
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): November 5, 2019

TCG BDC, INC.
(Exact name of registrant as specified in charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-00995
(Commission
File Number)

80-0789789
(I.R.S. Employer
Identification No.)

520 Madison Avenue, 40th Floor, New York, New York
(Address of Principal Executive Offices)

10022
(Zip Code)

Registrant's telephone number, including area code: (212) 813-4900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

Item 2.02 – Results of Operations and Financial Condition.

On November 5, 2019, TCG BDC, Inc. (the “Company”) issued a summary press release and a detailed earnings presentation announcing its third quarter 2019 financial results. Copies of the summary press release and the earnings presentation are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively.

The information disclosed under this Item 2.02, including Exhibits 99.1 and 99.2 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 7.01 – Regulation FD Disclosure.

On November 5, 2019, the Company issued a press release, included herewith as Exhibit 99.1, announcing the declaration of a fourth quarter 2019 dividend of \$0.37 per share, payable on January 17, 2020 to stockholders of record as of December 31, 2019.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any filing made under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 – Financial Statements and Exhibits.

Exhibits 99.1 and 99.2 shall be deemed furnished herewith.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
<u>99.1</u>	<u>Summary earnings press release of TCG BDC, Inc., dated November 5, 2019.</u>
<u>99.2</u>	<u>Earnings presentation of TCG BDC, Inc., dated November 5, 2019.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TCG BDC, INC.
(Registrant)

Dated: November 5, 2019

By:

/s/ Thomas M. Hennigan

Name: Thomas M. Hennigan
Title: Chief Financial Officer

TCG | BDC

CARLYLE GLOBAL CREDIT

For Immediate Release
November 5, 2019

TCG BDC, Inc. Announces Third Quarter 2019 Financial Results and Declares Fourth Quarter 2019 Dividend of \$0.37 Per Share

New York - TCG BDC, Inc. (together with its consolidated subsidiaries, "we," "us," "our," "TCG BDC" or the "Company") (NASDAQ: CGBD) today announced its financial results for its third quarter ended September 30, 2019.

Selected Financial Highlights

(dollar amounts in thousands, except per share data)

	September 30, 2019		June 30, 2019		
Total investments, at fair value	\$	2,126,688	\$	2,075,614	
Total assets		2,225,990		2,172,756	
Total debt		1,202,739		1,095,563	
Total net assets	\$	978,601	\$	1,026,592	
Net assets per share	\$	16.58	\$	17.06	
		For the three month periods ended			
		September 30, 2019		June 30, 2019	
Total investment income	\$	55,779	\$	56,867	
Net investment income (loss)		26,755		27,971	
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments		(35,744)		(18,214)	
Net increase (decrease) in net assets resulting from operations	\$	(8,989)	\$	9,757	
Basic and diluted per weighted-average common share:					
Net investment income (loss)	\$	0.45	\$	0.46	
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments		(0.60)		(0.29)	
Net increase (decrease) in net assets resulting from operations	\$	(0.15)	\$	0.16	
Weighted-average shares of common stock outstanding—Basic and Diluted		59,587,941		60,596,402	
Regular dividends declared per common share	\$	0.37	\$	0.37	
Special dividends declared per common share	\$	—	\$	0.08	

Third Quarter 2019 Highlights

(dollar amounts in thousands, except per share data)

- Net investment income for the three month period ended September 30, 2019 was \$26,755, or \$0.45 per share, as compared to 27,971, or \$ 0.46 per share, for the three month period ended June 30, 2019;
- Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments for the three month period ended September 30, 2019 was \$(35,744), or \$(0.60) per share, as compared to \$(18,214), or \$(0.29) per share, for the three month period ended June 30, 2019;

- Net increase (decrease) in net assets resulting from operations for the three month period ended September 30, 2019 was \$(8,989), or \$(0.15) per share, as compared to \$9,757, or \$0.16 per share, for the three month period ended June 30, 2019;
- During the three month period ended September 30, 2019, the Company repurchased and extinguished 1,168,383 shares for \$17,167; and
- On November 4, 2019, the Board of Directors declared a quarterly dividend of \$0.37, which is payable on January 17, 2020 to stockholders of record on December 31, 2019.

