



# BLUE OWL

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BLUE OWL CREDIT ADVISORS LLC  
BLUE OWL CREDIT PRIVATE FUND ADVISORS LLC  
BLUE OWL TECHNOLOGY CREDIT ADVISORS LLC  
BLUE OWL DIVERSIFIED CREDIT ADVISORS LLC  
BLUE OWL TECHNOLOGY CREDIT ADVISORS II LLC

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This brochure (the “Brochure”) provides information about the qualifications and business practices of the collateralized loan obligation (“CLO”) programs sponsored by (i) Blue Owl Credit Advisors LLC (“OCA”), (ii) Blue Owl Credit Private Fund Advisors LLC (“OPFA”), (iii) Blue Owl Technology Credit Advisors LLC (“OTCA”), (iv) Blue Owl Diversified Credit Advisors LLC (“ODCA”), and (v) Blue Owl Technology Credit Advisors II LLC (“OTCA II”). OCA, OPFA, OTCA, ODCA and OTCA II collectively are referred to as the “Blue Owl Credit CLO Advisers.” If you have any questions about the content of this Brochure, please contact the Compliance Department at the number listed above. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about the Blue Owl Credit CLO Advisers is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

December 8, 2023

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## **Item 2 – Material Changes**

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This brochure (“Brochure”) is dated December 8, 2023, and is an amendment to the prior brochure for the CLO programs sponsored by OCA, OPFA, OTCA, and ODCA dated July 14, 2023. This also represents the first brochure for OTCA II.

In addition, in the ordinary course of its review of the Brochure, the Blue Owl Credit CLO Advisers have provided a general update of the information contained herein. The Blue Owl Credit CLO Advisers do not consider those changes to be material.

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#### Item 4 – Advisory Business

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The Blue Owl Credit CLO Advisers provide investment advisory services through the Credit platform of Blue Owl (“Blue Owl Credit”) to (i) investment funds offered to qualified investors in the United States and elsewhere (the “Blue Owl Private Funds”), (ii) collateralized loan obligation vehicles (the “Blue Owl Credit CLO Funds”), (iii) business development companies (the “Blue Owl BDCs” and, together with the Blue Owl Private Funds and Blue Owl Credit CLO Funds, “Blue Owl Credit Funds”), and (iv) fund-of-one or other separately managed account clients (“SMA Clients”). OCA, OPFA, OTCA, ODCA and OTCA II commenced operations in 2016, 2018, 2018, 2020 and 2021, respectively.

The Blue Owl Credit CLO Advisers are principally owned, through certain intermediary vehicles, by Blue Owl Capital Inc. (“Blue Owl”), which is a publicly traded company listed on the New York Stock Exchange (NYSE: OWL), and an affiliate of Neuberger Berman Group LLC and are controlled by Blue Owl. Blue Owl is ultimately controlled by the founders and principals of Blue Owl. More information about the Blue Owl Credit CLO Advisers’ owners and executive officers is available in each Blue Owl Credit CLO Adviser’s Form ADV, in Part 1A, Schedule A/B.

Blue Owl Credit is a leading alternative asset manager focused on direct lending to middle-market companies.<sup>1</sup> The Blue Owl Credit CLO Advisers provide advisory services to the Blue Owl Credit CLO Funds and may also provide advisory services to the Blue Owl BDCs, the Blue Owl Private Funds and the Blue Owl Credit SMA Clients.

As of September 30, 2023:

- OCA managed approximately \$35.1 billion on a discretionary basis;
- OPFA managed approximately \$11.2 billion on a discretionary basis;
- OTCA managed approximately \$7.3 billion on a discretionary basis;
- ODCA managed approximately \$7.0 billion on a discretionary basis; and
- OTCA II managed approximately \$10.3 billion on a discretionary basis.

Blue Owl, through the Blue Owl Credit Advisers and together with the SEC-registered investment advisers associated with the GP Strategic Capital platform of Blue Owl (the “Blue Owl GPSC Advisers”) and the Real Estate platform of Blue Owl (the “Blue Owl Real Estate Advisers” and, together with the Blue Owl Credit Advisers, the Blue Owl GPSC Advisers, and any future affiliated

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<sup>1</sup> Blue Owl Liquid Credit Advisors LLC, Blue Owl Strategic Equity Advisors LLC, Blue Owl Strategic Equity Partners Advisors LLC, and Blue Owl Healthcare Opportunities Advisors LLC (collectively with the Blue Owl Credit CLO Advisers and any future Blue Owl Credit affiliated investment advisers, the “Blue Owl Credit Advisers”) are each an SEC-registered investment adviser and have been providing investment management services since 2015, 2023, 2023, and 2023, respectively.

investment advisers, the “Blue Owl Advisers”), managed approximately \$156.9 billion on a discretionary basis (based on information as of September 30, 2023).<sup>2</sup>

### **The Blue Owl Credit CLO Funds and Their Strategies**

The Blue Owl Credit CLO Advisers, specializing in the selection, acquisition, reinvestment and disposition of the underlying collateral obligations in each Blue Owl Credit CLO Fund’s investment portfolio (“Collateral Obligations”), serve as investment managers and provide discretionary investment advisory services to their clients. The Blue Owl Credit CLO Advisers’ investment strategy focuses primarily on middle market loans (and participation interests in middle market loans) that are below investment grade. A substantial portion of these loans are originated by, and are expected to be originated in the future by, Blue Owl BDCs, through their wholly owned subsidiaries (the “Financing Subsidiaries”) or the Blue Owl Private Funds, in each case managed by the respective Blue Owl Credit CLO Fund’s investment adviser.

Middle market loans are generally loans extended to obligors with annual earnings before interest, taxes, depreciation and amortization of between \$10 million and \$250 million, and/or annual revenue of \$50 million to \$2.5 billion at the time of investment. These loans share many of the same characteristics as more broadly syndicated loans, including a senior secured position in the borrower’s capital structure and floating rate interest payments. These loans also tend to be privately held and are not often publicly rated.

The Blue Owl Credit CLO Advisers’ advisory services to the Blue Owl Credit CLO Funds are detailed in the relevant private placement memorandum or other offering documents of the Blue Owl Credit CLO Funds (“Offering Materials”) and are further described below under **Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss**. The Blue Owl Credit CLO Advisers have overall responsibility for implementing the investment strategies of the Blue Owl Credit CLO Funds and have the authority to select investments within the stated investment strategies and objectives of each Blue Owl Credit CLO Fund (such investments, together with investments of each Blue Owl Credit Client, “Portfolio Investments”). The Blue Owl Credit CLO Advisers do not tailor advice given to a Blue Owl Credit CLO Fund based on the individualized needs of any particular investor. Each investor in a Blue Owl Credit CLO Fund (“Investors”) must consider

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<sup>2</sup> For the purposes of these calculations, for the Blue Owl Credit Advisers, assets under management (approximately \$79.5 billion based on information as of September 30, 2023) represents the sum of (i) total assets of clients (including assets acquired with leverage) managed by the Blue Owl Credit Advisers, (ii) undrawn debt available to these clients (including certain amounts subject to restrictions), and (iii) uncalled committed capital of these clients (including commitments to products that have yet to commence their investment periods). For the Blue Owl GPSC Advisers, assets managed on a discretionary basis (approximately \$51.4 billion based on information as of September 30, 2023) represents the sum of capital commitments to the funds managed by the Blue Owl GPSC Advisers. For the Blue Owl Real Estate Advisers, assets managed on a discretionary basis (approximately \$25.9 billion based on information as of September 30, 2023) represents the sum of (i) total assets of clients (including assets acquired with leverage) managed by the Blue Owl Real Estate Advisers, (ii) undrawn debt available to these clients (including certain amounts subject to restrictions), and (iii) uncalled committed capital of these clients (including commitments to products that have yet to commence their investment periods).

whether that Blue Owl Credit CLO Fund meets such Investor's investment objectives and risk tolerances prior to investing.

### **Blue Owl Credit SMA Clients**

The Blue Owl Credit CLO Advisers may also manage accounts for Blue Owl Credit SMA Clients. As of the date of this Brochure, OPFA manages accounts for Blue Owl Credit SMA Clients, OCA, OTCA and ODCA do not. Each Blue Owl Credit CLO Adviser has the ability to build fully customizable separately managed accounts, which can be structured as a traditional separate account or as a fund of one, depending on the client's preferences. The Blue Owl Credit CLO Adviser generally works with each client to design portfolio construction guidelines including investment objectives, constraints and preferences, as well as monitoring and reporting obligations.

Refer to **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss** and **Item 13 – Review of Accounts** for further discussion on each Blue Owl Credit CLO Adviser's investment process for the Blue Owl Credit CLO Funds.

### **Blue Owl BDCs**

Certain Blue Owl Credit CLO Advisers also manage one or more Blue Owl BDCs which have elected to be regulated as business development companies under the Investment Company Act of 1940 (the "1940 Act"), whose investment strategies focus primarily on originating and making loans to, and making debt and equity investments in, U.S. middle market companies. The Blue Owl BDCs invest in senior secured or unsecured loans, subordinated loans or mezzanine loans and, to a lesser extent, equity-related securities and warrants. As of the date of this Brochure, OCA and ODCA manage Blue Owl BDCs; OPFA does not.

### **Blue Owl Private Funds<sup>3</sup>**

Certain Blue Owl Credit CLO Advisers also manage one or more Blue Owl Private Funds, whose investment strategy focuses primarily on originating primary transactions in and, to a lesser extent, engaging in secondary acquisitions of, senior secured loans in or related to middle market businesses based primarily in the United States. The Blue Owl Credit Advisers may also invest, on a limited basis, in other types of debt and debt-related securities in or related to middle market businesses based primarily in the United States. The Blue Owl Private Funds primarily invest in senior secured or unsecured loans, mezzanine debt, other subordinated debt, and interests in senior to common equity, as well as equity securities (or rights to acquire equity securities) which may or may not be acquired in connection with a debt financing transaction. The Blue Owl Credit Advisers do not tailor advice given to a Blue Owl Private Fund based on the individualized needs of any particular Investor. As of the date of this Brochure, OCA, OPFA and ODCA manage Blue Owl Private Funds; OTCA does not.

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<sup>3</sup> The Blue Owl Private Funds are commingled private investment vehicles relying on an exemption from registration as an investment company under the 1940 Act.



Refer to **Item 10 – Other Financial Industry Activities and Affiliations** for further discussion on the investment services provided by certain Blue Owl Credit CLO Advisers to the Blue Owl Credit CLO Funds.

This Brochure generally covers Blue Owl Credit’s CLO program. More information about the Blue Owl BDCs can be found on Blue Owl Credit’s website ([www.blueowl.com](http://www.blueowl.com)) or by contacting Blue Owl Credit at the phone number or address on the cover page of this Brochure. Further information about the Blue Owl Private Funds and CLOs managed by Blue Owl Liquid Credit Advisors LLC (“Blue Owl Liquid Credit”) can also be found in the separate brochure that covers Blue Owl Credit’s diversified lending advisory business or by contacting Blue Owl Credit at the phone number or address on the cover page of this Brochure.

## **Item 5 – Fees and Compensation**

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### **Management Fees**

The Blue Owl Credit CLO Funds commit to compensate their applicable Blue Owl Credit CLO Adviser for its investment management services through annual management fees based on the value of the assets held by the Blue Owl Credit CLO Funds and payable quarterly in arrears. Management fees include both a senior base management fee and a subordinated management fee.

Advisory fees paid by each Blue Owl Credit CLO Fund are paid from the assets of such fund and are indirectly borne by the holders of the junior-most securities issued by such fund (which will generally include the applicable Blue Owl Credit CLO Adviser, an affiliate or a Blue Rock Credit Fund).

Each Blue Owl Credit CLO Adviser currently waives its rights to receive any portion of the management fees on any payment date but may end such waiver at any time.

### **Performance Fees**

The Blue Owl Credit CLO Funds do not pay a performance-based fee to the Blue Owl Credit CLO Advisers. Refer to **Item 6 – Performance-Based Fees and Side-By-Side Management** for discussion of performance-based compensation.

### **Additional Expenses**

The fees described above cover only the Blue Owl Credit CLO Advisers' investment management services. The Blue Owl Credit CLO Funds and their Investors also bear, directly and indirectly, certain additional expenses, in each case as described in the relevant Offering Materials.

Each Blue Owl Credit CLO Fund typically pays, or reimburses Blue Owl Credit for, operating expenses and organizational expenses related to such Blue Owl Credit CLO Fund. Expenses permitted to be charged to a specific Blue Owl Credit CLO Fund are set out in the relevant Offering Materials.

Organizational expenses for a Blue Owl Credit CLO Fund typically include those related to the negotiation, preparation and execution of the Blue Owl Credit CLO Fund Offering Materials and the offering and sale of the notes issued by the Blue Owl Credit CLO Fund (the "Notes") to prospective Investors, including any related rating agency expenses, legal payments, travel expenses, printing costs, capital raising, accounting, regulatory compliance, administrative, filing or other related expenses.

Operating expenses for a Blue Owl Credit CLO Fund typically include those related to the ongoing operation of the Blue Owl Credit CLO Fund, including but not limited to:

- costs and expenses incurred in connection with the issuance of any additional Notes;



- fees necessary to register any Collateral Obligation in accordance with the Offering Materials;
- expenses in connection with the acquisition, management, disposition, evaluation, rating and pricing of the Collateral Obligations;
- expenses incurred in connection with the rating of the Notes or obtaining ratings or credit estimates on Collateral Obligations;
- expenses incurred to comply with any law or regulation related to the activities of the Blue Owl Credit CLO Funds;
- taxes, regulatory and governmental charges incurred or payable by the Blue Owl Credit CLO Funds;
- any and all insurance premiums or expenses incurred in connection with the activities of the Blue Owl Credit CLO Funds;
- expenses relating to communications with Investors, including expenses related to the preparation and audit of the Blue Owl Credit CLO Funds' financial statements and financial statements of the applicable Blue Owl Credit CLO Adviser or its affiliates, to the extent the Blue Owl Credit CLO Fund is included in such consolidated financial statements; and
- such other expenses as may be set forth in the relevant Offering Materials.

In addition to the fees and expenses enumerated above, in connection with investments made by the Blue Owl Credit Clients, and as discussed above, Blue Owl Credit entities have received in the past, and expect to continue to receive arrangement, structuring or similar fees from portfolio investments in which a Blue Owl Credit Client may invest or propose to invest. These investments may ultimately be held by a Blue Owl Credit CLO Fund. Refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**, **Item 12 – Brokerage Practices** and **Item 14 – Client Referrals and Other Compensation** for additional information about brokerage and other transaction costs.

