0.6	1.5	2,972	0.6	1.5
Office Machinery and Equipment Rental and Leasing	5,952	1.3	2.9	2,774	0.5	1.4
<b>Retail Trade</b>						
Automotive Parts and Accessories Stores	2,688	0.6	1.3	2,704	0.5	1.3
Cosmetics, Beauty Supplies, and Perfume Stores	1,533	0.3	0.8	1,531	0.3	0.8
Electronic Shopping and Mail-Order Houses	6,913	1.5	3.4	6,870	1.4	3.4
Shoe Store	9,893	2.2	4.9	9,342	1.8	4.6
Sporting Goods Stores	1,958	0.4	1.0	1,972	0.4	1.0
All Other General Merchandise Stores	499	0.1	0.2	1,698	0.3	0.8

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	Amortized Cost	Percentage of Total			Percentage of Total		
		Amortized Cost	Net Assets	Fair Value	Fair Value	Net Assets	
<b>Transportation and Warehousing</b>							
Freight Transportation Arrangement	\$ 1,960	0.4 %	1.0 %	\$ 1,970	0.4 %	1.0 %	
Scheduled Passenger Air Transportation	360	0.1	0.2	377	0.1	0.2	
<b>Wholesale Trade</b>							
Business to Business Electronic Markets	2,875	0.6	1.4	2,838	0.6	1.4	
Computer and Computer Peripheral Equipment and Software Merchant Wholesalers	7,173	1.6	3.5	6,903	1.4	3.4	
Drugs and Druggists' Sundries Merchant Wholesalers	5,529	1.2	2.7	5,550	1.1	2.7	
Industrial Machinery and Equipment Merchant Wholesalers	9,071	2.0	4.5	9,073	1.8	4.5	
Motor Vehicle Parts (Used) Merchant Wholesalers	23,005	5.0	11.3	23,052	4.5	11.3	
Sporting and Recreational Goods and Supplies Merchant Wholesalers	8,179	1.8	3.9	699	0.1	0.2	
Total debt and equity investments	\$ 382,361	83.4 %	187.7 %	\$ 431,898	85.6 %	212.0 %	
Structured Finance Notes	74,951	16.6	36.8	75,201	14.4	36.9	
Total investments	\$ 457,312	100.0 %	224.5 %	\$ 507,099	100.0 %	248.9 %	

As of December 31, 2020, the Company had loans to 49 portfolio companies, of which 95% were senior secured loans and 5% were subordinated loans, at fair value, as well as equity investments in 10 of these portfolio companies. The Company also held an equity investment in 13 portfolio companies in which it did not hold a debt investment, as well as 12 investments in Structured Finance Notes. At December 31, 2020, investments consisted of the following:

	Amortized Cost	Percentage of Total			Percentage of Total		
		Amortized Cost	Net Assets	Fair Value	Fair Value	Net Assets	
Senior secured debt investments	\$ 325,647	70.6 %	204.9 %	\$ 306,304	69.2 %	192.7 %	
Subordinated debt investments	45,409	9.8	28.6	15,067	3.4	9.5	
Preferred equity	18,648	4.0	11.7	11,543	2.6	7.3	
Common equity, warrants and other	15,459	3.4	9.7	52,984	12.0	33.3	
Total debt and equity investments	\$ 405,163	87.8 %	254.9 %	\$ 385,898	87.2 %	242.8 %	
Structured Finance Notes	55,860	12.2	35.1	56,425	12.8	35.5	
<b>Total</b>	\$ 461,023	100.0 %	290.0 %	\$ 442,323	100.0 %	278.3 %	

At December 31, 2020, the Company had four loans (Community Intervention Services, Inc., Master Cutlery, LLC, 3rd Rock Gaming Holdings, LLC, and Online Tech Stores, LLC) on non-accrual status with respect to all interest and Net Loan Fee amortization, with an aggregate amortized cost and fair value of \$48,102 and \$12,135, respectively.

As of December 31, 2020, the industry compositions of the Company's debt and equity investments were as follows:

	Amortized Cost	Percentage of Total			Percentage of Total		
		Amortized Cost	Net Assets	Fair Value	Fair Value	Net Assets	
<b>Administrative and Support and Waste Management and Remediation Services</b>							
Convention and Trade Show Organizers	\$ 214	— %	0.1 %	\$ 210	— %	0.1 %	
Security Systems Services (except Locksmiths)	6,531	1.4	4.1	3,487	0.8	2.2	



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	Amortized Cost	Percentage of Total		Fair Value	Percentage of Total	
		Amortized Cost	Net Assets		Fair Value	Net Assets
<b>Arts, Entertainment, and Recreation</b>						
Other Amusement and Recreation Industries	\$ 20,967	4.5 %	13.3 %	\$ 19,973	4.5 %	12.6 %
<b>Construction</b>						
Electrical Contractors and Other Wiring Installation Contractors	17,837	3.9	11.2	13,137	3.0	8.3
Plumbing, Heating, and Air-Conditioning Contractors	7,607	1.7	4.8	7,294	1.6	4.6
<b>Education Services</b>						
Colleges, Universities, and Professional Schools	—	—	—	4,295	1.0	2.7
Professional and Management Development Training	1,595	0.3	1.0	1,306	0.3	0.8
<b>Finance and Insurance</b>						
Insurance Agencies and Brokerages	9,544	2.1	6.0	9,302	2.1	5.9
<b>Health Care and Social Assistance</b>						
Child Day Care Services	5,178	1.1	3.3	4,656	1.1	2.9
Diagnostic Imaging Centers	21,718	4.8	13.8	23,607	5.3	14.9
Home Health Care Services	4,199	0.9	2.6	4,250	1.0	2.7
Medical Laboratories	91	—	0.1	38	—	—
Offices of Physicians, Mental Health Specialists	21,013	4.6	13.2	20,802	4.7	13.1
Outpatient Mental Health and Substance Abuse Centers	11,615	2.5	7.3	4,105	0.9	2.6
<b>Information</b>						
Data Processing, Hosting, and Related Services	1,135	0.2	0.7	1,749	0.4	1.1
Software Publishers	28,799	6.3	18.2	16,104	3.6	10.0
Television Broadcasting	1,977	0.4	1.2	1,758	0.4	1.1
<b>Manufacturing</b>						
Commercial Printing (except Screen and Books)	4,789	1.0	3.0	4,812	1.1	3.0
Custom Compounding of Purchased Resins	15,444	3.3	9.7	17,164	3.9	10.8
Other Aircraft Parts and Auxiliary Equipment Manufacturing	5,431	1.2	3.4	4,275	1.0	2.7
Other Commercial and Service Industry Machinery Manufacturing	1,925	0.4	1.2	1,936	0.4	1.2
Pharmaceutical Preparation Manufacturing	2,205	0.5	1.4	38,213	8.7	24.1
Pump and Pumping Equipment Manufacturing	1,501	0.3	0.9	1,281	0.3	0.8
Semiconductor and Related Device Manufacturing	399	0.1	0.3	434	0.1	0.3
Travel Trailer and Camper Manufacturing	10,911	2.4	6.9	10,812	2.4	6.8
Truck Trailer Manufacturing	8,118	1.8	5.1	8,174	1.8	5.1
Unlaminated Plastics Profile Shape Manufacturing	8,922	1.9	5.6	8,818	2.0	5.5

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	Amortized Cost	Percentage of Total		Fair Value	Percentage of Total	
		Amortized Cost	Net Assets		Fair Value	Net Assets
<b>Other Services (except Public Administration)</b>						
Commercial and Industrial Machinery and Equipment (except Automotive and Electronic) Repair and Maintenance	\$ 572	0.1 %	0.4 %	\$ 915	0.2 %	0.6 %
Diet and Weight Reducing Centers	477	0.1	0.3	479	0.1	0.3
<b>Professional, Scientific, and Technical Services</b>						
Administrative Management and General Management Consulting Services	28,503	6.3	18.0	28,729	6.6	18.2
All Other Professional, Scientific, and Technical Services	1,921	0.4	1.2	1,905	0.4	1.2
Marketing Consulting Services	5,229	1.1	3.3	5,229	1.2	3.3
Other Accounting Services	21,621	4.7	13.7	22,238	5.0	14.0
Other Computer Related Services	16,247	3.5	10.2	16,000	3.6	10.1
<b>Public Administration</b>						
Other Justice, Public Order, and Safety Activities	703	0.2	0.4	676	0.2	0.4
<b>Real Estate and Rental and Leasing</b>						
Construction, Mining, and Forestry Machinery and Equipment Rental and Leasing	496	0.1	0.3	499	0.1	0.3
Office Machinery and Equipment Rental and Leasing	5,953	1.3	3.7	2,736	0.6	1.7
<b>Retail Trade</b>						
Cosmetics, Beauty Supplies, and Perfume Stores	6,738	1.5	4.2	6,701	1.5	4.2
Shoe Store	9,748	2.1	6.1	4,368	1.0	2.7
Sporting Goods Stores	2,907	0.6	1.8	2,968	0.7	1.9
All Other General Merchandise Stores	5,252	1.1	3.3	5,060	1.1	3.2
<b>Transportation and Warehousing</b>						
Scheduled Passenger Air Transportation	495	0.1	0.3	520	0.1	0.3
Taxi Service	1,976	0.4	1.2	1,997	0.5	1.3
<b>Wholesale Trade</b>						
Business to Business Electronic Markets	2,891	0.6	1.8	2,875	0.6	1.8
Computer and Computer Peripheral Equipment and Software Merchant Wholesalers	1,955	0.4	1.2	1,942	0.4	1.2
Construction and Mining (except Oil Well) Machinery and Equipment Merchant Wholesalers	16,392	3.6	10.3	16,777	3.8	10.6
General Line Grocery Merchant Wholesalers	275	0.1	0.2	284	0.1	0.2
Industrial Machinery and Equipment Merchant Wholesalers	9,696	2.1	6.1	9,179	2.1	5.8
Industrial Supplies Merchant Wholesalers	6,908	1.5	4.3	5,476	1.2	3.4

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	Amortized Cost	Percentage of Total			Percentage of Total	
		Amortized Cost	Net Assets	Fair Value	Fair Value	Net Assets
Motor Vehicle Parts (Used) Merchant Wholesalers	\$ 14,167	3.1 %	8.9 %	\$ 13,581	3.1 %	8.5 %
Sporting and Recreational Goods and Supplies Merchant Wholesalers	8,247	1.8	5.2	346	0.1	0.2
Stationery and Office Supplies Merchant Wholesalers	16,129	3.5	10.1	2,426	0.5	1.5
Total debt and equity investments	\$ 405,163	87.9 %	254.9 %	\$ 385,898	87.2 %	242.8 %
Structured Finance Notes	55,860	12.1	35.1	56,425	12.8	35.5
Total investments	\$ 461,023	100.0 %	290.0 %	\$ 442,323	100.0 %	278.3 %

**Note 5. Fair Value of Financial Instruments**
**Investments**

The Company's investments are carried at fair value as determined by the Board. These fair values are determined in accordance with a documented valuation policy and a consistently applied valuation process.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are determined with models or other valuation techniques, valuation inputs, and assumptions market participants would use in pricing an asset or liability. Valuation inputs are organized in a hierarchy that gives the highest priority to prices for identical assets or liabilities quoted in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of inputs in the fair value hierarchy are described below:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date.

Level 2: Inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified term, a Level 2 input must be observable for substantially the full term of the asset or liability. Level 2 inputs include: (i) quoted prices for similar assets or liabilities in active markets, (ii) quoted prices for identical or similar assets or liabilities in markets that are not active, (iii) inputs other than quoted prices that are observable for the asset or liability, and (iv) inputs that are derived principally from or corroborated by observable market data.

Level 3: Unobservable inputs for the asset or liability, and situations where there is little, if any, market activity for the asset or liability at the measurement date.

The inputs into the determination of fair value are based upon the best information under the circumstances and may require significant management judgment or estimation. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. The Company generally categorizes its investment portfolio into Level 2 and Level 3 of the hierarchy.

The Company assesses the levels of the investments at each measurement date, and transfers between levels are recognized on the measurement date. Senior securities with a fair value of \$-0- and \$601 were transferred from Level 3 to Level 2 during the years ended December 31, 2021 and 2020, respectively.

Certain of the Company's investments are exchanged in the non-public market among banks, CLOs and other institutional investors for loans to large U.S. corporations. The Company classifies these loan investments as Level 2 when a sufficient number of market quotations or indicative prices from pricing services or broker/dealers (collectively, "Indicative Prices") are available, and the depth of the market is sufficient to transact to those prices in amounts approximating the Company's investment position at the measurement date. Investments for which sufficient Indicative Prices exist are generally valued consistent with such Indicative Prices.

In addition, each quarter, the Company assesses whether an arm's length transaction occurred in the same security, including the Company's new investments during the quarter, the cost of which ("Transaction Prices"), may be considered a reasonable indication of fair value for up to six months after the transaction date. Senior secured debt investments with a fair value of \$72,572 and \$6,114, respectively, were valued at their Transaction Price at December 31, 2021 and December 31, 2020; these securities are designated as Level 3 in the fair value hierarchy based on assessments of market liquidity and other factors.

Investments that are not valued using Indicative Prices or Transaction Prices are typically valued using two different valuation techniques. The Company typically estimates the fair value of debt investments by a discounted cash flows technique in which a current price is imputed for the investment based upon an assessment of the expected market yield (or discount rate) for similarly structured investments with a similar level of risk. The Company considers the current contractual interest rate, the maturity and other terms of the investment relative to risk of the portfolio company and various market indices. A key determinant of portfolio-company risk is the leverage through the investment relative to earnings metrics of the portfolio company.

The fair value of Structured Finance Notes are also estimated primarily by discounted cash flow techniques. In valuing such investments, the Company considers CLO performance metrics, including prepayment rates, default rates, loss-on-default and recovery rates, and other metrics, as well as estimated market yields provided by a recognized industry pricing service as a primary source for discounted cash flow fair value estimates, supplemented by actual trades executed in the market at or around period-end, as well as the indicative prices provided by broker-dealers in its estimate of the fair value of such investments. The Company also considers the operating metrics of the CLO vehicle, including compliance with collateralization tests, concentration limits and restructuring activity, if applicable.

The fair value of Company's equity investments as well as certain of its non-performing debt investments are estimated through analysis of the portfolio companies' enterprise value under a market approach. Enterprise value means the entire value of the portfolio company to a market participant, including the sum of the values of debt and equity securities used to capitalize the enterprise at a point in time. The primary method for determining enterprise value under the market approach involves multiple analysis whereby appropriate multiples are applied to an earnings metric of the portfolio company, typically earnings before net interest expense, income tax expense, depreciation and amortization ("EBITDA"). EBITDA multiples are typically determined based upon review of market comparable transactions and publicly traded comparable companies, if any. The Company may also utilize other portfolio-company earnings metrics to determine enterprise value, such as recurring monthly revenue or a delineated measure of portfolio company EBITDA. Application of these valuation methodologies involves a significant degree of judgment by management.

Due to the inherent uncertainty of determining the fair value of Level 3 investments, the fair value of the investments may differ significantly from the values that would have been used had a ready market or observable inputs existed for such investments and may differ materially from the values that may ultimately be received or settled. Further, such investments are generally subject to legal and other restrictions, or otherwise are less liquid than publicly traded instruments. If the Company were required to liquidate a portfolio investment in a forced or liquidation sale, the Company might realize significantly less than the value at which such investment had previously been recorded. The Company's investments are subject to market risk. Market risk is the potential for changes in the value due to market changes. Market risk is directly impacted by the volatility and liquidity in the markets in which the investments are traded.

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The following tables presents the Company's investment portfolio measured at fair value on a recurring basis as of December 31, 2021 and 2020, respectively.

<b>Security</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value at December 31, 2021</b>
Debt investments	\$ —	\$ 65,591	\$ 279,056	\$ 344,647
Equity investments	—	—	87,251	87,251
Structured Finance Notes	—	—	75,201	75,201
	<u>\$ —</u>	<u>\$ 65,591</u>	<u>\$ 441,508</u>	<u>\$ 507,099</u>

<b>Security</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Fair Value at December 31, 2020</b>
Debt investments	\$ —	\$ 22,226	\$ 299,145	\$ 321,371
Equity investments	—	—	64,527	64,527
Structured Finance Notes	—	—	56,425	56,425
	<u>\$ —</u>	<u>\$ 22,226</u>	<u>\$ 420,097</u>	<u>\$ 442,323</u>

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The following tables provide quantitative information about the Company's significant unobservable inputs to the Company's Level 3 fair value measurements as of December 31, 2021 and 2020.

	Fair Value at December 31, 2021	Valuation technique	Unobservable inputs	Range (Weighted average)
<b>Debt investments:</b>				
Senior secured	\$ 178,382	Discounted cash flow	Discount rates	6.47% - 12.32% (9.25%)
Senior secured	11,632	Market approach	EBITDA multiples	7.09x - 7.09x (7.09x)
Senior secured	7,027	Market approach	Revenue multiples	0.74x - 0.74x (0.74x)
Senior secured	64,072	Market approach	Transaction Price	
Subordinated	17,244	Discounted cash flow	Discount rates	15.90% - 17.49% (16.65%)
Subordinated	699	Market approach	Revenue multiples	0.28x - 0.28x (0.28x)
<b>Structured Finance Notes:</b>				
Subordinated notes <sup>(1)</sup>	63,922	Discounted cash flow	Discount rates	8.00% - 16.00% (12.39%)
			Constant default rate <sup>(2)</sup>	0.00% - 2.00% (1.77%)
			Constant default rate <sup>(3)</sup>	2.00% - 2.00% (2.00%)
			Recovery rate	60.00% - 60.00% (60.00%)
Mezzanine debt	2,779	Discounted cash flow	Discount margin	7.10% - 8.95% (7.91%)
			Constant default rate <sup>(2)</sup>	2.00% - 3.00% (2.36%)
			Constant default rate <sup>(3)</sup>	2.00% - 3.00% (2.36%)
			Recovery rate	60.00% - 60.00% (60.00%)
Loan accumulation facility	8,500	Market approach	Transaction Price	
<b>Equity investments:</b>				
Preferred equity	2,748	Market approach	EBITDA multiples	7.80x - 7.80x (7.80x)
Preferred equity	1,017	Market approach	Revenue multiples	0.15x - 3.00x (0.91x)
Common equity, warrants and other	83,478	Market approach	EBITDA multiples	4.50x - 12.00x (8.10x)
Common equity, warrants and other	8	Market approach	Revenue multiples	0.15x - 3.00x (0.15x)
	<u>\$ 441,508</u>			

(1) The cash flows utilized in the discounted cash flow calculations assume liquidation of (a) certain distressed investments and (b) all investments currently in default held by the issuing CLO at their current market prices, and redeployment of proceeds at the issuing CLO's assumed reinvestment rate.

(2) Constant default rates for the six months ended June 30, 2022.

(3) Constant default rates for the period between June 30, 2022, and the assumed optional redemptions of the instruments.

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	Fair Value at December 31, 2020	Valuation technique	Unobservable inputs	Range (Weighted average)
<b>Debt investments:</b>				
Senior secured	\$ 256,042	Discounted cash flow	Discount rates	6.30% - 24.43% (10.18%)
Senior secured	12,668	Market approach	EBITDA multiples	8.50x - 8.50x (8.50x)
Senior secured	9,257	Market approach	Revenue multiples	0.86x - 0.86x (0.86x)
Senior secured	6,111	Market approach	Transaction Prices	
Subordinated	7,822	Discounted cash flow	Discount rates	17.83% - 17.83% (17.83%)
Subordinated	6,794	Market approach	EBITDA multiples	7.05x - 9.10x (7.78x)
Subordinated	451	Market approach	Revenue multiples	0.10x - 0.20x (0.18x)
<b>Structured Finance Notes:</b>				
Subordinated notes <sup>(1)</sup>	54,724	Discounted cash flow	Discount rates	15.00% - 19.50% (17.79%)
			Constant default rate <sup>(2)</sup>	0.00% - 2.00% (1.63%)
			Constant default rate <sup>(3)</sup>	2.00% - 2.00% (2.00%)
			Recovery rate	60.00% - 60.00% (60.00%)
Mezzanine debt	1,701	Discounted cash flow	Discount Margin	7.25% - 9.45% (8.58%)
			Constant default rate <sup>(4)</sup>	0.00% - 2.00% (1.01%)
			Constant default rate <sup>(5)</sup>	2.00% - 3.00% (2.49%)
			Recovery rate	60.00% - 60.00% (60.00%)
<b>Equity investments:</b>				
Preferred equity	10,395	Market approach	EBITDA multiples	4.73x - 8.50x (7.37x)
Preferred equity	1,148	Market approach	Revenue multiples	0.20x - 1.56x (0.96x)
Common equity and warrants	52,969	Market approach	EBITDA multiples	3.75x - 11.50x (8.10x)
Common equity and warrants	15	Market approach	Revenue multiples	0.20x - 1.56x (0.47x)
	<u>\$ 420,097</u>			

(1) The cash flows utilized in the discounted cash flow calculations assume liquidation at current market prices and redeployment of proceeds on all assets currently in default and all assets below specified fair value thresholds.

(2) Constant default rates for the six months ended June 30, 2021.

(3) Constant default rates for the period between June 30, 2021, and the assumed optional redemptions of the instruments.

(4) Constant default rates for the nine months ended September 30, 2021.

(5) Constant default rates for the period between September 30, 2021, and the assumed optional redemptions of the instruments.

Changes in market credit spreads or events impacting the credit quality of the underlying portfolio company (both of which could impact the discount rate), as well as changes in EBITDA and/or EBITDA multiples, among other things, could have a significant impact on fair values, with the fair value of a particular debt investment susceptible to change in inverse relation to the changes in the discount rate. Changes in EBITDA and/or EBITDA multiples, as well as changes in the discount rate, could have a significant impact on fair values, with the fair value of an equity investment susceptible to change in tandem with the changes in EBITDA and/or EBITDA multiples, and in inverse relation to changes in the discount rate. Due to wide range of

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approaches towards developing input assumptions to these valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful.