Portfolio and Investment Activity

(dollar amounts in thousands, except per share data, unless otherwise noted)

As of September 30, 2019, the fair value of our investments was approximately \$2,126,688, comprised of 141 investments in 110 portfolio companies/investment fund across 28 industries with 63 sponsors. This compares to the Company's portfolio as of June 30, 2019, as of which date the fair value of our investments was approximately \$ 2,075,614, comprised of 135 investments in 106 portfolio companies/investment fund across 28 industries with 63 sponsors.

As of September 30, 2019 and June 30, 2019, investments consisted of the following:

Type—% of Fair Value	September 30, 2019		June 30, 2019	
	Fair Value	% of Fair Value	Fair Value	% of Fair Value
First Lien Debt (excluding First Lien/Last Out)	\$ 1,447,303	68.05%	\$ 1,442,698	69.51%
First Lien/Last Out Unitranche	213,492	10.04	209,201	10.08
Second Lien Debt	232,135	10.92	203,187	9.79
Equity Investments	30,657	1.44	29,142	1.40
Investment Fund	203,101	9.55	191,386	9.22
Total	\$ 2,126,688	100.00%	\$ 2,075,614	100.00%

The following table shows our investment activity for the three month period ended September 30, 2019:

Principal amount of investments:	Funded		Sold/Repaid	
	Amount	% of Total	Amount	% of Total
First Lien Debt (excluding First Lien/Last Out)	\$ 139,276	58.77%	\$ (137,674)	83.10%
First Lien/Last Out Unitranche	25,045	10.57	—	—
Second Lien Debt	39,500	16.67	(9,498)	5.73
Equity Investments	683	0.29	—	—
Investment Fund	32,500	13.71	(18,500)	11.17
Total	\$ 237,004	100.01%	\$ (165,672)	100.00%

Overall, total investments at fair value increased by 2.5%, or \$51,074, during the three month period ended September 30, 2019 after factoring in repayments, sales, net fundings on revolvers and delayed draws and net change in unrealized appreciation (depreciation).

Total investments at fair value held by Middle Market Credit Fund, LLC ("Credit Fund"), which is not consolidated with the Company, decreased by 4.4%, or \$57,873, during the three month period ended September 30, 2019 after factoring in repayments, sales, net fundings on revolvers and delayed draws and net change in unrealized appreciation (depreciation). As of September 30, 2019, Credit Fund had total investments at fair value of \$1,270,328, which comprised 98.3% of first lien senior secured loans and 1.7% of second lien senior secured loans at fair value. As of September 30, 2019, approximately 1.7% of Credit Fund's debt investments bear interest at a fixed rate and approximately 98.3% of investments in the portfolio were floating rate debt investments, which primarily are subject to interest rate floors.

As of September 30, 2019, the weighted average yields for our first and second lien debt investments on an amortized cost basis were 8.65% and 10.62%, respectively, with a total weighted average yield of 8.88%. The weighted average yields for our new first and second lien debt investments for the quarter on an amortized cost basis was 9.43%. The weighted average yields for our first and second lien debt investments that repaid during the quarter on an amortized cost basis was 7.73%. Weighted average yields include the effect of accretion of discounts and amortization of premiums and are based on interest

rates as of September 30, 2019. As of September 30, 2019, on a fair value basis, approximately 0.3% of our debt investments bear interest at a fixed rate and approximately 99.7% of our debt investments bear interest at a floating rate, which primarily are subject to interest rate floors.