**It is critical that you refer to the relevant Offering Materials for a complete understanding of how each Blue Owl Credit CLO Adviser is compensated for its investment management services and for additional or supplementary information regarding the expenses paid by the Blue Owl Credit Clients. The information contained in this section and in Item 6 – Performance Based Fees and Side-By-Side Management is a summary only and is qualified in its entirety by such documents.**

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

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### **Performance-Based Fees**

The Blue Owl Credit CLO Advisers are required to disclose in this Item whether they charge performance-based fees to any of their clients and if they do charge such fees to some, but not all of their clients, any conflicts of interest that could arise from their simultaneous management of these accounts and the procedures they have in place to mitigate these conflicts.

While none of the Blue Owl Credit CLO Funds pay a performance-based fee to their respective Blue Owl Credit CLO Advisers, certain other clients of the Blue Owl Credit CLO Advisers either currently pay a performance-based fee to their respective Blue Owl Credit Adviser or are expected to pay a performance-based fee to their respective Blue Owl Credit Adviser following certain future events described in their Offering Materials.

### **Side-by-Side Management**

The Blue Owl Credit CLO Advisers and the other Blue Owl Advisers (as defined in Item 10) provide concurrent advisory services to clients for which the investment mandates, compensation and fee arrangements (including with respect to fee offsets) and other circumstances differ. The existence of different compensation and fee arrangements between clients, and the possibility for certain clients to pay performance-based compensation, has the potential to create an incentive for the Blue Owl Advisers to favor certain clients over others. In addition, Blue Owl employees and their affiliates will generally have investments or other financial interests in the Blue Owl Funds (as defined in Item 10), some of which may be more significant than others. As such, there will, in certain circumstances, be an incentive for the Blue Owl Credit CLO Advisers to favor one client over another, which constitutes a potential conflict of interest. Refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for additional information.

## **Item 7 – Types of Clients**

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Each Blue Owl Credit CLO Adviser provides investment advisory services to one or more of the following:

- Blue Owl Private Funds;
- Blue Owl BDCs;
- Blue Owl Credit SMA Clients; and
- Blue Owl Credit CLO Funds.

### **Blue Owl Credit CLO Funds**

Each Blue Owl Credit CLO Fund is generally organized as a Cayman Islands exempted company. The Blue Owl Credit CLO Funds are discrete special purpose vehicles (“SPVs”) that hold Collateral Obligations, primarily senior secured middle market loans (and participation interests therein). Such SPVs maintain their own capital structures and generally consist of noteholders and equity investors. CLOs are issued at discrete points in time and are typically closed to new investors once a deal has been issued (subject to future refinancing or extensions, in accordance with the governing documents).

The Investors in the Blue Owl Credit CLO Funds form the collateral pool to which the applicable Blue Owl Credit CLO Adviser serves as the investment adviser. Therefore, each Blue Credit CLO Adviser’s client is the SPV, not the underlying noteholders and/or equity investors within these structures. The applicable Blue Owl Credit CLO Adviser arranges for the payment of interest and principal to the Investors, and regularly reports to the Investors as to the performance of the Collateral Obligations.

Blue Owl Credit CLO Fund Investors must be persons that are either (i) not “U.S. persons” (as defined in Regulation S) or (ii) persons that are both Qualified Institutional Buyers (as defined in Rule 144A) and Qualified Purchasers (as defined in the 1940 Act).

The Blue Owl Credit CLO Advisers can enter into side letters or other arrangements with certain Blue Owl Credit CLO Fund Investors, which can modify or add to any of the terms in the relevant Blue Owl Credit CLO Fund’s Offering Materials, including fee reductions, waivers or sharing arrangements or other modifications.

In order to comply with the risk retention rules applicable in the United States and Europe (the “Risk Retention Rules”), it is expected that all or a substantial portion of the equity interests in each Blue Owl Credit CLO Fund will be purchased and retained by the applicable Blue Owl Credit CLO Adviser, an affiliate or a Blue Owl Credit Fund as originator (directly or through a subsidiaries) of a substantial portion of the Collateral Obligations purchased by such Blue Owl Credit CLO Fund.

Refer to **Item 4 – Advisory Business** for further discussion of the Blue Owl BDCs, the Blue Owl Private Funds and the Blue Owl Credit SMA Clients.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

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### **Investment Strategies for Blue Owl Credit CLO Funds**

The applicable Blue Owl Credit CLO Adviser will source and arrange for the purchase of primarily middle market loans (and participation interests therein) for each Blue Owl Credit CLO Fund according to such fund's concentration limits and other investment criteria (as set out in the applicable Offering Materials). It is anticipated that a substantial majority of the Collateral Obligations for the Blue Owl Credit CLO Funds will be sourced directly from Blue Owl Credit, although the Blue Owl Credit CLO Advisers may also acquire Collateral Obligations from third parties. Collateral Obligations may also be substituted or repurchased by the selling Blue Owl Credit entity in certain circumstances. All Collateral Obligations are subject to review and approval by a Blue Owl Credit CLO Fund's investment committee ("Investment Committee") to ensure each purchase is in the best interest of such Blue Owl Credit CLO Fund.

The loans purchased by the Blue Owl Credit CLO Funds, whether originated by Blue Owl Credit or an unaffiliated third-party, are evaluated and selected by Blue Owl Credit investment personnel (the "Investment Team") using their networks from which to source deal flow and referrals, identify potential portfolio investments from a variety of different investment sources. Following diligence of an opportunity, a credit research and analysis report is prepared and reviewed by the members of the Investment Team responsible for the potential investment. If the outlook on the investment remains favorable after this review, the Investment Team will, as it deems appropriate on a case-by-case basis, conduct a more extensive due diligence process including leveraging due diligence conducted by attorneys, independent accountants, and other third-party consultants and research firms prior to closing the investment.

Refer to **Item 13 – Review of Accounts** for discussion of the Blue Owl Credit CLO Advisers' ongoing portfolio monitoring process.

### **Client Risks**

**Set forth in Exhibit A is an overview of the primary risks associated with the type of investing described herein. However, it is not possible to identify all of the risks associated with investing. The particular risks applicable to a Blue Owl Credit Client will depend on the nature of the account, its investment strategy or strategies and the types of securities held. As such, it is critical that you consult your Offering Materials for a complete understanding of the significant risks associated with this type of investing. The information contained herein is a summary only and qualified in its entirety by the relevant Offering Materials.**

While the Blue Owl Credit CLO Advisers seek to manage accounts so that risks are appropriate to the strategy, it is often not possible or desirable to fully mitigate risks. Any investment includes the risk of loss, and there can be no guarantee or representation that the Blue Owl Credit CLO Advisers' investment program will be successful. You should understand that you could lose some or all of your investment and should be prepared to bear the risk of such potential losses.

Refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for discussion of potential conflicts of interest.

### **Item 9 – Disciplinary Information**

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Each Blue Owl Credit CLO Adviser is required to disclose in this Item all material facts regarding any legal or disciplinary events that would be material to your evaluation of such Blue Owl Credit CLO Adviser or the integrity of its management.

As of the date of this Brochure and to the best of the Blue Owl Credit CLO Advisers' knowledge, there are no material legal or disciplinary events to disclose.

## **Item 10 – Other Financial Industry Activities and Affiliations**

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Each of the Blue Owl Credit Advisers is a subsidiary, through various intermediary vehicles, of Blue Owl, which is a publicly traded company listed on the New York Stock Exchange (NYSE: OWL). Other U.S.-regulated operating entities owned by Blue Owl include the other Blue Owl Advisers, as further discussed below, and Blue Owl Securities LLC (“Blue Owl Securities”).

Each of the Blue Owl Credit Advisers is an SEC-registered investment adviser. Clients of one or more Blue Owl Credit Advisers (collectively, the “Blue Owl Credit Clients”) include (i) the Blue Owl Private Funds, including the Blue Owl Credit CLOs, (ii) SMA Clients and (iii) the Blue Owl BDCs.

Blue Owl Liquid Credit is a relying adviser of OPFA and part of Blue Owl Credit. Blue Owl Liquid Credit provides investment management services to commingled private funds relying on exemptions from registration under the 1940 Act, including one or more collateralized loan obligation vehicles.

Blue Owl Strategic Equity Advisors LLC and Blue Owl Strategic Equity Partners Advisors LLC (together, “Blue Owl Strategic”), a relying adviser of OPFA, are both part of Blue Owl Credit. Blue Owl Strategic provides investment management services to commingled private funds relying on exemptions from registration under the 1940 Act.

Blue Owl Healthcare Opportunities Advisors LLC (“Blue Owl Healthcare”) is a relying adviser of OPFA and part of Blue Owl Credit. Blue Owl Healthcare provides investment management services to commingled private funds relying on exemptions from registration under the 1940 Act.

As mentioned above, certain of the Blue Owl Credit Advisers serve as investment adviser to the Blue Owl BDCs. Two of these BDCs, Blue Owl Capital Corporation (NYSE: OBDC) and Blue Owl Credit Income Corp., are party to joint ventures (each, a “JV”) that operate investment strategies that can directly or indirectly overlap with the potential targeted investments of certain Blue Owl Credit Clients. Each JV is managed jointly by its members, which have equal voting rights; officers of these two Blue Owl BDCs and certain employees of Blue Owl are authorized to manage the respective JV’s investments. While none of the Blue Owl Credit Advisers manage either JV and the JVs are not subject to the Blue Owl Credit Advisers’ allocation policy, the Blue Owl Credit Advisers may share investment research with each JV.

Black Owl Managing LLC, d/b/a Black Owl Capital Management LLC (“Black Owl”), is a relying adviser of OPFA. Black Owl was founded in October 2022 to serve as a multi-family office and manage the capital of Douglas Ostrover, Marc Lipschultz, and their respective families. Mr. Ostrover and Mr. Lipschultz are officers of Blue Owl and the Blue Owl Advisers.

The GP Strategic Capital platform of Blue Owl (“Blue Owl GPSC”) is comprised of Blue Owl GPSC Advisors LLC and its relying adviser, Blue Owl GPSC IV Advisors LLC. Blue Owl GPSC provides investment management services to commingled private funds relying on an exemption from registration under the 1940 Act. Certain funds managed by Blue Owl GPSC hold a passive,

indirect, non-voting minority interest in an entity of which each of the Blue Owl Credit Advisers is an indirect subsidiary.

The Real Estate platform of Blue Owl (“Blue Owl Real Estate”) is comprised of Blue Owl Real Estate Capital LLC and its relying adviser, Blue Owl Real Estate Seeding and Strategic Capital LLC. Blue Owl Real Estate provides investment management services to investment funds and funds of one or other separately managed accounts. Blue Owl Real Estate may, from time to time, be a party to a JV with Blue Owl Real Estate clients and other third-parties. Such JVs may have investment strategies or hold investments that can directly or indirectly overlap with other Blue Owl Real Estate clients. Certain employees of Blue Owl are authorized to manage the respective JV’s investments.

The advisers associated with the Blue Owl Credit, Blue Owl GPSC and Blue Owl Real Estate platforms of Blue Owl and Black Owl are referenced herein as the “Blue Owl Advisers”. The funds managed by Blue Owl Advisers (as described above) are referenced herein as the “Blue Owl Funds”. The Blue Owl Funds, in addition to the Blue Owl Credit and Blue Owl Real Estate SMA Clients are referenced herein as the “Blue Owl Clients”.

The Blue Owl Advisers share common officers, partners, employees, consultants or persons occupying similar positions as well as office space.

Blue Owl Securities is a FINRA-regulated limited purpose broker-dealer. Blue Owl Securities shares office space with the Blue Owl Advisers and certain employees who perform services for the Blue Owl Advisers are also registered representatives of Blue Owl Securities. Registered representatives of Blue Owl Securities may sell interests in the Blue Owl Funds or, as applicable, provide support to intermediaries that sell interests in the Blue Owl Funds. Blue Owl Securities may itself act as a placement agent/distribution agent/principal underwriter for interests in the Blue Owl Funds. Blue Owl Securities does not perform any trading or related services for any of the Blue Owl Funds. Blue Owl Securities and its registered representatives from time to time, where permitted under the relevant Blue Owl Fund’s Offering Materials, could receive commissions or other fees from the sale of the Blue Owl Funds to Investors. Please refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** and **Item 14 – Client Referrals and Other Compensation** for additional information.

Affiliates of Blue Owl serve as the general partners to certain Blue Owl Funds. The general partners to the Blue Owl Funds share common owners, officers, partners, employees, consultants and/or persons occupying similar positions with one or more of the Blue Owl Advisers. In addition, certain Blue Owl employees are also limited partners in the Blue Owl Funds.

Blue Owl Capital UK Limited is an entity organized and operating in the United Kingdom whose employees assist in the marketing and distribution of Blue Owl Funds in EMEA (Europe, Middle East, and Africa).

Blue Owl Capital HK Limited (“Blue Owl HK”) is an entity organized and operating in Hong Kong whose employees, together with the employees of Blue Owl Capital Pte. Ltd., an entity organized



and operating in Singapore, assist in the marketing and distribution of Blue Owl Funds in the APAC (Asia-Pacific). Blue Owl HK is registered with the Hong Kong Securities & Futures Commission.

Blue Owl Capital Japan is an entity organized and operating in Japan whose employees will assist in the marketing and distribution of Blue Owl Funds in Japan.

Blue Owl Capital Canada ULC is an entity organized and operating in Canada whose employees assist in the marketing and distribution of Blue Owl Funds in Canada.

Refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for a further discussion of potential conflicts of interest that may arise from these other financial industry activities or affiliations.

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**Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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The Blue Owl Advisers have adopted a code of ethics (the “Code of Ethics”) that describes the standards of business conduct and responsibilities to clients expected from employees and that governs certain potential conflicts of interest which may exist when providing services to clients. The Code of Ethics is designed to ensure that the Blue Owl Advisers meet their obligations to clients and to instill a culture of compliance within Blue Owl.

The Code of Ethics is distributed to each employee at the time of hire and annually thereafter. The Blue Owl Advisers also supplement the Code of Ethics with ongoing monitoring of employee activity. Employees who fail to comply with the requirements of the Code of Ethics and its related policies may be subject to disciplinary actions, up to and including termination of employment and/or personal liability, as permitted by law.

The Code of Ethics includes, among others, policies relating to:

- employee conduct;
- conflicts of interest;
- prohibitions on insider trading;
- employee personal securities transactions;
- acceptance/provision of gifts and entertaining;
- rules relating to political contributions;
- preserving the confidentiality of client and firm information; and
- reporting of certain outside business activities.

