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# Blue Owl Capital Corporation ("OBDC") and Blue Owl Capital Corporation III ("OBDE")

Overview of Proposed Merger Between OBDC and OBDE

### B



The board of directors for each of OBDC and OBDE have unanimously approved the merger and believe the transaction can create meaningful value for shareholders of both companies



Merger between two known, high quality diversified portfolios with significant investment overlap that have been under Blue Owl management since inception



Increases scale and diversification with \$17.7 billion of total investments<sup>1</sup> and an average position size of less than 0.4%<sup>1</sup>



Streamlines Blue Owl BDCs' organizational structure and improves secondary market liquidity as a result of increased market capitalization



Reduces financing costs over time driven by benefits of scale



Accretive to net investment income over time through operational synergies



Opportunity for net asset value per share accretion

1. Pro forma as of June 30, 2024. See disclaimer for definition

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### **Key Transaction Terms**



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Str	uc	tu	re

- OBDC to acquire 100% of OBDE in a stock-for-stock merger, with shares of OBDE common stock to be exchanged for shares of OBDC common stock
- Number of shares of OBDC common stock to be received by OBDE shareholders to be determined at merger close based upon
  (i) the Net Asset Value¹ ("NAV") per share of OBDE and OBDC, and (ii) the market price of OBDC common stock
- o Combined company to continue to trade under the ticker "OBDC" on the New York Stock Exchange

#### Pro Forma Balance Sheet<sup>2</sup>

- o \$18.4 billion in total assets and \$17.7 billion in total investments at fair value
- o Investments in 256 portfolio companies with an average position size of less than 0.4%
- o Net leverage of 1.20x debt-to-equity; no anticipated changes to OBDC's target leverage ratio of 0.90x to 1.25x
- o Combined company is expected to continue to have investment grade ratings from four rating agencies3 Moody's, S&P, Fitch, Kroll
- OBDC's existing debt will remain outstanding and OBDE's credit facilities and existing debt will be transferred to OBDC through any necessary consents, amendments and joinders<sup>4</sup>
- o Flexible capital structure with manageable near-term debt maturities

#### Combined Company Fee Structure

- o Base management fee rate of 1.50% to remain unchanged
- o 17.5% incentive fee and 6% hurdle to remain unchanged

#### Transaction Expense Support

 Fees and expenses associated with the merger will be reimbursed by OBDC's adviser, Blue Owl Credit Advisors LLC, up to a cap of \$4.25 million

#### Required Approvals

- o OBDC: affirmative vote of a majority of votes cast where a quorum is present
- o OBDE: affirmative vote of a majority of outstanding shares
- o Regulatory approvals and other customary closing conditions

### Management & Governance

- o Blue Owl Credit Advisors LLC will serve as the investment adviser of the combined company
- o OBDC's officers and board of directors are expected to remain unchanged

#### Anticipated Timing

- o Expect joint proxy statement / prospectus and registration statement to be declared effective in Q4 2024
- o Anticipate closing in Q1 2025, subject to shareholder approval and other customary closing conditions

<sup>1,</sup> Final merger NAV and relevant OBDC market price will be determined within 48 hours prior to closing (excluding Sundays and holidays). 2, Pro forma as of June 30, 2024. See disclaimer for definition. 3, A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. 4, Except for payoffs.



### Commitment to Long-Term Shareholder Value

### **Dividend Structure**

#### **OBDC Shareholders**

- OBDC will continue to declare and pay regular quarterly dividends, subject to Board approval
- Incremental upside to dividend yield from supplemental dividend structure, which will be unchanged (50% of net investment income in excess of OBDC's regular dividend)

#### **OBDE Shareholders (Prior to Closing)**

- OBDE will continue to declare and pay regular quarterly dividends, subject to Board approval
- OBDE shareholders will receive any estimated undistributed income at OBDE, which includes any previously declared¹ but unpaid special dividends, prior to close
  - Previously Declared, But Unpaid, Special Dividends: \$0.24 per share as of June 30, 2024
  - Estimated Additional Undistributed Income: Approximately \$0.19 per share as of June 30, 2024
- In total, OBDE shareholders can expect to receive an estimated \$0.43 per share of additional dividend income along with the regular quarterly dividend of \$0.35 per share from June 30, 2024 through merger close

