

# T. ROWE PRICE OHA SELECT PRIVATE CREDIT FUND

## Fund Overview | 4Q 2023

### PRODUCT OVERVIEW

- T. Rowe Price OHA Select Private Credit Fund (“OCREDIT”) delivers an institutional-quality<sup>(1)</sup> private credit solution for income-focused investors that is designed to provide<sup>(2)</sup>:
  - Attractive risk-adjusted returns predominantly as a stable monthly income<sup>(3)</sup> stream from contractual payments
  - What we feel is an “All-weather” investment solution well-suited to different markets, including periods of volatility and rising rates
  - Diversified, select portfolio of primarily privately originated, senior secured, floating rate loans
  - Investment discipline with focus on larger, market-leading, typically recession-resistant businesses and designed to manage downside risk
  - Targeted quarterly liquidity<sup>(4)</sup>
  - Tax efficiency and simplified reporting
  - T. Rowe Price's exceptional client experience

**\$63 B**

OHA Firm Scale<sup>(5)</sup>

**30+ Years**

History through  
Market Cycles

### MARKET OPPORTUNITY

- Private credit has outperformed major asset classes on a risk-adjusted basis over the long term and can help diversify traditional portfolio allocations<sup>(7)</sup>
- Private credit has grown into a large and reliable financing source as traditional lending sources have become constrained
- Sponsors and borrowers increasingly seek benefits of private lending, including:
  - Execution efficiency, certainty of terms, flexibility in structuring, limited rating process, partnership with lender and confidentiality
- Growing demand for private lending from larger companies and their sponsors as public and private markets become more fluid

**7x**

Private Credit Growth  
since 2010<sup>(6)</sup>

### OCREDIT ADVANTAGE / POSITIONING

- **Trusted Partner:** Companies and private equity sponsors value OHA's expertise, independence and reliability which enhances our ability to source proprietary deal flow and secure favorable terms for our investors
- **Deep Credit Expertise:** Institutional knowledge and expertise from investing in thousands of companies across OHA through diverse market cycles
- **Larger Borrower Focus<sup>(8)</sup>:** Consistent with its history, OHA focuses on larger companies which generally have stronger market positions, management teams and resilient businesses
- **Industry- Specialist Team Model:** Depth of experience and relationships across 16+ industry groups enhances sourcing, analysis and structuring of investments seeking to drive significant value for borrowers, sponsors and fund investors
- **Risk Management:** OHA is positioned to manage downside risk by leveraging its world-class workout and restructuring expertise, developed as a leading distressed investor since the early 1990s

**\$34 B**

Private Credit  
Commitments since  
2002<sup>(9)</sup>

**20+ Years**

OCREDIT Investment  
Committee Tenure

Distribution payments are not guaranteed and are subject to board approval. The Issuer may pay distributions from the sale of assets, offering proceeds, or borrowings.

(1) OCREDIT seeks to provide the same type of private credit investment solution to individual investors that were previously largely only available to OHA's institutional clients. Institutional clients may invest in products on substantially different terms and conditions than those offered by OCREDIT.

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### TEAM

#### OCREDIT Investment Committee



Years noted for Investment Committee members reflect years of investment experience.

- Highly experienced investment committee leverages integrated 120+ person industry-specialist investment team
- Board of Trustees provides financial, operational and compliance oversight
  - Comprised of three independent trustees and two internal trustees

### OCREDIT SUMMARY TERMS<sup>(10)(11)</sup>

|  |  |
|--|--|
| <b>Max Offering</b>                      | \$2.5 B  |
| <b>Structure</b>                         | SEC registered non-exchange listed   |
| <b>Term</b>                              | Perpetual  |
| <b>Leverage<sup>(12)</sup></b>           | Target 1.0x-1.25 x debt-to-equity; 2.0x regulatory cap   |
| <b>Subscriptions</b>                     | Monthly  |
| <b>Expected Liquidity<sup>(13)</sup></b> | <ul style="list-style-type: none"> <li>Quarterly repurchases up to 5.0% of aggregate shares outstanding (either by number of shares or aggregate NAV), subject to board discretion</li> <li>2% early repurchase deduction (shares held less than one year)</li> </ul>  |
| <b>Distribution Frequency</b>            | Monthly  |
| <b>Management Fee and Incentive Fee</b>  | <ul style="list-style-type: none"> <li>Management Fee: 1.25% per annum on NAV, paid monthly</li> <li>Incentive Fee:           <ul style="list-style-type: none"> <li>12.5% of net investment income paid quarterly, subject to 5% return hurdle rate and 100% catch-up<sup>(13)</sup></li> <li>12.5% of realized capital gains net of realized and unrealized losses, paid annually</li> </ul> </li> </ul> |