All employees are required to acknowledge annually that they are in compliance with the Code of Ethics.

A copy of the Code of Ethics is available upon request by contacting the Compliance Department at the phone number or address on the cover page of this Brochure.

**Potential Conflicts of Interest**

The Blue Owl Advisers offer different products and services and there are various actual and potential conflicts of interest which can arise, including but not limited to those listed below, in connection with the management of business affairs for the Blue Owl Clients. As a general matter, the Blue Owl Advisers attempt to resolve such conflicts of interest in light of their obligations to the Blue Owl Clients and, as relevant, in a manner they believe to be fair and equitable to the Blue Owl Clients under the circumstances over time. To the extent that an investment or relationship raises particular conflicts of interest, the Blue Owl Advisers will review the circumstances of such investment or relationship with a view to addressing and reducing the potential for conflict. The Blue Owl Advisers have adopted, and will continue to maintain, policies and procedures to address the following and other potential conflicts of interest. Certain of such policies and procedures are described below.

## **Potential Conflicts of Interest for the Blue Owl Advisers Generally**

- 1) ***Multiple Clients and Strategies.*** The Blue Owl Advisers currently provide investment advice and related services to multiple Blue Owl Clients, and it is anticipated that the Blue Owl Advisers will act as investment manager to other investment vehicles and accounts in the future, which are expected to pursue strategies similar to or different from existing Blue Owl Clients.

In certain circumstances, a Blue Owl Adviser will deem it appropriate to (i) direct certain relevant investment opportunities to one Blue Owl Client while not making a similar investment for another Blue Owl Client or (ii) cause more than one Blue Owl Client to invest in the same opportunity. The Blue Owl Advisers' allocation of investment opportunities among their Clients will not always, and often will not, be proportional. Refer to Allocation of Investment Opportunities below and **Item 12 – Brokerage Practices** for further details.

- 2) ***Interests of Blue Owl Affiliates.*** In the course of managing the investments held by Blue Owl Clients, a Blue Owl Adviser will, from time to time, consider its relationships with other Blue Owl Clients and entities affiliated with the Blue Owl Adviser. From time to time, it is anticipated that one Blue Owl Adviser will recommend or cause its clients to invest in, or dispose of, Portfolio Investments in which a client of another Blue Owl Adviser has a direct or indirect financial interest. Such financial interest can include, but is not limited to, having a business relationship (whether as client, investor, co-investor, broker, vendor or investment consultant), or serving as investment adviser, general partner or director for a particular investment product. In such instances, the acquisition or disposition of the Portfolio Investment directed by the Blue Owl Adviser on behalf of a Blue Owl Client will from time to time directly or indirectly benefit the client of another Blue Owl Adviser.
- 3) ***Blue Owl Employees.*** Employees who act on behalf of one Blue Owl Adviser are permitted to provide services to or through multiple other Blue Owl Advisers. As a result, the Blue Owl Advisers are expected to encounter conflicts of interest in allocating the time and resources of its employees between and among their clients. The Blue Owl Advisers endeavor to mitigate these conflicts by seeking to ensure that employees devote as much of their time to each client as deemed reasonably required in order to perform duties to each client as consistent with their obligations under the Investment Advisers Act of 1940, as amended (the "Advisers Act") and, where applicable, the relevant Offering Materials. A Blue Owl employee may also serve on the Board of Directors of a Blue Owl Fund. The Blue Owl Advisers seek to mitigate the resulting potential conflicts through their Code of Ethics, which is discussed above.

Employees of the Blue Owl Advisers and/or other persons related to them have previously served, and in the future are expected to serve, as directors, on the advisory board, on the investment committee, or in a similar capacity for other companies, including companies in which Blue Owl Clients invest or seek to invest. While this generally could enable a Blue Owl Adviser to obtain a better understanding of the operations of the company (or potential

portfolio company), these employees are likely to obtain material non-public information through such positions that might restrict the Blue Owl Advisers' ability to transact in securities or other investments involving the company.

Employees of the Blue Owl Advisers are permitted to engage in business activities outside of their employment, subject to approval from the Chief Compliance Officer. Blue Owl generally permits employees to engage in philanthropic, charitable or other similar pursuits, subject to certain limitations and with prior approval from the Chief Compliance Officer. Outside business activities that are likely to represent a material conflict of interest with Blue Owl's business are also subject to additional approval requirements and are typically not permitted. In instances where these outside affiliations are permitted, employees with an affiliation to a portfolio company held by a Blue Owl employee that is outside their employment with Blue Owl will not be permitted to be involved in the investment decision-making process regarding that portfolio company.

- 4) ***Allocation of Investment Opportunities.*** The Blue Owl Advisers' allocation of investment opportunities among Blue Owl Clients will not always, and often will not, be proportional. Rather, the Blue Owl Advisers seek to allocate transactions and investment opportunities among their clients in a manner they believe to be as equitable as possible over time, while considering each adviser's fiduciary obligations to its clients and each client's objectives, programs, limitations and capital available for investment, as set forth in the relevant Offering Materials or otherwise. Nevertheless, there will, from time to time, be limited availability for any particular investment, and the Blue Owl Advisers will have various incentives to favor certain clients over others in deciding how to allocate the opportunity. Among other things, the Blue Owl Advisers and their employees could have investments or other financial interests in a Blue Owl Fund seeking an allocation of an investment opportunity. Refer to "Investment by Blue Owl Employees" below as well as to **Item 12 – Brokerage Practices; Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss** and **Item 13 – Review of Accounts** for further details.

Each Blue Owl Client has its own fee structure, some of which include performance fees or fees based on different proportions of capital commitments or assets under management, or subject to different calculation methodologies. Moreover, a Blue Owl Adviser will from time to time enter into arrangements with a Blue Owl Fund, an investor in a Blue Owl Fund and/or a Blue Owl Client to reduce, waive or share portions of the management fees or other compensation. There is an incentive for the Blue Owl Advisers to allocate investment opportunities to accounts with fee arrangements most favorable to the relevant Blue Owl Advisers. Refer to **Item 6 – Performance-Based Fees and Side-By-Side Management** for further details. The Blue Owl Advisers maintain policies and procedures designed to mitigate conflicts that arise in making investment allocation decisions.

In addition, because the Blue Owl BDCs are considered to be affiliates of the Blue Owl Clients, from time to time, a Blue Owl Client will be prohibited under the 1940 Act from participating in certain transactions involving the Blue Owl BDCs, affiliates of the Blue Owl Advisers or other

Blue Owl Clients or their affiliates. The Blue Owl Credit Advisers and Blue Owl BDCs have been granted an exemptive order by the SEC (the “Exemptive Order”)<sup>4</sup> to permit Blue Owl BDCs to co-invest with other funds managed by Blue Owl Advisers, subject to compliance with various conditions.

The Exemptive Order requires that any opportunities that are appropriate for both Blue Owl BDCs and other Blue Owl Clients that rely on the Exemptive Order, if any, will need to be offered to the Blue Owl BDCs and any such investments, if made, will need to be conducted in compliance with the conditions of the Exemptive Order and other requirements under the 1940 Act (including the requirement that certain investment opportunities cannot be allocated to vehicles that are not subject to the Exemptive Order). The 1940 Act also restricts the ability of Blue Owl Clients to invest alongside the Blue Owl BDCs in certain transactions that are not covered by the Exemptive Order.

Subject to the foregoing, in general, transactions and investment opportunities will be allocated among Blue Owl Clients in light of various factors, including, without limitation the investment objective, guidelines and strategies applicable to such client, the nature of the investment (including its risk return profile and expected holding period), portfolio diversification and concentration concerns, the liquidity needs of a client and regulatory requirements and restrictions. In accordance with its policies and procedures, the Blue Owl Advisers will seek to allocate transactions and investment opportunities among their clients in a manner they believe to be as equitable as possible over time, considering each Blue Owl Advisers’ fiduciary obligation to its clients and each client’s objectives, programs, limitations and capital available for investment.

- 5) ***Investing Across Capital Structure.*** At times, a Blue Owl Client will make an investment in a portfolio company in which other Blue Owl Clients have invested or in which they are expected to invest, in a different part of the capital structure. While decisions whether to make an investment are made in the context of each Blue Owl Client’s investment objectives, programs, limitations, and capital available for investment, this could result in differences among the interests of the Blue Owl Clients in a single portfolio company, including differences in priority or seniority, price, leverage, associated costs and other terms. In addition, such Blue Owl Clients will not necessarily exit the investment at the same time or on the same terms. As such, one Blue Owl Client’s return on an investment in the portfolio company likely will not be the same as that of another participating Blue Owl Client.
- 6) ***Investment by Blue Owl Employees.*** Employees of the Blue Owl Advisers, including members of a Blue Owl Client’s investment committee are permitted to invest, and at times will invest significantly, in Blue Owl Funds. Such investments can operate to align the interests of the

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<sup>4</sup> Owl Rock Capital Corporation, et al., SEC Release No. IC-32469, available at <https://www.sec.gov/rules/icreleases.shtml>.

Blue Owl Advisers and their employees with the interests of the Blue Owl Funds and their investors but will also give rise to conflicts of interest as such employees can have an incentive to favor the Blue Owl Funds in which they participate or from which they are otherwise entitled to share in returns or fees. Although investments made by employees are generally on the same terms and conditions as those made by third-party Investors, employees (and in some cases, family of employees and/or Blue Owl) invested in Blue Owl Funds (other than the Blue Owl BDCs) typically do not bear management fees or performance-based compensation (whether investing directly or through a specially formed vehicle for such persons), or in some cases benefit from reduced rates for such fees. In addition, an affiliate of a Blue Owl Adviser that serves as a general partner to, or an entity that receives carry as a “special limited partner” of, a Blue Owl Fund will have an indirect beneficial interest in the investments owned by such Blue Owl Fund and will share in any profits and losses generated by such investments.

Further, from time to time, employees of the Blue Owl Advisers, or members of their families, could have an interest in a particular transaction, or in securities or other financial instruments of the same kind or class, or a different kind or class, of the same portfolio company, obligor or issuer, that a Blue Owl Adviser directs for a Blue Owl Client.

- 7) ***Deployment of Capital.*** Certain Blue Owl Funds have a fixed investment period, after which capital from investors generally will only be drawn down in limited circumstances. As the management fee can, at certain times during the life of these Blue Owl Funds, be calculated based upon the invested capital of such funds, the management fee structure can create an incentive for a Blue Owl Adviser to deploy capital when it might not otherwise have done so.
- 8) ***Allocation of Expenses.*** At times, a Blue Owl Adviser or other Blue Owl affiliate, or a Blue Owl Fund or other Blue Owl Client, will incur expenses that are allocable to one or more other Blue Owl Clients or Blue Owl affiliates, including with respect to proposed transactions that are not consummated. From time to time in such circumstances, the benefit of the service or product to which an expense relates will be greater for certain of these beneficiaries than others. In addition, certain Blue Owl Clients can be restricted, either by terms of Offering Materials (for example, a negotiated expense cap for a particular Blue Owl Client) or by operation of law, from bearing certain expenses that might otherwise be allocable to them.

The Blue Owl Advisers allocate expenses on a basis that they consider fair and equitable under the circumstances over time. The method for allocating expenses will generally vary depending on the nature of the expense and such determinations involve inherent discretion, e.g., in determining whether to allocate pro rata based on the number of clients receiving related benefits, proportionately in accordance with asset size, or on some other basis that the Blue Owl Advisers deem appropriate.

- 9) ***Diverse Investors and Conflicting Investor Interests.*** Investors in Blue Owl Funds will likely have conflicting investment, tax and other interests with respect to the fund’s investments. As a consequence, conflicts of interest will from time to time arise in connection with decisions made by a Blue Owl Adviser that are more beneficial for one investor than another

investor in a particular Blue Owl Fund. The results of a Blue Owl Fund's investment activities will affect individual investors differently, depending on their different situations. In selecting and structuring investments for a Blue Owl Fund, the Blue Owl Advisers generally consider the investment and tax objectives of the fund as a whole and not the objectives of any particular investor. As a consequence, there can be no assurance that a determination will not be more advantageous to some investors as compared to others.

In addition, relationships with certain investors are expected to create incentives for the Blue Owl Advisers to favor the interests of certain investors over others. Among other relationships, investors in one Blue Owl Fund could be current or prospective investors in other funds managed by the Blue Owl Advisers. Additionally, from time to time, a Blue Owl Adviser may communicate with certain investors regarding the composition of a Blue Owl Fund's investments and/or other matters relating to Blue Owl Funds, and there can be no assurance that such communications will not influence a Blue Owl Adviser's decisions.

- 10) ***Principal and Cross Transactions.*** Where appropriate and believed to be in the best interest of both clients, a Blue Owl Adviser could cause one Blue Owl Client to purchase a security or other investment from, or sell a security or other investment to, another Blue Owl Client (a "Cross Transaction"). This would typically be done for the purpose of rebalancing portfolios, in order to further such participating Blue Owl Clients' investment programs or for other reasons consistent with the investment and operating guidelines of such participating Blue Owl Clients. Generally, the value of any positions that are cross-traded in this manner will be determined in a manner that is consistent with the relevant Blue Owl Advisers' valuation and cross-trade policies and, as applicable, with requirements under regulations applicable to the Blue Owl BDCs. The Blue Owl Advisers and their affiliates generally will not earn any brokerage compensation from Cross Transactions. To the extent required by the Advisers Act and/or relevant Offering Materials, the relevant Blue Owl Adviser(s) will obtain the written consent of the relevant Blue Owl Clients (which in certain circumstances will be from a Blue Owl Fund's Advisory Committee) prior to effecting the Cross Transaction.

In the event a Blue Owl Adviser is acting, or is deemed to be acting, as principal in the purchase or sale of a security or other investment to or from a Blue Owl Client (a "Principal Transaction"), or otherwise engages, or is deemed to be engaged, in a transaction with a Blue Owl Client and/or portfolio company for the Blue Owl Adviser's own account, to the extent required by the Advisers Act and/or relevant Offering Materials, the Blue Owl Adviser will obtain the written consent of the Blue Owl Client (which in certain circumstances may be from a Blue Owl Fund's Advisory Committee) prior to effecting the transaction.

On occasion, a Blue Owl Adviser or an affiliate thereof, and/or certain persons associated with such adviser or affiliate, will have a controlling interest in a Blue Owl Fund participating in a Cross Transaction and, as a result, such transaction could be deemed a Principal Transaction in respect of the Blue Owl Adviser. In addition, to the extent permitted by the Advisers Act and/or relevant Offering Materials, the Blue Owl Advisers or their affiliates from time to time can engage in transactions for their own account with Blue Owl Clients and/or their portfolio



companies, including, for example, where an investment in a portfolio company has been bridged or otherwise warehoused by a Blue Owl Adviser or its affiliate prior to its acquisition by a Blue Owl Client.