As part of the monitoring process, our Investment Adviser has developed risk policies pursuant to which it regularly assesses the risk profile of each of our debt investments and rates each of them based on the following categories, which we refer to as "Internal Risk Ratings":

Internal Risk Ratings Definitions

Rating	Definition
1	Performing—Low Risk: Borrower is operating more than 10% ahead of the base case.
2	Performing—Stable Risk: Borrower is operating within 10% of the base case (above or below). This is the initial rating assigned to all new borrowers.
3	Performing—Management Notice: Borrower is operating more than 10% below the base case. A financial covenant default may have occurred, but there is a low risk of payment default.
4	Watch List: Borrower is operating more than 20% below the base case and there is a high risk of covenant default, or it may have already occurred. Payments are current although subject to greater uncertainty, and there is moderate to high risk of payment default.
5	Watch List—Possible Loss: Borrower is operating more than 30% below the base case. At the current level of operations and financial condition, the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Payment default is very likely or may have occurred. Loss of principal is possible.
6	Watch List—Probable Loss: Borrower is operating more than 40% below the base case, and at the current level of operations and financial condition, the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Payment default is very likely or may have already occurred. Additionally, the prospects for improvement in the borrower's situation are sufficiently negative that impairment of some or all principal is probable.

Our Investment Adviser's risk rating model is based on evaluating portfolio company performance in comparison to the base case when considering certain credit metrics including, but not limited to, adjusted EBITDA and net senior leverage as well as specific events including, but not limited to, default and impairment.

Our Investment Adviser monitors and, when appropriate, changes the investment ratings assigned to each debt investment in our portfolio. In connection with our quarterly valuation process, our Investment Adviser reviews our investment ratings on a regular basis. The following table summarizes the Internal Risk Ratings of our debt portfolio as of September 30, 2019 and June 30, 2019:

	September 30, 2019		June 30, 2019	
	Fair Value	% of Fair Value	Fair Value	% of Fair Value
(dollar amounts in millions)				
Internal Risk Rating 1	\$ 92.5	4.89%	\$ 49.7	2.68%
Internal Risk Rating 2	1,402.9	74.12	1,431.2	77.15
Internal Risk Rating 3	184.4	9.74	123.1	6.64
Internal Risk Rating 4	187.6	9.91	197.2	10.63
Internal Risk Rating 5	24.5	1.29	46.3	2.49
Internal Risk Rating 6	1.0	0.05	7.6	0.41
Total	\$ 1,892.9	100.00%	\$ 1,855.1	100.00%

As of September 30, 2019 and June 30, 2019, the weighted average Internal Risk Rating of our debt investment portfolio was 2.3.

Consolidated Results of Operations

(dollar amounts in thousands, except per share data)

Total investment income for the three month periods ended September 30, 2019 and June 30, 2019 was \$55,779 and \$56,867, respectively. This \$1,088 net decrease was due to a decrease in income recognized from the acceleration of OID and

prepayment fees from prepayments from our investment portfolio partially offset by an increase in interest income, during the three month period ended September 30, 2019.

Total expenses for the three month periods ended September 30, 2019 and June 30, 2019 were \$29,024 and \$28,896, respectively. This \$128 net increase during the three month period ended September 30, 2019 was primarily attributable to an increase in interest expense as a result of an increase in average outstanding borrowings, partially offset by lower incentive fees.

During the three month period ended September 30, 2019, the Company recorded a net realized loss and change in unrealized depreciation of \$35,744. This was primarily driven by changes in various inputs utilized under our valuation methodology, including, but not limited to, enterprise value multiples, market spreads, leverage multiples and borrower ratings, and the impact of exits.

Liquidity and Capital Resources

(dollar amounts in thousands, except per share data)

As of September 30, 2019, the Company had cash and cash equivalents of \$70,281, notes payable (before debt issuance costs) of \$449,200, and secured borrowings outstanding of \$756,511. As of September 30, 2019, the Company had \$236,489 of remaining unfunded commitments and \$111,455 available for additional borrowings under its revolving credit facilities, subject to leverage and borrowing base restrictions.

Dividend

On November 4, 2019, the Board of Directors declared a quarterly dividend of \$0.37, which is payable on January 17, 2020 to stockholders of record on December 31, 2019.

Conference Call

The Company will host a conference call at 8:30 a.m. EST on Wednesday, November 6, 2019 to discuss these quarterly financial results. The call and webcast will be available on the TCG BDC website at tcgbdc.com. The call may be accessed by dialing +1 (866) 394-4623 (U.S.) or +1 (409) 350-3158 (international) and referencing "TCG BDC Financial Results Call." The conference call will be webcast simultaneously via a link on TCG BDC's website and an archived replay of the webcast also will be available on the website soon after the live call for 21 days.