The following tables present changes in investments measured at fair value using Level 3 inputs for the years ended December 31, 2021 and 2020:

	Year Ended December 31, 2021					
	Senior Secured Debt Investments	Subordinated Debt Investments	Preferred Equity	Common Equity and Warrants	Structured Finance Notes	Total
Level 3 assets, December 31, 2020	\$ 284,078	\$ 15,067	\$ 11,543	\$ 52,984	\$ 56,425	\$ 420,097
Net realized gain (loss) on investments	(265)	(23,676)	3,310	(49)	—	(20,680)
Net change in unrealized appreciation (depreciation) on investments	10,780	26,214	1,318	31,355	(314)	69,353
Amortization of net loan origination fees	2,092	24	—	—	73	2,189
Accretion of interest income on Structured Finance Notes	—	—	—	—	9,861	9,861
Capitalized PIK interest, dividends, and fees	1,472	526	143	—	—	2,141
Purchase and origination of portfolio investments	167,720	—	—	200	30,412	198,332
Proceeds from principal payments on portfolio investments	(172,661)	(121)	—	—	—	(172,782)
Sale and redemption of portfolio investments	(27,381)	(91)	(12,549)	(5,726)	(8,600)	(54,347)
Distributions received from Structured Finance Notes	—	—	—	—	(12,656)	(12,656)
Conversion from debt investment to equity investment (Note 4)	(4,722)	—	—	4,722	—	—
Level 3 assets, December 31, 2021	<u>\$ 261,113</u>	<u>\$ 17,943</u>	<u>\$ 3,765</u>	<u>\$ 83,486</u>	<u>\$ 75,201</u>	<u>\$ 441,508</u>

	Year Ended December 31, 2020					
	Senior Secured Debt Investments	Subordinated Debt Investments	Preferred Equity	Common Equity and Warrants	Structured Finance Notes	Total
Level 3 assets, January 1, 2020	\$ 334,059	\$ 43,090	\$ 17,729	\$ 25,777	\$ 21,610	\$ 442,265
Net realized loss on investments	(9,107)	—	51	(497)	—	(9,553)
Net change in unrealized appreciation (depreciation) on investments	(2,119)	(16,702)	(2,909)	26,668	2,081	7,019
Amortization of net loan origination fees	1,421	11	—	—	30	1,462
Accretion of interest income on Structured Finance Notes	—	—	—	—	5,877	5,877
Capitalized PIK interest, dividends, and fees	1,066	478	437	—	—	1,981
Purchase and origination of portfolio investments	79,695	—	160	333	33,536	113,724
Proceeds from principal payments on portfolio investments	(109,998)	(11,810)	—	—	—	(121,808)
Sale and redemption of portfolio investments	(9,635)	—	(3,925)	—	—	(13,560)
Distributions received from Structured Finance Notes	—	—	—	—	(6,709)	(6,709)
Conversion from debt investment to equity investment (Note 4)	(703)	—	—	703	—	—
Transfers out of Level 3	(601)	—	—	—	—	(601)
Level 3 assets, December 31, 2020	<u>\$ 284,078</u>	<u>\$ 15,067</u>	<u>\$ 11,543</u>	<u>\$ 52,984</u>	<u>\$ 56,425</u>	<u>\$ 420,097</u>



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The net unrealized appreciation (depreciation) reported in the Company's consolidated statements of operations for the years ended December 31, 2021 and 2020, attributable to the Company's Level 3 assets still held at those respective year ends was as follows:

	<b>Year Ended December 31,</b>	
	<b>2021</b>	<b>2020</b>
Senior secured debt investments	\$ 3,637	\$ (14,911)
Subordinated debt investments	4,977	(16,716)
Preferred equity	(73)	(2,907)
Common equity, warrants and other	30,208	27,657
Structured Finance Notes	(302)	2,081
Net unrealized appreciation (depreciation) on investments held	<u>\$ 38,447</u>	<u>\$ (4,796)</u>

### Other Financial Assets and Liabilities

GAAP requires disclosure of the fair value of financial instruments not reported at fair value on a recurring basis for which it is practical to estimate such values. The Company believes that the carrying amounts of its other financial instruments such as cash, receivables and payables approximate the fair value of such items due to the short maturity of such financial instruments. The senior secured revolving credit facility between the Company and Pacific Western Bank, as lender ("PWB Credit Facility") and the secured revolving credit facility that provides for borrowings in an aggregate principal amount up to \$150,000 issued pursuant to a Revolving Credit and Security Agreement by and among OFSCC-FS, the lenders from time to time parties thereto, BNP Paribas, as administrative agent, OFSCC-FS Holdings, LLC, a wholly owned subsidiary of the Company, as equityholder, the Company, as servicer, Citibank, N.A., as collateral agent and Virtus Group, LP, as collateral administrator ("BNP Facility") are variable rate instruments and fair value is approximately book value.

The following tables present the fair value measurements of the Company's debt and the level within fair value hierarchy of the significant unobservable inputs used to determine such fair values as of December 31, 2021 and 2020:

<b>Description</b>	<b>December 31, 2021</b>			
	<b>Level 1<sup>(2)</sup></b>	<b>Level 2</b>	<b>Level 3<sup>(1)</sup></b>	<b>Total</b>
PWB Credit Facility	\$ —	\$ —	\$ —	\$ —
BNP Facility	—	—	100,000	100,000
OFS Capital Corporation 4.75% Notes due 2026	—	—	123,130	123,130
OFS Capital Corporation 4.95% Notes due 2028	56,430	—	—	56,430
SBA-guaranteed debentures	—	—	73,011	73,011
Total debt	<u>\$ 56,430</u>	<u>\$ —</u>	<u>\$ 296,141</u>	<u>\$ 352,571</u>

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Description	December 31, 2020			
	Level 1 <sup>(2)</sup>	Level 2	Level 3 <sup>(1)</sup>	Total
PWB Credit Facility	\$ —	\$ —	\$ 600	\$ 600
BNP Facility	—	—	31,450	31,450
OFS Capital Corporation 6.375% Notes due 2025	48,800	—	—	48,800
OFS Capital Corporation 6.5% Notes due 2025	47,069	—	—	47,069
OFS Capital Corporation 5.95% Notes due 2026	51,066	—	—	51,066
OFS Capital Corporation 6.25% Notes due 2023	25,100	—	—	25,100
SBA-guaranteed debentures	—	—	116,172	116,172
Total debt	\$ 172,035	\$ —	\$ 148,222	\$ 320,257

(1) For Level 3 measurements, fair value is estimated through discounting remaining payments using current market rates for similar instruments at the measurement date through the legal maturity date.

(2) For Level 1 measurements, fair value is estimated by using the closing price of the security on the Nasdaq Global Select Market.

The following are the carrying values and fair values of the Company's debt as of December 31, 2021 and 2020:

Description	As of December 31, 2021		As of December 31, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
PWB Credit Facility	\$ —	\$ —	\$ 600	\$ 600
BNP Facility	100,000	100,000	31,450	31,450
OFS Capital Corporation 6.375% Notes due 2025	—	—	48,891	48,800
OFS Capital Corporation 6.5% Notes due 2025	—	—	47,339	47,069
OFS Capital Corporation 5.95% Notes due 2026	—	—	52,617	51,066
OFS Capital Corporation 6.25% Notes due 2023	—	—	24,106	25,100
OFS Capital Corporation 4.75% Notes due 2026	121,774	123,130	—	—
OFS Capital Corporation 4.95% Notes due 2028	53,672	56,430	—	—
SBA-guaranteed debentures	69,365	73,011	104,182	116,172
Total debt	\$ 344,811	\$ 352,571	\$ 309,185	\$ 320,257

### Note 6. Commitments and Contingencies

The Company has outstanding commitments to fund investments totaling \$43,690 and \$5,772 under various undrawn revolvers and other credit facilities as of December 31, 2021 and 2020, respectively.

**Legal and regulatory proceedings:** From time to time, the Company is involved in legal proceedings in the normal course of its business. Although the outcome of such litigation cannot be predicted with any certainty, management is of the opinion, based on the advice of legal counsel, that final disposition of any litigation should not have a material adverse effect on the financial position of the Company as of December 31, 2021.

Additionally, the Company is subject to periodic inspection by regulators to assess compliance with applicable BDC regulations and the SBIC I LP is subject to periodic inspections by the SBA.

**Indemnifications:** In the normal course of business, the Company enters into contracts and agreements that contain a variety of representations and warranties that provide general indemnifications. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. The Company believes the risk of any material obligation under these indemnifications to be low.

**Note 7. Borrowings**

**SBA Debentures:** The SBIC Program enabled SBIC I LP to obtain leverage by issuing SBA-guaranteed debentures, subject to issuance of a capital commitment by the SBA and customary procedures. These debentures are non-recourse to the Company, have interest payable semi-annually and a ten-year maturity. The interest rate is fixed at the time of SBA pooling, which is March and September of each year, at a market-driven spread over U.S. Treasury Notes with ten-year maturities. As of December 31, 2021 and 2020, SBIC I LP had outstanding SBA debentures of \$69,920 and \$105,270, respectively.

On a stand-alone basis, SBIC I LP held \$195,502 and \$223,795 in assets at December 31, 2021 and 2020, respectively, which accounted for approximately 34% and 46% of the Company's total consolidated assets, respectively. These assets cannot be pledged under any debt obligation of the Company.

The following table shows the Company's outstanding SBA debentures payable as of December 31, 2021 and 2020:

Pooling Date	Maturity Date	Fixed Interest Rate	SBA debentures outstanding	
			December 31, 2021	December 31, 2020
September 19, 2012	September 1, 2022	3.049 %	\$ —	\$ 14,000
September 24, 2014	September 1, 2024	3.370	—	2,765
March 25, 2015	March 1, 2025	2.872	65,920	65,920
September 23, 2015	September 1, 2025	3.184	4,000	22,585
<b>SBA debentures outstanding</b>			<b>69,920</b>	<b>105,270</b>
Unamortized debt issuance costs			(555)	(1,088)
<b>SBA debentures outstanding, net of unamortized debt issuance costs</b>			<b>\$ 69,365</b>	<b>\$ 104,182</b>

The Company received exemptive relief from the SEC effective November 26, 2013, which permits the Company to exclude SBA guaranteed debentures from the definition of senior securities in the statutory asset coverage ratio under the 1940 Act, allowing for greater capital deployment.

The effective interest rate on the SBA debentures, which includes amortization of deferred debt issuance costs, was 3.11% and 3.31% as of December 31, 2021 and 2020, respectively. Interest expense on the SBA debentures was \$2,836, \$4,402, and \$5,137 for the years ended December 31, 2021, 2020 and 2019, respectively, which includes \$209, \$332, and \$377 of debt issuance costs amortization, respectively.

The weighted-average fixed cash interest rate on the SBA debentures as of December 31, 2021 and 2020, was 2.89% and 2.98%, respectively.

During the year ended December 31, 2021, SBIC I LP redeemed \$35,350 of SBA debentures that were contractually due September 1, 2022, September 1, 2024 and September 1, 2025. The Company recognized losses on extinguishment of debt of \$324 related to the charge-off of deferred borrowing costs on the prepaid debentures.

**Unsecured Notes:** The unsecured notes totaled \$180,000 and \$177,850 in aggregate principal debt at December 31, 2021 and 2020, respectively.

*Issuances during the years ended December 31, 2021 and 2020*

On February 10, 2021, the Company closed the public offering of \$100,000 aggregate principal amount of its 4.75% notes due 2026, and on March 18, 2021, the Company closed an additional public offering of \$25,000 aggregate principal amount of its 4.75% notes due 2026 (the "Unsecured Notes Due February 2026"). The total net proceeds to the Company from the Unsecured Notes Due February 2026, after deducting underwriting fees and offering expenses of \$3,936, was approximately \$121,064.

On October 28, 2021 and November 1, 2021, the Company closed the public offering of the \$55,000 aggregate principal amount of its 4.95% notes due 2028 (the "Unsecured Notes Due October 2028"), which included a full exercise of the underwriters overallotment option. The total net proceeds to the Company, after deducting underwriting discounts and offering expenses of \$1,389, was approximately \$53,611.

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In September 2020, the Company closed the public offering of the \$25,000 aggregate principal amount of its 6.25% notes due 2023 (the “Unsecured Notes Due September 2023”). The total net proceeds to the Company, after deducting underwriting discounts and offering expenses of \$894, was approximately \$24,106.

#### Redemptions during the years ended December 31, 2021

On March 12, 2021, the Company redeemed all of its \$50,000 aggregate principal amount of 6.375% notes due April 30, 2025 (the “Unsecured Notes Due April 2025”) and \$48,525 aggregate principal amount of 6.50% notes due October 30, 2025 (the “Unsecured Notes Due October 2025”).

On November 1, 2021, the Company redeemed all of its Unsecured Notes Due September 2023.

On November 22, 2021, the Company redeemed all of its \$54,325 aggregate principal amount of 5.95% notes due October 31, 2026 (the “Unsecured Notes Due October 2026”).

During the year ended December 31, 2021, the Company recognized a loss on extinguishment of \$4,267 related to the charge-off of deferred borrowing costs on the redemption of unsecured notes.

The Unsecured Notes Due February 2026, the Unsecured Notes Due October 2028, the Unsecured Notes Due April 2025, the Unsecured Notes Due October 2025, the Unsecured Notes Due September 2023 and Unsecured Notes Due October 2026, combined (the “Unsecured Notes”), of which the Unsecured Notes Due February 2026 and the Unsecured Notes Due October 2028 were outstanding at December 31, 2021, are direct unsecured obligations and rank equal in right of payment with all current and future unsecured indebtedness of the Company. Because the Unsecured Notes are not secured by any of the Company's assets, they are effectively subordinated to all existing and future secured unsubordinated indebtedness (or any indebtedness that is initially unsecured as to which the Company subsequently grant a security interest), to the extent of the value of the assets securing such indebtedness, including, without limitation, borrowings under PWB Credit Facility and BNP Facility.

The indenture governing the Unsecured Notes contains certain covenants (i) prohibiting additional borrowings, including through the issuance of additional debt securities, unless the Company's asset coverage, as defined in the 1940 Act, after giving effect to any exemptive relief granted to the Company by the SEC, equals at least 150% after such borrowings; and (ii) prohibiting (a) the declaration of any cash dividend or distribution upon any class of the Company's capital stock (except to the extent necessary for the Company to maintain its treatment as a RIC under Subchapter M of the Code), or (b) the purchase of any capital stock if the Company's asset coverage, as defined in the 1940 Act, were below 150% at the time of such capital transaction and after deducting the amount of such transaction.

As of December 31, 2021, the Unsecured Notes had the following terms and balances:

Unsecured Notes	Principal	Unamortized Discount and Issuance Costs	Stated Interest Rate <sup>(1)</sup>	Effective Interest Rate <sup>(2)</sup>	Maturity <sup>(3)</sup>
Unsecured Notes Due February 2026	\$ 125,000	\$ 3,226	4.75 %	5.38 %	2/10/2026
Unsecured Notes Due October 2028	55,000	1,328	4.95 %	5.29 %	10/31/2028
Total	\$ 180,000	\$ 4,554			

(1) The weighted-average fixed cash interest rate on the Unsecured Notes as of December 31, 2021 was 4.81%.

(2) The effective interest rate on the Unsecured Notes includes deferred debt issuance cost amortization.

(3) The Company may redeem the Unsecured Notes Due February 2026 in whole or in part at any time, or from time to time, at its option at par plus a "make-whole" premium, if applicable. The Company may redeem the Unsecured Notes Due October 2028 in whole or in part at any time, or from time to time, at its option on or after October 31, 2023.

Interest expense on the Unsecured Notes were \$12,563, \$10,952 and \$7,650 for the years ended December 31, 2021, 2020, and 2019, respectively, which includes \$1,403, \$909 and \$584 of deferred financing amortization, respectively.

**PWB Credit Facility:** The Company is party to a business loan agreement (“BLA”) with Pacific Western Bank, as lender, to provide the Company with a \$25,000 senior secured revolving credit facility. The PWB Credit Facility is available for general corporate purposes including investment funding and is scheduled to mature on February 28, 2023. The maximum availability of the PWB Credit Facility is equal to 50% of the aggregate outstanding principal amount of eligible loans included in the

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borrowing base, which excludes subordinated loan investments and as otherwise specified in the BLA. The PWB Credit Facility is guaranteed by OFSCC-MB and secured by all of our current and future assets excluding assets held by SBIC I LP, OFSCC-FS, and the Company's partnership interests in SBIC I LP and SBIC I GP.

The PWB Credit Facility bears interest at a variable rate of the Prime Rate plus a 0.25% margin, with a 4.00% floor, and includes an unused commitment fee for any unused portion in excess of \$15,000, payable monthly in arrears, equal to 0.50% per annum on any unused portion. As of December 31, 2021, the stated interest rate of the PWB Credit Facility was 4.00%. At December 31, 2021, the effective interest rate was 4.22% based on the maximum amount available under the PWB Credit Facility.

Interest expense on the PWB Credit Facility was \$120, \$1,285 and \$2,136 for the years ended December 31, 2021, 2020, and 2019, respectively, which includes \$19, \$225 and \$283 of deferred financing amortization, respectively, based on average balances outstanding of \$1,810, \$15,222 and \$28,061, respectively. Unamortized debt issuance costs included in prepaid expenses and other assets on the consolidated statements of assets and liabilities as of December 31, 2021 and 2020, were \$6 and \$11, respectively.

As of December 31, 2021, the Company had \$0 outstanding debt under the PWB Credit Facility and \$25.0 million of availability under the terms of the borrowing base.

On February 17, 2021, the Company amended the BLA to among other things: (i) increase the maximum amount available from \$20,000 to \$25,000; (ii) decrease the interest rate floor from 5.25% per annum to 5.00% per annum; (iii) modify certain financial performance covenants; and (iv) extend the maturity date from February 28, 2021 to February 28, 2023.

On November 15, 2021, the Company amended the BLA to decrease the interest rate floor from 5.0% to 4.0%, effective as of November 1, 2021.

The BLA contains customary terms and conditions, including, without limitation, affirmative and negative covenants such as information reporting requirements, a minimum tangible net asset value, a minimum quarterly net investment income after incentive fees, and a maximum debt/worth ratio. The BLA also contains customary events of default, including, without limitation, nonpayment, misrepresentation of representations and warranties in a material respect, breach of covenant, cross-default to other indebtedness, bankruptcy, change in investment advisor, and the occurrence of a material adverse change in our financial condition. As of December 31, 2021, the Company was in compliance with the applicable covenants.

**BNP Facility:** OFSCC-FS is party to the BNP Facility, which provides for borrowings in an aggregate principal amount up to \$150,000, of which \$100,000 was drawn as of December 31, 2021. Borrowings under the BNP Facility bear interest of LIBOR plus an applicable spread, which is determined on the basis of industry-recognized portfolio company metrics at the time of funding. At December 31, 2021, the effective interest rate on the BNP Facility was 4.20%. The BNP Facility will mature on the earlier of June 20, 2024 or upon certain other events defined in the credit agreement which result in accelerated maturity. Borrowings under the BNP Facility are secured by substantially all of the assets held by OFSCC-FS, which were \$185,105 and \$72,412, or 33% and 15% of the Company's total consolidated assets at December 31, 2021 and 2020, respectively. OFSCC-FS incurred fees to the lenders as well as legal costs of approximately \$1,346 to establish the BNP Facility, which are amortized over the life of the facility. Unamortized debt issuance costs included in prepaid expenses and other assets on the consolidated statements of assets and liabilities as of December 31, 2021 and 2020 were \$665 and \$1,004, respectively. The unused commitment under the BNP Facility was \$50,000 as of December 31, 2021.

For the years ended December 31, 2021, 2020 and 2019, interest expense on the BNP Facility was \$1,996, \$2,168 and \$905, respectively, which included \$338, \$225 and \$118 of deferred financing amortization, based on average balances outstanding of \$47,481, \$39,182 and \$20,000, respectively.

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The average dollar borrowings and average interest rate for all Company debt during the years ended December 31, 2021, 2020 and 2019, were as follows:

Year ended	Average Dollar Borrowings	Weighted Average Interest Rate
December 31, 2021	\$ 344,241	5.09 %
December 31, 2020	347,229	5.42
December 31, 2019	307,826	4.99

As of December 31, 2021, the Company's debt liabilities are scheduled to mature as follows:

Debt liabilities	Principal Due by Year						
	Total	2022	2023	2024	2025	2026	Thereafter
PWB Credit Facility	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
BNP Facility	100,000	—	—	100,000	—	—	—
SBA Debentures	69,920	—	—	—	69,920	—	—
Unsecured Notes	180,000	—	—	—	—	125,000	55,000
Total	\$ 349,920	\$ —	\$ —	\$ 100,000	\$ 69,920	\$ 125,000	\$ 55,000

### Note 8. Federal Income Tax

**Filing status:** The Company has elected to be taxed as a RIC under Subchapter M of the Code. In order to maintain its status as a RIC, the Company is required to distribute annually to its stockholders at least 90% of its ICTI, as defined by the Code. Additionally, to avoid a 4% U.S. federal excise tax on undistributed earnings the Company is required to distribute each calendar year the sum of (i) 98% of its ordinary income for such calendar year, (ii) 98.2% of its net capital gains for the one-year period ending October 31 of that calendar year, and (iii) any income recognized, but not distributed, in preceding years and on which the Company paid no U.S. federal income tax. Maintenance of the Company's RIC status also requires adherence to certain source of income and asset diversification requirements.

OFSCC-MB, an entity taxed as a corporation under Subchapter C of the Code, is consolidated in the Company's GAAP financial statements but is not included in the determination of ICTI or the RIC compliance requirements of the Company. The income of OFSCC-MB, net of applicable income taxes, is not included in the Company's ICTI until distributed by OFSCC-MB, which may result in timing and character differences between the Company's GAAP and tax-basis net investment income and realized gains and losses.

**Taxable income and distributions:** The Company has met the required distribution, source of income and asset diversification requirements as of December 31, 2021, and intends to continue meeting these requirements. Accordingly, there is no liability for federal income tax at the Company level. The Company's ICTI differs from the net increase in net assets resulting from operations primarily due to differences in income recognition on the unrealized appreciation/depreciation of investments, income from Company's equity investments in pass-through entities, PIK dividends that have not yet been declared and paid by underlying portfolio companies, capital gains and losses and the net creation or utilization of capital loss carryforwards. The Company recognized approximately \$12,207 of ordinary taxable income during the year ended December 31, 2021.

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The distributions paid to stockholders are reported as ordinary income, long-term capital gains, and returns of capital. The tax character of distributions paid<sup>(1)</sup> were as follows:

	Years Ended December 31,		
	2021	2020	2019
Ordinary taxable income	\$ 12,207	\$ 11,516	\$ 18,176
Long-term capital gain	—	—	—
Return of capital	—	—	—
Total distributions to stockholders	<u>\$ 12,207</u>	<u>\$ 11,516</u>	<u>\$ 18,176</u>

(1) The calculation of 2021 U.S. federal taxable income is based on certain estimated amounts, including information received from third parties and, as a result, actual 2021 U.S. federal taxable income will not be finally determined until the Company's 2021 U.S. federal tax return is filed in 2022 (and, therefore, such estimate is subject to change).