- 11) ***Selection of Service Providers.*** While the Blue Owl Advisers select broker-dealers, counterparties and service providers for Blue Owl Clients in accordance with their fiduciary obligations, from time to time, such parties or their employees will also invest in a Blue Owl Fund or provide services to a Blue Owl Adviser or one of its affiliates. The Blue Owl Advisers generally undertake to use reasonable diligence to ascertain whether each service provider provides its service on a “best execution” basis, taking into account factors such as expertise, availability and quality of service and the competitiveness of compensation rates in comparison with similar service providers. While the Blue Owl Advisers seek to rely on this diligence, and not on other relationships or interests between a service provider and any Blue Owl Adviser or affiliate thereof to determine whether to engage a service provider, such relationships or other interests can create a conflict of interest in the selection of service providers.
- 12) ***Investment Program Limitations.*** As a result of the extensive operations of the Blue Owl Advisers and Blue Owl, the Blue Owl Advisers from time to time come into possession of confidential or material, non-public information. Where such information could be relevant to an investment decision to be made by a Blue Owl Adviser on behalf of a Blue Owl Client, such Blue Owl Adviser’s ability to transact in such investments might be restricted on account of applicable securities laws or the Blue Owl Advisers’ internal policies. Due to these restrictions, a Blue Owl Adviser will not, in certain circumstances, be able to make an investment that it otherwise might have made or sell an investment that it otherwise might have sold on behalf of a Blue Owl Client. In addition, in sourcing investment opportunities, the Blue Owl Advisers will need to take into account the requirements imposed on entities that are deemed affiliated with the Blue Owl BDCs. Because the Blue Owl BDCs will be under common control with other Blue Owl Clients, it is possible that, from time to time, a Blue Owl BDC portfolio company will be deemed to be an “affiliated person” of another Blue Owl Client under the 1940 Act. In those instances, the ability of a Blue Owl BDC to engage in certain transactions involving the Blue Owl BDC portfolio company could be prohibited, or permitted only if the Blue Owl BDC complies with the terms of the Exemptive Order or obtains approval from the Blue Owl BDC’s board of directors. As a result, a Blue Owl Adviser will have an incentive to avoid certain transactions that could be advantageous for certain Blue Owl Clients, but would result in creating an affiliation, in order to preserve flexibility for the Blue Owl BDCs to engage in other transactions. In addition, certain Blue Owl Clients could be required to take actions that are adverse to other Blue Owl Clients’ investments, which could adversely affect a Blue Owl Adviser’s relationships with its investment partners. There can be no assurance that the identification and management of those conflicts will not limit the range of potential investment opportunities available for any particular Blue Owl Client.
- 13) ***Side-By-Side Management.*** As further discussed in **Item 6 – Performance-Based Fees and Side-By-Side Management**, the Blue Owl Advisers provide concurrent advisory services to



clients for which the compensation arrangements and other circumstances differ, which results, in certain circumstances, in an incentive for the Blue Owl Advisers to favor one client over another. In addition, the existence of performance-based compensation has the potential to create an incentive for the Blue Owl Advisers to make more speculative investments on behalf of clients than they would otherwise make in the absence of such arrangement, although the Blue Owl Advisers generally consider performance-based compensation to better align their interests with those of their clients, particularly in instances where the Offering Materials include terms requiring clawback or giveback of performance-based compensation amounts at the end of the relevant Fund's life or at certain interim intervals. The Blue Owl Advisers believe that the potential for such conflicts is mitigated by various factors, including that the Blue Owl Advisers have established allocation policies to address related conflicts and that client portfolios are reviewed regularly under the supervision of the relevant investment committees. Refer to Allocation of Investment Opportunities above, **Item 12 – Brokerage Practices** and **Item 13 – Review of Accounts** for further details.

- 14) ***Boards of Directors of Blue Owl Funds.*** Blue Owl employees could serve on the Board of Directors of a Blue Owl Fund. The Blue Owl Advisers' Code of Ethics addresses acceptable standards of business conduct and covers among other things, conflicts of interest, fiduciary obligations and employees' responsibilities to the Blue Owl Advisers' client. Among other things, the Code of Ethics requires that the Blue Owl Advisers protect the interests of each of their clients, place the client's interest first and take steps to seek to verify that all actions taken on behalf of clients are in the clients' best interest.
- 15) ***Fees from Portfolio Investments.*** In connection with investments made by a Blue Owl Credit Client, affiliates of the Blue Owl Advisers have received in the past, and expect to continue to receive, arrangement, structuring or similar fees from Portfolio Investments in which a Blue Owl Credit Fund may invest or propose to invest. These types of arrangements provide the Blue Owl Advisers with an incentive to recommend investments based on compensation received or to be received rather than solely on the best interests of a Blue Owl Credit Fund. Each instance in which an arrangement, structuring or similar fee is charged is documented in a memo to file which is reviewed and approved by a member of the relevant investment committee. Please refer to **Item 5 – Fees and Compensation** and **Item 14 – Client Referrals and Other Compensation** for further discussion of fees and other compensation.

#### **Potential Conflicts of Interest Specific to the Blue Owl Credit CLO Programs**

- 1) ***Management of Blue Owl Credit CLO Funds and Other Blue Owl Credit Clients.*** As discussed in **Item 4 – Advisory Business**, a substantial portion of the loans that the Blue Owl Credit CLO Funds invest in are originated by, and are expected to be originated in the future by, Blue Owl BDCs, through their Financing Subsidiaries, or Blue Owl Private Funds, in each case managed by the respective Blue Owl Credit CLO Fund's investment adviser. The management fees that each Blue Owl Credit CLO Adviser is paid for its services to the Blue Owl BDCs or Blue Owl Private Funds, as applicable, and the Blue Owl Credit CLO Funds are related to the value of

each fund's portfolios. As a result, the Blue Owl Credit CLO Advisers have an incentive to allocate investment opportunities in order to maximize fees, as further discussed in "Side-by-Side Management" above. This conflict is mitigated by the fact that in order to comply with the Risk Retention Rules, a significant interest in the Notes of each Blue Owl Credit CLO Fund must be purchased and retained by the applicable Blue Owl Credit CLO Adviser, an affiliate or the Blue Owl BDC or Blue Owl Private Fund (as applicable) which originates (either directly or indirectly through its Financing Subsidiaries, other subsidiaries or affiliates) a substantial portion of the Collateral Obligations purchased by such Blue Owl Credit CLO Fund. This operates to align the Blue Owl Credit CLO Adviser's interests with the interests of the Investors in each Blue Owl Credit CLO Fund. Additionally, the Blue Owl Credit CLO Advisers currently waive the management fees for the Blue Owl Credit CLO Funds and intend to do so wherever receipt of such fees would cause an inequitable result for its clients.

- 2) ***Agency Cross Transactions.*** With the prior authorization of a Blue Owl Credit CLO Fund (which is expected to be given in the relevant collateral management agreement, but which may be revoked at any time), a Blue Owl Adviser or its affiliates may, on occasion, enter into a transaction where such adviser or its affiliate acts as broker for the Blue Owl Credit CLO Fund and for the other party to the transaction. As a result, such transactions could be viewed under the Advisers Act as agency cross transactions (an "Agency Cross Transaction"). In such case, such Blue Owl Adviser or its affiliate will receive commissions from both parties to the transaction and may have a potentially conflicting division of loyalties and responsibilities to both parties. To mitigate this potential conflict, Agency Cross Transactions are reviewed by the relevant Investment Committees. Such transactions expect to be executed only where in the best interest of the client and in compliance with the requirements of the Advisers Act.
- 3) With respect to ***Principal and Cross Transactions*** above, each of OCA, OTCA and ODCA expects to direct the Blue Owl Credit CLO Funds that it manages to purchase certain of their Collateral Obligations from certain Financing Subsidiaries of the Blue Owl BDCs. Although neither OCA, OTCA nor ODCA serves as the investment adviser to such Financing Subsidiaries, OCA, OTCA or ODCA, as applicable, hold indirect influence over such Financing Subsidiaries through their investment management of the applicable Blue Owl BDCs. As a result, such transactions could be viewed under the Advisers Act as a Cross Transaction between two OCA, OTCA or ODCA (as applicable) clients. Additionally, each of OPFA and ODCA expects to direct the Blue Owl Credit CLO Funds that it manages to purchase certain of their Collateral Obligations (either directly or indirectly through its subsidiaries or affiliates) from Blue Owl Private Funds that it manages and, as a result, such transactions could be considered a Cross Transaction because of the related nature of such entities. Following the sale of a Collateral Obligation to a Blue Owl Credit CLO Fund from a Blue Owl BDC or Blue Owl Private Fund (either directly or indirectly through its Financing Subsidiaries, other subsidiaries or affiliates), such Collateral Obligation may be substituted or repurchased by the applicable Blue Owl BDC or Blue Owl Private Fund (either directly or indirectly through its Financing Subsidiaries, other subsidiaries or affiliates), as applicable, in certain circumstances as set forth in the related Offering Materials. Additionally, the purchase price in any acquisitions by the Blue Owl Credit CLO Funds in a principal transaction under the Advisers Act will be determined in a manner



that is consistent with Blue Owl Advisers' policies (which include periodic third-party valuations). Blue Owl Credit CLO Funds and Investors are not expected to have any right to a third-party valuation in connection with any purchase, repurchase or substitution.

**Additional information regarding conflicts of interest is set forth in the Offering Materials for the Blue Owl Credit Clients. The information contained in this section is a summary only and is qualified in its entirety by such documents.**

## **Item 12 – Brokerage Practices**

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### **Selection of Brokers**

Subject to the investment objectives, policies and restrictions of each Blue Owl Credit Client as set out in their respective Offering Materials, the Blue Owl Credit CLO have discretionary authority to determine the type, amount and price of securities and investments to be bought and sold on behalf of each Blue Owl Credit Client. As a general matter, the Blue Owl Credit CLO Advisers invest for their clients in Collateral Obligations that will primarily be sold pursuant to privately negotiated transactions that do not necessarily require the use of brokers or the payment of third-party brokerage commissions.

From time to time, however, the Blue Owl Credit CLO Advisers can effect transactions through broker-dealers. In executing portfolio transactions and selecting brokers or dealers, the Blue Owl Credit CLO Advisers seek the best overall terms available on behalf of their clients. In assessing these terms, the Blue Owl Credit CLO Advisers could determine it appropriate to cause the Blue Owl Credit Clients to pay commissions in excess of the amount another broker or dealer would have charged for the same transaction, if the Blue Owl Credit CLO Advisers determine, taking into account factors such as price (including the applicable brokerage commission or dealer spread), size of order, difficulty of execution, and operational facilities of the broker or dealer and the firm's risk and skill in positioning blocks of securities, that such amount of commission is reasonable in relation to the value of the brokerage and/or research services provided by such broker or dealer, viewed in terms of either that particular transaction or its overall responsibilities with respect to the Blue Owl Credit Client's portfolios, and constitutes the best net results for the Blue Owl Credit Client.

While the Blue Owl Credit CLO Advisers generally seek reasonably competitive trade execution costs, they will not always pay the lowest spread or commission available. The Blue Owl Credit CLO Advisers could also select a broker based upon services the Blue Owl Credit CLO Advisers receive from the broker. In return for such services, the Blue Owl Credit CLO Advisers could cause the Blue Owl Credit Clients to pay a higher commission than other brokers would have charged if they determine in good faith that such commission is reasonable in relation to the services provided.

The Blue Owl Credit CLO Advisers do not currently participate in any soft dollar arrangements.

### **Aggregation and Allocation of Orders**

Should the Blue Owl Credit CLO Advisers determine that the purchase and sale of the same security is in the best interests of more than one client, the Blue Owl Credit CLO Advisers could, but are not obligated to, aggregate orders in order to reduce transaction costs. When an aggregated order is filled through multiple trades at different prices from the same time period within a trade day, each participating client will receive the average price with transaction costs allocated pro rata based on the size of each client's participation in the order (or allocation in the event of a partial fill) as determined by the Blue Owl Credit CLO Advisers. In the event of a partial

fill, allocations generally will be made pro rata based on the initial order, but could be modified on a basis that the Blue Owl Credit CLO Advisers deems to be appropriate, including, for example, in order to avoid “odd-lot” positions or de minimis allocations. This could result in allocations of certain investments on other than a pro rata basis.

The Blue Owl Advisers have implemented procedures that they believe are reasonably designed to mitigate the potential conflicts of interest that can arise when allocating investments among the client accounts of each adviser. These policies are designed to ensure (i) that each client is provided the opportunity to participate in all investments sourced by the Blue Owl Credit Advisers which are suitable for the client, taking into consideration each adviser’s fiduciary obligations to its clients and each client’s existing portfolio and stated strategy and/or mandate, and (ii) although participation by every client in a suitable investment is not feasible or appropriate in every situation, that allocations are fair and equitable over time.

The Blue Owl Credit Advisers’ process for making an allocation determination includes an assessment as to whether a particular investment opportunity is suitable for each Blue Owl Credit Client. In making this assessment, the Blue Owl Credit Advisers are permitted to consider a variety of factors, including, without limitation, the investment objective, guidelines and strategies applicable to a Blue Owl Credit Client, the nature of the investment (including its risk return profile and expected holding period), portfolio diversification and concentration concerns, the liquidity needs of a Blue Owl Credit Client and regulatory requirements and restrictions, including as applicable compliance with the 1940 Act and the terms of the exemptive order granted by the SEC, and specifically the requirements pertaining to certain co-investment transactions between the Blue Owl BDCs and other clients of the Blue Owl Advisers that are subject to the exemptive order.

Exceptions to the aggregation and allocation practices described above are permissible; provided that the Blue Owl Credit CLO Advisers believe they are fair and equitable to clients under the circumstances over time. Please refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for discussion of potential conflicts of interest in connection with these aggregation and allocation practices.

## **Item 13 – Review of Accounts**

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### **Monitoring and Review**

As provided in the related Offering Materials for the Blue Owl Credit CLO Funds, the related Investment Committee and other employees will review and monitor the performance and credit quality of the Collateral Obligations on an ongoing basis, including quarterly reviews pursuant to the Blue Owl Credit Advisers' internal portfolio monitoring procedures applicable to all Blue Owl Credit Funds.