TCG BDC, INC.
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(dollar amounts in thousands, except per share data)

	September 30, 2019	June 30, 2019
	(unaudited)	(unaudited)
ASSETS		
Investments, at fair value		
Investments—non-controlled/non-affiliated, at fair value (amortized cost of \$1,986,926 and \$1,912,346, respectively)	\$ 1,893,216	\$ 1,840,979
Investments—non-controlled/affiliated, at fair value (amortized cost of \$0 and \$14,270, respectively)	6,607	20,925
Investments—controlled/affiliated, at fair value (amortized cost of \$241,705 and \$225,701, respectively)	226,865	213,710
Total investments, at fair value (amortized cost of \$2,228,631 and \$2,152,317, respectively)	2,126,688	2,075,614
Cash and cash equivalents	70,281	62,324
Receivable for investment sold	5,725	14,854
Deferred financing costs	4,687	4,869
Interest receivable from non-controlled/non-affiliated investments	11,561	8,289
Interest receivable from non-controlled/affiliated investments	—	11
Interest and dividend receivable from controlled/affiliated investments	6,951	6,652
Prepaid expenses and other assets	97	143
Total assets	\$ 2,225,990	\$ 2,172,756
LIABILITIES		
Secured borrowings	\$ 756,511	\$ 649,397
Notes payable, net of unamortized debt issuance costs of \$2,972 and \$3,034, respectively	446,228	446,166
Payable for investments purchased	11	—
Due to Investment Adviser	142	228
Interest and credit facility fees payable	7,680	7,563
Dividend payable	21,825	27,082
Base management and incentive fees payable	13,726	13,846
Administrative service fees payable	66	128
Other accrued expenses and liabilities	1,200	1,754
Total liabilities	1,247,389	1,146,164
NET ASSETS		
Common stock, \$0.01 par value; 200,000,000 shares authorized; 59,013,476 and 60,181,859 shares issued and outstanding at September 30, 2019 and June 30, 2019, respectively	590	602
Paid-in capital in excess of par value	1,126,845	1,144,000
Offering costs	(1,633)	(1,633)
Total distributable earnings (loss)	(147,201)	(116,377)
Total net assets	\$ 978,601	\$ 1,026,592
NET ASSETS PER SHARE	\$ 16.58	\$ 17.06

TCG BDC, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(dollar amounts in thousands, except per share data)
(unaudited)

	For the three month periods ended	
	September 30, 2019	June 30, 2019
Investment income:		
From non-controlled/non-affiliated investments:		
Interest income	\$ 47,118	\$ 47,224
Other income	1,756	2,266
Total investment income from non-controlled/non-affiliated investments	48,874	49,490
From non-controlled/affiliated investments:		
Interest income	446	384
Total investment income from non-controlled/affiliated investments	446	384
From controlled/affiliated investments:		
Interest income	2,459	3,243
Dividend income	4,000	3,750
Total investment income from controlled/affiliated investments	6,459	6,993
Total investment income	55,779	56,867
Expenses:		
Base management fees	8,016	7,913
Incentive fees	5,710	5,933
Professional fees	534	600
Administrative service fees	61	165
Interest expense	13,538	13,032
Credit facility fees	545	671
Directors' fees and expenses	88	88
Other general and administrative	483	434
Total expenses	28,975	28,836
Net investment income (loss) before taxes	26,804	28,031
Excise tax expense	49	60
Net investment income (loss)	26,755	27,971
Net realized gain (loss) and net change in unrealized appreciation (depreciation) on investments:		
Net realized gain (loss) from:		
Non-controlled/non-affiliated investments	(10,909)	1,410
Controlled/affiliated investments	—	(9,091)
Net change in unrealized appreciation (depreciation) on investments:		
Non-controlled/non-affiliated	(22,343)	(14,204)
Non-controlled/affiliated	(48)	(345)
Controlled/affiliated	(2,850)	4,016
Net change in unrealized currency gains (losses) on non-investment assets and liabilities	406	—
Net realized gain (loss) and net change in unrealized appreciation (depreciation)	(35,744)	(18,214)
Net increase (decrease) in net assets resulting from operations	\$ (8,989)	\$ 9,757
Basic and diluted earnings per common share	\$ (0.15)	\$ 0.16
Weighted-average shares of common stock outstanding—Basic and Diluted	59,587,941	60,596,402

About TCG BDC, Inc.