Tax-basis components of distributable earnings (accumulated losses) as of December 31, 2021 and 2020, were as follows:

	December 31,	
	2021	2020
Ordinary income (RIC)	\$ 1,193	\$ 5,640
Undistributed earnings and profits (net operating loss carry-forward) (OFSCC-MB; C-Corporation)	3,325	(1,188)
Capital loss carryforwards:		
RIC – short-term, non-expiring	(3,226)	(695)
RIC – long-term, non-expiring	(34,292)	(17,325)
OFSCC-MB (C-Corporation) – short-term, expires in 2025	—	(446)

The Company records reclassifications to its capital accounts related to permanent differences between GAAP and tax treatment of excise taxes and other permanent differences. The Company recorded reclassifications to decrease additional paid-in capital against total distributable earnings (accumulated loss) of \$2,142, \$331 and \$462 for the years ended December 31, 2021, 2020 and 2019, respectively.

The tax-basis cost of investments and associated tax-basis gross unrealized appreciation (depreciation) inherent in the fair value of investments as of December 31, 2021 and 2020, were as follows:

	December 31,	
	2021	2020
Tax-basis amortized cost of investments	\$ 452,722	\$ 456,634
Tax-basis gross unrealized appreciation on investments	83,033	50,176
Tax-basis gross unrealized depreciation on investments	(28,656)	(64,487)
Tax-basis net unrealized appreciation (depreciation) on investments	54,377	(14,311)
Fair value of investments	<u>\$ 507,099</u>	<u>\$ 442,323</u>

**Deferred taxes:** The Company recognizes deferred taxes on the unrealized appreciation or depreciation of securities held through OFSCC-MB, and other basis differences including available loss carry forwards and suspended interest expense deductions reported by portfolio companies. Deferred tax assets and liabilities are measured using enacted corporate federal tax rates expected to apply to taxable income in the years in which those unrealized gains and losses are realized. The recoverability of deferred tax assets is assessed and a valuation allowance is recorded to the extent that it is more likely than not that any

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portion of the deferred tax asset will not be realized on the basis of the projected taxable income or other taxable events in OFSCC-MB.

The tax-basis unrealized appreciation (depreciation) of investments by tax entity inherent in the fair value of investments as of December 31, 2021 and 2020, were as follows:

	<u>2021</u>	<u>2020</u>
Total net unrealized appreciation (depreciation) on investments held by RIC entities	\$ 54,282	(15,519)
OFSCC-MB (C-Corp):		
Gross unrealized appreciation on investments	649	4,400
Gross unrealized depreciation on investments	(554)	\$ (3,192)
Total net unrealized appreciation on investments on investments held by OFSCC-MB	95	1,208
Total tax-basis net unrealized appreciation (depreciation) on investments	<u>\$ 54,377</u>	<u>\$ (14,311)</u>

Deferred tax assets and liabilities as of December 31, 2021 and 2020, were as follows:

	<u>December 31,</u>	
	<u>2021</u>	<u>2020</u>
Total deferred tax assets	\$ 141	\$ 1,012
Total deferred tax liabilities	(167)	(1,153)

Deferred tax liabilities and assets with tax basis unrealized gain and losses differs from the amount that would have resulted from applying the federal rate of 21% to unrealized gains and losses because of state income taxes, net of associated federal benefit.



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**Note 9. Financial Highlights**

The following is a schedule of financial highlights for the each year in the five-year period ended December 31, 2021:

	Years Ended December 31,				
	2021	2020	2019	2018	2017
<b>Per share operating performance:</b>					
Net asset value per share at beginning of year	\$ 11.85	\$ 12.46	\$ 13.10	\$ 14.12	\$ 14.82
Net investment income <sup>(4)</sup>	1.00	0.92	1.43	1.38	1.28
Net realized loss on non-control/non-affiliate investments <sup>(4)</sup>	(2.02)	(0.75)	(0.29)	(0.37)	(0.26)
Net realized gain on affiliate investments <sup>(4)</sup>	0.56	—	—	0.01	0.81
Income tax expense on net realized investment gains <sup>(4)</sup>	(0.08)	—	—	—	—
Net unrealized appreciation (depreciation) on non-control/non-affiliate investments, net of deferred taxes <sup>(4)</sup>	2.89	(0.82)	(0.72)	(0.19)	(0.78)
Net unrealized appreciation (depreciation) on affiliate investments <sup>(4)</sup>	2.10	0.94	0.40	(0.06)	(0.41)
Net unrealized appreciation (depreciation) on control investment <sup>(4)</sup>	0.13	0.13	(0.10)	(0.06)	—
Loss on extinguishment of debt <sup>(4)</sup>	(0.34)	(0.06)	—	—	—
Loss on impairment of goodwill <sup>(4)</sup>	—	(0.08)	—	—	—
Total from operations	4.24	0.28	0.72	0.71	0.64
Distributions	(0.91)	(0.86)	(1.36)	(1.73)	(1.36)
Issuance of common stock <sup>(5)</sup>	—	(0.03)	—	—	(0.03)
Other <sup>(6)</sup>	—	—	—	—	0.05
<b>Net asset value per share at end of year</b>	<b>\$ 15.18</b>	<b>\$ 11.85</b>	<b>\$ 12.46</b>	<b>\$ 13.10</b>	<b>\$ 14.12</b>
Per share market value, end of period	\$ 10.90	\$ 7.15	\$ 11.17	\$ 10.60	\$ 11.90
Total return based on market value <sup>(1)</sup>	66.8 %	(24.0) %	18.3 %	3.5 %	(4.7) %
Total return based on net asset value <sup>(2)</sup>	40.2 %	13.6 %	6.7 %	7.8 %	5.0 %
Shares outstanding at end of period	13,422,413	13,409,559	13,376,836	13,357,337	13,340,217
Weighted average shares outstanding	13,413,861	13,394,005	13,364,244	13,348,203	12,403,706
<b>Ratio/Supplemental Data (in thousands except ratios)</b>					
Average net asset value <sup>(3)</sup>	\$ 178,628	\$ 148,175	\$ 171,889	\$ 182,468	\$ 171,631
Net asset value at end of year	\$ 203,744	\$ 158,956	\$ 166,627	\$ 175,023	\$ 188,336
Net investment income	\$ 13,450	\$ 12,295	\$ 19,098	\$ 18,385	\$ 15,877
Ratio of total expenses, net to average net assets <sup>(8)</sup>	19.2 %	22.4 %	19.4 %	13.4 %	10.2 %
Ratio of total expenses, net and losses on impairment of goodwill and extinguishment of debt to average net assets <sup>(9)</sup>	21.8 %	23.7 %	— %	— %	— %
Ratio of net investment income to average net assets <sup>(10)</sup>	7.5 %	8.3 %	11.1 %	10.5 %	8.4 %
Ratio of goodwill impairment loss to average net assets	— %	0.7 %	— %	— %	— %
Ratio of loss on extinguishment of debt to average net assets	2.6 %	0.6 %	— %	— %	— %
Portfolio turnover <sup>(7)</sup>	54.9 %	28.1 %	21.2 %	41.9 %	50.4 %

- (1) Calculated as ending market value less beginning market value, adjusted for distributions reinvested at prices based on the Company's dividend reinvestment plan for the respective distributions.
- (2) Calculated as ending net asset value less beginning net asset value, adjusted for distributions reinvested at the Company's dividend reinvestment plan for the respective distributions.
- (3) Based on the average of the net asset value at the beginning of the indicated period and the end of each calendar quarter within the period indicated.
- (4) Calculated on the average share method.
- (5) The issuance of common stock on a per share basis reflects the incremental net asset value change as a result of the Offering.

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- (6) Represents the impact of different share amounts used in calculating per share data as a result of calculating certain per share data based on a weighted average shares outstanding during the period and certain per share data based on the shares outstanding as of a period end or transaction date.
- (7) Portfolio turnover rate is calculated using the lesser of year-to-date sales, Structured Finance Note distributions and principal payments or year-to-date purchases over the average of the invested assets at fair value at the beginning of the indicated period and the end of each calendar quarter within the period indicated.
- (8) Ratio of total expenses before incentive fee waiver to average net assets was 22.7% and 13.4% for the years ended December 31, 2020 and December 31, 2018, respectively.
- (9) Ratio of total expenses before incentive fee waiver and losses on impairment of goodwill and extinguishment of debt to average net assets was 24.0% for the year ended December 31, 2020.
- (10) Ratio of net investment income before incentive fee waiver to average net assets was 8.0% and 10.5% for the years ended December 31, 2020 and December 31, 2018, respectively.

#### Note 10. Capital Transactions

**Distributions:** The Company intends to make distributions to stockholders on a quarterly basis of substantially all of its net investment income. In addition, although the Company intends to make distributions of any net realized capital gains, out of assets legally available for such distributions at least annually, the Company may in the future decide to retain such net investment income and capital gains for investment or corporate purposes.

The Company may be limited in its ability to make distributions due to the BDC asset coverage requirements of the 1940 Act. The Company's ability to make distributions may also be affected by its restrictions imposed by the SBA regulations on the Company's wholly owned SBIC subsidiary, and currently require the prior approval of the SBA. In addition, distributions from OFSCC-FS to the Company are restricted by the terms and conditions of the BNP Facility. At December 31, 2021 and December 31, 2020, net assets of SBIC I LP were \$125,375 and \$118,554, respectively, which included cash of \$11,265 and \$32,187, of which \$12,422 and \$18,257 were available for distribution at December 31, 2021 and 2020, respectively. At December 31, 2021 and December 31, 2020, net assets of OFSCC-FS were \$76,072 and \$39,942, respectively, which included cash of \$3,693 and \$3,264 of which \$0 and \$618 were available for distribution to the Company at December 31, 2021 and 2020, respectively.

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

The following table summarizes distributions declared and paid for the years ended December 31, 2021, 2020 and 2019:

Date Declared	Record Date	Payment Date	Amount Per Share	Cash Distribution	DRIP Shares Issued	DRIP Shares Value
<b>Year ended December 31, 2019</b>						
March 5, 2019	March 22, 2019	March 29, 2019	\$ 0.34	\$ 4,497	3,797	\$ 45
April 30, 2019	June 21, 2019	June 28, 2019	0.34	4,479	5,327	64
July 30, 2019	September 23, 2019	September 30, 2019	0.34	4,487	4,990	58
November 6, 2019	December 24, 2019	December 31, 2019	0.34	4,486	5,385	60
			<u>\$ 1.36</u>	<u>\$ 17,949</u>	<u>19,499</u>	<u>\$ 227</u>
<b>Year ended December 31, 2020</b>						
March 11, 2020	March 24, 2020	March 31, 2020	\$ 0.34	\$ 4,484	15,693	\$ 64
May 4, 2020	June 23, 2020	June 30, 2020	0.17	2,244	7,165	32
July 28, 2020	September 23, 2020	September 30, 2020	0.17	2,246	6,708	32
November 3, 2020	December 24, 2020	December 31, 2020	0.18	2,391	3,157	22
			<u>\$ 0.86</u>	<u>\$ 11,365</u>	<u>32,723</u>	<u>\$ 150</u>
<b>Year ended December 31, 2021</b>						
March 2, 2021	March 24, 2021	March 31, 2021	\$ 0.20	\$ 2,655	3,103	\$ 27
May 7, 2021	June 23, 2021	June 30, 2021	0.22	2,918	3,273	33
August 3, 2021	September 23, 2021	September 30, 2021	0.24	3,181	3,738	39
November 2, 2021	December 24, 2021	December 31, 2021	0.25	3,317	3,440	38
			<u>\$ 0.91</u>	<u>\$ 12,071</u>	<u>13,554</u>	<u>\$ 137</u>

The following table represents DRIP participation for the years ended December 31, 2021, 2020 and 2019, respectively:

For the Year Ended	DRIP Shares Value	Total Distribution Declared	DRIP Shares Issued	Average Value Per Share
December 31, 2021	136	\$ 12,207	13,554	\$ 10.04
December 31, 2020	150	11,516	32,723	4.60
December 31, 2019	227	18,176	19,500	11.62

Since the Company's initial public offering in 2012, distributions to stockholders total \$132,763, or \$11.49 per share on a cumulative basis.

Distributions in excess of the Company's current and accumulated ICTI would be treated first as a return of capital to the extent of a stockholder's tax basis, and any remaining distributions would be treated as a capital gain. The determination of the tax attributes of the Company's distributions is made annually as of the end of its fiscal year based upon its ICTI for the full year and distributions paid for the full year. Each year if required, a statement on Form 1099-DIV identifying the source of the distribution is mailed to the Company's stockholders.

**Stock repurchase program:** The Company is authorized to acquire up to \$10,000 of our outstanding common stock through May 22, 2022 (the "Stock Repurchase Program"). Under the Stock Repurchase Program, the Company may repurchase shares in open-market transactions, including through block purchases, depending on prevailing market conditions and other factors. The Company expects the Stock Repurchase Program to be in place through May 22, 2022, or until the approved dollar amount has been used to repurchase shares. The Stock Repurchase Program may be extended, modified or discontinued at any time for any reason.

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

The following table summarizes the shares of common stock the Company repurchased under the Stock Repurchase Program (amount in thousands except shares):

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number (or Approximate Dollar Value) of Shares (or Units) That May Yet be Purchased Under the Plans or Programs</b>
May 22, 2018 through December 31, 2018	300	\$ 10.29	300	\$ 9,997
January 1, 2019 through December 31, 2019	—	—	—	—
January 1, 2020 through December 31, 2020	—	—	—	—
January 1, 2021 through December 31, 2021	700	6.7	700	9,992
<b>Total</b>	<b>1,000</b>	<b>\$ 7.78</b>	<b>1,000</b>	<b>\$ 9,992</b>

OFS Capital Corporation and Subsidiaries

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

**Note 11. Consolidated Schedule of Investments In and Advances To Affiliates**

Year Ended December 31, 2021

Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/ (depreciation)	Interest & PIK Interest	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2020, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions	December 31, 2021, Fair Value <sup>(5)</sup>
<b>Control Investment</b>											
MTE Holding Corp.	Subordinated Loan	\$ —	\$ 20	\$ 1,348	\$ —	\$ 74	\$ 1,422	\$ 7,822	\$ 425	\$ (52)	\$ 8,195
	Common Equity	—	1,763	—	136	—	136	2,990	1,763	—	4,753
		—	1,783	1,348	136	74	1,558	10,812	2,188	(52)	12,948
<b>Total Control Investment</b>		—	1,783	1,348	136	74	1,558	10,812	2,188	(52)	12,948
<b>Affiliate Investments</b>											
3rd Rock Gaming Holdings, LLC	Senior Secured Loan	—	—	—	—	—	—	9,258	—	(9,258)	—
	Common Equity <sup>(6)</sup>	(2,537)	2,547	—	—	—	—	—	—	—	—
		(2,537)	2,547	—	—	—	—	9,258	—	(9,258)	—
Chemical Resources Holdings, Inc.	Senior Secured Loan	—	(114)	857	—	201	1,058	13,744	114	(13,858)	—
	Common Equity <sup>(6)</sup>	1,730	(1,606)	—	—	—	—	3,420	—	(3,420)	—
		1,730	(1,720)	857	—	201	1,058	17,164	114	(17,278)	—
Contract Datascan Holdings, Inc.	Preferred Equity <sup>(7)</sup>	—	59	—	—	—	—	2,690	58	—	2,748
	Common Equity <sup>(6)</sup>	—	(21)	—	—	—	—	46	—	(21)	25
		—	38	—	—	—	—	2,736	58	(21)	2,773

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

Year Ended December 31, 2021											
Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/ (depreciation)	Interest & PIK Interest	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2020, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions	December 31, 2021, Fair Value <sup>(5)</sup>
DRS Imaging Services, LLC	Common Equity <sup>(6)</sup>	\$ —	\$ (460)	\$ —	\$ —	\$ —	\$ —	\$ 1,749	\$ —	\$ (460)	\$ 1,289
Master Cutlery, LLC	Subordinated Loan <sup>(6)</sup>	—	421	—	—	—	—	346	421	(68)	699
	Preferred Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
	Common Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
		—	421	—	—	—	—	346	421	(68)	699
NeoSystems Corp.	Preferred Equity <sup>(7)</sup>	1,505	(371)	—	143	—	143	2,250	143	(2,393)	—
Pfanstiehl Holdings, Inc.	Common Equity	—	29,519	—	1,000	—	1,000	36,221	29,519	—	65,740
Professional Pipe Holdings, LLC	Senior Secured Loan	—	—	867	—	—	867	6,086	1,370	(7,456)	—
	Common Equity <sup>(6)</sup>	1,061	206	—	—	—	—	1,208	1,267	(2,475)	—
		1,061	206	867	—	—	867	7,294	2,637	(9,931)	—
TalentSmart Holdings, LLC	Common Equity <sup>(6)</sup>	—	(211)	—	—	—	—	1,306	—	(211)	1,095
TRS Services, Inc.	Preferred Equity <sup>(6)</sup>	—	73	—	—	—	—	915	73	—	988
	Common Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
		—	73	—	—	—	—	915	73	—	988

**OFS Capital Corporation and Subsidiaries**

## Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

Year Ended December 31, 2021											
Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/(depreciation)	Interest & PIK	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2020, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions	December 31, 2021, Fair Value <sup>(5)</sup>
TTG Healthcare, LLC	Senior Secured Loan	\$ —	\$ (123)	\$ 1,962	\$ —	\$ 452	\$ 2,414	\$ 19,530	\$ 194	\$ (19,724)	\$ —
	Preferred Equity <sup>(6)</sup>	5,786	(1,766)	—	—	—	—	4,077	—	(4,077)	—
		5,786	(1,889)	1,962	—	452	2,414	23,607	194	(23,801)	—
Total Affiliate Investments		7,545	28,153	3,686	1,143	653	5,482	102,846	33,159	(63,421)	72,584
Total Control and Affiliate Investments		7,545	\$ 29,936	\$ 5,034	\$ 1,279	\$ 727	\$ 7,040	\$ 113,658	\$ 35,347	\$ (63,473)	\$ 85,532

- (1) Principal balance of debt investments and ownership detail for equity investments are shown in the consolidated schedule of investments. The Company's investments are generally classified as "restricted securities" as such term is defined under Regulation S-X Rule 6-03(f) or Securities Act Rule 144.
- (2) Represents the total amount of interest, fees or dividends included in 2021 income for the portion of the year ended December 31, 2021, that an investment was included in Control or Affiliate Investment categories, respectively.
- (3) Gross additions include increases in cost basis resulting from a new portfolio investment, PIK interest, fees and dividends, accretion of OID, and net increases in unrealized net appreciation or decreases in net unrealized depreciation.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal repayments and sales, if any, and net decreases in net unrealized appreciation or net increases in net unrealized depreciation. Gross reductions also include transfers of portfolio companies out of the affiliate classification to the non-affiliate/non-control classification during the period.
- (5) Fair value was determined using significant unobservable inputs. See **Note 5** for further details.
- (6) Non-income producing.
- (7) Dividends credited to income include dividends contractually earned but not declared.

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements  
(Dollar amounts in thousands, except per share data)

Year Ended December 31, 2020											
Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/ (depreciation)	Interest & PIK Interest	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2019, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions <sup>(4)</sup>	December 31, 2020, Fair Value <sup>(5)</sup>
<b>Control Investment</b>											
MTE Holding Corp.	Subordinated Loan	\$ —	\$ (33)	\$ 1,217	\$ —	\$ 66	\$ 1,283	\$ 7,464	\$ 391	\$ (33)	\$ 7,822
	Common Equity	—	1,737	—	—	—	—	1,253	1,737	—	2,990
		—	1,704	1,217	—	66	1,283	8,717	2,128	(33)	10,812
<b>Total Control Investment</b>		<b>—</b>	<b>1,704</b>	<b>1,217</b>	<b>—</b>	<b>66</b>	<b>1,283</b>	<b>8,717</b>	<b>2,128</b>	<b>(33)</b>	<b>10,812</b>
<b>Affiliate Investments</b>											
3rd Rock Gaming Holdings, LLC	Senior Secured Loan	—	(9,235)	572	—	—	572	20,099	—	(10,841)	9,258
	Common Equity <sup>(6)</sup>	—	(1,044)	—	—	—	—	1,044	—	(1,044)	—
		—	(10,279)	572	—	—	572	21,143	—	(11,885)	9,258
Chemical Resources Holdings, Inc.	Senior Secured Loan	—	(40)	1,352	—	—	1,352	13,746	38	(40)	13,744
	Common Equity <sup>(6)</sup>	—	757	—	—	—	—	2,662	758	—	3,420
		—	717	1,352	—	—	1,352	16,408	796	(40)	17,164
Contract Datascan Holdings, Inc.	Subordinated Loan	—	(5)	912	—	—	912	8,000	27	(8,027)	—
	Preferred Equity <sup>(7)</sup>	—	(3,231)	250	—	—	250	5,671	250	(3,231)	2,690
	Common Equity <sup>(6)</sup>	—	(625)	—	—	—	—	671	—	(625)	46
		—	(3,861)	1,162	—	—	1,162	14,342	277	(11,883)	2,736



**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

Year Ended December 31, 2020											
Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/ (depreciation)	Interest & PIK Interest	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2019, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions	December 31, 2020, Fair Value <sup>(5)</sup>
DRS Imaging Services, LLC	Senior Secured Loan	\$ —	\$ 101	\$ 1,188	\$ —	\$ —	\$ 1,188	\$ 10,569	\$ 172	\$ (10,741)	\$ —
	Common Equity <sup>(6)</sup>	—	418	—	—	—	—	1,331	418	—	1,749
		—	519	1,188	—	—	1,188	11,900	590	(10,741)	1,749
Master Cutlery, LLC	Subordinated Loan <sup>(6)</sup>	—	91	—	—	—	—	255	91	—	346
	Preferred Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
	Common Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
		—	91	—	—	—	—	255	91	—	346
NeoSystems Corp.	Preferred Stock <sup>(7)</sup>	—	(181)	180	—	—	180	2,250	181	(181)	2,250
Pfanstiehl Holdings, Inc.	Subordinated Loan	—	19	361	—	—	361	3,788	19	(3,807)	—
	Common Equity	—	24,242	—	450	—	450	11,979	24,242	—	36,221
		—	24,261	361	450	—	811	15,767	24,261	(3,807)	36,221
Professional Pipe Holdings, LLC	Senior Secured Loan	—	(269)	848	—	—	848	7,170	128	(1,212)	6,086
	Common Equity <sup>(6)</sup>	—	(1,205)	—	—	—	—	2,413	—	(1,205)	1,208
		—	(1,474)	848	—	—	848	9,583	128	(2,417)	7,294

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

Year Ended December 31, 2020											
Name of Portfolio Company	Investment Type <sup>(1)</sup>	Net Realized Gain (Loss)	Net change in unrealized appreciation/ (depreciation)	Interest & PIK Interest	Dividends	Fees	Total Income <sup>(2)</sup>	December 31, 2019, Fair Value	Gross Additions <sup>(3)</sup>	Gross Reductions	December 31, 2020, Fair Value <sup>(5)</sup>
TalentSmart Holdings, LLC	Senior Secured Loan	\$ —	\$ —	\$ 855	\$ —	\$ 205	\$ 1,060	\$ 9,833	\$ 167	\$ (10,000)	\$ —
	Senior Secured Loan (Revolver)	—	—	42	—	—	42	242	258	(500)	—
	Common Equity <sup>(6)</sup>	—	(289)	—	—	—	—	1,500	95	(289)	1,306
		—	(289)	897	—	205	1,102	11,575	520	(10,789)	1,306
TRS Services, Inc.	Senior Secured Loan	—	(8)	81	—	7	88	14,623	9	(14,632)	—
	Preferred Equity (Class AA units)	—	(2)	6	—	—	6	547	6	(553)	—
	Preferred Equity (Class A units)	—	1,194	69	—	—	69	3,095	1,194	(3,374)	915
	Common Equity <sup>(6)</sup>	—	—	—	—	—	—	—	—	—	—
	—	1,184	156	—	7	163	18,265	1,209	(18,559)	915	
TTG Healthcare, LLC	Senior Secured Loan	—	291	1,338	—	253	1,591	11,767	7,891	(128)	19,530
	Preferred Equity <sup>(6)</sup>	—	1,653	—	—	—	—	2,424	1,653	—	4,077
	—	1,944	1,338	—	253	1,591	14,191	9,544	(128)	23,607	
Total Affiliate Investments		—	12,633	8,054	450	465	8,969	135,679	37,598	(70,430)	102,846
Total Control and Affiliate Investments		—	\$ 14,337	\$ 9,271	\$ 450	\$ 531	\$ 10,252	\$ 144,396	\$ 39,726	\$ (70,463)	\$ 113,658

- (1) Principal balance of debt investments and ownership detail for equity investments are shown in the consolidated schedule of investments. The Company's investments are generally classified as "restricted securities" as such term is defined under Regulation S-X Rule 6-03(f) or Securities Act Rule 144.
- (2) Represents the total amount of interest, fees or dividends included in 2020 income for the portion of the year ended December 31, 2020, that an investment was included in Control or Affiliate Investment categories, respectively.