Additionally, all investments are monitored on an ongoing basis. Investments are reviewed by members of the Investment Team, under the supervision of the relevant Investment Committee, in the context of each Blue Owl Credit Client's (i) adherence to the investment objectives and guidelines as set forth in its Offering Materials and (ii) investment performance. These periodic reviews are generally quarterly to coincide with reporting requirements under the related Offering Materials and/or the credit agreement, management agreement and/or servicing agreement relating to the Collateral Obligation (the "Loan Documents"). This review includes:

- credit monitoring of the Collateral Obligations;
- monitoring compliance with the stated requirements and tests provided for in the related Offering Materials and Loan Documents; and
- certain calculations and provision of information in reports as may be required.

The related Investment Committee and other employees will also review the Collateral Obligations in connection with the occurrence of certain events, such as, but not limited to, (i) initial sale or purchase, (ii) a material change in credit condition and any actions which may be required, (iii) adverse market events, (iv) substitution or repurchase and (v) changes in portfolio composition for the Blue Owl Credit CLO Funds (due to, but not limited to, items (i) through (iv) above, as well as prepayments or sales of Collateral Obligations) and compliance with stated requirements and tests with respect to the Collateral Obligations as set out in the Offering Materials and the Loan Documents.

### **Reporting**

Monthly reports regarding the Blue Owl Credit CLO Funds will be made available to Investors by the Blue Owl Credit CLO Funds and the related trustee as required by the relevant Offering Materials and any related Side Letter. A Blue Owl Credit CLO Adviser itself does not formally provide Investor reports for the Blue Owl Credit CLO Funds. However, a Blue Owl Credit CLO Fund relies conclusively on the accuracy and completeness of the information, data and certain calculations regarding the Collateral Obligations that has been provided to it by the applicable Blue Owl Credit CLO Adviser in making the reports.

#### **Item 14 – Client Referrals and Other Compensation**

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The Blue Owl Credit Advisers, their affiliates and their respective employees generally do not receive economic benefits such as sales awards or other incentives, for providing investment advice or other advisory services to clients of the Blue Owl Credit CLO Advisers from any person who is not a client of the Blue Owl Credit CLO Advisers.

In connection with investments made by the Blue Owl Credit Clients, Blue Owl Credit entities have received in the past, and expect to continue to receive, arrangement, structuring or similar fees from portfolio investments in which a Blue Owl Credit Fund may invest or propose to invest. The potential for such economic benefits can create conflicts of interest as the Blue Owl Credit CLO Advisers may have economic incentives to recommend portfolio investments that provide such benefits. Please refer to **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** for discussion of potential conflicts of interest in connection with these arrangements.

From time to time, in connection with the launch of a Blue Owl Credit CLO Fund, the Blue Owl Credit CLO Adviser may enter into agreements with one or more third-party and/or affiliated solicitors, placement agents or finders (each, a “Promoter”) and such agreements, “Promoter Agreements”). Pursuant to such Promoter Agreements, a Promoter will, on behalf of the Blue Owl Credit CLO Fund, offer the Notes to Investors for sale from time to time in privately negotiated transactions at varying prices to be determined in each case at the time of sale. The Promoter may offer the Notes through its affiliates. The Promoter may, but is not obligated to, initially purchase the Notes to facilitate their distribution.

The Blue Owl Credit CLO Adviser will be responsible for the Promoter’s fees, and the Investor will not be responsible for any increased or additional fees.

### **Item 15 – Custody**

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The custody rule under the Advisers Act defines custody as holding or having the authority to obtain possession of client securities or assets.

The Blue Owl Credit CLO Advisers do not have custody of the funds or securities of the Blue Owl Credit CLO Funds.



## **Item 16 – Investment Discretion**

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Each Blue Owl Credit CLO Adviser has discretionary investment authority to manage investments on behalf of the relevant Blue Owl Credit CLO Funds. Each Blue Owl Credit CLO Adviser assumes this discretionary authority pursuant to the terms of the relevant Blue Owl Credit CLO Fund's Offering Materials.

In exercising discretion, the Blue Owl Credit CLO Advisers will at all times observe the investment policies, limitations and restrictions imposed by the relevant Blue Owl Credit CLO Fund's Offering Materials and any applicable side letters or other arrangements with Blue Owl Credit CLO Fund Investors.

## **Item 17 – Voting Client Securities**

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Each Blue Owl Credit CLO Adviser has adopted a policy governing the voting of proxies that is designed to ensure that it will vote proxy proposals in the best interest of its clients and in accordance with the Blue Owl Credit CLO Advisers' fiduciary duty to their clients.

Although the Portfolio Investments made by Blue Owl Credit Clients do not typically issue proxies or require the Blue Owl Credit CLO Advisers to vote proxies, which generally only applies to publicly traded securities, the Blue Owl Credit CLO Advisers have accepted and will continue to accept the discretionary authority to vote proxies for the Blue Owl Credit CLO Funds.

The Blue Owl Credit CLO Advisers review each proposal submitted for a vote on a case-by-case basis to determine its impact on the Portfolio Investments held by their clients. Depending on the particular circumstances, the Blue Owl Credit CLO Advisers may vote one client's Portfolio Investments differently than those of another client or may vote differently on specific proposals, even though the Portfolio Investments or proposals are similar or identical. Nonetheless, each vote cast on behalf of clients should be consistent with applicable proxy voting policies and procedures. In some instances, the Blue Owl Credit CLO Advisers may determine that it is in a client's best interest to abstain from voting and will do so accordingly. This is typically the case with proposals that appear to have a negative impact on client Portfolio Investments. That said, the Blue Owl Credit CLO Advisers may vote for such a proposal if compelling long-term reasons to vote exist.

The Blue Owl Credit CLO Advisers' proxy voting decisions are made by the members of the Investment Team who are responsible for monitoring the Portfolio Investment issuing in the proxy. Such investment team members are permitted to refer any proxy voting matter to a third-party proxy voting service ("Proxy Service"), engaged by and subject to the ongoing oversight of the Blue Owl Credit CLO Adviser, for a voting recommendation. The Blue Owl Credit CLO Advisers generally will vote proxies in accordance with the Proxy Service's recommendations. However, a Blue Owl Credit CLO Adviser may decide not to vote in accordance with the Proxy Service's recommendations, or not to vote at all, if it believes that doing so is in the best interests of the relevant Blue Owl Credit CLO Fund(s).

The Blue Owl Credit CLO Advisers have adopted policies designed to mitigate the concern that a particular proxy vote is a product of a conflict of interest. These include (i) requiring employees involved in the proxy voting decision-making process to disclose to the Chief Compliance Officer any potential conflict relating to the proxy of which (s)he is aware as well as any contact that (s)he has had with any interested party regarding a proxy vote; and (ii) prohibiting employees involved in the decision-making process or vote administration from revealing how the Blue Owl Credit CLO Advisers intend to vote on a proposal (in order to reduce any attempted influence from interested parties).

Where a Blue Owl Credit CLO Adviser believes that there may be an actual or perceived material conflict of interest, the Blue Owl Credit CLO Advisers will, as appropriate under the specific circumstance, (i) consult with legal counsel; (ii) disclose the conflict of interest to the client, or



interested party's board of directors or other governing body and defer to its voting recommendation (in which case consent to the vote must be obtained prior to voting the proxy); (iii) abstain from voting; or (iv) either (a) rely on the recommendation of a third-party proxy voting service or (b) vote the client's shares in the same proportion as that of the aggregated vote of the issuer's other outstanding shares (also known as "echo voting").

Depending on the particular circumstances involved, the appropriate resolution of any single conflict of interest may differ from the appropriate resolution of another conflict of interest, even though the general facts underlying both conflicts may be similar (or even identical). The Blue Owl Credit CLO Advisers seek to resolve all potential material conflicts of interest in the best interest of their clients.

Blue Owl Credit CLO Funds can, but Investors in the Blue Owl Credit CLO Funds cannot, direct the Blue Owl Credit CLO Advisers on how to vote a particular proxy. Blue Owl Credit CLO Fund Investors may request a copy of the Blue Owl Credit CLO Advisers' Proxy Voting Policy by contacting the Compliance Department at the phone number or address on the cover page of this Brochure.

### **Item 18 – Financial Information**

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Registered investment advisers are required to provide in response to this item certain financial information or disclosures about their financial condition, including with respect to certain prepaid management fees.

The Blue Owl Credit CLO Advisers do not require prepayment of management fees six months or more in advance.

The Blue Owl Credit CLO Advisers are not aware of any financial condition reasonably likely to impair their ability to meet contractual commitments to clients and have not been the subject of any bankruptcy petition.

## Exhibit A – Risks

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The following is a non-exhaustive list of the more common risks that you should consider in connection with an investment program of the kind described herein. This Brochure cannot disclose every potential risk associated with an investment strategy, or all of the risks applicable to a particular client. You should refer to the Offering Materials for additional information about the specific risks that may apply to your particular investment or investment program.

- Integration of the Blue Owl Advisers

Historically, the various business divisions of Blue Owl Advisers operated independently. The future success of their combination within Blue Owl, including anticipated benefits, depends, in part, on Blue Owl's ability to optimize its operations, and those of the respective business divisions. The optimization of Blue Owl's operations will be a complex, costly and time-consuming process, and anticipated benefits to Blue Owl Clients will not necessarily be realized fully or at all or could take longer to realize than expected. There can be no assurances that Blue Owl will realize any potential operating efficiencies, synergies or other benefits from the combination of its business units, or that any such efficiencies will ultimately benefit Blue Owl Clients.

The integration of the Blue Owl Advisers presents material challenges, including, without limitation: (i) combining the leadership teams and corporate cultures of the business divisions; (ii) the diversion of Blue Owl management's attention from the Blue Owl Advisers' investment advisory services as a result of the devotion of management's attention to the integration of the various Blue Owl business divisions; (iii) managing a larger combined business; (iv) maintaining employee morale and retaining key management and other employees at the combined company, including by offering sufficiently attractive terms of employment; (v) retaining existing business and operational relationships, and attracting new business and operational relationships; (vi) the possibility of faulty assumptions underlying expectations regarding the integration process; (vii) consolidating corporate and administrative infrastructures and eliminating duplicative operations; (viii) difficulty replicating or replacing functions, systems and infrastructure provided by prior owners of interests in one or more Blue Owl business divisions or the loss of benefits from such prior owners' global contracts; and (ix) unanticipated issues in integrating information technology, communications and other systems.

Some of those factors are outside of Blue Owl's control, and any one of them could result in delays, increased costs, performance shortfalls, and diversion of management's time and energy from investment advisory matters, which could materially, and potentially adversely, affect Blue Owl Clients.

In addition, as a result of the ownership that certain Blue Owl personnel have in Blue Owl, those individuals are potentially incentivized to take actions to favor the appreciation of Blue Owl stock. In particular, Blue Owl will own all or substantially all of the management fee streams from the Blue Owl Clients and a portion of the performance fee streams and carried

interest attributable to certain Blue Owl Clients. Although the interests of certain Blue Owl Adviser personnel in the carried interest of applicable Blue Owl Clients is expected to align their interests with those of such Blue Owl Clients, Blue Owl's combined business strategy and such individuals' interests in Blue Owl can give rise to potential conflicts of interests with respect to the management of Blue Owl Clients and the development of the Blue Owl business. There can be no assurance that Blue Owl will successfully develop and implement compensation structures that successfully balance such incentives.

While each Blue Owl Adviser will seek to make investment decisions designed to maximize long-term value to its Blue Owl Clients, a Blue Owl Client's investment team will, at times, have, or appear to have, incentives to manage the Blue Owl Client or make decisions with respect to the Blue Owl Client's investments in a manner that favors their direct interests in Blue Owl to the detriment of the interests of the Blue Owl Client. While each Blue Owl Adviser will seek to act in accordance with its statutory and contractual duties to the Blue Owl Clients, there can be no assurance that all conflicts will ultimately be resolved in a manner advantageous to the Blue Owl Clients.

- Lack of Sufficient Investment Opportunities and Competition for Investments

The business of identifying, structuring and completing attractive investments is highly competitive and involves a high degree of uncertainty. Other Investors compete to make the types of investments that the Blue Owl Credit Clients plan to make. Certain of these competitors are substantially larger, have considerably greater financial, technical and marketing resources, have higher risk tolerances or risk assessments and offer a wider array of financial services than the Blue Owl Credit Clients. Blue Owl Credit Clients could lose investment opportunities if it does not match its competitors' pricing, terms and structure.

There can be no assurance that there will be a sufficient number of attractive potential investments available to a Blue Owl Credit Client to achieve target returns, and it is possible that a Blue Owl Credit Client will never be fully invested if enough sufficiently attractive investments are not identified.

- Illiquidity; Lack of Current Distributions and Limited Transferability of Blue Owl Credit Fund Interests

An investment in a Blue Owl Credit Fund should be viewed as an illiquid investment. There will be no public market for interests in the Blue Owl Credit Funds, and none is expected to develop. The relevant Offering Materials and applicable securities laws impose substantial restrictions upon the transferability of Blue Owl Credit Fund interests. Withdrawals or redemptions of Blue Owl Credit Fund interests are generally limited or not permitted.

It is uncertain as to when profits, if any, will be realized, and losses on unsuccessful investments may be realized before gains on successful investments are realized. Realization of profits or return of capital, if any, generally will occur only upon the payment of interest from portfolio companies and the repayment of amounts loaned to such portfolio companies.

At times, particularly early in the life of a Blue Owl Credit Fund, income may not be available for distribution due to an excess of operating expenses over income.

To the extent that a Blue Owl Credit Fund acquires a significant percentage of its portfolio company investments from privately held companies in directly negotiated transactions, substantially all of these investments are subject to legal and other restrictions on resale or are otherwise less liquid than exchange-listed securities or other securities for which there is an active trading market. A Blue Owl Credit Fund typically would be unable to exit these investments unless and until the portfolio company has a liquidity event such as a sale, refinancing, or initial public offering. The illiquidity of its investments may make it difficult or impossible for it to sell such investments if the need arises. In addition, if a Blue Owl Credit Fund is required to liquidate all or a portion of its portfolio quickly, it may realize significantly less than the value at which it had previously recorded its investments, which could have a material adverse effect on the Blue Owl Credit Fund's business and financial condition. Moreover, investments purchased by a Blue Owl Credit Fund that are liquid at the time of purchase may subsequently become illiquid due to events relating to the issuer, market events, economic conditions or investor perceptions.