TCG BDC is an externally managed specialty finance company focused on lending to middle-market companies. TCG BDC is managed by Carlyle Global Credit Investment Management L.L.C., an SEC-registered investment adviser and a wholly owned subsidiary of The Carlyle Group L.P. Since it commenced investment operations in May 2013 through September 30, 2019, TCG BDC has invested approximately \$5.3 billion in aggregate principal amount of debt and equity investments prior to any subsequent exits or repayments. TCG BDC's investment objective is to generate current income and capital appreciation primarily through debt investments in U.S. middle market companies. TCG BDC has elected to be regulated as a business development company under the Investment Company Act of 1940, as amended.

Web: tcgbdc.com

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by the use of forward-looking terminology such as “anticipates,” “believes,” “expects,” “intends,” “will,” “should,” “may,” “plans,” “continue,” “believes,” “seeks,” “estimates,” “would,” “could,” “targets,” “projects,” “outlook,” “potential,” “predicts” and variations of these words and similar expressions to identify forward-looking statements, although not all forward-looking statements include these words. You should read statements that contain these words carefully because they discuss our plans, strategies, prospects and expectations concerning our business, operating results, financial condition and other similar matters. We believe that it is important to communicate our future expectations to our investors. There may be events in the future, however, that we are not able to predict accurately or control. You should not place undue reliance on these forward-looking statements, which speak only as of the date on which we make it. Factors or events that could cause our actual results to differ, possibly materially from our expectations, include, but are not limited to, the risks, uncertainties and other factors we identify in the sections entitled “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Statements” in filings we make with the Securities and Exchange Commission, and it is not possible for us to predict or identify all of them. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Contacts:**Investors:**

Daniel Harris
+1-212-813-4527
daniel.harris@carlyle.com

Media:

Lindsey Lennon
+1-202-729-5038
lindsey.lennon@carlyle.com

TCG | BDC
CARLYLE GLOBAL CREDIT

Quarterly Earnings Presentation

Quarter Ended September 30, 2019

THE CARLYLE GROUP

Disclaimer and Forward-Looking Statement

This presentation (the "Presentation") has been prepared by TCG BDC, Inc. (together with its consolidated subsidiaries, "we," "us," "our," "TCG BDC" or the "Company" (NASDAQ: CGBD) and may only be used for informational purposes only. This Presentation should be viewed in conjunction with the earnings conference call of the Company held on November 5, 2019 and the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019. The information contained herein may not be used, reproduced, referenced, quoted, linked by website, or distributed to others, in whole or in part, except as agreed in writing by the Company.

This Presentation does not constitute a prospectus and should under no circumstances be understood as an offer to sell or the solicitation of an offer to buy our common stock or any other securities nor will there be any sale of the common stock or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

This Presentation provides limited information regarding the Company and is not intended to be taken by, and should not be taken by, any individual recipient as investment advice, a recommendation to buy, hold or sell, or an offer to sell or a solicitation of offers to purchase, our common stock or any other securities that may be issued by the Company, or as legal, accounting or tax advice. An investment in securities of the type described herein presents certain risks.

This Presentation may contain forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by the use of forward-looking terminology such as "anticipates," "believes," "expects," "intends," "will," "should," "may," "plans," "continue," "believes," "seeks," "estimates," "would," "could," "targets," "projects," "outlook," "potential," "predicts" and variations of these words and similar expressions to identify forward-looking statements, although not all forward-looking statements include these words. You should read statements that contain these words carefully because they discuss our plans, strategies, prospects and expectations concerning our business, operating results, financial condition and other similar matters. We believe that it is important to communicate our future expectations to our investors. There may be events in the future, however, that we are not able to predict accurately or control. You should not place undue reliance on these forward-looking statements, which speak only as of the date on which we make them. Factors or events that could cause our actual results to differ, possibly materially from our expectations, include, but are not limited to, the risks, uncertainties and other factors we identify in the sections entitled "Risk Factors" and "Cautionary Statement Regarding Forward-Looking Statements" in filings we make with the Securities and Exchange Commission (the "SEC"), and it is not possible for us to predict or identify all of them. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information or future events or otherwise, except as required by law.