| Distribution Terms                           | Class I  | Class D                                    | Class S    |
|--|--|--|------------|
| <b>Availability (typical)</b>                | Through fee-based (wrap) programs, registered investment advisors and other institutional and fiduciary accounts | Through transactional / brokerage accounts |            |
| <b>Initial Investment Minimum</b>            | \$1 M  | \$2.5 K                                    | \$2.5 K    |
| <b>Upfront Placement Fee</b>                 | None   | Up to 1.5%                                 | Up to 3.5% |
| <b>Distribution / Servicing Fee (annual)</b> | None   | 0.25%                                      | 0.85%      |

- 2) There is no guarantee these objectives will be met.
- 3) There are no guarantees as to income distributions.
- 4) There are no guarantees as to quarterly liquidity.
- 5) Capital under management estimated as of September 30, 2023. Includes net asset value, portfolio value and/or unfunded capital. Uses respective USD exchange rates as of month-end for any non-USD assets. Additional information on calculation methodology is available upon request.
- 6) Prequin & LCD, as of December 31, 2022. North American Private Lending Market represented by private credit assets deployed. U.S. Leveraged Loan market represented by the par amount outstanding of the S&P Global Leveraged Loan Index.
- 7) Based on Sharpe ratios (a measure that indicates the average return minus the risk-free return divided by the standard deviation of return on investment): Source: T. Rowe Price analysis as of June 30, 2023. Private credit represented by the Cliffwater Direct Lending Index. U.S. core bond represented by the Bloomberg U.S. Aggregate Index. U.S. High Yield represented by the Bloomberg U.S. Corporate High Yield Index. U.S. equities represented by the S&P 500 Index. Past performance is not a reliable indicator of future performance. The volatility and risk profile of the indices presented in this document is likely to be materially different from that of OCREDIT. In addition, the indices employ different investment guidelines and criteria than; as a result, the holdings in OCREDIT and the liquidity of such holdings may differ significantly from the securities that comprise the indices.
- 8) The investment strategy will focus on larger companies generally with earnings before interest, taxes, depreciation and amortization of \$75 million or greater.
- 9) Represents the Total Investment Amount estimated as of September 30, 2023. Total Investment Amount means the outstanding (funded) value of such investment. Total Investment Amount reflects the initial par value of such Private Lending Investment at issuance in addition to the par value of any subsequent primary market purchases of such Private Lending Investment. Private Lending Investments include what OHA believes to be non-broadly syndicated debt investments (whether bonds or loans) acquired in primary issuances that are sourced, originated, negotiated and/or structured by OHA. The inception of the PLRTR is September 2002. Totals may not add due to rounding.
- 10) All terms and information subject to change. The information provided herein is presented as a summary of certain key terms of the fund and is qualified in its entirety by the fund's definitive legal documents. This vehicle elected to be treated as a BDC on June 30, 2023. The characteristics listed reflect the vehicle construction.
- 11) A BDC is a special closed-end investment vehicle that is regulated under the 1940 Act and used to facilitate capital formation by smaller U.S. companies. BDCs are subject to certain restrictions applicable to investment companies under the 1940 Act. As a BDC, at least 70% of our assets must be the type of "qualifying" assets listed in Section 55(a) of the 1940 Act, as described herein, which are generally privately-offered securities issued by U.S. private companies or U.S. publicly-traded companies with market capitalizations less than \$250 million. We may also invest up to 30% of our portfolio in "non-qualifying" portfolio investments, such as investments in non-U.S. companies. BDCs may be exchange-traded, public non-traded or privately placed. They can be internally or externally managed. BDCs typically elected to be treated as RICs for U.S. tax purposes, which are generally not subject to entity-level taxes on distributed income. See Prospectus (Investment Objectives and Strategies - Regulation as a BDC).
- 12) Represents OHA's objectives for leverage once the portfolio is fully ramped. Actual metrics are subject to change based on market conditions and may deviate from these objectives at various times.
- 13) OCREDIT's investments are illiquid and there are restrictions on withdrawal. An investment in OCREDIT is suitable only for certain sophisticated investors that have no need for immediate liquidity in respect of their investment and who can accept the risks associated with investing in illiquid investments. OCREDIT's shares are illiquid investments for which there is not and will likely not be a secondary market. Liquidity for OCREDIT's shares will be limited to participation in OCREDIT's share repurchase program, which it has no obligation to maintain.