- Reliance on Blue Owl Credit and Portfolio Investment Management

The success of each Blue Owl Credit Client depends upon the diligence, skill and network of business contacts of the Investment Team. The Investment Team will evaluate, negotiate, structure, close, monitor and manage each Blue Owl Credit CLO Fund's investments in accordance with the terms of its Offering Materials. A Blue Owl Credit CLO Fund's future success will depend to a significant extent on the continued service and coordination of the Investment Team, which includes maintaining and building new relationships that will generate investment opportunities for the Blue Owl Credit CLO Funds. Any failure to manage a Blue Owl Credit CLO Fund's business and its future growth effectively could have a material adverse effect on such Blue Owl Credit CLO Fund's business, financial condition, results of operations and cash flows. There can be no assurance that the members of the Investment Team upon which the Blue Owl Credit CLO Advisers rely will continue to be associated with Blue Owl Credit throughout the life of any Blue Owl Credit CLO Fund.

Although the Blue Owl Credit CLO Advisers will monitor the performance of each Portfolio Investment, with respect to Portfolio Investments that are companies, it will primarily be the responsibility of each Portfolio Investment's management team to operate such Portfolio Investment on a day-to-day basis. Although the Blue Owl Credit CLO Advisers generally intend to invest their Blue Owl Credit CLO Funds' assets in companies with strong management, there can be no assurance that the management of such Portfolio Investments will be able or willing to successfully operate the Portfolio Investment in accordance with a Blue Owl Credit CLO Fund's objectives.

- Non-Specified Investments and Discretion in Determining Use of Contributed Capital

Contributed capital will be used to finance or make investments that generally will not be meaningfully described to the Blue Owl Credit CLO Fund Investors prior to such financing or investment, and the Blue Owl Credit CLO Advisers will have broad discretion in determining the specific uses of contributed capital. Blue Owl Credit CLO Fund Investors generally will not have the opportunity to evaluate the economic, financial or other information on which the Blue Owl Credit CLO Advisers base their decisions, and therefore must rely on the judgment and ability of the Blue Owl Credit CLO Advisers.

As discussed in Item 5 – Fees and Compensation, each Blue Owl Credit CLO Fund, as permitted in its respective Offering Materials, generally will pay certain expenses, including operating expenses, and generally will pay other expenses such as due diligence expenses of potential new investments, from contributed capital. A Blue Owl Credit Client's ability to achieve its investment objective can be limited to the extent that contributed capital is used to pay operating expenses. No assurance can be given that a Blue Owl Credit Client will be successful in identifying investments suitable for financing or investment or that, if such financings or investments are made, its investment objectives will be achieved. These factors increase the uncertainty, and thus the risk, of investing in a Blue Owl Credit Client.

- Potential Lack of Diversification and Limited Number of Portfolio Companies

The Blue Owl Private Funds generally do not, and Blue Owl Credit SMA Clients may not, have fixed guidelines for diversification (other than certain maximum concentration limitations), and Blue Owl Private Fund investments are typically concentrated in relatively few industries and portfolio companies. A Blue Owl Credit Client could participate in a relatively limited number of investments and, as a consequence, the aggregate return of the Blue Owl Credit Client could be substantially adversely affected by the unfavorable performance of even a single investment. Investors have no assurance as to the degree of diversification of a Blue Owl Credit Client's investments, either by geographic region, asset type or sector. To the extent that a Blue Owl Credit Client assumes large positions with respect to a small number of investments or industries, its valuation may fluctuate to a greater extent than that of a more diversified investment company. Realized aggregate returns may be significantly adversely affected if a small number of investments perform poorly or if the value of any one investment is written down, and a downturn in any particular industry in which a Blue Owl Credit Client is invested could significantly affect its aggregate returns. Lack of sufficient diversification could also limit a Blue Owl Private Fund's ability to obtain financing.

- Cyber-security Risks

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of Blue Owl Credit Client information resources. These incidents could be an intentional attack or an unintentional event and could involve gaining unauthorized access to the Blue Owl Credit CLO Advisers' information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing



operational disruption. The Blue Owl Credit CLO Advisers rely heavily upon computer systems to perform necessary business functions. Despite the implementation of a variety of security measures, the Blue Owl Credit CLO Advisers' computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through the Blue Owl Credit CLO Advisers' computer systems and networks. The result of these incidents could include disrupted operations, misstated or unreliable financial data, liability for stolen information, misappropriation of assets, increased cyber-security protection and insurance costs, litigation and damage to the Blue Owl Credit CLO Advisers' business relationships. This could result in significant losses, reputational damage, litigation, regulatory fines or penalties, or otherwise adversely affect the business, financial condition or results of operations of the Blue Owl Credit CLO Advisers and/or Blue Owl Credit Clients. In addition, the Blue Owl Credit CLO Advisers and/or Blue Owl Credit Clients could be required to expend significant additional resources to modify their protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. The Blue Owl Credit CLO Advisers face risks posed to information systems, both internal and those provided to it by third-party service providers. The Blue Owl Credit CLO Advisers, their Blue Owl Credit CLO Funds and their respective affiliates have implemented processes, procedures and internal controls to help mitigate cyber-security risks and cyber intrusions, but these measures, as well as the Blue Owl Credit CLO Advisers' increased awareness of the nature and extent of a risk of a cyber incident, may be ineffective and do not guarantee that a cyber incident will not occur or that the financial results, operations or confidential information of the Blue Owl Credit CLO Advisers and/or Blue Owl Credit Clients will not be negatively impacted by such an incident.

- Third Parties with Which the Blue Owl Credit CLO Advisers Intend to Do Business (Including Those That Provide Services to Them) Can Also Be Sources or Targets of Cyber-Security or Other Technological Risks

The Blue Owl Credit CLO Advisers intend to outsource certain functions, and these relationships will, in certain circumstances, allow for the storage and processing of information and assets, as well as certain Investor, counterparty, employee and borrower information. While the Blue Owl Credit CLO Advisers intend to engage in actions to reduce their exposure resulting from outsourcing, ongoing threats could result in unauthorized access, loss, exposure or destruction of data, or other cyber-security incidents, with increased costs and other consequences, including those described above. Privacy and information security laws and regulation changes, and compliance with those changes, could also result in cost increases due to system changes and the development of new administrative processes.

- Outbreaks of Infectious or Contagious Diseases; COVID-19

Pandemics and other widespread public health emergencies, including outbreaks of infectious diseases such as SARS, H1N1/09 flu, avian flu, Ebola and COVID-19, have and are resulting in market volatility and disruption, and future such emergencies have the potential to materially and adversely impact economic production and activity in ways that are impossible to predict, all of which could result in significant losses to a Blue Owl Credit Client. In an effort to contain such health emergencies, national, regional and local governments, as well as private businesses and other organizations, have taken or have the potential to take restrictive measures, including instituting local and regional quarantines, restricting travel (including closing certain international borders), prohibiting public activity (including “stay-at-home” and similar orders), and ordering the closure of large numbers of offices, businesses, schools, and other public venues. Any such measures have the potential to significantly diminish economic production and activity of all kinds and contribute to volatility in financial markets, demand across categories of consumers and businesses, as well as in the credit and capital markets. Restrictive measures, whether on an initial or re-imposed basis, also have the potential to cause labor force and operational disruptions, slowing or complete idling of certain supply chains and manufacturing activity, increases in unemployment levels, and strain and uncertainty for businesses and households, with a particularly acute impact on industries dependent on travel and public accessibility, such as transportation, hospitality, tourism, retail, sports and entertainment.

The ultimate impact of any such health emergency — and any resulting decline in economic and commercial activity — on global economic conditions, and on the operations, financial condition and performance of any particular industry or business, is impossible to predict, but could have a significant adverse impact and result in significant losses to the Blue Owl Credit Clients. The extent of the impact on the Blue Owl Credit Clients’ and their portfolio companies’ operational and financial performance will depend on many factors, all of which are highly uncertain and cannot be predicted, and this impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities, impairments to credit quality and reductions in the availability of capital. These same factors may limit the ability of the Blue Owl Credit Clients to source, diligence and execute new investments and to manage, finance and exit investments in the future, and governmental mitigation actions may constrain or alter existing financial, legal and regulatory frameworks in ways that are adverse to the investment strategy the Blue Owl Credit Clients intend to pursue, all of which could adversely affect the Blue Owl Credit Clients’ ability to fulfill their investment objectives. They may also impair the ability of portfolio companies or their counterparties to perform their respective obligations under debt instruments and other commercial agreements (including their ability to pay obligations as they become due), potentially leading to defaults with uncertain consequences. In addition, the operations of the Blue Owl Credit Clients, their portfolio companies, and the Blue Owl Credit CLO Advisers may be significantly impacted, or even temporarily or permanently halted, as a result of any such health emergencies, or any measures, restrictions, remote-working requirements and other factors related thereto, including its potential adverse impact on the health of any such entity’s personnel. These measures may also hinder such entities’ ability to conduct their affairs and activities as they normally would, including by impairing usual communication channels and methods,

hampering the performance of administrative functions such as processing payments and invoices, and diminishing their ability to make accurate and timely projections of financial performance.

- Restricted Nature of Investment Positions

A Blue Owl Credit Client's investments will typically be difficult to value because there is generally no readily available market for such investments. In addition, without an active market for such investments, there may be circumstances in which a Blue Owl Credit Client is unable to dispose of an investment expeditiously or at an anticipated value.

- Risk of Loss

Investors should understand that all investment strategies and the Portfolio Investments made pursuant to such strategies involve risk of loss, including the potential loss of the entire investment in the Blue Owl Credit CLO Funds, which investors should be prepared to bear. The investment performance and the success of any investment strategy or particular Portfolio Investment can never be predicted or guaranteed, and the value of investments will fluctuate due to market conditions and other factors. The investment decisions made and the actions taken for the Blue Owl Credit CLO Funds will be subject to various market, liquidity, currency, economic, political and other risks, and will not necessarily be profitable and it is possible that they will lose value. Past performance of the Blue Owl Credit CLO Funds is not indicative of future performance.

The risks listed herein are not in order of importance. In addition to the risks listed here, there are additional material risks associated with the types of products in which a Blue Owl Credit CLO Fund invests. Investors should refer to the Blue Owl Credit CLO Fund Offering Materials for a discussion of applicable risk factors for those particular investments.

- Institutional Risk

Institutions, such as brokerage firms, prime brokers, banks or hedge funds, will have custody of the assets of Blue Owl Credit CLO Funds. Often these assets will not be registered in the name of the Blue Owl Credit CLO Fund and could be pledged as collateral or re-hypothecated by such institutions and could not be in segregated accounts. Bankruptcy, insolvency, default (or similar events), fraud or misrepresentation at one of these institutions could impair the operational capabilities or capital position of a Blue Owl Credit CLO Fund, including a loss of securities held by such institutions. The Blue Owl Credit CLO Advisers will attempt to limit a Blue Owl Credit CLO Fund's direct investment transactions to well-capitalized and established banks and brokerage firms in an effort to mitigate such risks, but neither the Blue Owl Credit CLO Advisers nor any Blue Owl Credit CLO Fund has any control over the institutions with certain Portfolio Investments enter into transactions.

- Valuation Risk

Market prices could not be readily available for Portfolio Investments. Restrictions on resale or the absence of a liquid secondary market could adversely affect the Blue Owl Credit Funds' ability to determine its value. The sale price of securities that are not readily marketable could be lower or higher than the Blue Owl Credit CLO Advisers' most recent determination of their fair value. Valuations of assets of Blue Owl Credit CLO Funds could involve uncertainties and the exercise of judgment and discretion. If such valuations should prove to be incorrect, the net asset value of a Blue Owl Credit CLO Fund could be adversely affected. There can be no assurance that the value of Portfolio Investments as reported will ultimately be realized.

- Future Changes in Applicable Law

The ability of the Blue Owl Credit CLO Advisers to implement the investment program of the Blue Owl Credit Clients, as well as the ability of a Blue Owl Credit Fund to conduct its operations and objectives, is based on laws and regulations which are subject to change through legislative, judicial or administrative action. Future legislative, judicial or administrative action could adversely affect a Blue Owl Credit Fund's ability to implement its investment program, as well as the ability of the Blue Owl Credit Fund to conduct its operations and achieve its objectives.

- Litigation

Blue Owl engages in a broad variety of activities on a global basis in respect of its managed funds and investments. These activities subject Blue Owl to risks of becoming involved in litigation by third parties and subject Blue Owl to investigations or proceedings initiated by governmental authorities. Additionally, Blue Owl is, and expects from time to time in the future to be, engaged in ongoing litigation. It is difficult to determine what impact, if any, such litigation could have on Blue Owl and the Blue Owl Credit Funds. As a result, there can be no assurance that the foregoing will not have an adverse impact on Blue Owl or otherwise impede a Blue Owl Credit CLO Adviser's ability to effectively achieve its objectives with respect to the Blue Owl Credit Funds.

- Russia-Ukraine Conflict

The ongoing military conflict between Russia and the Ukraine has caused disruption to global financial systems, trade and transport, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. However, the ultimate impact of the Russia-Ukraine conflict and its effect on global economic and commercial activity and conditions, and on the operations, financial condition and performance of the

Blue Owl Clients or any particular industry, business or investee country and the duration and severity of those effects, is impossible to predict.

The Russia-Ukraine conflict may have a significant adverse impact and result in significant losses to the Blue Owl Clients and/or their respective portfolio investments. Such impact may include significant reductions in revenue and growth, unexpected operational losses and liabilities and reductions in the availability of capital. It may also limit the ability of the Blue Owl Advisers to source, diligence and execute new investments and to manage, finance and exit investments in the future. Developing and further governmental actions (military or otherwise) may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to the investment strategies which the Blue Owl Advisers pursue for the Blue Owl Clients, all of which could adversely affect the Blue Owl Advisers' ability to fulfill the Blue Owl Clients' investment objectives.

### **Risks Related to the Blue Owl Credit CLO Programs**

- General Economic Conditions

Significant risks may exist for the Blue Owl Credit CLO Funds and Investors as a result of uncertain general economic conditions. These risks include, among others, (i) the possibility that the prices at which Collateral Obligations can be sold by the Blue Owl Credit CLO Funds will have deteriorated from their effective purchase price, (ii) the illiquidity of the Notes, as there may be no secondary trading in the Notes and (iii) the possibility of a decline in the market value of the Notes. These risks may affect the returns on the Notes to Investors and the ability of Investors to realize their investment in the Notes prior to the stated maturity of the Notes, if at all.

In addition, the primary market for a number of financial products including leveraged loans may be volatile, and the level of new issuances may be uncertain and may vary based on a number of factors, including general economic conditions. As well as reducing opportunities for the Blue Owl Credit CLO Funds to purchase assets in the primary market, this may increase reinvestment or refinancing risk in respect of maturing Collateral Obligations. These additional risks may affect the returns on the Notes to Investors and could further slow, delay or reverse an economic recovery and cause a further deterioration in loan performance generally. Limitations on the amount of available credit in the market may have an adverse impact on general economic conditions that affect the performance of the Collateral Obligations. A slowdown in growth or commencement of a recession would be expected to have an adverse effect on the ability of businesses to repay or refinance their existing debt. Adverse macroeconomic conditions may adversely affect the rating, performance and the realization value of the Collateral Obligations. It is possible that the Collateral Obligations will experience higher default rates than anticipated and that performance will suffer.