Information throughout the Presentation provided by sources other than the Company (including information relating to portfolio companies) has not been independently verified and, accordingly, the Company makes no representation or warranty in respect of this information.

The following slides contain summaries of certain financial and statistical information about the Company. The information contained in this Presentation is summarized information that is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We undertake no duty or obligation to publicly update or revise the information contained in this Presentation.

TCG BDC is managed by Carlyle Global Credit Investment Management L.L.C. (the "Investment Adviser"), an SEC-registered investment adviser and a wholly owned subsidiary of The Carlyle Group L.P. (together with its affiliates, "Carlyle").

This Presentation contains information about the Company and certain of its affiliates and includes the Company's historical performance. You should not view information related to the past performance of the Company as indicative of the Company's future results, the achievement of which is dependent on many factors, many of which are beyond the control of the Company and the Investment Adviser and cannot be assured. There can be no assurances that future dividends will be paid or exceed historical rates or will be paid at all. Further, an investment in the Company is discrete from, and does not represent an interest in, any other Carlyle entity. Nothing contained herein shall be relied upon as a promise or representation whether as to the past or future performance of the Company or any other Carlyle entity.

Summary of Quarterly Results

Quarter Ended September 30, 2019

- TCG BDC
 - The investment portfolio increased to \$2.13 billion at fair value as of September 30, 2019, as compared to \$2.0 billion at fair value as of June 30, 2019
 - New investment fundings¹ for the quarter ended September 30, 2019 were \$237 million and sales and repayments totaled \$166 million
 - Net investment income for the quarter ended September 30, 2019 was \$0.45 per share, as compared to \$0.46 per share for the quarter ended June 30, 2019²
 - The Company paid a third quarter regular dividend of \$0.37 per share, resulting in a LTM dividend yield of 10.6% based on ending net asset value
 - Net asset value per share was \$16.58 as of September 30, 2019, as compared to \$17.06 per share as of June 30, 2019
- Middle Market Credit Fund, LLC (“Credit Fund”)
 - The investment portfolio of our joint venture, Credit Fund, decreased to \$1.27 billion at fair value as of September 30, 2019, as compared to \$1.33 billion at fair value as of June 30, 2019
 - For the quarter ended September 30, 2019, Credit Fund’s new investment fundings¹ were \$94 million and sales and repayments totaled \$155 million
 - Credit Fund produced a 13.0% annualized dividend yield³ to the Company for the quarter ended September 30, 2019
- During the quarter ended September 30, 2019, the Company repurchased 1,168,383 shares of the Company’s common stock pursuant to the Company’s \$100 million stock repurchase program at an average cost of \$14.68 per share, or \$17.2 million in the aggregate, resulting in accretion to net assets per share of \$0.04

(1) At par/principal and excluding net change in unfunded commitments. Origination activity and resulting capital deployment is dependent on the Investment Adviser’s ability to identify investment opportunities. There can be no guarantee that appropriate opportunities will be identified and if they are, that the Company or Credit Fund, as the case may be, will be selected to originate any or all such opportunities. (2) Net investment income per share is based on the weighted average shares outstanding during the respective period. There can be no assurance that we will continue to earn income or pay dividends at this rate and our income and our dividends may decline. (3) The annualized Credit Fund yield is calculated by dividing the dividend income from Credit Fund by the weighted average of the Company’s principal investment in the subordinated loans of Credit Fund over the quarter and annualizing over 4 periods.