### Share Repurchase Program

Existing \$150 million share repurchase program at OBDC to remain in place post-closing of the merger

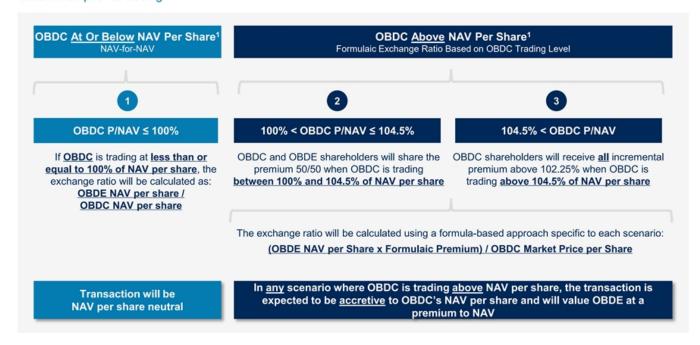
1, On January 12, 2024, the OBDE Board declared, in addition to the \$0.06 special dividend per share paid on June 14, 2024, four special dividends of \$0.06 per share, payable on or before September 13, 2024, December 13, 2024, March 14, 2025 and June 13, 2025 to shareholders of record as of August 30, 2024, November 29, 2024, February 28, 2025 and May 30, 2025, respectively.

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### Overview of Proposed Merger Consideration

OBDC to acquire 100% of OBDE in a stock-for-stock merger, with shares to be exchanged based upon an exchange ratio determined prior to closing<sup>1</sup>



Allows for potential NAV per share accretion at OBDC and consideration valued in excess of NAV at OBDE if shares of OBDC are trading above its NAV per share at close

1. Final merger NAV and relevant OBDC market price will be determined within 48 hours prior to closing (excluding Sundays and holidays).

### Structure Provides Opportunity for NAV Per Share Accretion

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	OBDC Trading <u>At or Below</u> NAV Per Share <sup>1</sup> NAV-for-NAV		ove NAV Per Share <sup>1</sup> ased on OBDC Trading Level
	Scenario 1	Scenario ②	Scenario 3
OBDC Illustrative P / NAV <sup>1</sup>	95%	104.5%	110%
OBDC Illustrative Implied Market Price <sup>1</sup>	\$14.55	\$16.05	\$16.90
OBDC NAV Per Share <sup>1,2</sup>	\$15.36	\$15.36	\$15.36
OBDE NAV Per Share <sup>1,2</sup>	\$15.56	\$15.56	\$15.56
Applicable Exchange Ratio Formula	Exchange Ratio = OBDE NAV Per Share / OBDC NAV Per Share	Exchange Ratio = OBDE NAV Per Share * (1 + 50% * (OBDC P / NAV - 1)) / OBDC Market Price	Exchange Ratio = OBDE NAV Per Share * 102.25% / OBDC Market Price
Illustrative Exchange Ratio <sup>3</sup>	\$15.56 / \$15.36 = 1.0128	\$15.56 * (1 + 50% * (104.5% - 1)) / \$16.05 = 0.9910	\$15.56 * 102.25% / \$16.90 = 0.9414
	Each OBDE shareholder to receive 1.0128 shares of OBDC per OBDE share	Each OBDE shareholder to receive 0.9910 shares of OBDC per OBDE share	Each OBDE shareholder to receive 0.9414 shares of OBDC per OBDE share
Illustrative OBDC NAV per Share Accretion <sup>3</sup>	NAV per share neutral	\$0.08 per share / 0.52%	\$0.27 per share / 1.74%
Illustrative OBDE Shareholder Consideration in Excess of NAV <sup>3</sup>	None	\$0.35 per share / 2.25% premium	\$0.35 per share / 2.25% premium

<sup>1.</sup> Final merger NAV per share and relevant OBDC market price will be determined within 48 hours prior to closing (excluding Sundays and holidays). 2. NAV per share as of 6/30/24. NAV per share is rounded to 2 decimal places for presentation purposes only. Does not include the impact of certain expected merger adjustments; including, but not limited to, merger accounting adjustments, the impact of transaction expenses, and tax distributions if applicable.. 3. Calculations of illustrative exchange ratios reflect exact NAV per share figures.