The market value and performance of the Collateral Obligations and the Notes may be adversely impacted by current and future economic conditions, including perceptions of potential, current or future conditions, market trading imbalances or technical dislocation.

To the extent that economic and business conditions deteriorate, the levels of defaults and delinquencies are likely to increase and market values may decrease, which may adversely affect the amount of proceeds that could be obtained upon the sale of the Collateral Obligations and could adversely impact the ability of the Blue Owl Credit CLO Funds to make payments on the Notes.

The volume of leveraged loans in the primary market fluctuates from time to time. If volume is relatively low, the lack of new loans may make it more difficult for the Blue Owl Credit CLO Advisers to acquire Collateral Obligations that it considers appropriate for a Blue Owl Credit CLO Fund's portfolio and that otherwise satisfy the eligibility criteria described in the related Offering Materials. If the Blue Owl Credit CLO Advisers cannot make appropriate investments for a Blue Owl Credit CLO Fund in a timely manner, it may choose to repay part or all of the Notes and, even if it does not, the returns on the Notes may be substantially impaired.

- Illiquidity in the Leveraged Finance Market

The financial markets have experienced substantial fluctuations in prices for leveraged loans and limited liquidity for such instruments. During periods of limited liquidity and higher price volatility, the Blue Owl Credit CLO Funds' ability to acquire or dispose of Collateral Obligations at a price and time that the applicable Blue Owl Credit CLO Adviser deems advantageous may be severely impaired, which may impair its ability to dispose of investments in a timely fashion and for a fair price, as well as its ability to take advantage of market opportunities. Furthermore, it is expected that substantially all of the Collateral Obligations will have a limited trading market (or none) under any market conditions. Illiquid debt obligations may trade at a discount from comparable, more liquid investments or the Blue Owl Credit CLO Funds may be unable to sell illiquid debt obligations. The impact of limited liquidity on the global credit markets may adversely affect the management flexibility of the Blue Owl Credit CLO Advisers in relation to the portfolio and, ultimately, the returns on the Notes to Investors.

- International Investing

Subject to the domicile requirements in the definition of Collateral Obligation and to the concentration limitations, the Blue Owl Credit CLO Funds may acquire Collateral Obligations that are obligations of obligors or issuers located in countries other than the United States. The obligations of non-U.S. obligors may be subject to various laws enacted in their home countries for the protection of debtors or creditors, which could adversely affect the Blue Owl Credit CLO Funds' ability to recover amounts owed. These insolvency considerations will differ depending on the country in which each obligor is located and may differ depending on whether the obligor is a non-sovereign or a sovereign entity. Moreover, non-U.S. companies are generally not subject to uniform accounting, auditing and financial reporting standards, practices and requirements comparable to those applicable to United States companies.

Foreign markets also have different clearance and settlement procedures, and in certain markets there have been times when settlements have failed to keep pace with the volume of securities transactions, making it difficult to conduct such transactions. Delays in

settlement could result in periods when assets of the Blue Owl Credit CLO Funds are uninvested and no return is earned thereon. The inability of the Blue Owl Credit CLO Funds to make intended Collateral Obligation purchases due to settlement problems or the risk of intermediary counterparty failures could cause the Blue Owl Credit CLO Funds to miss investment opportunities. The inability to dispose of a Collateral Obligation due to settlement problems could result either in losses to the Blue Owl Credit CLO Funds due to subsequent declines in the value of such Collateral Obligation or, if a Blue Owl Credit CLO Fund has entered into a contract to sell the security, could result in possible liability to the purchaser. Transaction costs of buying and selling foreign securities, including brokerage, tax and custody costs, also are generally higher than those involved in domestic transactions. Furthermore, foreign financial markets have, for the most part, substantially less volume than U.S. markets, and securities of many foreign companies are less liquid and their prices more volatile than securities of comparable domestic companies. The continuing sovereign debt crisis in certain European countries has also negatively impacted the debt markets in the European Economic Area (“EEA”) and debt markets in countries with significant exposure to the impacted EEA debt markets.

The economies of individual non-U.S. countries also may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross domestic product, rate of inflation, volatility of currency exchange rates, depreciation, capital reinvestment, resources self-sufficiency and balance of payments position.

- The Blue Owl Credit CLO Funds May Not Be Able to Acquire Collateral Obligations that Satisfy the Related Investment Criteria

The ability of the Blue Owl Credit CLO Funds to acquire Collateral Obligations that satisfy their respective investment criteria (as set out in the related Offering Materials) at the projected prices, ratings, rates of interest and any other applicable characteristics will be subject to market conditions and availability of such Collateral Obligations. Any inability of the Blue Owl Credit CLO Funds to acquire Collateral Obligations that satisfy the related investment criteria may adversely affect the timing and amount of payments received by the holders of Notes and the yield to maturity of the Notes. There is no assurance that the Blue Owl Credit CLO Funds will be able to acquire Collateral Obligations that satisfy the related investment criteria.

- Investor Suitability

An investment in the Notes will not be appropriate for all Investors. Structured investment products like the Notes are complex instruments, and typically involve a high degree of risk and are intended for sale only to sophisticated Investors who are capable of understanding and assuming the risks involved. Moreover, certain prospective Investors may be subject to regulatory requirements that restrict their ability to purchase Notes. Any Investor interested in purchasing Notes should conduct its own investigation and analysis of such investment and consult its own professional advisers as to the risks involved in making such a purchase.



- Middle-Market Loans Involve Particular Risks

All or a significant majority of the Collateral Obligations will consist of middle market loans including certain assets that are considered lower middle market loans. Because a more limited number of Investors purchase middle market loans, the trading volume for middle market loans is likely to be relatively illiquid as compared to broadly syndicated loans. As a result, the Collateral Obligations will be subject to greater risks than investment grade corporate obligations and broadly syndicated leveraged loans.

In addition to limited liquidity, middle market loans may involve a number of additional risks. These companies generally have more limited access to capital and higher funding costs, may be in a weaker financial position, may need more capital to expand or compete, and may be unable to obtain financing from public capital markets or from traditional sources, such as commercial banks. Accordingly, middle market loans involve higher risks than loans made to companies that have larger businesses, greater financial resources or are otherwise able to access traditional credit sources.

Generally, little public information exists about such companies. If the Blue Owl Credit CLO Funds are unable to uncover all material information about such companies, it may not make a fully informed investment decision, and may incur losses. Private middle market companies typically have shorter operating histories, less predictable operating results, narrower product lines and smaller market shares than larger businesses, which characteristics tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Private middle market companies are also more likely to depend on the management talents and efforts of a small group of persons, the loss of which could have a material adverse impact. In addition, private middle market companies may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position.

Also, middle market businesses might need additional capital to survive an economic downturn. As a consequence, certain loans invested in by the Blue Owl Credit CLO Funds could be or become nonperforming loans and obligors could default with respect to such loans. Often, a deterioration in an obligor's financial condition and prospects will be accompanied by a deterioration in the value of the collateral securing the related Collateral Obligation, if any, by an inability to obtain refinancing and/or by the need to restructure the Collateral Obligation. These conditions may make it difficult for the Blue Owl Credit CLO Funds to obtain repayment of the Collateral Obligations. As a result, the Investors may experience a loss on their investment.

The Blue Owl Credit CLO Funds' investments are not diversified across investment strategies and should not be considered a complete investment program. Such concentration of asset class risk may expose the Blue Owl Credit CLO Funds to losses disproportionate to those incurred by the market in general or other asset classes if the investments in which the Blue Owl Credit CLO Funds are concentrated are disproportionately adversely affected by



economic stress or market volatility. In addition, diversification by obligor and industry classification may not sufficiently reduce losses if middle market loans as an asset class are adversely affected by economic or market conditions.

In the event that a Blue Owl Credit CLO Fund forecloses on collateral securing a Collateral Obligation, the Blue Owl Credit CLO Fund will be subject to the costs associated with the ownership and maintenance of such collateral to preserve its value pending sale in accordance with the applicable indenture.

- Private Ratings and Credit Estimates

All or substantially all of the Collateral Obligations held by the Blue Owl Credit CLO Funds will have private ratings or credit estimates. Credit ratings and credit estimates of assets represent the rating agencies' opinions regarding their credit quality and are not a guarantee of quality. Rating agencies attempt to evaluate the safety of principal and interest payments and do not evaluate the risks of fluctuations in market value; therefore, ratings and estimates may not fully reflect all the risks of an investment. Also, rating agencies may fail to make timely changes in credit ratings or credit estimates in response to subsequent events, so that an obligor's current financial condition may be better or worse than a rating or estimate indicates. Further, rating agencies may change credit rating and credit estimate methodology in response to legislative and regulatory initiatives or for other reasons. Consequently, credit ratings and credit estimates of any Collateral Obligation (and the credit ratings of the secured Notes) should be used only as a preliminary indicator of investment quality and should not be considered a completely reliable indicator of investment quality. Rating and estimate reductions or withdrawals may occur for any number of reasons and may affect numerous assets at a single time or within a short period of time, with material adverse effects upon the Notes. It is possible that many credit ratings or credit estimates of assets included in or similar to the Collateral Obligations will be subject to significant or severe adjustments downward.

- Refinancing Risk

A significant portion of the Collateral Obligations will consist of loans for which most or all of the principal is due at maturity. The ability of such obligor to make such a large payment upon maturity typically depends upon its ability to refinance the Collateral Obligation prior to maturity, to generate sufficient cash flow to repay the Collateral Obligation at maturity or to engage in a sale of all or a portion of the business of such obligor, which may be negatively affected by multiple factors. The inability of an obligor to pay could result in losses to the related Blue Owl Credit CLO Fund and, indirectly, to the Investors.

Significant numbers of obligors on loans may face the need to refinance their debt over the next few years, and significant numbers of collateralized loan obligation transactions (historically an important source of funding for loans) have reached or are close to reaching the end of their reinvestment periods or the final maturities of their own debt. As a result, there could be significant pressure on the ability of obligors on loans to refinance their debt

over the next few years unless a significant volume of new collateralized loan obligation transactions or other sources of funding develop. If such sources of funding do not develop, significant defaults in Collateral Obligations could occur, and there could be downward pressure on the prices and markets for debt instruments, including Collateral Obligations.

- Leveraged Investments

Subject to any limitations set forth in the relevant Offering Materials, a Blue Owl Credit Client may make use of leverage by incurring debt to finance a portion of its investment in a given portfolio company. The use of borrowings, also known as leverage, increases the volatility of investments by magnifying the potential for gain or loss on invested equity capital. To the extent that leverage is used to partially finance investments through borrowing from banks and other lenders, Investors will experience increased risks of investing. If the value of assets decreases, leverage would cause net asset value to decline more sharply than it otherwise would have without such borrowing and employing of leverage. Similarly, any decrease in income would cause net income to decline more sharply than it would have without such borrowing and employing of leverage. Such a decline could negatively affect the ability to service debt or make distributions.

In addition, Investors will bear the burden of any increase in expenses as a result of the use of leverage, including interest expenses and any increase in the base management or performance-based economics attributable to the increase in assets purchased using leverage.

The amount of leverage will depend on the Blue Owl Credit Adviser's assessment of market and other factors at the time of any proposed borrowing. There can be no assurance that leveraged financing will be available on favorable terms or at all. However, to the extent that leverage is used to finance assets, financing costs will reduce cash available for distributions. Moreover, to the extent that financing obligations cannot be met, there is a risk of loss of assets to liquidation or sale to satisfy the obligations. In such an event, it may be necessary for assets to be sold at significantly depressed prices due to market conditions or otherwise, which may result in losses.

- General Market and Credit Interest Rate Risks That Affect Debt Instruments Generally

Debt instruments are subject to general market and credit and interest rate risks. Credit risk refers to the likelihood that an obligor will default on the payment of principal, interest or other amounts owed on an instrument. Financial strength and solvency of an obligor are the primary factors influencing credit risk, but other factors may also impact credit risk, such as an obligor's failure to meet its business plan, a downturn in its industry, negative economic conditions or deterioration in value of collateral or other assets expected to be the source of repayment. Credit risk may change over the life of an instrument, and there can be no assurance that the Blue Owl Credit Advisers will be successful in assessing the credit risk of portfolio investments or mitigating the impact of credit risk changes on a Blue Owl Credit Client.

Interest rate risk refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate obligations) or directly (especially in the case of instruments whose rates are adjustable). In general, rising interest rates will negatively affect the price of a fixed rate debt instrument and falling interest rates will have a positive effect on the price of a fixed rate debt instrument. Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. In addition, interest rate increases generally will increase the interest carrying cost of a Blue Owl Credit Client's borrowed securities.

- Risks Related to the Low Interest Rate Environment and Changes in Interest Rates

Because the Blue Owl Credit Funds intend to borrow money and the Blue Owl Credit SMA Clients may borrow money as permitted under the respective Offering Materials to make investments, net investment income will depend, in part, upon the difference between the rate at which funds are borrowed and the rate at which funds are invested. As a result, there is no assurance that a significant change in market interest rates will not have a material adverse effect on a Blue Owl Credit Client's net investment income.

A low interest rate environment can depress a Blue Owl Credit Client's net investment income, even though the terms of its investments generally will include a minimum interest rate. In addition, any reduction in the level of interest rates on new investments relative to interest rates on current investments could adversely impact a Blue Owl Credit Client's net investment income, reducing its ability to pay distributions or interest and principal on its indebtedness. However, an increase in interest rates could decrease the value of any investments which earn fixed interest rates and also could increase interest expense, thereby decreasing net income. Further, rising interest rates could also adversely affect performance if such increases cause borrowing costs to rise at a rate in excess of the rate that investments yield.

In periods of rising interest rates, to the extent that a Blue Owl Credit Client borrows money subject to a floating interest rate, its cost of funds would increase, which could reduce net investment income. Further, rising interest rates could also adversely affect performance if a Blue Owl Credit Client holds investments with floating interest rates, subject to specified minimum interest rates (such as a LIBOR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase interest expense, even though interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.