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

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- (3) Gross additions include increases in cost basis resulting from a new portfolio investment, PIK interest, fees and dividends, accretion of OID, and net increases in unrealized net appreciation or decreases in net unrealized depreciation.
- (4) Gross reductions include decreases in the cost basis of investments resulting from principal repayments and sales, if any, and net decreases in net unrealized appreciation or net increases in net unrealized depreciation.
- (5) Fair value was determined using significant unobservable inputs. See **Note 5** for further details.
- (6) Non-income producing.
- (7) Dividends credited to income include dividends contractually earned but not declared.

**OFS Capital Corporation and Subsidiaries**

Notes to Consolidated Financial Statements

(Dollar amounts in thousands, except per share data)

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**Note 12. Subsequent Events Not Disclosed Elsewhere**

On March 1, 2022, the Company's Board declared a distribution of \$0.28 per share for the first quarter of 2022, payable on March 31, 2022 to stockholders of record as of March 24, 2022.

On February 28, 2022, SBIC I LP prepaid \$19,000 of SBA debentures that were contractually due March 1, 2025 and September 1, 2025.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

Not applicable.

**Item 9A. Controls and Procedures*****Evaluation of Disclosure Controls and Procedures***

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2021. The term “disclosure controls and procedures” (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the foregoing evaluation of our disclosure controls and procedures as of December 31, 2021, our Chief Executive Officer and our Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

***Management’s Annual Report on Internal Control Over Financial Reporting***

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. GAAP. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that the receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with polices or procedures may deteriorate.

Our management (with the supervision and participation of our Chief Executive Officer and Chief Financial Officer) conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2021 based on the framework in *Internal Control – Integrated Framework* issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission.

Based on our assessment, management concluded that, as of December 31, 2021, our internal control over financial reporting is effective based on those criteria.

***Changes in Internal Control over Financial Reporting***

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter ended December 31, 2021 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.**

Not applicable.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by Item 10 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

#### **Item 11. Executive Compensation**

The information required by Item 11 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholders Matters**

The information required by Item 12 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

#### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Item 13 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

#### **Item 14. Principal Accountant Fees and Services**

The information required by Item 14 is hereby incorporated by reference from the Company's definitive Proxy Statement relating to the Company's 2022 Annual Meeting of Stockholders, to be filed with the Securities and Exchange Commission within 120 days following the end of the Company's fiscal year.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### a. Documents Filed as Part of this Report

1. Financial Statements: See "Part II, Item 8. Financial Statements and Supplementary Data" of this report for a list of financial statements.
2. Financial Statement Schedules: Schedule 12-14 Investments in and Advances to Affiliates—See "Part II, Item 8. Financial Statements and Supplementary Data—**Note 11.**" of this report.
3. Exhibits required to be filed by Item 601 of Regulation S-K: See Item 15b. below.

#### b. Exhibits

The following table lists exhibits filed as part of this report, according to the number assigned to them in Item 601 of Regulation S-K. All exhibits listed in the following table are incorporated by reference except for those exhibits denoted in the last column. Please note that the agreements included as exhibits to this Form 10-K are included to provide information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements contain representations and warranties by each of the parties to the applicable agreement that have been made solely for the benefit of the other parties to the applicable agreement and may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit Number	Description	Incorporated by Reference		Filed with this 10-K
		Form and SEC File No.	Filing Date with SEC	
3.1	<a href="#">Certificate of Incorporation of OFS Capital Corporation</a>	N-2 (333-166363)	March 18, 2011	
3.2	<a href="#">Certificate of Correction to Certificate of Incorporation of OFS Capital Corporation</a>	10-K (814-00813)	March 26, 2013	
3.3	<a href="#">Bylaws of OFS Capital Corporation</a>	N-2/A (333-166363)	March 18, 2011	
4.1	<a href="#">Form of Stock Certificate of OFS Capital Corporation</a>	N-2/A (333-166363)	March 18, 2011	
4.2	<a href="#">Base Indenture</a>	N-2 (333-200376)	November 19, 2014	
4.3	<a href="#">Warrant Agreement</a>	N-2/A (333-200376)	December 16, 2014	
4.4	<a href="#">Subscription Agent Agreement</a>	N-2/A (333-200376)	December 16, 2014	
4.5	<a href="#">Subscription Certificate</a>	N-2/A (333-200376)	December 16, 2014	
4.6	<a href="#">Certificate of Designation</a>	N-2/A (333-200376)	December 16, 2014	
4.7	<a href="#">Fifth Supplemental Indenture dated as of February 10, 2021 between OFS Capital Corporation and U.S. Bank National Association, as trustee</a>	Form 8-K (814-00813)	February 10, 2021	
4.8	<a href="#">Form of 4.75% Note due 2026 (incorporated by reference to Exhibit 4.1 thereto and Exhibit A therein)</a>	Form 8-K (814-00813)	February 10, 2021	

Exhibit Number	Description	Incorporated by Reference		Fi with this
		Form and SEC File No.	Filing Date with SEC	
4.9	<a href="#">Sixth Supplemental Indenture dated of October 28, 2021 between OFS Capital Corporation and U.S. Bank National Association, as trustee</a>	Form 8-K (814-00813)	October 28, 2021	
4.10	<a href="#">Form of 4.95% Notes due 2028 (incorporated by reference to Exhibit 4.1 thereto and Exhibit A therein)</a>	Form 8-K (814-00813)	October 28, 2021	
4.11	<a href="#">Description of Securities</a>			
10.1	<a href="#">Form of Dividend Reinvestment Plan</a>	N-2/A (333-166363)	March 18, 2011	
10.2	<a href="#">Investment Advisory and Management Agreement between OFS Capital Corporation and OFS Capital Management, LLC</a>	10-Q (814-00813)	November 7, 2014	
10.3	<a href="#">Custody Agreement</a>			
10.4	<a href="#">Administration Agreement between OFS Capital Corporation and OFS Capital Services, LLC</a>	N-2/A (333-166363)	March 18, 2011	
10.5	<a href="#">License Agreement between OFS Capital Corporation and Orchard First Source Asset Management, LLC</a>	N-2/A (333-166363)	March 18, 2011	
10.6	<a href="#">Form of Indemnification Agreement between OFS Capital Corporation and each of its directors and executive officers</a>	N-2/A (333-166363)	March 18, 2011	
10.7	<a href="#">Form of Registration Rights Agreement between OFS Capital Corporation and Orchard First Source Asset Management, LLC</a>	N-2/A (333-166363)	July 24, 2012	
10.9	<a href="#">Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated March 7, 2018</a>	10-K (814-00813)	March 12, 2018	
10.10	<a href="#">Promissory Note between OFS Capital Corporation and Pacific Western Bank dated November 5, 2015</a>	10-Q (814-00813)	November 6, 2015	
10.11	<a href="#">Change in terms to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated March 7, 2018</a>	10-K (814-00813)	March 12, 2018	
10.13	<a href="#">Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank, dated April 10, 2019</a>	Form 8-K (814-00813)	April 15, 2019	
10.14	<a href="#">Change in terms to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank, dated April 10, 2019</a>	Form 8-K (814-00813)	April 15, 2019	
10.15	<a href="#">Commercial Guaranty Agreement between OFS Capital Corporation and Pacific Western Bank, dated April 10, 2019</a>	Form 8-K (814-00813)	April 15, 2019	
10.16	<a href="#">Amendment One to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated June 26, 2020</a>	Form 8-K (814-00813)	July 2, 2020	
10.17	<a href="#">Amendment Two to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated July 29, 2020</a>	Form 8-K (814-00813)	July 31, 2020	
10.18	<a href="#">Amendment Three to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated October 7, 2020</a>	Form 8-K (814-00813)	October 9, 2020	



Exhibit Number	Description	Incorporated by Reference		Fi with this K
		Form and SEC File No.	Filing Date with SEC	
10.19	<a href="#">Amendment Four to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated February 17, 2021</a>	Form 8-K (814-00813)	February 19, 2021	
10.20	<a href="#">Change in Terms to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated February 17, 2021</a>	Form 8-K (814-00813)	February 19, 2021	
10.21	<a href="#">Change in Terms to the Business Loan Agreement between OFS Capital Corporation and Pacific Western Bank dated November 15, 2021</a>	Form 8-K (814-00813)	November 18, 2021	
10.22	<a href="#">Commercial Guaranty Agreement between among OFS Capital Corporation, OFSCC-MB, Inc., and Pacific Western Bank, dated April 10, 2019</a>	Form 8-K (814-00813)	April 15, 2019	
10.23	<a href="#">Revolving Credit and Security Agreement by and among OFSCC-FS, LLC, as borrower, the lenders from time to time parties thereto, BNP Paribas, as administrative agent, OFSCC-FS Holdings LLC, as equityholder, OFS Capital Corporation, LLC, as servicer, and Citibank, N.A., as collateral agent, dated June 20, 2019.</a>	Form 8-K (814-00813)	June 24, 2019	
10.24	<a href="#">Securities Account Control Agreement by and among OFSCC-FS, LLC, as pledgor, BNP Paribas, as administrative agent, and Citibank, N.A., as secured party and securities intermediary, dated June 20, 2019.</a>	Form 8-K (814-00813)	June 24, 2019	
10.25	<a href="#">Custodian and Loan Administration Agreement by and among OFSCC-FS, LLC, Citibank, N.A., as custodian, and Virtus Group, LP, as collateral administrator, dated June 20, 2019.</a>	Form 8-K (814-00813)	June 24, 2019	
10.26	<a href="#">Loan Sale and Contribution Agreement by and between OFSCC-FS, LLC, as the buyer, and OFSCC-FS Holdings, LLC, as the seller, dated June 20, 2019.</a>	Form 8-K (814-00813)	June 24, 2019	
10.27	<a href="#">Revised Exhibit F dated as of November 10, 2021 to Revolving Credit and Security Agreement by and among OFSCC-FS, LLC, as borrower, the lenders from time to time parties thereto, BNP Paribas, as administrative agent, OFSCC-FS Holdings LLC, as equityholder, OFS Capital Corporation, LLC, as servicer, and Citibank, dated June 20, 2019.</a>			
11.1	Computation of Per Share Earnings			
14.1	<a href="#">Joint Code of Ethics of OFS Capital Corporation and OFS Advisor</a>	Form 10-Q (814-00813)	November 5, 2021	
21.1	<a href="#">List of Subsidiaries</a>			
23.1	<a href="#">Consent from KPMG LLP</a>			
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14 and 15d-14(a) of the Securities Exchange Act of 1934, as amended</a>			
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14 and 15d-14(a) of the Securities Exchange Act of 1934, as amended</a>			

Exhibit Number	Description	Incorporated by Reference		Fi with this K
		Form and SEC File No.	Filing Date with SEC	
32.1	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>			
32.2	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>			
99.1	<a href="#">Report of Independent Registered Public Accounting Firm</a>			

\* Filed herewith.

+ Included in the notes to the financial statements contained in this report

† Furnished herewith

**Item 16. Form 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OFS Capital Corporation

Date: March 4, 2022

/s/ Bilal Rashid

Bilal Rashid  
Chief Executive Officer and Chairman of the Board of Directors

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

Date: March 4, 2022

/s/ Bilal Rashid

Bilal Rashid, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)

Date: March 4, 2022

/s/ Ashwin Ranganathan

Ashwin Ranganathan, Director

Date: March 4, 2022

/s/ Romita Shetty

Romita Shetty, Director

Date: March 4, 2022

/s/ Elaine E. Healy

Elaine E. Healy, Director

Date: March 4, 2022

/s/ Jeffrey A. Cerny

Jeffrey A. Cerny, Chief Financial Officer, Treasurer (Principal Financial Officer) and Director

Date: March 4, 2022

/s/ Jeffery S. Owen

Jeffery S. Owen, Chief Accounting Officer (Principal Accounting Officer)

**DESCRIPTION OF SECURITIES**

As of December 31, 2021, OFS Capital Corporation (the “Company,” “we,” “our,” or “us”) had two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: (1) our common stock and (2) our debt securities.

Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Annual Report on Form 10-K to which this Description of Securities is attached as an exhibit.

**A. Common Stock, \$0.01 par value per share**

As of December 31, 2021, the authorized capital stock of OFS Capital Corporation consisted of 100,000,000 shares of common stock, par value \$0.01 per share, and 2,000,000 shares of preferred stock, par value \$0.01 per share. Our common stock is quoted on The Nasdaq Global Select Market under the symbol “OFS.”

***Common Stock***

All shares of our common stock have equal rights as to earnings, assets, distributions and voting and, when they are issued, will be duly authorized, validly issued, fully paid and nonassessable. Distributions may be paid to the holders of our common stock if, as and when authorized by our board of directors and declared by us out of funds legally available therefor. Shares of our common stock have no preemptive, exchange, conversion or redemption rights and are freely transferable, except when their transfer is restricted by federal and state securities laws or by contract. In the event of our liquidation, dissolution or winding up, each share of our common stock would be entitled to share ratably in all of our assets that are legally available for distribution after we pay all debts and other liabilities and subject to any preferential rights of holders of our preferred stock, if any preferred stock is outstanding at such time. Each share of our common stock is entitled to one vote on all matters submitted to a vote of stockholders, including the election of directors. Except as provided with respect to any other class or series of stock, the holders of our common stock will possess exclusive voting power. There is no cumulative voting in the election of directors, which means that holders of a majority of the outstanding shares of common stock can elect all of our directors, and holders of less than a majority of such shares will not be able to elect any directors.

Our certificate of incorporation authorizes our board of directors to classify and reclassify any unissued shares of stock into other classes or series of stock, including preferred stock. Prior to issuance of shares of each class or series, the board of directors is required by Delaware law and by our certificate of incorporation to set the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications and terms or conditions of redemption for each class or series.

**Provisions of the DGCL and Our Certificate of Incorporation and Bylaws*****Limitation on Liability of Directors and Officers; Indemnification and Advance of Expenses***

The indemnification of our officers and directors is governed by Section 145 of the DGCL, our certificate of incorporation and bylaws. Our certificate of incorporation provides that our directors will not be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by the current DGCL or as the DGCL may hereafter be amended. DGCL Section 102(b)(7) provides that the personal liability of a director to a corporation or its stockholders for breach of fiduciary duty as a director may be eliminated except for liability (a) for any breach of the director’s duty of loyalty to the registrant or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, relating to unlawful payment of distributions or unlawful stock purchases or redemption of stock or (d) for any transaction from which the director derives an improper personal benefit.

Our bylaws provide for the indemnification of any person to the full extent permitted by law as currently in effect or as may hereafter be amended. In addition, we have entered into indemnification agreements with each of our directors and officers in order to effect the foregoing.

#### ***Delaware Anti-Takeover Law***

The DGCL and our certificate of incorporation and bylaws contain provisions that could make it more difficult for a potential acquirer to acquire us by means of a tender offer, proxy contest or otherwise. These provisions are expected to discourage certain coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of us to negotiate first with our board of directors. These measures may delay, defer or prevent a transaction or a change in control that might otherwise be in the best interests of our stockholders. We believe, however, that the benefits of these provisions outweigh the potential disadvantages of discouraging any such acquisition proposals because the negotiation of such proposals may improve their terms.

#### ***Classified Board of Directors***

Our board of directors is divided into three classes of directors serving staggered three-year terms, with the term of office of only one of the three classes expiring each year. A classified board may render a change in control of us or removal of our incumbent management more difficult. We believe, however, that the longer time required to elect a majority of a classified board of directors helps to ensure the continuity and stability of our management and policies.

#### ***Number of Directors; Removal; Vacancies***

Our certificate of incorporation provides that the number of directors will be set only by the board of directors in accordance with our bylaws. Our bylaws provide that a majority of our entire board of directors may at any time increase or decrease the number of directors. However, unless our bylaws are amended, the number of directors may never be less than four nor more than eight. Under our certificate of incorporation and bylaws, any vacancy on the board of directors, including a vacancy resulting from an enlargement of the board of directors, may be filled only by vote of a majority of the directors then in office. The limitations on the ability of our stockholders to fill vacancies could make it more difficult for a third party to acquire, or discourage a third-party from seeking to acquire, control of us.

Our charter provides that a director may be removed only for cause, as defined in our charter, and then only by the affirmative vote of at least two-thirds of the votes entitled to be cast in the election of directors.

#### ***Advance Notice Provisions for Stockholder Nominations and Stockholder Proposals***

Our bylaws provide that with respect to an annual meeting of stockholders, nominations of persons for election to the board of directors and the proposal of business to be considered by stockholders may be made only (a) by or at the direction of the board of directors, (b) pursuant to our notice of meeting or (c) by a stockholder who is entitled to vote at the meeting and who has complied with the advance notice procedures of the bylaws. Nominations of persons for election to the board of directors at a special meeting may be made only by or at the direction of the board of directors, and provided that the board of directors has determined that directors will be elected at the meeting, by a stockholder who is entitled to vote at the meeting and who has complied with the advance notice provisions of the bylaws.

The purpose of requiring stockholders to give us advance notice of nominations and other business is to afford our board of directors a meaningful opportunity to consider the qualifications of the proposed nominees and the advisability of any other proposed business and, to the extent deemed necessary or desirable by our board of directors, to inform stockholders and make recommendations about such qualifications or business, as well as to provide a more orderly procedure for conducting meetings of stockholders. Although our bylaws do not give our board of directors any power to disapprove stockholder nominations for the election of directors or proposals recommending certain action, they may have the effect of precluding a contest for the election of directors or the consideration of stockholder proposals if proper procedures are not followed and of discouraging or deterring a third party from conducting a solicitation of proxies to elect its own slate of

directors or to approve its own proposal without regard to whether consideration of such nominees or proposals might be harmful or beneficial to us and our stockholders.

### **Action by Stockholders**

Under the DGCL, stockholder action can be taken only at an annual or special meeting of stockholders or by unanimous written consent in lieu of a meeting, unless the certificate of incorporation provides for stockholder action by less than unanimous written consent (which our certificate of incorporation does not). These provisions, combined with the requirements of our bylaws regarding the calling of a stockholder-requested special meeting of stockholders discussed below, may have the effect of delaying consideration of a stockholder proposed until the next annual meeting.

### **Stockholder Meetings**

Our certificate of incorporation and bylaws provide that, except as otherwise required by law, special meetings of the stockholders can only be called by the chairman of the board, the vice chairman of the board, the president, the board of directors or stockholders who own of record a majority of the outstanding shares of each class of stock entitled to vote at the meeting. In addition, our bylaws establish an advance notice procedure for stockholder proposals to be brought before an annual meeting of stockholders, including proposed nominations of candidates for election to the board of directors. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting by or at the direction of the board of directors, or by a stockholder of record on the record date for the meeting who is entitled to vote at the meeting and who has delivered timely written notice in proper form to the secretary of the stockholder's intention to bring such business before the meeting. These provisions could have the effect of delaying until the next stockholder meeting stockholder actions that are favored by the holders of a majority of our outstanding voting securities.

### **Conflict with 1940 Act**

Our bylaws provide that, if and to the extent that any provision of the DGCL or any provision of our certificate of incorporation or bylaws conflicts with any provision of the 1940 Act, the applicable provision of the 1940 Act will control.

## **B. Debt Securities**

As of December 31, 2021, we had two series of debt securities outstanding: 4.75% notes due February 2026 (the "February 2026 Notes") and 4.95% notes due October 2028 (the "October 2028 Notes").

In February 2021, we issued \$100.0 million in aggregate principal amount of February 2026 Notes. The February 2026 Notes bear interest at a rate of 4.75% per year payable semi-annually in arrears on February 10 and August 10 of each year, commencing on August 10, 2021. The February 2026 Notes were issued under the Base Indenture, by and between the Company and the Trustee, as supplemented by a Fifth Supplemental Indenture, dated February 10, 2021. The February 2026 Notes will mature on February 10, 2026, and we may redeem the February 2026 Notes in whole or in part at any time, or from time to time, at our option at par plus a "make-whole" premium, if applicable.