#### Seamless Portfolio Integration and Improved Portfolio Metrics

- · Significant portfolio overlap: approximately 90% of OBDE's investments are also in OBDC's portfolio
- OBDC's investment strategy to remain primarily focused on first lien loans to upper middle-market companies
- Strong credit quality in expected combined portfolio with 1.2% non-accruals and 92.0% 1- and 2-rated investments at fair value<sup>1</sup>

# Increased Scale and Portfolio Diversification<sup>1</sup>

- · Combined company expected to be second largest externally managed, publicly traded BDC by assets
  - · \$17.7 billion of investments at fair value and \$7.9 billion in net asset value across 256 portfolio companies
- Combined company creates additional diversification: average investment size decreases to less than 0.4% on a pro forma basis

### Improved Trading Liquidity

- · Larger scale creates potential for enhanced trading liquidity, a broader investor base and research coverage
- Elimination of a second diversified publicly traded BDC reduces short term arbitrage opportunities and long-term confusion

### **Greater Access to Debt Capital Markets**

- · Enhanced scale creates potential for more diverse funding sources, while consolidating existing facilities
- · Greater scale could improve cost of debt and allow for more favorable terms over time

### NII Accretion Over Time

- · Combined company is expected to realize annual synergies from duplicative expenses in year one
- Potential for incremental accretion from optimizing portfolio mix and ability into strategic equity investments over time

### Opportunity for NAV Per Share Accretion

- · If shares of OBDC are trading above its NAV per share at close:
  - · Structure allows for potential NAV per share accretion to OBDC
  - · Structure also allows for OBDE shareholder consideration to be valued at a premium to NAV

We believe enhanced scale from transaction will likely improve trading liquidity, drive lower costs of funds, and generate meaningful operational synergies

### OBDC at a Glance



\$13.3bn Portfolio Size<sup>1</sup>

212 Companies \$876mm Portfolio Company

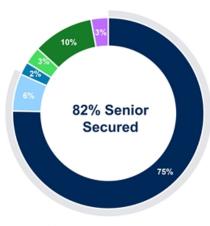
Revenue<sup>2</sup>

\$195mm Portfolio Company EBITDA<sup>2</sup>

44% Net Loan-to-Value<sup>3</sup>

11.4% Asset Yield4

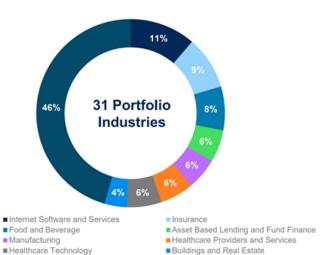
### Portfolio Mix by Asset Class



- 1st Lien
- Unsecured
- Common Equity
- 2nd Lien
- Preferred Equity
- Joint Ventures

### Portfolio Mix by Industry

Other (23 Industries)



Past performance is no guarantee of future results. Numbers may not sum due to rounding, 1, At fair value, 2, Borrower financials are derived from the most recently available portfolio company financial statements, have not been independently verified by Blue Owl, and may reflect a normalized or adjusted amount. Accordingly, Blue Owl makes no representation or warranty in respect of this information. This represents 87.4% of our total debt portfolio based on fair value as of 6/30/24 and excludes certain investments that fall outside of our typical borrower profile, 3, "Net LTV" represents the net ratio of "loan to value" for each portfolio company, weighted based on the fair value of OBDC's loan investment. The "attachment point" is the principal amount of debt that is senior to OBDC's loan investment, and that amount plus the principal amount of the loan in which OBDC invested and other equally ranked debt is the "load tollar" amount. "Value" represents an estimate of enterprese value of each portfolio company, a, calculation that will vary by portfolio company. 4, Weighted average total yield of the portfolio at fair value. Calculated based on the interest rate and the accretion of OID. Does not represent investor returns, as total portfolio yield does not reflect effects of costs and leverage. For non-stated rate income producing investments, computed based on (a) the dividend or interest income earned for the respective trailing twelve months ended on the measurement date, divided by (b) the ending cost or fair value. In instances where historical dividend or interest income data is not available or not representative for the trailing twelve months ended, the dividend income is annualized.