## KEY RISKS AND IMPORTANT INFORMATION

For a more detailed description of OCREDIT's investment guidelines and risk factors, please refer to the prospectus. Consider the investment objectives, risks, and charges and expenses carefully before investing or sending money. For a free prospectus containing this and other information, call 1-855-405-6488 or visit [www.troweprice.com](http://www.troweprice.com). Read it carefully.

OCREDIT is a non-exchange traded business development company ("BDC") that expects to invest at least 80% of its total assets (net assets plus borrowings for investment purposes) in private credit investments (loans and other credit investments that are issued in private offerings or issued by private companies). This investment involves a high degree of risk. An investor should purchase these securities only if they can afford the complete loss of the investment.

Neither the Securities and Exchange Commission nor any state securities regulator has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Securities regulators have also not passed upon whether this offering can be sold in compliance with existing or future suitability or Regulation Best Interest standard to any or all purchasers.

As of October 4<sup>th</sup>, 2023, OCREDIT is available in 51 states and territories, excluding Arkansas, Massachusetts, and Washington. No offers or sales of OCREDIT securities may be made to residents of Arkansas, Massachusetts, and Washington.

As of October 4<sup>th</sup>, 2023, OCREDIT is not registered for offer or sale outside of the United States.

BDCs may charge management fees, incentive fees, as well as other fees associated with servicing loans. These fees will detract from the total return.

OCREDIT may in certain circumstances invest in companies experiencing distress increasing the risk of default or failure. OCREDIT is not listed on an exchange which heightens the liquidity risk. OCREDIT has limited prior operating history and there is no assurance that we will achieve our investment objectives. This is a "blind pool" offering and thus investors will not have the opportunity to evaluate our investments before we make them. Investors should not expect to be able to sell shares regardless of performance and should consider they may not have access to the money invested for an extended period of time and may be unable to reduce their exposure in a market downturn.

OCREDIT employs leverage, which increases the volatility of OCREDIT's investments and will magnify the potential for loss. Fixed-income securities are subject to credit risk, call risk, and interest rate risk. As interest rates rise, bond prices fall. Investments in high-yield bonds involve greater risk. International investments can be riskier than U.S. investments and subject to foreign exchange risk.

## KEY RISKS AND IMPORTANT INFORMATION (CONTINUED)

T.RowePrice®



OCREDIT is "non-diversified," meaning it may invest a greater portion of its assets in a single company. OCREDIT's share price can be expected to fluctuate more than that of a comparable diversified fund. OCREDIT may invest in derivatives, which may be riskier or more volatile than other types of investments because they are generally more sensitive to changes in market or economic conditions.

Account opening and closing fees may apply depending on the amount invested and the timing of the account closure. There may be costs associated with the investments in the account such as periodic management fees, incentive fees, loads, other expenses or brokerage commissions. Fees for optional services may also apply.

Opinions and estimates offered herein constitute the judgment of Oak Hill Advisors, L.P. as of the date this document is provided to an investor and are subject to change as are statements about market trends. All opinions and estimates are based on assumptions, all of which are difficult to predict and many of which are beyond the control of Oak Hill Advisors, L.P. In preparing this document, Oak Hill Advisors, L.P. has relied upon and assumed, without independent verification, the accuracy and completeness of all information. Oak Hill Advisors, L.P. believes that the information provided herein is reliable; however, it does not warrant its accuracy or completeness. Certain information contained in the materials discusses general market activity, industry or sector trends, or other broad-based economic, market or political conditions and should not be construed as research or investment advice.

Potential investors are urged to consult a tax professional regarding the possible economic, tax, legal, or other consequences of them investing in OCREDIT in light of their particular circumstances.

In the United States, securities are offered through T. Rowe Price Investment Services Inc., a broker dealer, registered with the U.S. Securities and Exchange Commission and a member of FINRA. Securities are offered through T. Rowe Price Investment Services, Inc., and advisory services are offered by Oak Hill Advisors, L.P. T. Rowe Price Investment Services, Inc. and Oak Hill Advisors, L.P. are affiliated.

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