In October 2021, we issued \$50.0 million in aggregate principal amount of October 2028 Notes. The October 2028 Notes bear interest at a rate of 4.95% per year payable on January 31, April 30, July 31 and October 31 of each year, commencing on January 31, 2022. The October 2028 Notes were issued under a certain Indenture, dated April 16, 2018 (the "Base Indenture"), by and between the Company and the Trustee, as supplemented by a Sixth Supplemental Indenture, dated October 28, 2021. The October 2028 Notes will mature on October 31, 2028, and we may redeem the October 2028 Notes in whole or in part at any time, or from time to time, at our option at par plus a "make-whole" premium, if applicable.

## **General**

For purposes of this exhibit, any reference to the payment of principal of or premium or interest, if any, on the Notes will include additional amounts if required by the terms of the Notes.

The Indentures do not limit the amount of debt securities that may be issued thereunder from time to time. Debt securities issued under the Indentures, when a single trustee is acting for all debt securities issued under the Indentures, are called the “Indenture Securities.” The Indentures also provides that there may be more than one trustee thereunder, each with respect to one or more different series of Indenture Securities. See “Resignation of Trustee” section below. At a time when two or more trustees are acting under the Indentures, each with respect to only certain series, the term “Indenture Securities” means the one or more series of debt securities with respect to which each respective trustee is acting. In the event that there is more than one trustee under the Indentures, the powers and trust obligations of each trustee described in the applicable prospectus supplement will extend only to the one or more series of Indenture Securities for which it is trustee. If two or more trustees are acting under the Indentures, then the Indenture Securities for which each trustee is acting would be treated as if issued under separate Indentures.

We have the ability to issue Indenture Securities with terms different from those of Indenture Securities previously issued and, without the consent of the holders thereof, to reopen a previous issue of a series of Indenture Securities and issue additional Indenture Securities of that series unless the reopening was restricted when that series was created.

We expect that we will usually issue debt securities in book entry only form represented by global securities.

When we refer to “you” in this exhibit, we mean those who invest in the debt securities being offered under the Indentures, whether they are the holders or only indirect holders of those debt securities. When we refer to your debt securities, we mean the debt securities in which you hold a direct or indirect interest.

### **Global Securities**

The Notes were issued as registered securities in book-entry form only. A global security represents one or any other number of individual debt securities. Generally, all debt securities represented by the same global securities will have the same terms.

Each debt security issued in book-entry form will be represented by a global security that we deposit with and register in the name of a financial institution or its nominee that we select. The financial institution that we select for this purpose is called the depository. Unless we specify otherwise in the applicable prospectus supplement, The Depository Trust Company, New York, New York, known as DTC, will be the depository for all debt securities issued in book-entry form.

A global security may not be transferred to or registered in the name of anyone other than the depository or its nominee, unless special termination situations arise. We describe those situations below under “—Termination of a Global Security.” As a result of these arrangements, the depository, or its nominee, will be the sole registered owner and holder of all debt securities represented by a global security, and investors will be permitted to own only beneficial interests in a global security. Beneficial interests must be held by means of an account with a broker, bank or other financial institution that in turn has an account with the depository or with another institution that has an account with the depository. Thus, an investor whose security is represented by a global security will not be a holder of the debt security, but only an indirect holder of a beneficial interest in the global security.

### ***Special Considerations for Global Securities***

As an indirect holder, an investor’s rights relating to a global security will be governed by the account rules of the investor’s financial institution and of the depository, as well as general laws relating to securities transfers. The depository that holds the global security will be considered the holder of the debt securities represented by the global security.

If debt securities are issued only in the form of a global security, an investor should be aware of the following:

- an investor cannot cause the debt securities to be registered in his or her name and cannot obtain certificates for his or her interest in the debt securities, except in the special situations we describe below;

- an investor will be an indirect holder and must look to his or her own bank or broker for payments on the debt securities and protection of his or her legal rights relating to the debt securities;
- an investor may not be able to sell interests in the debt securities to some insurance companies and other institutions that are required by law to own their securities in non-book-entry form;
- an investor may not be able to pledge his or her interest in a global security in circumstances where certificates representing the debt securities must be delivered to the lender or other beneficiary of the pledge in order for the pledge to be effective;
- the depositary's policies, which may change from time to time, will govern payments, transfers, exchanges and other matters relating to an investor's interest in a global security. We and the trustee have no responsibility for any aspect of the depositary's actions or for its records of ownership interests in a global security. We and the trustee also do not supervise the depositary in any way;
- if we redeem less than all the debt securities of a particular series being redeemed, DTC's practice is to determine by lot the amount to be redeemed from each of its participants holding that series;
- an investor is required to give notice of exercise of any option to elect repayment of its debt securities, through its participant, to the applicable trustee and to deliver the related debt securities by causing its participant to transfer its interest in those debt securities, on DTC's records, to the applicable trustee;
- DTC requires that those who purchase and sell interests in a global security deposited in its book-entry system use immediately available funds; your broker or bank may also require you to use immediately available funds when purchasing or selling interests in a global security; and
- financial institutions that participate in the depositary's book-entry system, and through which an investor holds its interest in a global security, may also have their own policies affecting payments, notices and other matters relating to the debt securities; there may be more than one financial intermediary in the chain of ownership for an investor; we do not monitor and are not responsible for the actions of any of those intermediaries.

### ***Termination of a Global Security***

If a global security is terminated for any reason, interests in it will be exchanged for certificates in non-book-entry form (certificated securities). After that exchange, the choice of whether to hold the certificated debt securities directly or in street name will be up to the investor. Investors must consult their own banks or brokers to find out how to have their interests in a global security transferred on termination to their own names, so that they will be holders.

The applicable prospectus supplement may list situations for terminating a global security that would apply only to the particular series of debt securities covered by the applicable prospectus supplement. If a global security is terminated, only the depositary, and not we or the applicable trustee, is responsible for deciding the investors in whose names the debt securities represented by the global security will be registered and, therefore, who will be the holders of those debt securities.

### **Payment and Paying Agents**

We will pay interest to the person listed in the applicable trustee's records as the owner of the debt security at the close of business on a particular day in advance of each due date for interest, even if that person no longer owns the debt security on the interest due date. That day, often approximately two weeks in advance of the interest due date, is called the "record date." Because we will pay all the interest for an interest period to the holders on the record date, holders buying and selling debt securities must work out between themselves the appropriate purchase price. The most common manner is to adjust the sales price of the debt securities to prorate interest fairly between buyer and seller based on their respective ownership periods within the particular interest period. This prorated interest amount is called "accrued interest."



### ***Payments on Global Securities***

We will make payments on a global security in accordance with the applicable policies of the depositary as in effect from time to time. Under those policies, we will make payments directly to the depositary, or its nominee, and not to any indirect holders who own beneficial interests in the global security. An indirect holder's right to those payments will be governed by the rules and practices of the depositary and its participants.

### ***Payment when Offices are Closed***

If any payment is due on a debt security on a day that is not a business day, we will make the payment on the next day that is a business day. Payments made on the next business day in this situation will be treated under the Indentures as if they were made on the original due date, except as otherwise indicated in the applicable prospectus supplement. Such payment will not result in a default under any debt security or the Indentures, and no interest will accrue on the payment amount from the original due date to the next day that is a business day.

Book-entry and other indirect holders should consult their banks or brokers for information on how they will receive payments on their debt securities.

## **Events of Default**

You will have rights if an Event of Default occurs in respect of the Notes and is not cured, as described later in this subsection.

The term “Event of Default” in respect of our debt securities means any of the following (unless the prospectus supplement relating to such debt securities states otherwise):

- we do not pay the principal of, or any premium on, any of the Notes on the due dates, and do not cure this default within five days;
- we do not pay interest on the Notes when due, and such default is not cured within 30 days;
- we do not deposit any sinking fund payment in respect of the Notes on the due date, and do not cure this default within five days;
- we remain in breach of a covenant in respect of the Notes for 60 days after we receive a written notice of default stating we are in breach. The notice must be sent by either the trustee or holders of at least 25% of the principal amount of the respective series of Notes;
- we file for bankruptcy or certain other events of bankruptcy, insolvency or reorganization occur and remain undischarged or unstayed for a period of 60 days;
- on the last business day of each of 24 consecutive calendar months, we have an asset coverage of less than 100%; and
- any other Event of Default in respect of the Notes as described in the applicable prospectus supplement occurs.

An Event of Default for a particular series of Notes does not necessarily constitute an Event of Default for any other series of Notes issued under the same or any other indenture. The trustee may withhold notice to the holders of Notes of any default, except in the payment of principal, premium or interest, if it considers the withholding of notice to be in the best interests of the holders.

### ***Remedies if an Event of Default Occurs***

If an Event of Default has occurred and has not been cured, the trustee or the holders of at least 25% in principal amount of the debt securities of the affected series may declare the entire principal amount of all the debt securities of that series to be due and immediately payable. This is called a declaration of acceleration of maturity. In certain circumstances, a declaration of acceleration of maturity may be canceled by the holders of a majority in principal amount of the debt securities of the affected series.

The trustee is not required to take any action under the Indentures at the request of any holders unless the holders offer the trustee reasonable protection from expenses and liability (called an “indemnity”). If reasonable indemnity is provided, the holders of a majority in principal amount of the outstanding debt securities of the relevant series may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. The trustee may refuse to follow those directions in certain circumstances. No delay or omission in exercising any right or remedy will be treated as a waiver of that right, remedy or Event of Default.

Before you are allowed to bypass your trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the debt securities, the following must occur:

- the holder must give your trustee written notice that an Event of Default has occurred and remains uncured;
- the holders of at least 25% in principal amount of all outstanding debt securities of the relevant series must make a written request that the trustee take action because of the default and must offer reasonable indemnity to the trustee against the cost and other liabilities of taking that action;
- the trustee must not have taken action for 60 days after receipt of the above notice and offer of indemnity; and

- the holders of a majority in principal amount of the debt securities must not have given the trustee a direction inconsistent with the above notice during that 60 day period.

However, you are entitled at any time to bring a lawsuit for the payment of money due on your debt securities on or after the due date.

Holders of a majority in principal amount of the debt securities of the affected series may waive any past defaults other than:

- the payment of principal, any premium or interest; or
- in respect of a covenant that cannot be modified or amended without the consent of each holder.

**Book-entry and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel an acceleration of maturity.**

Each year, we will furnish to each trustee a written statement of certain of our officers certifying that to their knowledge we are in compliance with the Indentures and the debt securities, or else specifying any default.

### **Merger or Consolidation**

Under the terms of the Indentures, we are generally permitted to consolidate or merge with another entity. We may also be permitted to sell all or substantially all of our assets to another entity. However, unless the prospectus supplement relating to certain debt securities states otherwise, we may not take any of these actions unless all the following conditions are met:

- where we merge out of existence or sell our assets, the resulting entity must agree to be legally responsible for our obligations under the debt securities;
- immediately after giving effect to such transaction, no Default or Event of Default shall have happened and be continuing;
- under the Indentures, no merger or sale of assets may be made if as a result any of our property or assets or any property or assets of one of our subsidiaries, if any, would become subject to any mortgage, lien or other encumbrance unless either (a) the mortgage, lien or other encumbrance could be created pursuant to the limitation on liens covenant in the Indentures without equally and ratably securing the Indenture Securities or (b) the Indenture Securities are secured equally and ratably with or prior to the debt secured by the mortgage, lien or other encumbrance;
- we must deliver certain certificates and documents to the trustee; and
- we must satisfy any other requirements specified in the applicable prospectus supplement relating to a particular series of the Notes.

### **Modification or Waiver**

There are three types of changes we can make to the Indentures and the debt securities issued thereunder.

#### ***Changes Requiring Approval***

First, there are changes that we cannot make to debt securities without specific approval of all of the holders. The following is a list of those types of changes:

- change the stated maturity of the principal of or interest on a debt security;
- reduce any amounts due on a debt security;
- reduce the amount of principal payable upon acceleration of the maturity of a security following a default;
- adversely affect any right of repayment at the holder's option;

- change the place (except as otherwise described in the applicable prospectus or prospectus supplement) or currency of payment on a debt security;
- impair your right to sue for payment;
- adversely affect any right to convert or exchange a debt security in accordance with its terms;
- modify the subordination provisions in the Indentures in a manner that is adverse to holders of the debt securities;
- reduce the percentage of holders of debt securities whose consent is needed to modify or amend the Indentures;
- reduce the percentage of holders of debt securities whose consent is needed to waive compliance with certain provisions of the Indentures or to waive certain defaults;
- modify any other aspect of the provisions of the Indentures dealing with supplemental indentures, modification and waiver of past defaults, changes to the quorum or voting requirements or the waiver of certain covenants; and
- change any obligation we have to pay additional amounts.

### ***Changes Not Requiring Approval***

The second type of change does not require any vote by the holders of the debt securities. This type is limited to clarifications and certain other changes that would not adversely affect holders of the outstanding debt securities in any material respect. We also do not need any approval to make any change that affects only debt securities to be issued under the Indentures after the change takes effect.

### ***Changes Requiring Majority Approval***

Any other change to the Indentures and the debt securities would require the following approval:

- if the change affects only one series of debt securities, it must be approved by the holders of a majority in principal amount of that series; and
- if the change affects more than one series of debt securities issued under the same indenture, it must be approved by the holders of a majority in principal amount of all of the series affected by the change, with all affected series voting together as one class for this purpose.

The holders of a majority in principal amount of all of the series of debt securities issued under an indenture, voting together as one class for this purpose, may waive our compliance with some of our covenants in that indenture. However, we cannot obtain a waiver of a payment default or of any of the matters covered by the bullet points included above under “—Changes Requiring Approval.”

### ***Further Details Concerning Voting***

When taking a vote, we will use the following rules to decide how much principal to attribute to a debt security:

- for original issue discount securities, we will use the principal amount that would be due and payable on the voting date if the maturity of these debt securities were accelerated to that date because of a default;
- for debt securities whose principal amount is not known (for example, because it is based on an index), we will use a special rule for that debt security described in the prospectus supplement; and
- for debt securities denominated in one or more foreign currencies, we will use the U.S. dollar equivalent.

Debt securities will not be considered outstanding, and therefore not eligible to vote, if we have deposited or set aside in trust money for their payment or redemption. Debt securities will also not be eligible to vote if they have been fully defeased as described later under “Defeasance — Full Defeasance.”

We will generally be entitled to set any day as a record date for the purpose of determining the holders of outstanding Indenture Securities that are entitled to vote or take other action under the Indentures. If we set a record date for a vote or other action to be taken by holders of one or more series, that vote or action may be taken only by persons who are holders of outstanding Indenture Securities of those series on the record date and must be taken within eleven months following the record date.

**Book-entry and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the Indenture or the debt securities or request a waiver.**

### **Defeasance**

The following provisions will be applicable to each series of debt securities unless we state in the applicable prospectus supplement that the provisions of covenant defeasance and full defeasance will not be applicable to that series.

#### ***Covenant Defeasance***

Under current U.S. federal tax law, we can make the deposit described below and be released from some of the restrictive covenants in the Indentures under which the particular series was issued. This is called “covenant defeasance.” In that event, you would lose the protection of those restrictive covenants but would gain the protection of having money and government securities set aside in trust to repay your debt securities. If applicable, you also would be released from the subordination provisions as described under the “Indenture Provisions—Subordination” section below. In order to achieve covenant defeasance, we must do the following:

- if the debt securities of the particular series are denominated in U.S. dollars, we must deposit in trust for the benefit of all holders of such debt securities a combination of money and U.S. government or U.S. government agency notes or bonds that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates;
- we must deliver to the trustee a legal opinion of our counsel confirming that, under current U.S. federal income tax law, we may make the above deposit without causing you to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity; and
- we must deliver to the trustee a legal opinion of our counsel stating that the above deposit does not require registration by us under the 1940 Act, as amended, and a legal opinion and officers’ certificate stating that all conditions precedent to covenant defeasance have been complied with.

If we accomplish covenant defeasance, you can still look to us for repayment of the debt securities if there were a shortfall in the trust deposit or the trustee is prevented from making payment. For example, if one of the remaining Events of Default occurred (such as our bankruptcy) and the debt securities became immediately due and payable, there might be a shortfall. Depending on the event causing the default, you may not be able to obtain payment of the shortfall.

#### ***Full Defeasance***

If there is a change in U.S. federal tax law, as described below, we can legally release ourselves from all payment and other obligations on the debt securities of a particular series (called “full defeasance”) if we put in place the following other arrangements for you to be repaid:

- if the debt securities of the particular series are denominated in U.S. dollars, we must deposit in trust for the benefit of all holders of such debt securities a combination of money and United States government or United States government agency notes or bonds that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates;
- we must deliver to the trustee a legal opinion confirming that there has been a change in current U.S. federal tax law or an IRS ruling that allows us to make the above deposit without causing you to be taxed on the debt

securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity. Under current U.S. federal tax law, the deposit and our legal release from the debt securities would be treated as though we paid you your share of the cash and notes or bonds at the time the cash and notes or bonds were deposited in trust in exchange for your debt securities and you would recognize gain or loss on the debt securities at the time of the deposit; and

- we must deliver to the trustee a legal opinion of our counsel stating that the above deposit does not require registration by us under the 1940 Act, as amended, and a legal opinion and officers' certificate stating that all conditions precedent to defeasance have been complied with.

If we ever did accomplish full defeasance, as described above, you would have to rely solely on the trust deposit for repayment of the debt securities. You could not look to us for repayment in the unlikely event of any shortfall. Conversely, the trust deposit would most likely be protected from claims of our lenders and other creditors if we ever became bankrupt or insolvent. If applicable, you would also be released from the subordination provisions described later under "Indenture Provisions—Subordination."

### **Form, Exchange and Transfer of Certificated Registered Securities**

The Notes are represented by global securities that were deposited and registered in the name of DTC or its nominee. Beneficial interests in the Notes are represented through book-entry accounts of financial institutions acting on behalf of beneficial owners as direct and indirect participants in DTC. Investors may elect to hold interests in the Notes through either DTC, if they are a participant, or indirectly through organizations that are participants in DTC.

### **Resignation of Trustee**

Each trustee may resign or be removed with respect to one or more series of Indenture Securities provided that a successor trustee is appointed to act with respect to these series. In the event that two or more persons are acting as trustee with respect to different series of Indenture Securities under the Indentures, each of the trustees will be a trustee of a trust separate and apart from the trust administered by any other trustee.

### **Indenture Provisions—Subordination**

Upon any distribution of our assets upon our dissolution, winding up, liquidation or reorganization, the payment of the principal of (and premium, if any) and interest, if any, on any Indenture Securities denominated as subordinated debt securities is to be subordinated to the extent provided in the Indentures in right of payment to the prior payment in full of all senior indebtedness (as defined below), but our obligation to you to make payment of the principal of (and premium, if any) and interest, if any, on such subordinated debt securities will not otherwise be affected. In addition, no payment on account of principal (or premium, if any), sinking fund or interest, if any, may be made on such subordinated debt securities at any time unless full payment of all amounts due in respect of the principal (and premium, if any), sinking fund and interest on senior indebtedness has been made or duly provided for in money or money's worth.

In the event that, notwithstanding the foregoing, any payment by us is received by the trustee in respect of subordinated debt securities or by the holders of any of such subordinated debt securities before all senior indebtedness is paid in full, the payment or distribution must be paid over to the holders of the senior indebtedness or on their behalf for application to the payment of all the senior indebtedness remaining unpaid until all the senior indebtedness has been paid in full, after giving effect to any concurrent payment or distribution to the holders of the senior indebtedness. Subject to the payment in full of all senior indebtedness upon this distribution by us, the holders of such subordinated debt securities will be subrogated to the rights of the holders of the senior indebtedness to the extent of payments made to the holders of the senior indebtedness out of the distributive share of such subordinated debt securities.

By reason of this subordination, in the event of a distribution of our assets upon our insolvency, certain of our senior creditors may recover more, ratably, than holders of any subordinated debt securities. The Indentures provide that these subordination provisions will not apply to money and securities held in trust under the defeasance provisions of the Indentures.

Senior indebtedness is defined in the Indentures as the principal of (and premium, if any) and unpaid interest on:

- our indebtedness (including indebtedness of others guaranteed by us), whenever created, incurred, assumed or guaranteed, for money borrowed (other than Indenture Securities issued under the Indentures and denominated as subordinated debt securities), unless in the instrument creating or evidencing the same or under which the same is outstanding it is provided that this indebtedness is not senior or prior in right of payment to the subordinated debt securities; and
- renewals, extensions, modifications and refinancings of any of this indebtedness.

The applicable prospectus supplement will set forth the approximate amount of our senior indebtedness outstanding as of a recent date.

**The Trustee under the Indenture**

U.S. Bank National Association will serve as the trustee under the Indentures.

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CUSTODY AGREEMENT

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dated as of November 7,  
2012 by and between

OFS CAPITAL CORPORATION

("Company")

and

U.S. BANK NATIONAL ASSOCIATION

("Custodian")



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### SCHEDULES

SCHEDULE A – Trade Confirmation

SCHEDULE B – Initial Authorized Persons

This CUSTODY AGREEMENT (this “Agreement”) is dated as of November 7, 2012, and is by and between OFS CAPITAL CORPORATION (and any successor or permitted assign, the “Company”), a corporation organized under the laws of the State of Delaware, having its principal place of business at 2850 West Golf Road, Suite 520, Rolling Meadows, IL 60008, and U.S. BANK NATIONAL ASSOCIATION (and any successor or permitted assign acting as custodian hereunder, the “Custodian”), a national banking association having a place of business at One Federal Street, Boston, MA 02110.

## RECITALS

WHEREAS, the Company is a closed-end management investment company, which has elected to be treated as a business development company under the Investment Company Act of 1940, as amended (the “1940 Act”);

WHEREAS, the Company desires to retain U.S. Bank National Association to act as custodian for the Company and each Subsidiary hereafter identified to the Custodian;

WHEREAS, the Company desires that the Company’s Securities (as defined below) and cash be held and administered by the Custodian pursuant to this Agreement in compliance with Section 17(f) of the 1940 Act; and

NOW THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

### **1. DEFINITIONS**

1.1 Defined Terms. In addition to terms expressly defined elsewhere herein, the following words shall have the following meanings as used in this Agreement:

“Account” means the Cash Account, the Securities Account, any Subsidiary Cash Account and any Subsidiary Securities Account, collectively.

“Agreement” means this Custody Agreement (as the same may be amended from time to time in accordance with the terms hereof).

“Authorized Person” has the meaning set forth in Section 7.4.

“Business Day” means a day on which the Custodian or the relevant sub-custodian, including a Foreign Sub-custodian, is open for business in the market or country in which a transaction is to take place.