### OBDE at a Glance



\$4.3bn Portfolio Size1

**207** Companies \$989mm

Portfolio Company Revenue<sup>2</sup>

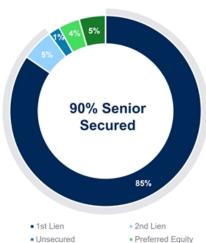
\$214mm

Portfolio

39% Net Loan-to-Value<sup>3</sup>

11.1% Asset Yield4

### Portfolio Mix by Asset Class



- Unsecured
- Common Equity

Company EBITDA<sup>2</sup>

### Portfolio Mix by Industry



Past performance is no guarantee of future results. Numbers may not sum due to rounding, 1, At fair value. 2, Borrower financials are derived from the most recently available portfolio company financial statements, have not been independently verified by Blue Owl, and may reflect a normalized or adjusted amount. Accordingly, Blue Owl makes no representation or warranty in respect of this information. This represents 88.6% of our total debt portfolio based on fair value as of 6/30/24 and excludes certain investments that fall outside of our typical borrower profile. 3, "Net LTV" represents the net ratio of "loan to value" for each portfolio company, weighted based on the fair value of OBDE's loan investment. The "attachment point" is the principal amount of debt that is senior to OBDE's loan investment, and that amount plus the principal amount of the loan in which OBDE invested and other equally ranked debt is the "load oldina" amount. "Value" represents an estimate of enterprise value of each portfolio company, a calculation that will vary by portfolio company. 4, Weighted average total yield of the portfolio at fair value. Calculated based on the interest rate and the accretion of OID. Does not represent investor returns, as total portfolio yield does not reflect effects of costs and leverage. For non-stated rate income producing investments, computed based on (a) the dividend or interest income earned for the respective trailing twelve months ended on the measurement date, divided by (b) the ending cost or fair value. In instances where historical dividend or interest income data is not available or not representative for the trailing twelve months ended, the dividend or interest income data is not available or not representative for the trailing twelve months ended, the dividend or interest income data is not available or not representative for the trailing twelve months ended, the dividend or interest income data is not available or not representative for the trailing twelve months ended.

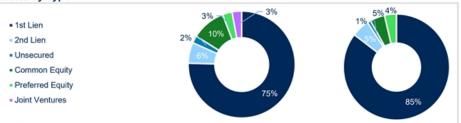
# Combined Company Has Enhanced Portfolio Diversification ${}^{\widehat{\mathcal{D}}}$

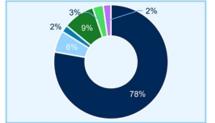


	OBDC	OBDE
Investments at Fair Value (in Millions)	\$13,342	\$4,346
Top 15 Investments (%)	32%	28%
Top 25 Investments (%)	44%	40%
Number of Portfolio Companies	212	207
Average Position Size	0.5%	0.5%
Non-Accruals (% of Debt Portfolio)	1.4%	0.5%
Internal 1- and 2-Rated Investments (%)	91.0%	95.1%

Illustrative Combined Entity <sup>1</sup>
\$17,688
29%
40%
256
0.4%
1.2%
92.0%

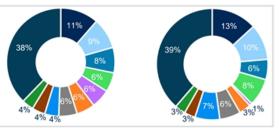
#### Assets by Type

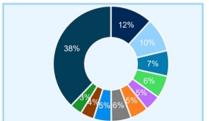




### **Industry Diversification**

- Internet Software and Services
- Insurance
- Food and Beverage
- Healthcare Providers and Services
- Asset Based Lending and Fund Finance
- Manufacturing
- Healthcare Technology
- Business Services
   Buildings and Real Estate
- Consumer Products
- Other

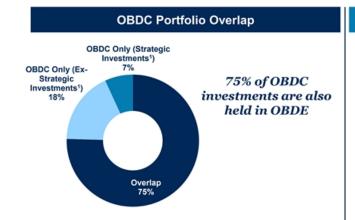


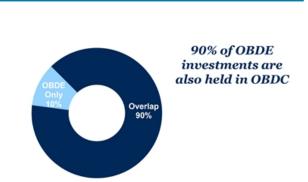


At fair value unless otherwise indicated. Numbers may not sum due to rounding. 1, Pro forma as of June 30, 2024. See disclaimer for definition.