In addition, a substantial amount of Blue Owl Credit Client debt investments are likely to be floating rate obligations based on reference rates, such as LIBOR, EURIBOR, the Federal Funds Rate or the Prime Rate. General interest rate fluctuations, as well as the transition to replacement reference rates in connection with the anticipated discontinuation of LIBOR, may have a substantial negative impact on Client investments, share value and rate of return

on invested capital. A prolonged period of spread tightening or decreases in interest rates could have an adverse effect on a Blue Owl Credit Client's net investment income.

If general interest rates rise, there is a risk that the portfolio companies in which a Blue Owl Credit Client holds floating rate securities will be unable to pay escalating interest amounts, which could result in a default under their loan documents. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure to provide fixed rate loans to portfolio companies, which could adversely affect net investment income, as increases in cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.

- Non-Controlling Investments

To the extent that a Blue Owl Credit Client makes non-controlling investments, a Blue Owl Credit Client will not be in a position to control the management, operation and strategic decision-making of the companies in which it invests. As a result, a Blue Owl Credit Client will be subject to the risk that a portfolio company it does not control, or in which it does not have a majority ownership position, may make business decisions with which it disagrees, and the equity holders and management of a portfolio company may take risks or otherwise act in ways that are adverse to such Blue Owl Credit Client's interests. Because a Blue Owl Credit Client will typically hold illiquid debt investments, it may not be possible to dispose of investments in the event of a disagreement with the actions of a portfolio company, which may result in a decrease in the value of such portfolio company.

- Portfolio Company Leverage

A Blue Owl Credit Client may make investments in portfolio companies with leveraged capital structures, which could constrain the ability of these companies to finance their future operations and capital needs. These portfolio companies may be subject to increased exposure to adverse economic factors such as a significant rise in interest rates, a downturn in the economy or deterioration in the condition of such company or its industry, and are inherently more sensitive to declines in revenues, competitive pressures and increases in expenses. In the event that such a portfolio company is unable to generate sufficient cash flow to timely meet principal and interest payments on indebtedness, the value of a Blue Owl Credit Client's investment could be significantly reduced or even eliminated.

- Defaults by Portfolio Companies

A portfolio company's failure to satisfy financial or operating covenants imposed by a Blue Owl Credit Client or other lenders could lead to defaults and, potentially, termination of its loans and foreclosure on its assets. This could ultimately jeopardize such portfolio company's ability to meet its obligations under the loans or debt or equity securities that such Blue Owl Credit Client holds. In such a situation, the Blue Owl Credit Client may incur expenses to the

extent necessary to seek recovery upon default or to negotiate new terms. While loans to portfolio companies are generally expected to be secured by collateral, there can be no assurance that such collateral could be readily liquidated or that the proceeds would satisfy the obligations of a defaulting portfolio company.

- Risks Particular to Investments in Senior Secured Loans, Unitranche Loans, Mezzanine Debt, Subordinated Debt, Cov-Lite Loans, Equity-Related Investments, Non-Investment Grade Investments, Middle Market Companies, Privately Held Companies, Public Company Holdings, Distressed Investments, Special Situations and “Event-Oriented” Situations

*Senior Secured Loans.* Issuers of first lien loans may have multiple tranches of first lien debt outstanding, each with first liens on separate collateral. Any secured debt is secured only to the extent of its lien and only to the extent of underlying assets or incremental proceeds on already secured assets. When a Blue Owl Credit Client makes a first or second lien loan or a unitranche loan to a portfolio company, such Client generally takes a security interest in the available assets of the portfolio company, including the equity interests of its subsidiaries, to help mitigate the risk that such Client will not be repaid. However, there is a risk that the collateral securing such loans may decrease in value over time, be difficult to sell in a timely manner, be difficult to appraise, or fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital. In some circumstances, a Blue Owl Credit Client’s lien could be subordinated to claims of other creditors. Consequently, the fact that a loan is secured does not guarantee that a Blue Owl Credit Client will receive principal and interest payments according to the loan’s terms, or at all, or that such Client will be able to collect on the loan if any available remedies are enforced.

*Unitranche Loans.* In connection with any unitranche loans (including “last out” portions of such loans) in which it may invest, a Blue Owl Credit Client would enter into agreements among lenders. Under these agreements, a Blue Owl Credit Client interest in the collateral of the first-lien loans may rank junior to those of other lenders in the loan under certain circumstances. This may result in greater risk and loss of principal on these loans.

*Mezzanine Debt.* Any mezzanine loan in which a Blue Owl Credit Client may invest generally will be subordinated to senior secured loans on a payment basis and typically will be unsecured and rank *pari passu* with other unsecured creditors. As such, other creditors may rank senior to a Blue Owl Credit Client in the event of an insolvency. This may result in an above average amount of risk and loss of principal.

*Subordinated Debt.* Any investments in subordinated debt in which a Blue Owl Credit Client may invest would be unsecured and rank behind the issuer’s secured indebtedness. While such subordinated debt investments may benefit from the same or similar financial and other covenants as those enjoyed by the indebtedness ranking ahead of the investments and may benefit from cross-default provisions, some or all of such terms may not be part of particular investments. Moreover, the ability of a Blue Owl Credit Client to influence an issuer’s affairs, especially during periods of financial distress or following insolvency, is likely to be

substantially less than that of senior creditors. For example, under typical subordination terms, secured creditors are able to block the acceleration of the debt or the exercise by debt holders of other rights or remedies they may have as creditors for a period of time. Accordingly, a Blue Owl Credit Client may not be able to take steps to protect its investments in a timely manner or at all. In addition, any unsecured debt in which a Blue Owl Credit Client may invest may not be protected by financial covenants or limitations upon additional indebtedness, could have limited liquidity and may not be rated by a credit rating agency. Further, upon any distribution to an issuer's creditors in a bankruptcy, liquidation or reorganization or similar proceeding, the holders of such issuer's senior and/or secured indebtedness (to the extent of the collateral securing such obligation) will be entitled to be paid in full before any payment may be made with respect to the Blue Owl Credit Client's subordinated debt investments.

*Cov-Lite Loans.* A Blue Owl Credit Client may invest in "covenant-lite" loans, which 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 that a Blue Owl Credit Client invests in "covenant-lite" loans, it 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.

*Equity-Related Investments.* Any equity securities of portfolio companies, warrants, options or convertible instruments that a Blue Owl Credit Client may acquire may not appreciate in value and, in fact, may decline in value. Accordingly, a Blue Owl Credit Client may not be able to realize gains from such equity interests, and any gains that are realized on the disposition of equity interests may not be sufficient to offset any other losses such Blue Owl Credit Client experiences.

*Non-Investment Grade Investments.* Debt securities rated below investment grade quality are generally regarded as having predominantly speculative characteristics and may carry a greater risk with respect to a borrower's capacity to pay interest and repay principal. Investments in non-investment grade middle-market loans are subject to liquidity, market value, credit, interest rate, reinvestment and other risks and are regarded as having predominantly speculative characteristics with respect to capacity to pay interest and repay principal. There can be no assurance that the Blue Owl Credit CLO Advisers will correctly evaluate the nature and magnitude of the various factors that could negatively affect the value or performance of such assets. It is anticipated that these loans will be subject to greater risks than investment grade corporate obligations, and these risks could be exacerbated if a Blue Owl Credit Client's portfolio is concentrated in one or more particular types of assets.

For example, issuers of non-investment grade securities may be less creditworthy and have a larger amount of outstanding debt relative to their assets than issuers of investment grade securities. In the event of an issuer's bankruptcy, claims of other creditors may have priority over the claims of holders of non-investment grade securities, leaving few or no assets available to repay holders of non-investment grade securities. Prices of non-investment grade securities are subject to extreme price fluctuations, and issuers of non-investment grade securities may be unable to meet their interest or principal payment obligations. In addition, non-investment grade securities frequently have redemption features that permit an issuer to repurchase the security from a Blue Owl Credit Client before it matures, which could cause such Blue Owl Credit Client to invest the proceeds in securities with lower yields and lose income. Non-investment grade securities may also be less liquid than higher rated fixed-income securities, even under normal economic conditions. Judgment may play a greater role in valuing these securities, and the credit rating of a high yield security does not necessarily address its market value risk. A Blue Owl Credit Client may incur expenses to the extent necessary to seek recovery upon default or to negotiate new terms with a defaulting issuer. Ratings and market value may change from time to time, positively or negatively, to reflect new developments regarding the issuer.

*Investments in Middle Market Companies.* Investments in private and middle market companies involve a number of significant risks. Such companies may have limited financial resources and may be unable to meet their obligations under debt investments held by a Blue Owl Credit Client. Such companies also 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 to general economic downturns. These companies often depend on the management talents and efforts of a small group of persons, have less predictable operating results, engage in rapidly changing businesses with products subject to a substantial risk of obsolescence, require substantial additional capital and have less publicly available information about their businesses, operations and financial condition upon which the Blue Owl Credit CLO Advisers might base an investment decision. Further, such companies may have difficulty accessing the capital markets, and any leverage they are able to obtain may be relatively costly and contain restrictive terms and covenants.

*Investments in Privately Held Companies.* Investments in private companies pose certain incremental risks as compared to investments in public companies. Investments in private companies tend to be less liquid. The securities of private companies are not publicly traded or actively traded on the secondary market and are, instead, traded on a privately negotiated over-the-counter secondary market for institutional investors. These over-the-counter secondary markets may be inactive during an economic downturn or a credit crisis and in any event often have lower volumes than publicly traded securities even in normal market conditions. In addition, the securities in these companies will be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. If there is no readily available market for these investments, a Blue Owl Credit Client will be required to carry these investments at fair value as determined by the relevant Blue Owl Credit CLO



Adviser or its affiliates. As a result, if a Blue Owl Credit Client is required to liquidate all or a portion of its portfolio quickly, it may realize significantly less than the value at which it had previously recorded these investments. A Blue Owl Credit Client may also face other restrictions on its ability to liquidate an investment in a portfolio company to the extent that the Client, the Blue Owl Credit CLO Advisers or any of their affiliates have material nonpublic information regarding such portfolio company. The reduced liquidity of investments may make it difficult to dispose of them at a favorable price, and, as a result, a Blue Owl Credit Client may suffer losses.

Finally, little public information generally exists about private companies and these companies may not have third-party credit ratings or audited financial statements. A Blue Owl Credit Client must therefore rely on the ability of the Blue Owl Credit CLO Advisers to obtain adequate information through due diligence to evaluate the creditworthiness and potential returns from investing in these companies, and to monitor the activities and performance of these investments. To the extent that Clients hold a larger number of investments, greater demands will be placed on the Blue Owl Credit CLO Advisers' time, resources and personnel in monitoring such investments, which may result in less attention being paid to any individual investment and greater risk that its investment decisions may not be fully informed. Additionally, these companies and their financial information will not generally be subject to the Sarbanes-Oxley Act of 2002 and other rules that govern public companies. If the Blue Owl Credit CLO Advisers are unable to uncover all material information about these companies, fully informed investment decisions may not be made, and money may be lost on investments.

*Public Company Holdings.* Any investments in securities and debt issued by publicly held companies may subject a Blue Owl Credit Client to risks that differ in type or degree from those involved with investments in privately held companies. Such risks include greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability of a Blue Owl Credit Client to dispose of such securities and debt at certain times, increased likelihood of shareholder litigation and insider trading allegations against such companies' executives and board members, including investment professionals, and increased costs associated with each of the aforementioned risks.

*Distressed Investments.* A Blue Owl Credit Client may invest in securities and other obligations and assets of issuers that are, or could be, in special situations involving significant financial or business distress, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although such investments could result in significant returns to a Blue Owl Credit Client, they involve a substantial degree of risk. The level of analytical sophistication, both financial and legal, necessary for successful investment in distressed assets is unusually high. There is no assurance that the Blue Owl Credit CLO Advisers will correctly evaluate the value of the assets collateralizing a Blue Owl Credit Client's investments or the prospects for a successful reorganization or similar action in respect of any company. In any reorganization or liquidation proceeding relating to an issuer in which a Blue Owl Credit



Client invests, a Blue Owl Credit Client could lose its entire investment, could be required to accept cash or securities or assets with a value less than the original investment and/or could be required to accept payment over an extended period of time.

Investments in distressed securities, particularly in connection with reorganizations, often involve litigation generally related to issues related to control and preference among classes, claimants and other related matters. Such litigation can be time-consuming and expensive and can frequently lead to unpredicted delays or losses that by their nature involve business, financial, market and/or legal risks. Under such circumstances, the returns generated from that investment will potentially not compensate the Investors adequately for the risks assumed.

Troubled company investments and other distressed asset-based investments require active monitoring and could, at times, require participation in business strategy or reorganization proceedings by the Blue Owl Credit CLO Advisers and their affiliates. To the extent that the Blue Owl Credit CLO Advisers and their affiliates become involved in such proceedings, a Blue Owl Credit Client could have a more active participation in the affairs of the issuer than that assumed generally by an investor. In addition, involvement by the Blue Owl Credit CLO Advisers and their affiliates in a company's reorganization proceedings could result in the imposition of restrictions limiting a Blue Owl Credit Client's ability to liquidate its position in the issuer.

*Investments in Special Situations.* A Blue Owl Credit Client may invest in "event-driven" and other special situations, such as recapitalizations, spin-offs, restructurings, reorganization, bankruptcy, litigation, corporate control transactions, corporate events and other catalyst-oriented strategies. The Blue Owl Credit CLO Advisers believe these types of investments often have limited downside risk relative to their current valuations. A Blue Owl Credit CLO Adviser could, however, be incorrect in its assessment of the downside risk associated with an investment, thus resulting in significant losses to a Blue Owl Credit Client. Investments in such securities often are difficult to analyze or have limited trading histories or in-depth research coverage. Although the Blue Owl Credit CLO Advisers intend to utilize appropriate risk management strategies with respect to the Blue Owl Credit Clients, such strategies cannot fully insulate a Blue Owl Credit Client from the risks inherent in its planned activities. Moreover, in certain situations the Blue Owl Credit CLO Advisers will be unable to, or could choose not to, implement risk management strategies because of the costs involved or other relevant circumstances.

*Event-Oriented Situations.* The price offered for securities of a company involved in an announced deal can generally represent a significant premium above the market price prior to the announcement. Therefore, the value of such securities held by a Blue Owl Credit Client could decline in the event the proposed transaction is not consummated and if the market price of the securities returns to a level comparable to the price prior to the announcement of the deal. Furthermore, the difference between the price paid by a Blue Owl Credit Client for securities of a company involved in an announced deal and the anticipated value to be



received for such securities upon consummation of the proposed transaction will often be very small. If the proposed transaction appears likely not to be consummated or, in fact, is not consummated or is delayed, the market price of the securities will usually decline, perhaps by more than a Blue Owl Credit Client's anticipated profit.