“Cash Account” means the segregated trust account to be established at the Custodian to which the Custodian shall deposit or credit and hold any cash or Proceeds received by it from time to time from or with respect to the Securities or the sale of the securities of the Company, as applicable, which trust account shall be designated the “OFS Capital Cash Proceeds Account”.

“Company” has the meaning set forth in the first paragraph of this Agreement.

“Confidential Information” means any databases, computer programs, screen formats, screen designs, report formats, interactive design techniques, and other similar or related information that may be furnished to the Company by the Custodian from time to time pursuant to this Agreement.

“Custodian” has the meaning set forth in the first paragraph of this Agreement.

“Document Custodian” means the Custodian when acting in the role of a document custodian hereunder.

“Eligible Investment” means any investment that at the time of its acquisition is one or more of the following:

(a) United States government and agency obligations;

(b) commercial paper having a rating assigned to such commercial paper by Standard & Poor’s Rating Services or Moody’s Investor Service, Inc. (or, if neither such organization shall rate such commercial paper at such time, by any nationally recognized rating organization in the United States of America) equal to one of the two highest ratings assigned by such organization, it being understood that as of the date hereof such ratings by Standard & Poor’s Rating Services are “A1+” and “A1” and such ratings by Moody’s Investor Service, Inc. are “P1” and “P2”;

(c) interest bearing deposits in United States dollars in United States or Canadian banks with an unrestricted surplus of at least U.S. \$250,000,000, maturing within one year; and

(d) money market funds (including funds of the bank serving as Custodian or its affiliates) or United States government securities funds designed to maintain a fixed share price and high liquidity.

“Eligible Securities Depository” has the meaning set forth in Section (b)(1) of Rule 17f-7 under the 1940 Act.

“Federal Reserve Bank Book-Entry System” means a depository and securities transfer system operated by the Federal Reserve Bank of the United States on which are eligible to be held all United States Government direct obligation bills, notes and bonds.

“Financing Documents” has the meaning set forth in Section 3.3(b)(ii).

“Foreign Intermediary” means a Foreign Sub-custodian and Eligible Securities Depository.

“Foreign Sub-custodian” means and includes (i) any branch of a “U.S. Bank,” as that term is defined in Rule 17f-5 under the 1940 Act, (ii) any “Eligible Foreign Custodian,” as that term is defined in Rule 17f-5 under the 1940 Act, having a contract with the Custodian in accordance with Section 6.6, which the Custodian has determined will

provide reasonable care of assets of the Company based on the standards specified in Section 6.7 below.

“Foreign Securities” means Securities for which the primary market is outside the United States.

“Loan” means any U.S. dollar denominated commercial loan, or Participation therein, made by a bank or other financial institution that by its terms provides for payments of principal and/or interest, including discount obligations and payment-in-kind obligations, acquired by the Company from time to time.

“Loan Checklist” means a list delivered to the Document Custodian in connection with delivery of each Loan to the Custodian by the Company that identifies the items contained in the related Loan File.

“Loan File” means, with respect to each Loan delivered to the Document Custodian, each of the Required Loan Documents identified on the related Loan Checklist.

“Noteless Loan” means a Loan with respect to which (i) the related loan agreement does not require the obligor to execute and deliver an Underlying Note to evidence the indebtedness created under such Loan and (ii) no Underlying Notes are outstanding with respect to the portion of the Loan transferred by the issuer or the prior holder of record.

“Participation” means an interest in a Loan that is acquired indirectly by way of a participation from a selling institution.

“Person” means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or any government or agency or political subdivision thereof.

“Proceeds” means, collectively, (i) the net cash proceeds to the Company of the initial public offering by the Company and any subsequent offering by the Company of any class of securities issued by the Company, (ii) all cash distributions, earnings, dividends, fees and other cash payments paid on the Securities (or, as applicable, Subsidiary Securities) by or on behalf of the issuer or obligor thereof, or applicable paying agent, (iii) the net cash proceeds of the sale or other disposition of the Securities (or, as applicable, Subsidiary Securities) pursuant to the terms of this Agreement and (iv) the net cash proceeds to the Company of any borrowing or other financing by the Company (and any Reinvestment Earnings from investment of any of the foregoing).

“Proper Instructions” means instructions (including Trade Confirmations) received by the Custodian in form acceptable to it, from the Company, or any Person duly authorized by the Company, by any of the following means:

(a) in writing signed by an Authorized Person (and delivered by hand, by mail, by overnight courier or by telecopier);

(b) by electronic mail from an Authorized Person;

(c) in tested communication;

(d) in a communication utilizing access codes effected between electro mechanical or electronic devices;  
or

(e) such other means as may be agreed upon from time to time by the Custodian and the party giving such instructions, including oral instructions.

“Reinvestment Earnings” has the meaning set forth in Section 3.6(b). “Required Loan Documents”

means, for each Loan:

(a) other than in the case of a Participation, an executed copy of the Assignment for such Loan, as identified on the Loan Checklist;

(b) with the exception of Noteless Loans and Participations, the original executed Underlying Note endorsed by the issuer or the prior holder of record in blank or to the Company, as identified on the Loan Checklist;

(c) (i) if the Company is the sole lender or if the Company or an affiliate of the Company acts as agent for the lenders, (A) an executed copy of the Underlying Loan Agreement (which may be included in the Underlying Note if so indicated in the Loan Checklist), together with a copy of all amendments and modifications thereto, as identified on the Loan Checklist, (B) a copy of each related security agreement (if any) signed by the applicable obligor(s), as identified on the Loan Checklist, and (C) a copy of each related guarantee (if any) then executed in connection with such Loan, as identified on the Loan Checklist, and (ii) in all other cases, such copies of the documents described in clauses (A), (B) and (C), which may not be executed copies, as are reasonably available to the Company, as identified on the Loan Checklist; and

(d) a copy of the Loan Checklist.

“Securities” means, collectively, (i) the investments, including Loans, acquired by the Company and delivered to the Custodian by the Company from time to time during the term of, and pursuant to the terms of, this Agreement and (ii) all dividends in kind (e.g., non-cash dividends) from the investments described in clause (i).

“Securities Account” means the segregated trust account to be established at the Custodian to which the Custodian shall deposit or credit and hold the Securities (other than Loans) received by it pursuant to this Agreement, which account shall be designated the “OFS Capital Securities Custody Account”.

“Securities Custodian” means the Custodian when acting in the role of a securities custodian hereunder.

“Securities Depository” means The Depository Trust Company and any other clearing agency registered with the Securities and Exchange Commission under Section 17A of the Securities Exchange Act of 1934, as amended (the “1934 Act”), which acts as a system for the central handling of securities where all securities of any particular class or series of an issuer deposited within the system are treated as fungible and may be transferred or pledged by bookkeeping entry without physical delivery of the securities.

“Securities System” means the Federal Reserve Book-Entry System, a clearing agency which acts as a Securities Depository, or another book entry system for the central handling of securities (including an Eligible Securities Depository).

“Street Delivery Custom” means a custom of the United States securities market to deliver securities which are being sold to the buying broker for examination to determine that the securities are in proper form.

“Street Name” means the form of registration in which the securities are held by a broker who is delivering the securities to another broker for the purposes of sale, it being an accepted custom in the United States securities industry that a security in Street Name is in proper form for delivery to a buyer and that a security may be re-registered by a buyer in the ordinary course.

“Subsidiary Cash Account” shall have the meaning set forth in Section 3.13(b).

“Subsidiary Securities” collectively, (i) the investments, including Loans, acquired by a Subsidiary and delivered to the Custodian from time to time during the term of, and pursuant to the terms of, this Agreement and (ii) all dividends in kind (e.g., non-cash dividends) from the investments described in clause (i).

“Subsidiary Securities Account” shall have the meaning set forth in Section 3.13(a).

“Subsidiary” means any wholly owned subsidiary of the Company.

“Trade Confirmation” means a confirmation to the Custodian from the Company of the Company’s acquisition of a Loan, and setting forth applicable information with respect to such Loan, which confirmation may be in the form of Schedule A attached hereto and made a part hereof, subject to such changes or additions as may be agreed to by, or in such other form as may be agreed to by, the Custodian and the Company from time to time.

“UCC” shall have the meaning set forth in Section 3.3(b)(ii).

“Underlying Loan Agreement” means, with respect to any Loan, the document or documents evidencing the commercial loan agreement or facility pursuant to which such Loan is made.

“Underlying Loan Documents” means, with respect to any Loan, the related Underlying Loan Agreement together with any agreements and instruments (including any Underlying Note) executed or delivered in connection therewith.

“Underlying Note” means the one or more promissory notes executed by an obligor to evidence a Loan.

1.2 Construction. In this Agreement unless the contrary intention appears:

- (a) any reference to this Agreement or another agreement or instrument refers to such agreement or instrument as the same may be amended, modified or otherwise rewritten from time to time;
- (b) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (c) any term defined in the singular form may be used in, and shall include, the plural with the same meaning, and vice versa;
- (d) a reference to a Person includes a reference to the Person’s executors, successors and permitted assigns;
- (e) an agreement, representation or warranty in favor of two or more Persons is for the benefit of them jointly and severally;
- (f) an agreement, representation or warranty on the part of two or more Persons binds them jointly and severally;
- (g) a reference to the term “including” means “including, without limitation,” and
- (h) a reference to any accounting term is to be interpreted in accordance with generally accepted principles and practices in the United States, consistently applied, unless otherwise instructed by the Company.

1.3 Headings. Headings are inserted for convenience and do not affect the interpretation of this Agreement.

## 2. APPOINTMENT OF CUSTODIAN

2.1 Appointment and Acceptance. The Company hereby appoints the Custodian as custodian of all Securities and cash owned by the Company and the Subsidiaries (as applicable) and delivered to the Custodian by the Company from time to time during the period of this Agreement, on the terms and conditions set forth in this Agreement (which shall include any addendum hereto which is hereby incorporated herein and made a part of this Agreement), and the Custodian hereby accepts such appointment and agrees to

perform the services and duties set forth in this Agreement with respect to it, subject to and in accordance with the provisions hereof.

2.2 Instructions. The Company agrees that it shall from time to time provide, or cause to be provided, to the Custodian all necessary instructions and information, and shall respond promptly to all inquiries and requests of the Custodian, as may reasonably be necessary to enable the Custodian to perform its duties hereunder.

2.3 Company Responsible For Directions. The Company is solely responsible for directing the Custodian with respect to deposits to, withdrawals from and transfers to or from the Account. Without limiting the generality of the foregoing, the Custodian has no responsibility for the Company's compliance with the 1940 Act, any restrictions, covenants, limitations or obligations to which the Company may be subject or for which it may have obligations to third-parties in respect of the Account, and the Custodian shall have no liability for the application of any funds made at the direction of the Company. The Company shall be solely responsible for properly instructing all applicable payors to make all appropriate payments to the Custodian for deposit to the Account, and for properly instructing the Custodian with respect to the allocation or application of all such deposits.

### **3. DUTIES OF CUSTODIAN**

3.1 Segregation. All Securities and non-cash property held by the Custodian, as applicable, for the account of the Company (other than Securities maintained in a Securities Depository or Securities System) shall be physically segregated from other Securities and non-cash property in the possession of the Custodian and shall be identified as subject to this Agreement.

3.2 Securities Custody Account. The Custodian shall open and maintain in its trust department a segregated trust account in the name of the Company, subject only to order of the Custodian, in which the Custodian shall enter and carry, subject to Section 3.3(b), all Securities (other than Loans) and other investment assets of the Company which are delivered to it in accordance with this Agreement. For avoidance of doubt, the Custodian shall not be required to credit or deposit Loans in the Securities Account but shall instead maintain a register (in book-entry form or in such other form as it shall deem necessary or desirable) of such Loans, containing such information as the Company and the Custodian may reasonably agree; provided that, with respect to such Loans, all Required Loan Documents shall be held in safekeeping by the Document Custodian, individually segregated from the securities and investments of any other person and marked so as to clearly identify them as the property of the Company in a manner consistent with Rule 17f-1 under the 1940 Act and as set forth in this Agreement.

The Custodian shall have no power or authority to assign, hypothecate, pledge or otherwise dispose of any such Securities and investments except pursuant to the direction of the Company under terms of the Agreement.



### 3.3 Delivery of Cash and Securities to Custodian.

- (a) The Company shall deliver, or cause to be delivered, to the Custodian all of the Company's Securities, cash and other investment assets, including (a) all payments of income, payments of principal and capital distributions received by the Company with respect to such Securities, cash or other assets owned by the Company at any time during the period of this Agreement, and (b) all cash received by the Company for the issuance, at any time during such period, of securities or in connection with a borrowing by the Company, except as otherwise permitted by the 1940 Act. With respect to Loans, Required Loan Documents and other Underlying Loan Documents shall be delivered to the Custodian in its role as, and at the address identified for, the Document Custodian. With respect to assets other than Loans, such assets shall be delivered to the Custodian in its role as, and (where relevant) at the address identified for, the Securities Custodian. Except to the extent otherwise expressly provided herein, delivery of Securities to the Custodian shall be in Street Name or other good delivery form. The Custodian shall not be responsible for such Securities, cash or other assets until actually delivered to, and received by it. With respect to Securities (other than Loan Assets and assets in the nature of "general intangibles" (as hereinafter defined)) held by the Custodian in its capacity as a "securities intermediary" (as defined in Section 8-102 of the Uniform Commercial Code as in effect in the State of New York (the "UCC")), the Custodian shall be obligated to exercise due care in accordance with reasonable commercial standards in discharging its duties as a securities intermediary to obtain and maintain such Securities.
- (b) (i) In connection with its acquisition of a Loan or other delivery of a Security constituting a Loan, the Company shall deliver or cause to be delivered to the Custodian (in its roles as, and at the address identified for, the Custodian and Document Custodian) a properly completed Trade Confirmation containing such information in respect of such Loan as the Custodian may reasonably require in order to enable the Custodian to perform its duties hereunder in respect of such Loan on which the Custodian may conclusively rely without further inquiry or investigation, in such form and format as the Custodian reasonably may require, and shall deliver to the Document Custodian (in its role as, and at the address identified for, the Document Custodian) the Required Loan Documents, including the Loan Checklist.
- (ii) Notwithstanding anything herein to the contrary, delivery of Securities acquired by the Company (or, if applicable, a Subsidiary thereof) which constitute Noteless Loans or Participations or which are otherwise not evidenced by a "security" or "instrument" as defined in Section 8-102 and Section 9-102(a)(47) of the UCC), respectively, shall be made by delivery to the Document Custodian of (i) in the case of a Noteless Loan, a copy of the loan register with respect to such Noteless Loan evidencing registration of such Loan on the books and records of the applicable obligor or bank agent to the name of the Company or, if

applicable, a Subsidiary thereof (or, in either case, its nominee) or a copy (which may be a facsimile copy) of an assignment agreement in favor of the Company (or, if applicable, a Subsidiary thereof) as assignee, and (ii) in the case of a Participation, a copy of the related participation agreement. Any duty on the part of the Custodian with respect to the custody of such Loans shall be limited to the exercise of reasonable care by the Custodian in the physical custody of any such documents delivered to it, and any related instrument, security, credit agreement, assignment agreement and/or other agreements or documents, if any (collectively, "Financing Documents"), that may be delivered to it. Nothing herein shall require the Custodian to credit to the Securities Account or to treat as a financial asset (within the meaning of Section 8-102(a)(9) of the UCC) any such Loan or other asset in the nature of a general intangible (as defined in Section 9-102(a)(42) of the UCC) or to "maintain" a sufficient quantity thereof.

(iii) The Custodian may assume the genuineness of any such Financing Document it may receive and the genuineness and due authority of any signatures appearing thereon, and shall be entitled to assume that each such Financing Document it may receive is what it purports to be. If an original "security" or "instrument" as defined in Section 8-102 and Section 9-102(a)(47) of the UCC, respectively, is or shall be or become available with respect to any Loan to be held by the Custodian under this Agreement, it shall be the sole responsibility of the Company to make or cause delivery thereof to the Document Custodian, and the Custodian shall not be under any obligation at any time to determine whether any such original security or instrument has been or is required to be issued or made available in respect of any Loan or to compel or cause delivery thereof to the Custodian.

(iv) Contemporaneously with the acquisition of any Loan, the Company shall (A) if requested by the Custodian, provide to the Custodian an amortization schedule of principal payments and a schedule of the interest payable date(s) identifying the amount and due dates of all scheduled principal and interest payments for such Loan; (B) take all actions necessary for the Company to acquire good title to such Loan; and (C) take all actions as may be necessary (including appropriate payment notices and instructions to bank agents or other applicable paying agents) to cause (x) all payments in respect of the Loan to be made to the Custodian and (y) all notices, solicitations and other communications in respect of such Loan to be directed to the Company. The Custodian shall have no liability for any delay or failure on the part of the Company to provide necessary information to the Custodian, or for any inaccuracy therein or incompleteness thereof, or for any delay or failure on the part of the Company to give such effective payment instruction to bank agents and other paying agents, in respect of the Loans. With respect to each such Loan, the Custodian shall be entitled to rely on any information and notices it may receive from time to time from the related bank agent, obligor or similar party with respect to the related Loan Asset, or from the Company, and shall be entitled to update its records (as it may deem necessary or appropriate) on the basis of such information or notices

received, without any obligation on its part independently to verify, investigate or recalculate such information.

#### 3.4 Release of Securities.

- (a) The Custodian shall release and deliver, or direct its agents or sub-custodian to release and deliver, as the case may be, Securities or Required Loan Documents (or other Underlying Loan Documents) of the Company held by the Custodian, its agents or its sub-custodian from time to time upon receipt of Proper Instructions (which shall, among other things, specify the Securities or Required Loan Documents (or other Underlying Loan Documents) to be released, with such delivery and other information as may be necessary to enable the Custodian to perform), which may be standing instructions (in form acceptable to the Custodian), in the following cases:
- (i) upon sale of such Securities by or on behalf of the Company, and such sale may, unless and except to the extent otherwise directed by Proper Instructions, be carried out by the Custodian:
    - (A) in accordance with the customary or established practices and procedures in the jurisdiction or market where the transactions occur, including delivery to the purchaser thereof or to a dealer therefor (or an agent of such purchaser or dealer) against expectation of receiving later payment; or
    - (B) in the case of a sale effected through a Securities System, in accordance with the rules governing the operations of the Securities System;
  - (ii) upon the receipt of payment in connection with any repurchase agreement related to such Securities;
  - (iii) to a depository agent in connection with tender or other similar offers for such Securities;
  - (iv) to the issuer thereof, or its agent, when such Securities are called, redeemed, retired or otherwise become payable (unless otherwise directed by Proper Instructions, the cash or other consideration is to be delivered to the Custodian, its agents or its sub-custodian);
  - (v) to an issuer thereof, or its agent, for transfer into the name of the Custodian or of any nominee of the Custodian or into the name of any of its agents or sub-custodian or their nominees, or for exchange for a different number of bonds, certificates or other evidence representing the same aggregate face amount or number of units;

- (vi) to brokers, clearing banks or other clearing agents for examination in accordance with the Street Delivery Custom;
- (vii) for exchange or conversion pursuant to any plan of merger, consolidation, recapitalization, reorganization or readjustment of the securities of the issuer of such Securities, or pursuant to any deposit agreement (unless otherwise directed by Proper Instructions, the new securities and cash, if any, are to be delivered to the Custodian, its agents or its sub-custodian);
- (viii) in the case of warrants, rights or similar securities, the surrender thereof in the exercise of such warrants, rights or similar securities or the surrender of interim receipts or temporary securities for definitive securities (unless otherwise directed by Proper Instructions, the new securities and cash, if any, are to be delivered to the Custodian, its agents or its sub-custodian); and/or
- (ix) for any other purpose, but only upon receipt of Proper Instructions and an officer's certificate signed by an officer of the Company (which officer shall not have been the Authorized Person providing the Proper Instructions) stating (i) the specified securities to be delivered, (ii) the purpose for such delivery, (iii) that such purpose is a proper corporate purpose and (iv) naming the person or persons to whom delivery of such Securities shall be made, and attaching a certified copy of a resolution of the board of directors of the Company or an authorized committee thereof approving the delivery of such Proper Instructions.

3.5 Registration of Securities. Securities held by the Custodian, its agents or its sub-custodian (other than bearer securities, securities held in a Securities System or Securities that are Noteless Loans or Participations) shall be registered in the name of the Company or its nominee; or, at the option of the Custodian (if the Custodian determines it cannot hold such security in the name of the Company), in the name of the Custodian or in the name of any nominee of the Custodian, or in the name of its agents or its sub-custodian or their nominees; or, if directed by the Company by Proper Instruction, may be maintained in Street Name. The Custodian, its agents and its sub-custodian shall not be obliged to accept Securities on behalf of the Company under the terms of this Agreement unless such Securities are in Street Name or other good deliverable form.

### 3.6 Bank Accounts, and Management of Cash

- (a) Proceeds and other cash received by the Custodian from time to time shall be deposited or credited to the Cash Account. All amounts deposited or credited to the Cash Account shall be subject to clearance and receipt of final payment by the Custodian.
- (b) Amounts held in the Cash Account from time to time may be invested in Eligible Investments pursuant to specific written Proper Instructions (which may be standing instructions) received by the Custodian from an Authorized Person acting on behalf of the Company. Such investments shall be subject to availability and the Custodian's then applicable transaction charges (which shall be at the Company's expense). The Custodian shall have no liability for any loss incurred on any such investment. Absent receipt of such written instruction from the Company, the Custodian shall have no obligation to invest (or otherwise pay interest on) amounts on deposit in the Cash Account. In no instance will the Custodian have any obligation to provide investment advice to the Company. Any earnings from such investment of amounts held in the Cash Account from time to time (collectively, "Reinvestment Earnings") shall be redeposited in the Cash Account (and may be reinvested at the written direction of the Company).
- (c) In the event that the Company shall at any time request a withdrawal of amounts from the Cash Account, the Custodian shall be entitled to liquidate, and shall have no liability for any loss incurred as a result of the liquidation of, any investment of the funds credited to such account as needed to provide necessary liquidity.
- (d) The Company acknowledges that cash deposited or invested with any bank (including the bank acting as Custodian) may make a margin or generate banking income for which such bank shall not be required to account to the Company.