### Substantial Investment Overlap Will Help Facilitate a Seamless Portfolio Integration





**OBDE Portfolio Overlap** 

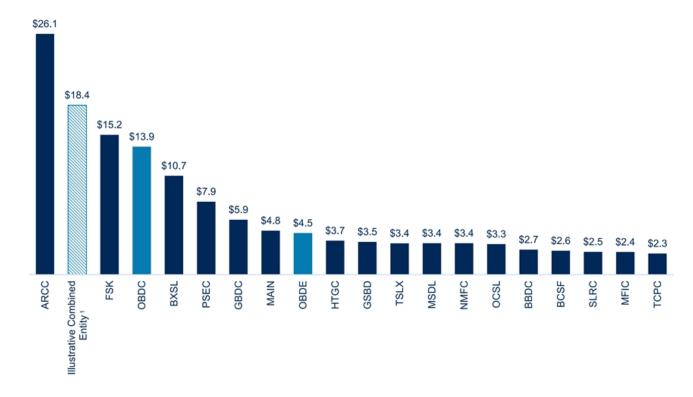
	Fair Value (in Millions)	% Portfolio	Number of Portfolio Companies	Fair Value (in Millions)	% Portfolio	Number of Portfolio Companies
Overlapping Investments	\$10,072	75%	163	\$3,894	90%	163
Non-Overlapping Investments (Ex- Strategic Investments <sup>1</sup> )	\$2,360	18%	47	\$452	10%	44
Non-Overlapping Investments (Strategic Investments <sup>1</sup> )	\$910	7%	2			
Total Investments	\$13,342		212	\$4,346		207

Numbers may not sum due to rounding. 1, Strategic investments are defined as Blue Owl Capital Corporation Senior Loan Fund LLC and Wingspire Capital Holdings LLC.



# Combination of OBDC and OBDE Would Create the Second Largest Publicly Traded BDC by Total Assets

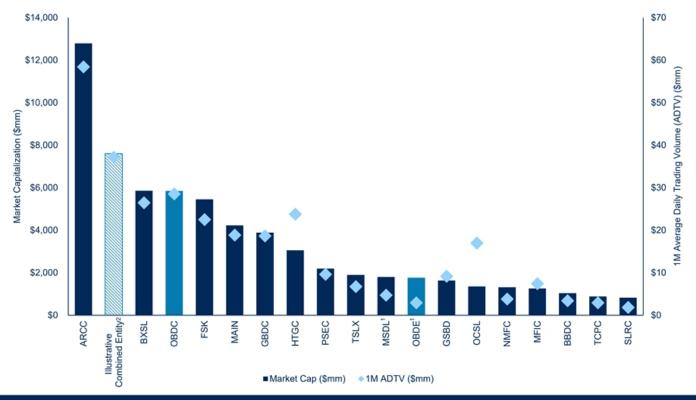




Includes the top twenty largest publicly traded BDCs by total assets. Source: Latest available public filings. Reflects latest available financial information through August 2, 2024. 1. Pro forma as of June 30, 2024. See disclaimer for definition.

### Larger BDCs are Generally More Liquid





Larger market capitalization may improve OBDC's market trading liquidity, creating a more attractive opportunity for investors

Source: Bloomberg. Reflects latest available financial information through August 2, 2024. 1, OBDE and MSDL subject to shareholder lock-ups following listings in January 2024. 2, Pro-forma ADTV calculated by taking the combined market cap of OBDC and OBDE multiplied by the ADTV as a % of market cap for standalone OBDC.

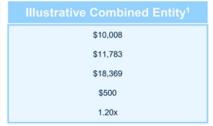


### Well-Balanced Capital Structure And Increased Access to Long-Term, Low-Cost, Flexible Debt Capital

The increased scale of the combined company may enable better access to a wider array of debt funding solutions and a potential reduction to borrowing cost

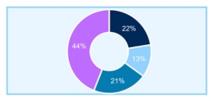
- · Combined company is expected to benefit from OBDC's higher investment grade credit ratings
- · Pro forma OBDC will continue to prioritize unsecured notes as part of maintaining its differentiated credit ratings profile
  - Larger BDCs have historically issued in the institutional bond market at tighter spreads given greater scale and ability to drive improved liquidity in bond tranches
- · Opportunity to optimize bank lending relationships and drive funding cost savings
- Total revolving credit facilities of \$2.6 billion with \$500 million of available cash and cash equivalents<sup>1</sup>
- · Streamlined capital structure estimated to create cost savings

Comparative Debt Mix	OBDC	OBDE
Total Outstanding Debt	\$7,549	\$2,460
Total Committed Debt	\$8,931	\$2,852
Total Assets	\$13,867	\$4,503
Cash & Cash Equivalents	\$380	\$120
Net Leverage Ratio	1.20x	1.22x



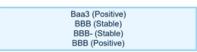
#### **Funding Mix (Committed Basis)**





#### Investment Grade Ratings<sup>2</sup>

Moody's	Baa3 (Positive)	Baa3 (Positive)
Fitch	BBB (Stable)	BBB- (Stable)
S&P	BBB- (Stable)	
KBRA	BBB (Positive)	BBB (Stable)



<sup>1,</sup> Pro forma as of June 30, 2024. See disclaimer for definition. 2, A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

# Accretive to Net Investment Income Over Time

# **Driven By Cost Synergies**& Investment Optimization

- Operational synergies through the elimination of expenses totaling more than \$5 million in year one
- Potential cost savings from streamlined capital structure over time
- Potential for incremental accretion from optimization of portfolio mix over time

### Estimated Operating Expense Savings In Year One<sup>1</sup>



### Other Potential Long-Term Return on Equity Drivers

Cost of	<ul> <li>Tightening spread on future re-issuance</li> <li>Cost savings from consolidation of</li></ul>
Financing	revolving facilities
Asset Yields	Optimize portfolio mix into higher yielding assets

1, OBDC and OBDE standalone operating expenses include professional fees, administrator expense, general and administrative expenses and directors fees for the period ended June 30, 2024.

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# Bottom Line: We Are Creating Scale the Conservative Way

### OBDC is Well-Positioned to Deliver for Investors



Investment team with decades of experience across credit cycles



Strong, long-standing relationships with over 740 sponsors



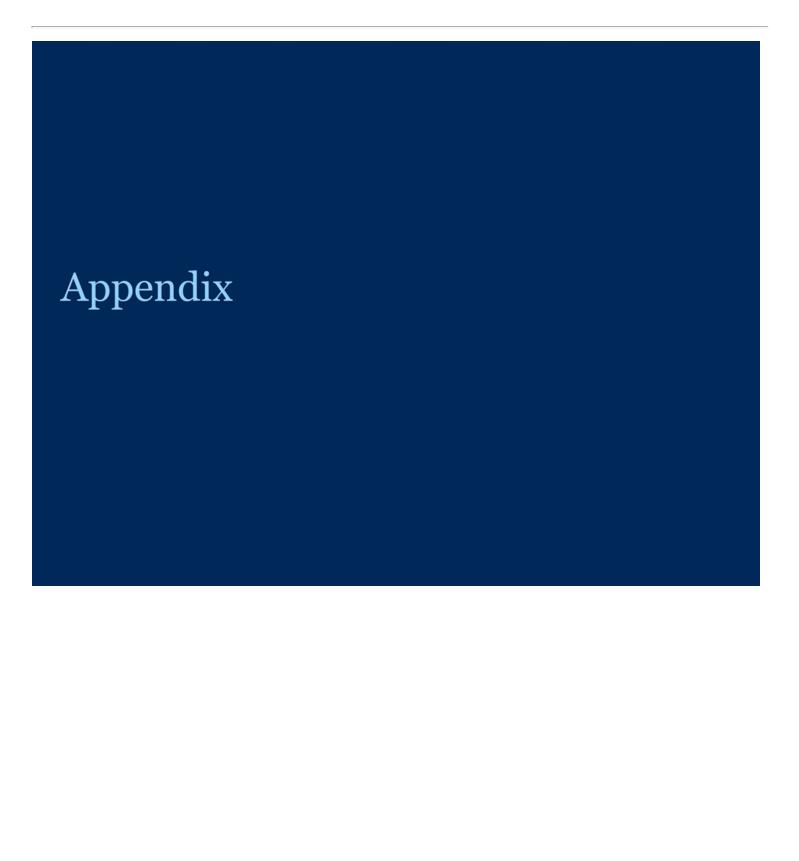
Stable portfolio with excellent credit quality<sup>4</sup>