### 3.7 Foreign Exchange

- (a) Upon the receipt of Proper Instructions, the Custodian, its agents or its sub-custodian may (but shall not be obligated to) enter into all types of contracts for foreign exchange on behalf of the Company, upon terms acceptable to the Custodian and the Company (in each case at the Company's expense), including transactions entered into with the Custodian, its sub-custodian or any affiliates of the Custodian or the sub-custodian. The Custodian shall have no liability for any losses incurred in or resulting from the rates obtained in such foreign exchange transactions; and absent specific Proper Instructions, the Custodian shall not be deemed to have any duty to carry out any foreign exchange on behalf of the Company. The Custodian shall be entitled at all times to comply with any legal or regulatory requirements applicable to currency or foreign exchange transactions.
- (b) The Company acknowledges that the Custodian, any sub-custodian or any affiliates of the Custodian or any sub-custodian, involved in any such foreign

exchange transactions may make a margin or generate banking income from foreign exchange transactions entered into pursuant to this Section for which they shall not be required to account to the Company.

3.8 Collection of Income. The Custodian, its agents or its sub-custodian shall use reasonable efforts to collect on a timely basis all income and other payments with respect to the Securities held hereunder to which the Company shall be entitled, to the extent consistent with usual custom in the securities custodian business in the United States. Such efforts shall include collection of interest income, dividends and other payments with respect to registered domestic securities if, on the record date with respect to the date of payment by the issuer, the Security is registered in the name of the Custodian or its nominee (or in the name of its agent or sub-custodian, or their nominees); and interest income, dividends and other payments with respect to bearer domestic securities if, on the date of payment by the issuer, such Securities are held by the Custodian or its sub-custodian or agent; provided, however, that in the case of Securities held in Street Name, the Custodian shall use commercially reasonable efforts only to timely collect income. In no event shall the Custodian's agreement herein to collect income be construed to obligate the Custodian to commence, undertake or prosecute any legal proceedings.

3.9 Payment of Moneys.

- (a) Upon receipt of Proper Instructions, which may be standing instructions, the Custodian shall pay out from the Cash Account (or remit to its agents or its sub-custodian, and direct them to pay out) moneys of the Company on deposit therein in the following cases:
- (i) upon the purchase of Securities for the Company pursuant to such Proper Instruction; and such purchase may, unless and except to the extent otherwise directed by Proper Instructions, be carried out by the Custodian:
    - (A) in accordance with the customary or established practices and procedures in the jurisdiction or market where the transactions occur, including delivering money to the seller thereof or to a dealer therefor (or any agent for such seller or dealer) against expectation of receiving later delivery of such securities; or
    - (B) in the case of a purchase effected through a Securities System, in accordance with the rules governing the operation of such Securities System;
  - (ii) for the purchase or sale of foreign exchange or foreign exchange agreements for the account of the Company, including transactions executed with or through the Custodian, its agents or its sub-custodian, as contemplated by Section 3.8 above; and

- (iii) for any other purpose directed by the Company, but only upon receipt of Proper Instructions specifying the amount of such payment, and naming the Person or Persons to whom such payment is to be made.
- (b) At any time or times, the Custodian shall be entitled to pay (i) itself from the Cash Account, whether or not in receipt of express direction or instruction from the Company, any amounts due and payable to it pursuant to Section 8 hereof, and
- (ii) as otherwise permitted by Section 7.5, 9.4 or Section 12.5 below; provided, however, that in each case (i) the Custodian shall have first invoiced or billed the Company for such amounts and the Company shall have failed to pay such amounts within thirty (30) days after the date of such invoice or bill, and (ii) all such payments shall be regularly accounted for to the Company.

3.10 Proxies. The Custodian will, with respect to the Securities held hereunder, use reasonable efforts to cause to be promptly executed by the registered holder of such Securities proxies received by the Custodian from its agents or its sub-custodian or from issuers of the Securities being held for the Company, without indication of the manner in which such proxies are to be voted, and upon receipt of Proper Instructions shall promptly deliver to the applicable issuer such proxies relating to such Securities. In the absence of such Proper Instructions, or in the event that such Proper Instructions are not received in a timely fashion, except to the extent otherwise expressly provided herein, the Custodian shall be under no duty to act with regard to such proxies. Notwithstanding the above, neither Custodian nor any nominee of Custodian shall vote any of the Securities held hereunder by or for the account of the Company, except in accordance with Proper Instructions.

3.11 Communications Relating to Securities. The Custodian shall transmit promptly to the Company all written information (including proxies, proxy soliciting materials, notices, pendency of calls and maturities of Securities and expirations of rights in connection therewith) received by the Custodian, from its agents or its sub-custodian or from issuers of the Securities being held for the Company. The Custodian shall have no obligation or duty to exercise any right or power, or otherwise to preserve rights, in or under any Securities unless and except to the extent it has received timely Proper Instruction from the Company in accordance with the next sentence. The Custodian will not be liable for any untimely exercise of any right or power in connection with Securities at any time held by the Custodian, its agents or sub-custodian unless:

- (i) the Custodian has received Proper Instructions with regard to the exercise of any such right or power; and
- (ii) the Custodian, or its agents or sub-custodian are in actual possession of such Securities,

in each case, at least three (3) Business Days prior to the date on which such right or power is to be exercised. It will be the responsibility of the Company to notify the

Custodian of the Person to whom such communications must be forwarded under this Section.

3.12 Records. The Custodian shall create and maintain complete and accurate records relating to its activities under this Agreement with respect to the Securities, cash or other property held for the Company under this Agreement, with particular attention to Section 31 of the 1940 Act, and Rules 31a-1 and 32a-2 thereunder. To the extent that the Custodian, in its sole opinion, is able to do so, the Custodian shall provide assistance to the Company (at the Company's reasonable request made from time to time) by providing sub-certifications regarding certain of its services performed hereunder to the Company in connection with the Company's certification requirements pursuant to the Sarbanes-Oxley Act of 2002, as amended. All such records shall be the property of the Company and shall at all times during the regular business hours of the Custodian be open for inspection by duly authorized officers, employees or agents of the Company (including its independent public accountants) and employees and agents of the Securities and Exchange Commission, upon reasonable request and prior notice and at the Company's expense. The Custodian shall, at the Company's request, supply the Company with a tabulation of Securities owned by the Company and held by the Custodian and shall, when requested to do so by the Company and for such compensation as shall be agreed upon between the Company and the Custodian, include, to the extent applicable, the certificate numbers in such tabulations, to the extent such information is available to the Custodian.

3.13 Custody of Subsidiary Securities.

- (a) With respect to each Subsidiary identified to the Custodian by the Company, there shall be established at the Custodian a segregated trust account to which the Custodian shall deposit and hold any Subsidiary Securities (other than Loans) received by it pursuant to this Agreement, which account shall be designated the "[INSERT NAME OF SUBSIDIARY] Securities Account" (the "Subsidiary Securities Account").
- (b) With respect to each Subsidiary identified to the Custodian by the Company, there shall be established at the Custodian a segregated trust account to which the Custodian shall deposit and hold any Proceeds received by it from time to time from or with respect to Subsidiary Securities or other Proceeds, which account shall be designated the "[INSERT NAME OF SUBSIDIARY] Cash Proceeds Account" (the "Subsidiary Cash Account").
- (c) To the maximum extent possible, the provisions of this Agreement regarding Securities of the Company, the Securities Account and the Cash Account shall be applicable to any Subsidiary Securities, cash and other investment assets, Subsidiary Securities Account and Subsidiary Cash Account, respectively. The parties hereto agree that the Company shall notify the Custodian in writing as to the establishment of any Subsidiary as to which the Custodian is to serve as custodian pursuant to the terms of this Agreement; and identify in writing any



accounts the Custodian shall be required to establish for such Subsidiary as herein provided.

#### **4. REPORTING**

- (a) The Custodian shall render to the Company a monthly report of (i) all deposits to and withdrawals from the Cash Account (including any Subsidiary Cash Account) during the month, and the outstanding balance (as of the last day of the preceding monthly report and as of the last day of the subject month) and (ii) an itemized statement of the Securities (including any Subsidiary Securities) held pursuant to this Agreement as of the end of each month, all transactions in the Securities (including any Subsidiary Securities) during the month, as well as a list of all transactions in the Securities (including any Subsidiary Securities) that remain unsettled at that time, and (iii) such other matters as the parties may agree from time to time.
- (b) For each Business Day, the Custodian shall render to the Company a daily report of (i) all deposits to and withdrawals from the Cash Account (including any Subsidiary Cash Account) for such Business Day and the outstanding balance as of the end of such Business Day, and (ii) a report of settled trades of Securities (including any Subsidiary Securities) for such Business Day.
- (c) The Custodian shall have no duty or obligation to undertake any market valuation of the Securities under any circumstance.
- (d) The Custodian shall provide the Company, promptly upon request, with such reports as are reasonably available to it and as the Company may reasonably request from time to time, concerning (i) the internal accounting controls, including procedures for safeguarding securities, which are employed by the Custodian or any Foreign Sub-custodian appointed pursuant to Section 6.1 and (ii) the financial strength of the Custodian or any Foreign Sub-custodian appointed pursuant to Section 6.1.

#### **5. DEPOSIT IN U.S. SECURITIES SYSTEMS**

The Custodian may deposit and/or maintain Securities in a Securities System within the United States in accordance with applicable Federal Reserve Board and Securities and Exchange Commission rules and regulations, including Rule 17f-4 under the 1940 Act, and subject to the following provisions:

- (a) The Custodian may keep domestic Securities in a U.S. Securities System; provided that such Securities are represented in an account of the Custodian in the U.S. Securities System which shall not include any assets of the Custodian other than assets held by it as a fiduciary, custodian or otherwise for customers;

- (b) The records of the Custodian with respect to Securities which are maintained in a U.S. Securities System shall identify by book-entry those Securities belonging to the Company;
- (c) The Custodian shall provide to the Company copies of all notices received from the U.S. Securities System of transfers of Securities for the account of the Company; and
- (d) Anything to the contrary in this Agreement notwithstanding, the Custodian shall not be liable to the Company for any direct loss, damage, cost, expense, liability or claim to the Company resulting from use of any U.S. Securities System (other than to the extent resulting from the gross negligence, misfeasance or misconduct of the Custodian itself, or from failure of the Custodian to enforce effectively such rights as it may have against the U.S. Securities System.)

## **6. SECURITIES HELD OUTSIDE OF THE UNITED STATES**

6.1 Appointment of Foreign Sub-custodian. The Company hereby authorizes and instructs the Custodian in its sole discretion to employ one or more Foreign Sub-custodians to act as Eligible Securities Depositories or as sub-custodian to hold the Securities and other assets of the Company maintained outside the United States, subject to the Company's approval in accordance with this Section. If the Custodian wishes to appoint a Foreign Sub-custodian to hold property of the Company subject to this Agreement, it will so notify the Company and provide it with information reasonably necessary to determine any such new Foreign Sub-custodian's eligibility under Rule 17f-5 under the 1940 Act, including a copy of the proposed agreement with such Foreign Sub-custodian. The Company shall at the meeting of its board of directors next following receipt of such notice and information give a written approval or disapproval of the proposed action.

6.2 Assets to be Held. The Custodian shall limit the Securities and other assets maintained in the custody of the Foreign Sub-custodian to: (a) Foreign Securities and (b) cash and cash equivalents in such amounts as the Company (through Proper Instructions) may determine to be reasonably necessary to effect the Company's transactions in such investments.

6.3 Omnibus Accounts. The Custodian may hold Foreign Securities and related Proceeds with one or more Foreign Sub-custodians or Eligible Securities Depositories in each case in a single account with such Sub-custodian or Securities Depository that is identified as belonging to the Custodian for the benefit of its customers; provided however, that the records of the Custodian with respect to Securities and related Proceeds which are property of the Company maintained in such account(s) shall identify by book-entry those Securities and other property as belonging to the Company

6.4 Reports Concerning Foreign Sub-custodian. The Custodian will supply to the Company, upon request from time to time, statements in respect of the Securities held by

Foreign Sub-custodians or Eligible Securities Depositories, including an identification of the Foreign Sub-custodians and Eligible Securities Depositories having physical possession of the Foreign Securities.

6.5 Transactions in Foreign Custody Account. Notwithstanding any provision of this Agreement to the contrary, settlement and payment for Securities received by a Foreign Intermediary for the account of the Company may be effected in accordance with the customary established securities trading or securities processing practices and procedures in the jurisdiction or market in which the transaction occurs, including delivering securities to the purchaser thereof or to a dealer therefor (or an agent for such purchaser or dealer) against a receipt with the expectation of receiving later payment for such securities from such purchaser or dealer.

6.6 Foreign Sub-custodian. Each contract or agreement pursuant to which the Custodian employs a Foreign Sub-custodian shall include provisions that provide: (i) for indemnification or insurance arrangements (or any combination of the foregoing) such that the Company will be adequately protected against the risk of loss of assets held in accordance with such contract; (ii) that the Company's assets will not be subject to any right, charge, security interest, lien or claim of any kind in favor of the Sub-custodian or its creditors (except a claim of payment for their safe custody or administration) or, in the case of cash deposits, liens or rights in favor of creditors of the Sub-custodian arising under bankruptcy, insolvency, or similar laws; (iii) that beneficial ownership for the Company's assets will be freely transferable without the payment of money or value other than for safe custody or administration; (iv) that adequate records will be maintained identifying the assets as belonging to the Company or as being held by a third party for the benefit of the Company; (v) that the Company's independent public accountants will be given access to those records or confirmation of the contents of those records; and (vi) that the Company will receive periodic reports with respect to the safekeeping of the Company's assets, including notification of any transfer to or from a Company's account or a third party account containing assets held for the benefit of the Company. Such contract may contain, in lieu of any or all of the provisions specified above, such other provisions that the Custodian determines will provide, in their entirety, the same or a greater level of care and protection for Company assets as the specified provisions, in their entirety.

6.7 Custodian's Responsibility for Foreign Sub-custodian.

- (a) With respect to its responsibilities under this Section 6, the Custodian agrees to exercise reasonable care, prudence and diligence such as a person having responsibility for the safekeeping of property of the Company would exercise. The Custodian further agrees that the Foreign Securities will be subject to reasonable care, based on the standards applicable to Custodian in the relevant market, if maintained with each Foreign Sub-custodian, after considering all factors relevant to the safekeeping of such assets, including: (i) the Foreign Sub-custodian's practices, procedures, and internal controls, including the physical protections available for certificated securities (if applicable), the method of

keeping custodial records, and the security and data protection practices;

(ii) whether the Foreign Sub-custodian has the requisite financial strength to provide reasonable care for Company assets; (iii) the Foreign Sub-custodian's general reputation and standing and, in the case of Eligible Securities Depository, the Eligible Securities Depository's operating history and number of participants; and (iv) whether the Company will have jurisdiction over and be able to enforce judgments against the Foreign Sub-custodian, such as by virtue of the existence of any offices of the Foreign Sub-custodian in the United States or the Sub-custodian's consent to service of process in the United States.

- (b) At the end of each calendar quarter or at such other times as the Company's board of directors deems reasonable and appropriate based on the circumstances of the Company's foreign custody arrangements, the Custodian shall provide written reports notifying the board of directors of the Company as to of the placement of the Foreign Securities and cash of the Company with a particular Foreign Sub-custodian and of any material changes in the Company's foreign custody arrangements. The Custodian shall promptly take such steps as may be required to withdraw assets of the Company from any Foreign Sub-custodian that has ceased to meet the requirements of Rule 17f-5 under the 1940 Act.
- (c) The Custodian shall establish a system to monitor the appropriateness of maintaining the Company's assets with a particular Foreign Sub-custodian and the performance of the contract governing the Company's arrangements with such Foreign Sub-custodian. To the extent the Custodian holds Foreign Securities and related Proceeds with one or more Eligible Securities Depositories, the Custodian shall provide the Company with an analysis of the custody risks associated with maintaining assets with such Eligible Securities Depository and shall monitor such custody risks on a continuing basis and promptly notify the Company of any material change in these risks. The Custodian agrees to exercise reasonable care, prudence and diligence in performing its obligations under this clause (c).
- (d) The Custodian's responsibility with respect to the selection or appointment of a Foreign Sub-custodian shall be limited to a duty to exercise reasonable care in the selection or retention of such Foreign Intermediaries in light of prevailing settlement and securities handling practices, procedures and controls in the relevant market. With respect to any costs, expenses, damages, liabilities, or claims (including attorneys' and accountants' fees) incurred as a result of the acts or the failure to act by any Foreign Sub-custodian, the Custodian shall take reasonable action to recover such costs, expenses, damages, liabilities, or claims from such Foreign Sub-custodian; provided that the Custodian's sole liability in that regard shall be limited to amounts actually received by it from such Foreign Intermediaries (exclusive of related costs and expenses incurred by the Custodian). The Custodian shall have no responsibility for any act or omission (or the insolvency of) any Securities System (including an Eligible Securities Depository). In the event the Company incurs a loss due to the negligence, willful misconduct, or insolvency of a Securities System (including an Eligible Securities

Depository), the Custodian shall make reasonable endeavors, in its discretion, to seek recovery from the Eligible Securities Depository.

## 7. **CERTAIN GENERAL TERMS**

7.1 **No Duty to Examine Underlying Instruments.** Nothing herein shall obligate the Custodian to review or examine the terms of any underlying instrument, certificate, credit agreement, indenture, loan agreement, promissory note, or other financing document evidencing or governing any Security to determine the validity, sufficiency, marketability or enforceability of any Security (and shall have no responsibility for the genuineness or completeness thereof), or otherwise.

7.2 **Resolution of Discrepancies.** In the event of any discrepancy between the information set forth in any report provided by the Custodian to the Company and any information contained in the books or records of the Company, the Company shall promptly notify the Custodian thereof and the parties shall cooperate to diligently resolve the discrepancy.

7.3 **Improper Instructions.** Notwithstanding anything herein to the contrary, the Custodian shall not be obligated to take any action (or forebear from taking any action), which it reasonably determines to be contrary to the terms of this Agreement or applicable law. In no instance shall the Custodian be obligated to provide services on any day that is not a Business Day.

### 7.4 **Proper Instructions**

- (a) The Company will give a notice to the Custodian, in form acceptable to the Custodian, specifying the names and specimen signatures of persons authorized to give Proper Instructions (collectively, "**Authorized Persons**" and each is an "**Authorized Person**"), which notice shall be signed by any two Authorized Persons previously certified to the Custodian. The Custodian shall be entitled to rely upon the identity and authority of such persons until it receives written notice from an Authorized Person of the Company to the contrary. The initial Authorized Persons are set forth on **Schedule B** attached hereto and made a part hereof (as such **Schedule B** may be modified from time to time by written notice from the Company to the Custodian); and the Company hereby represents and warrants that the true and accurate specimen signatures of such initial Authorized Persons are set forth on **Schedule B**.
- (b) The Custodian shall have no responsibility or liability to the Company (or any other person or entity), and shall be indemnified and held harmless by the Company, in the event that a subsequent written confirmation of an oral instruction fails to conform to the oral instructions received by the Custodian. The Custodian shall not have an obligation to act in accordance with purported instructions to the extent that they conflict with applicable law or regulations, local market practice or the Custodian's operating policies and practices. The

Custodian shall not be liable for any loss resulting from a delay while it obtains clarification of any Proper Instructions.

7.5 Actions Permitted Without Express Authority. The Custodian may, at its discretion, without express authority from the Company:

- (a) make payments to itself as described in or pursuant to Section 3.9(b), or to make payments to itself or others for minor expenses of handling securities or other similar items relating to its duties under this Agreement; provided that (i) the Custodian shall have first invoiced or billed the Company for such amounts and the Company shall have failed to pay such amounts within thirty (30) days after the date of such invoice or bill, and (ii) all such payments shall be regularly accounted for to the Company;
- (b) surrender Securities in temporary form for Securities in definitive form;
- (c) endorse for collection cheques, drafts and other negotiable instruments; and
- (d) in general attend to all nondiscretionary details in connection with the sale, exchange, substitution, purchase, transfer and other dealings with the securities and property of the Company.

7.6 Evidence of Authority. The Custodian shall be protected in acting upon any instructions, notice, request, consent, certificate, instrument or paper reasonably believed by it to be genuine and to have been properly executed or otherwise given by or on behalf of the Company by an Authorized Officer. The Custodian may receive and accept a certificate signed by any Authorized Officer as conclusive evidence of:

- (a) the authority of any person to act in accordance with such certificate; or
- (b) any determination or action by the Company as described in such certificate,

and such certificate may be considered as in full force and effect until receipt by the Custodian of written notice to the contrary from an Authorized Officer of the Company.

7.7 Receipt of Communications. Any communication received by the Custodian on a day which is not a Business Day or after 3:30 p.m., Eastern time (or such other time as is agreed by the Company and the Custodian from time to time), on a Business Day will be deemed to have been received on the next Business Day (but in the case of communications so received after 3:30 p.m., Eastern time, on a Business Day the Custodian will use its best efforts to process such communications as soon as possible after receipt).

**8. COMPENSATION OF CUSTODIAN**

8.1 Fees. The Custodian shall be entitled to compensation for its services in accordance with the terms of that certain fee letter dated January 31, 2011, between the Company and the Custodian.

8.2 Expenses. The Company agrees to pay or reimburse to the Custodian upon its request from time to time all costs, disbursements, advances, and expenses (including reasonable fees and expenses of legal counsel) incurred, and any disbursements and advances made (including any Account overdraft resulting from any settlement or assumed settlement, provisional credit, chargeback, returned deposit item, reclaimed payment or claw-back, or the like), in connection with the preparation or execution of this Agreement, or in connection with the transactions contemplated hereby or the administration of this Agreement or performance by the Custodian of its duties and services under this Agreement, from time to time (including costs and expenses of any action deemed necessary by the Custodian to collect any amounts owing to it under this Agreement).

**9. RESPONSIBILITY OF CUSTODIAN**

9.1 General Duties. The Custodian shall have no duties, obligations or responsibilities under this Agreement or with respect to the Securities or Proceeds except for such duties as are expressly and specifically set forth in this Agreement, and the duties and obligations of the Custodian shall be determined solely by the express provisions of this Agreement. No implied duties, obligations or responsibilities shall be read into this Agreement against, or on the part of, the Custodian.

9.2 Instructions

- (a) The Custodian shall be entitled to refrain from taking any action unless it has such instruction (in the form of Proper Instructions) from the Company as it reasonably deems necessary, and shall be entitled to require, upon notice to the Company, that Proper Instructions to it be in writing. The Custodian shall have no liability for any action (or forbearance from action) taken pursuant to the Proper Instruction of the Company.
- (b) Whenever the Custodian is entitled or required to receive or obtain any communications or information pursuant to or as contemplated by this Agreement, it shall be entitled to receive the same in writing, in form, content and medium reasonably acceptable to it and otherwise in accordance with any applicable terms of this Agreement; and whenever any report or other information is required to be produced or distributed by the Custodian it shall be in form, content and medium reasonably acceptable to it and the Company and otherwise in accordance with any applicable terms of this Agreement.

9.3 General Standards of Care. Notwithstanding any terms herein contained to the contrary, the acceptance by the Custodian of its appointment hereunder is expressly

subject to the following terms, which shall govern and apply to each of the terms and provisions of this Agreement (whether or not so stated therein):

- (a) The Custodian may rely on (and shall be protected in acting or refraining from acting in reliance upon) any written notice, instruction, statement, certificate, request, waiver, consent, opinion, report, receipt or other paper or document furnished to it (including any of the foregoing provided to it by telecopier or electronic means), not only as to its due execution and validity, but also as to the truth and accuracy of any information therein contained, which it in good faith believes to be genuine and signed or presented by the proper person (which in the case of any instruction from or on behalf of the Company shall be an Authorized Person); and the Custodian shall be entitled to presume the genuineness and due authority of any signature appearing thereon. The Custodian shall not be bound to make any independent investigation into the facts or matters stated in any such notice, instruction, statement, certificate, request, waiver, consent, opinion, report, receipt or other paper or document; provided, however, that, if the form thereof is specifically prescribed by the terms of this Agreement, the Custodian shall examine the same to determine whether it substantially conforms on its face to such requirements hereof.
- (b) Neither the Custodian nor any of its directors, officers or employees shall be liable to anyone for any error of judgment, or for any act done or step taken or omitted to be taken by it (or any of its directors, officers or employees), or for any mistake of fact or law, or for anything which it may do or refrain from doing in connection herewith, unless such action or inaction constitutes gross negligence, willful misconduct or bad faith on its part and in breach of the terms of this Agreement. The Custodian shall not be liable for any action taken by it in good faith and reasonably believed by it to be within powers conferred upon it, or taken by it pursuant to any direction or instruction by which it is governed hereunder, or omitted to be taken by it by reason of the lack of direction or instruction required hereby for such action. Except as otherwise expressly provided herein, the Custodian shall not be under any obligation at any time to ascertain whether the Company is in compliance with the 1940 Act, the regulations thereunder, or the Company's investment objectives and policies then in effect.
- (c) In no event shall the Custodian be liable for any indirect, special or consequential damages (including lost profits) whether or not it has been advised of the likelihood of such damages.
- (d) The Custodian may consult with, and obtain advice from, legal counsel selected in good faith with respect to any question as to any of the provisions hereof or its duties hereunder, or any matter relating hereto, and the written opinion or advice of such counsel shall be full and complete authorization and protection in respect of any action taken, suffered or omitted by the Custodian in good faith in accordance with the opinion and directions of such counsel; the reasonable cost of such services shall be reimbursed pursuant to Section 8.2 above.



- (e) The Custodian shall not be deemed to have notice of any fact, claim or demand with respect hereto unless actually known by an officer working in its Corporate Trust Services group and charged with responsibility for administering this Agreement or unless (and then only to the extent received) in writing by the Custodian at the applicable address(es) as set forth in Section 15 and specifically referencing this Agreement.
- (f) No provision of this Agreement shall require the Custodian to expend or risk its own funds, or to take any action (or forbear from action) hereunder which might in its judgment involve any expense or any financial or other liability unless it shall be furnished with acceptable indemnification. Nothing herein shall obligate the Custodian to commence, prosecute or defend legal proceedings in any instance, whether on behalf of the Company or on its own behalf or otherwise, with respect to any matter arising hereunder, or relating to this Agreement or the services contemplated hereby.
- (g) The permissive right of the Custodian to take any action hereunder shall not be construed as duty.
- (h) The Custodian may act or exercise its duties or powers hereunder through agents or attorneys, and the Custodian shall not be liable or responsible for the actions or omissions of any such agent or attorney (i) appointed with the Company's prior written consent specifically acknowledging such limitation of liability and (ii) maintained with reasonable due care.
- (i) All indemnifications contained in this Agreement in favor of the Custodian shall survive the termination of this Agreement.

#### 9.4 Indemnification; Custodian's Lien.

- (a) The Company shall and does hereby indemnify and hold harmless each of the Custodian, and any Foreign Sub-custodian appointed pursuant to Section 6.1 above, for and from any and all costs and expenses (including reasonable attorney's fees and expenses), and any and all losses, damages, claims and liabilities, that may arise, be brought against or incurred by the Custodian, and any advances or disbursements made by the Custodian (including in respect of any Account overdraft, returned deposit item, chargeback, provisional credit, settlement or assumed settlement, reclaimed payment, claw-back or the like), as a result of, relating to, or arising out of this Agreement, or the administration or performance of the Custodian's duties hereunder, or the relationship between the Company (including, for the avoidance of doubt, any Subsidiary) and the Custodian created hereby, other than such liabilities, losses, damages, claims, costs and expenses as are directly caused by the Custodian's action or inaction constituting gross negligence or willful misconduct.

- (b) If the Company requires the Custodian, its affiliates, subsidiaries or agents, to advance cash or securities for any purpose (including but not limited to securities settlements, foreign exchange contracts and assumed settlement) or in the event that the Custodian or its nominee shall incur or be assessed any taxes, charges, expenses, assessments, claims or liabilities in connection with the performance of this Agreement, except such as may arise from its or its nominee's own gross negligent action, gross negligent failure to act or willful misconduct, or if the Company fails to compensate or pay the Custodian pursuant to Section 8.1 or Section 9.4 hereof, any cash at any time held for the account of the Company shall be security therefor and should the Company fail to repay the Custodian promptly (or, if specified, within the time frame provided herein), the Custodian shall be entitled to utilize available cash to the extent necessary to obtain reimbursement

9.5 Force Majeure. Without prejudice to the generality of the foregoing, the Custodian shall be without liability to the Company for any damage or loss resulting from or caused by events or circumstances beyond the Custodian's reasonable control, including nationalization, expropriation, currency restrictions, the interruption, disruption or suspension of the normal procedures and practices of any securities market, power, mechanical, communications or other technological failures or interruptions, computer viruses or the like, fires, floods, earthquakes or other natural disasters, civil and military disturbance, acts of war or terrorism, riots, revolution, acts of God, work stoppages, strikes, national disasters of any kind, or other similar events or acts; errors by the Company (including any Authorized Person) in its instructions to the Custodian; or changes in applicable law, regulation or orders.

## **10. SECURITY CODES**

If the Custodian issues to the Company security codes, passwords or test keys in order that it may verify that certain transmissions of information, including Proper Instructions, have been originated by the Company, the Company shall take all commercially reasonable steps to safeguard any security codes, passwords, test keys or other security devices which the Custodian shall make available.

## **11. TAX LAW**

11.1 Domestic Tax Law. The Custodian shall have no responsibility or liability for any obligations now or hereafter imposed on the Company, or the Custodian as custodian of the Securities or the Proceeds, by the tax law of the United States or any state or political subdivision thereof. The Custodian shall be kept indemnified by and be without liability to the Company for such obligations including taxes (but excluding any income taxes assessable in respect of compensation paid to the Custodian pursuant to this Agreement), withholding, certification and reporting requirements, claims for exemption or refund, additions for late payment interest, penalties and other expenses (including legal expenses) that may be assessed against the Company, or the Custodian as custodian of the Securities or Proceeds.

11.2 Foreign Tax Law. It shall be the responsibility of the Company to notify the Custodian of the obligations imposed on the Company, or the Custodian as custodian of any Foreign Securities or related Proceeds, by the tax law of foreign (i.e., non-U.S.) jurisdictions, including responsibility for withholding and other taxes, assessments or other government charges, certifications and government reporting. The sole responsibility of the Custodian with regard to such tax law shall be to use reasonable efforts to cooperate with the Company with respect to any claims for exemption or refund under the tax law of the jurisdictions for which the Company has provided such information.

**12. EFFECTIVE PERIOD, TERMINATION**

12.1 Effective Date. This Agreement shall become effective as of its due execution and delivery by each of the parties. This Agreement shall continue in full force and effect until terminated as hereinafter provided. This Agreement may be terminated by the Custodian or the Company pursuant to Section 12.2.

12.2 Termination. This Agreement shall terminate upon the earliest of (a) occurrence of the effective date of termination specified in any written notice of termination given by either party to the other not later than ninety (90) days prior to the effective date of termination specified therein, (b) such other date of termination as may be mutually agreed upon by the parties in writing.

12.3 Resignation. The Custodian may at any time resign under this Agreement by giving not less than ninety (90) days advance written notice thereof to the Company. The Company may at any time remove the Custodian under this Agreement by giving not less than ninety (90) days advance written notice thereof to the Custodian.

12.4 Successor. Prior to the effective date of termination of this Agreement, or the effective date of the resignation or removal of the Custodian, as the case may be, the Company shall give Proper Instruction to the Custodian designating a successor Custodian, if applicable.

12.5 Payment of Fees, etc. Upon termination of this Agreement or resignation or removal of the Custodian, the Company shall pay to the Custodian such compensation, and shall likewise reimburse the Custodian for its costs, expenses and disbursements, as may be due as of the date of such termination or resignation (or removal, as the case may be). All indemnifications in favor of the Custodian under this Agreement shall survive the termination of this Agreement, or any resignation or removal of the Custodian.

12.6 Final Report. In the event of any resignation or removal of the Custodian, the Custodian shall provide to the Company a complete final report or data file transfer of any Confidential Information as of the date of such resignation or removal.

**13. REPRESENTATIONS AND WARRANTIES**

13.1 Representations of the Company. The Company represents and warrants to the Custodian that:

- (a) it has the power and authority to enter into and perform its obligations under this Agreement, and it has duly authorized, executed and delivered this Agreement so as to constitute its valid and binding obligation; and
- (b) in giving any instructions which purport to be “Proper Instructions” under this Agreement, the Company will act in accordance with the provisions of its certificate of incorporation and bylaws and any applicable laws and regulations.

13.2 Representations of the Custodian. The Custodian hereby represents and warrants to the Company that:

- (a) it is qualified to act as a custodian pursuant to Section 26(a)(1) of the 1940 Act;
- (b) it has the power and authority to enter into and perform its obligations under this Agreement;
- (c) it has duly authorized, executed and delivered this Agreement so as to constitute its valid and binding obligations; and
- (d) it maintains business continuity policies and standards that include data file backup and recovery procedures that comply with all applicable regulatory requirements.

**14. PARTIES IN INTEREST; NO THIRD PARTY BENEFIT**

This Agreement is not intended for, and shall not be construed to be intended for, the benefit of any third parties and may not be relied upon or enforced by any third parties (other than successors and permitted assigns pursuant to Section 19).

**15. NOTICES**

Any Proper Instructions (to the extent given by hand, mail, courier or telecopier) shall be given to the following address (or such other address as either party may designate by written notice to the other party), and otherwise any notices, approvals and other communications hereunder shall be sufficient if made in writing and given to the parties at the following address (or such other address as either of them may subsequently designate by notice to the other), given by (i) hand, (ii) certified or registered mail, postage prepaid, (iii) recognized courier or delivery service, or (iv) confirmed telecopier or telex, with a duplicate sent on the same day by first class mail, postage prepaid:

- (a) if to the Company or any Subsidiary, to

OFS Capital Corporation  
2850 West Golf Road, Suite 520 Rolling Meadows, IL 60008  
Attention: Jeffrey A. Cerny  
Fax No.: (847) 734-7911  
Email: jcerny@ofscapital.com

(b) if to the Custodian (other than in its role as Document Custodian), to

U.S. Bank Global Corporate Trust Services 190 S. LaSalle St. 10th Floor  
Chicago, Illinois 60603 MK-IL-SL-10  
Ref: OFS Capital Corporation  
Attention: Lou Maruchau, AVP – Relationship Management Fax No.: (312) 332-8030  
Email: louis.maruchau@usbank.com

(c) if to the Custodian solely in its role as Document Custodian, to

U.S. Bank National Association 1133 Rankin Street, Ste. 100  
Saint Paul, MN 55116  
Ref: OFS Capital Corporation Attention: Saah T. Kemayah Fax  
No.: 651-695-6102  
Email: saah.kemayah@usbank.com

**16. CHOICE OF LAW AND JURISDICTION**

This Agreement shall be construed, and the provisions thereof interpreted under and in accordance with and governed by the laws of the State of New York for all purposes (without regard to its choice of law provisions); except to the extent such laws are inconsistent with federal securities laws, including the 1940 Act.

**17. ENTIRE AGREEMENT; COUNTERPARTS**

17.1 Complete Agreement. This Agreement constitutes the complete and exclusive agreement of the parties with regard to the matters addressed herein and supersedes and terminates, as of the date hereof, all prior agreements or understandings, oral or written, between the parties to this Agreement relating to such matters.

17.2 Counterparts. This Agreement may be executed in any number of counterparts and all counterparts taken together shall constitute one and the same instrument.

17.3 Facsimile Signatures. The exchange of copies of this Agreement and of signature pages by facsimile transmission or pdf shall constitute effective execution and delivery of this Agreement as to the parties and may be used in lieu of the original Agreement for all purposes. Signatures of the parties transmitted by facsimile or pdf shall be deemed to be their original signatures for all purposes.

**18. AMENDMENT; WAIVER**

18.1 Amendment. This Agreement may not be amended except by an express written instrument duly executed by each of the Company and the Custodian.

18.2 Waiver. In no instance shall any delay or failure to act be deemed to be or effective as a waiver of any right, power or term hereunder, unless and except to the extent such waiver is set forth in an express written instrument signed by the party against whom it is to be charged.

**19. SUCCESSOR AND ASSIGNS**

19.1 Successors Bound. The covenants and agreements set forth herein shall be binding upon and inure to the benefit of each of the parties and their respective successors and permitted assigns. Neither party shall be permitted to assign their rights under this Agreement without the written consent of the other party; provided, however, that the foregoing shall not limit the ability of the Custodian to delegate certain duties or services to or perform them through agents or attorneys appointed with due care as expressly provided in this Agreement.

19.2 Merger and Consolidation. Any corporation or association into which the Custodian may be merged or converted or with which it may be consolidated, or any corporation or association resulting from any merger, conversion or consolidation to which the Custodian shall be a party, or any corporation or association to which the Custodian transfers all or substantially all of its corporate trust business, shall be the successor of the Custodian hereunder, and shall succeed to all of the rights, powers and duties of the Custodian hereunder, without the execution or filing of any paper or any further act on the part of any of the parties hereto.

**20. SEVERABILITY**

The terms of this Agreement are hereby declared to be severable, such that if any term hereof is determined to be invalid or unenforceable, such determination shall not affect the remaining terms.

**21. REQUEST FOR INSTRUCTIONS**

If, in performing its duties under this Agreement, the Custodian is required to decide between alternative courses of action, the Custodian may (but shall not be obliged to) request written instructions from the Company as to the course of action desired by it. If the Custodian does not receive such instructions within two (2) Business Days after it has requested them, the Custodian

may, but shall be under no duty to, take or refrain from taking any such courses of action. The Custodian shall act in accordance with instructions received from the Company in response to such request after such two-Business Day period except to the extent it has already taken, or committed itself to take, action inconsistent with such instructions.

**22. OTHER BUSINESS**

Nothing herein shall prevent the Custodian or any of its affiliates from engaging in other business, or from entering into any other transaction or financial or other relationship with, or receiving fees from or from rendering services of any kind to the Company or any other Person. Nothing contained in this Agreement shall constitute the Company and/or the Custodian (and/or any other Person) as members of any partnership, joint venture, association, syndicate, unincorporated business or similar assignment as a result of or by virtue of the engagement or relationship established by this Agreement.

**23. REPRODUCTION OF DOCUMENTS**

This Agreement and all schedules, exhibits, attachments and amendment hereto may be reproduced by any photographic, photostatic, microfilm, micro-card, miniature photographic or other similar process. The parties hereto each agree that any such reproduction shall be admissible in evidence as the original itself in any judicial or administrative proceeding, whether or not the original is in existence and whether or not such reproduction was made by a party in the regular course of business, and that any enlargement, facsimile or further production shall likewise be admissible in evidence.

**24. MISCELLANEOUS**

The Company acknowledges receipt of the following notice:

**“ IMPORTANT INFORMATION ABOUT PROCEDURES FOR OPENING A NEW ACCOUNT.**

**To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account. For a non-individual person such as a business entity, a charity, a trust or other legal entity the Custodian will ask for documentation to verify its formation and existence as a legal entity. The Custodian may also ask to see financial statements, licenses, identification and authorization documents from individuals claiming authority to represent the entity or other relevant documentation.”**

*[PAGE INTENTIONALLY ENDS HERE. SIGNATURES APPEAR ON NEXT PAGE.]*

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be executed and delivered by a duly authorized officer, intending the same to take effect as of the date first written above.

Witness: **OFS CAPITAL CORPORATION**

/s/ Bei Zhang

Name: Bei Zhang

Title: Chief Accounting Officer

By: /s/ Robert S. Palmer

Name: Robert S. Palmer

Title: Chief Financial Officer

Witness: **U.S. BANK NATIONAL ASSOCIATION**

/s/ Louis J. Manucheu

Name: Louis J. Manucheu

Title: Assistant Vice President

By: /s/ Peter Thanoukos

Name: Peter Thanoukos

Title: Vice President

[Signature Page to Custody Agreement]



## EXHIBIT F

**AGREED-UPON PROCEDURES FOR INDEPENDENT PUBLIC ACCOUNTANTS**

In accordance with Section 8.09 of the Revolving Credit and Security Agreement dated as of June 20, 2019 among OFSCC-FS, LLC, as borrower (the “Borrower”), the lenders from time to time parties thereto, BNP Paribas, as administrative agent (the “Administrative Agent”), OFSCC-FS Holdings, LLC, as equityholder, OFS Capital Corporation, as servicer (the “Servicer”), Citibank, N.A., as collateral agent, and Virtus Group, LP, as collateral administrator (as the same may from time to time be amended, supplemented, waived or otherwise modified, the “Revolving Credit Agreement”), the Servicer will cause a firm of nationally recognized independent public accountants to furnish in accordance with attestation standards established by the American Institute of Certified Public Accountants a report to the effect that such accountants have verified, compared to the systems, underwriting files, compliance certificates, underlying loan documents, or other relevant materials, or recalculated each of the following items in the Monthly Report to the applicable system or records of the Servicer:

□ Collateral Loan List:

- o Loan Type (First Lien Loan, First Lien Last Out Loan, Second Lien Loan)
- o Loan Class (Class 1 Loan, Class 1A Loan, Class 2 Loan, Class 3 Loan)
- o Principal Balance
- o Adjusted Principal Balance
- o Collateral Loan Purchase Date (date Collateral Loan was added to facility)
- o Purchase Price
- o Collateral Loan Maturity Date
- o Interest Rate (Floating/Fixed), Index, LIBOR Floor, spread, PIK
- o Moody’s Industry Classification
- o Moody’s and S&P ratings (if applicable)
- o Unfunded Amount
- o Net Senior Debt Leverage Ratio and Net Total Debt Leverage Ratio
- o Debt Service Coverage Ratio
- o Interest Coverage Ratio
- o Borrowing Base
- o Advances Outstanding
- o Discretionary Sales Calculations in accordance with Section 10.01(a)
- o Defaulted Collateral Loan Sales Calculations in accordance with Section 10.03(a)(iv) (includes substitutions)
- o Excess Concentration Amounts
- o Minimum OC Coverage Test by Class
- o Priority of Payments in accordance with Section 9.01 of the Revolving Credit Agreement

At the discretion of the Administrative Agent and a firm of nationally recognized independent public accountants, one Monthly Report and one Payment Date Report beginning with the 2019 fiscal year will be chosen and reviewed in accordance with Section 8.09 of the Revolving Credit Agreement.

**LIST OF SUBSIDIARIES**

- OFSCC-FS Holdings, LLC, a Delaware limited liability company.
- OFSCC-MB, LLC, a Delaware limited liability company.
- OFS SBIC I GP, LLC, a Delaware limited liability company.
- OFS SBIC I, LP, a Delaware limited liability company.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statement on Form N-2 of our report dated March 4, 2022, with respect to the consolidated statements of assets and liabilities of OFS Capital Corporation and subsidiaries, including the consolidated schedules of investments, as of December 31, 2021 and 2020, the related consolidated statements of operations, changes in net assets, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes, which report appears in the December 31, 2021 annual report on Form 10-K of OFS Capital Corporation, and the report dated March 4, 2022 on the senior securities table attached as an exhibit to the Form 10-K. We also consent to the reference to our firm under the heading "Senior Securities" in the Form 10-K.

/s/ KPMG LLP

Chicago, Illinois  
March 4, 2022





**Certification of Chief Executive Officer**  
**Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2021 (the "Report") of OFS Capital Corporation (the "Registrant"), as filed with the Securities and Exchange Commission on the date hereof, I, Bilal Rashid, the Chief Executive Officer of the Registrant, hereby certify, to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Bilal Rashid  
\_\_\_\_\_  
**Name: Bilal Rashid**  
**Date: March 4, 2022**

**Certification of Chief Financial Officer**  
**Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to**  
**Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report on Form 10-K for the year ended December 31, 2021 (the "Report") of OFS Capital Corporation (the "Registrant"), as filed with the Securities and Exchange Commission on the date hereof, I, Jeffrey A. Cerny, the Chief Financial Officer of the Registrant, hereby certify, to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

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/s/ Jeffrey A. Cerny  
**Name: Jeffrey A. Cerny**  
**Date: March 4, 2022**

**Independent Auditors' Report on Supplementary Information**

To the Stockholders and Board of Directors  
OFS Capital Corporation:

We have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of assets and liabilities of OFS Capital Corporation and subsidiaries (the Company), including the consolidated schedules of investments, as of December 31, 2021 and 2020, the related consolidated statements of operations, changes in net assets, and cash flows for each of the years in the three-year period ended December 31, 2021, and the related notes (collectively, the consolidated financial statements) and have issued our report thereon dated March 4, 2022 which contained an unmodified opinion on those consolidated financial statements. Our audit was performed for the purpose of forming an opinion on the consolidated financial statements as a whole.

The senior securities information as of December 31, 2021, 2020 and 2019 included in Part II, Item 5 of the Annual Report on Form 10-K of the Company under the caption "Senior Securities" (the senior securities table) has been subjected to audit procedures performed in conjunction with the audits of the Company's consolidated financial statements. The senior securities table is the responsibility of the Company's management. Our audit procedures included determining whether the senior securities table reconciles to the consolidated financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the senior securities table. In forming our opinion on the senior securities table, we evaluated whether the senior securities table, including its form and content, is presented in conformity with the instructions to Form N-2. In our opinion, the senior securities table as of December 31, 2021, 2020 and 2019 is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

/s/ KPMG LLP

Chicago, Illinois  
March 4, 2022