Highest dividend coverage of likesized peers<sup>5</sup>



1. Pro forma as of June 30, 2024. See disclaimer for definition. 2. Total return since inception is calculated as the change in quarterly net asset value per share plus total dividends per share (assuming any dividends are reinvested in accordance with the Company's dividend reinvestment plan), divided by net asset value per share at inception. 3. Annual gain/loss rate is defined as net realized gain/loss over the cost of investments of combined entity. 4. Source: Raymond James BDC Credit Review. BDC 10-year average non-accrual rate is 3.9%. On a standalone basis, OBDC's non-accrual rate of 1.4% is lower than the 10-year average. 5. Like-sized peers include: ARCC, BXSL, FSK, GBDC, TSLX, and OCSL.



### Illustrative Transaction Timeline





Timeline subject to regulatory and shareholder approval.

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### Merger Consideration Structure



### Merger Consideration

OBDC to acquire 100% of OBDE in a stock-for-stock transaction, with shares to be exchanged based on the following:

- If the ratio of OBDC's market price to OBDC's NAV per share is less than or equal to 100% then
  the exchange ratio is determined by the ratio of (a) OBDE's NAV per share and (b) OBDC's
  NAV per share 48 hours prior to transaction close, or
- ii. If the ratio of OBDC's market price to OBDC's NAV per share is greater than 100% but less than or equal to 104.5% then the exchange ratio is determined by the ratio of (a) the product of (1) OBDE's NAV per share and (2) 1 + 50% of OBDC's trading premium to OBDC's NAV per share, and (b) OBDC's market price 48 hours prior to transaction close, or
- iii. If the ratio of OBDC's market price to OBDC's NAV per share is greater than 104.5% then the exchange ratio is determined by the ratio of (a) the product of (1) OBDE's NAV per share and (2) 102.25%, and (b) OBDC's market price 48 hours prior to transaction close

### Merger Consideration Formulaic Representation

i. If the ratio of OBDC's market price to OBDC's NAV per share is less than or equal to 100%:

Exchange ratio = OBDE NAV per share / OBDC NAV per share

 If the ratio of OBDC's market price to OBDC's NAV per share is greater than 100% but less than or equal to 104.5%:

Exchange ratio = OBDE NAV per share x (1 + 50% x (OBDC market price / OBDC NAV per share -1)) / OBDC market price

iii. If the ratio of OBDC's market price to OBDC's NAV per share is greater than 104.5%:

Exchange ratio = OBDE NAV per share x 102.25% / OBDC market price

Final merger NAV and OBDC market price will be determined within 48 hours prior to closing (excluding Sundays and holidays).



### Additional Key Dates & Details for OBDE Shareholders

### Remaining special dividends declared in conjunction with listing in January 20241 -

08/30/2024	09/13/2024	\$0.06
		*****
11/29/2024	12/13/2024	\$0.06
02/28/2025	03/14/2025	\$0.06
05/30/2025	06/13/2025	\$0.06
	02/28/2025	02/28/2025 03/14/2025

### Remaining investor lock-ups

	Release date
270 days post-listing	10/21/2024
365 days post-listing	01/24/2025

If the merger closes before January 24, 2025, any lock-ups on shares of OBDE remaining as of the closing will be waived.

<sup>1.</sup> On January 25, 2024, OBDE went public via a direct listing and began trading on the New York Stock Exchange.

#### Disclosures



Forward-Looking Statements

Certain statements made in this presentation are "forward looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995 because they relate to future events, future performance or financial condition of Blue OM Capital Corporation (NYSE: OBDC) or Blue OM Capital Corporation III (NYSE: OBDE) or the proposed two-step merger of OBDE and OBDC (the "Mergers"). When used in this presentation, the words "estimates," "projected," "expects," "anticipates," "forecasts," "plans," "intends," "believes," "seeks," "may," "will," "would," "should," "future," "propose," "target," "goal," "objective," "outlook" and variations of these words or similar expressions (or the negative versions of such words or expressions) are intended to identify forward-looking statements.

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