Portfolio Highlights – New Originations – TCG BDC and Credit Fund

(Dollar amounts in thousands and based on par/principal)

	Q3 2018	Q4 2018	Q1 2019	Q2 2019	Q3 2019
TCG BDC Originations and Net Investment Activity					
Investment Fundings	\$ 231,337	\$ 328,112	\$249,713	\$ 231,361	\$231,361
Unfunded Commitments, Net Change	20,473	(28,104)	(6,772)	24,789	24,789
Sales and Repayments	(143,594)	(343,420)	(69,866)	(305,398)	(168,258)
Net Investment Activity	\$ 108,216	\$ (43,412)	\$173,075	\$ (49,248)	\$118,678

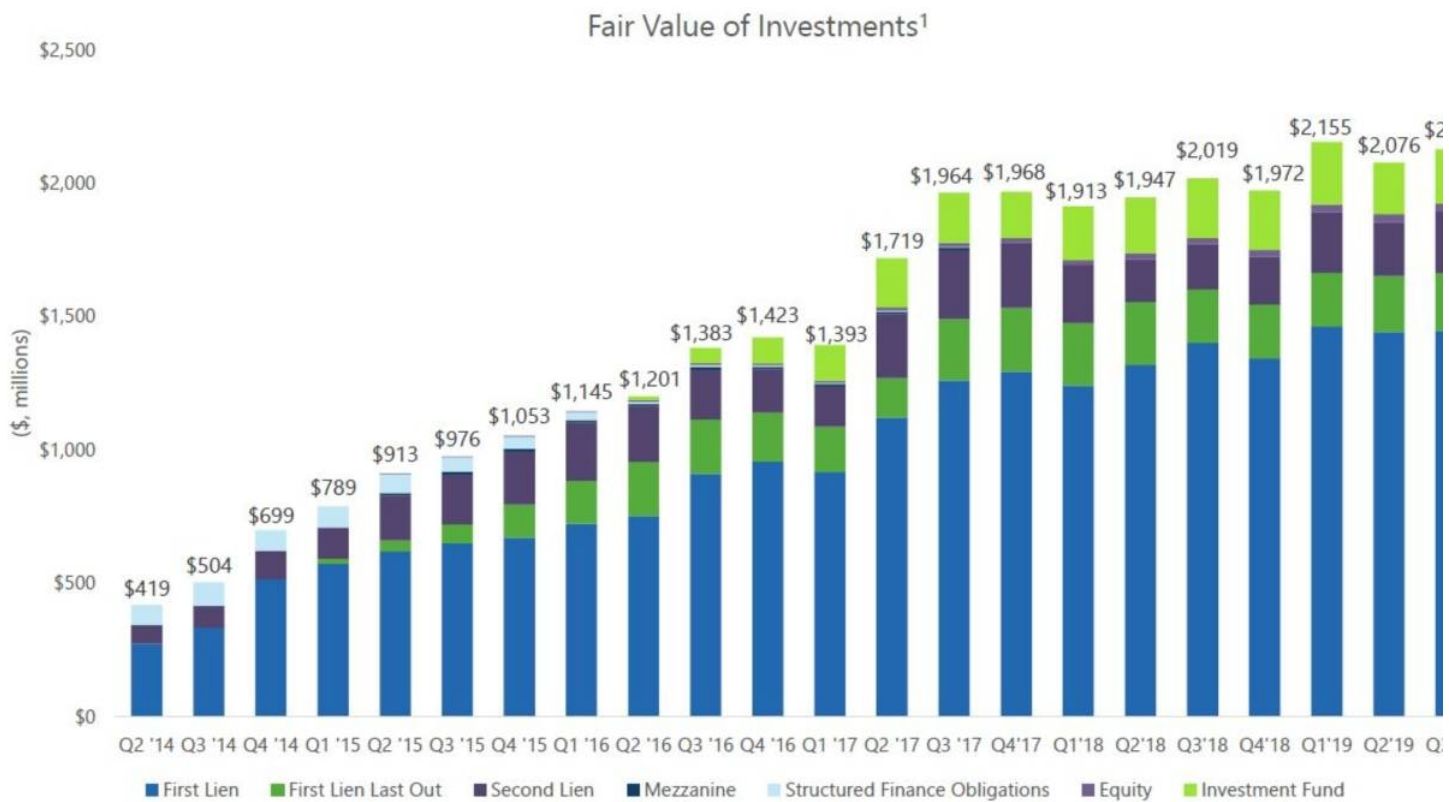
TCG BDC Total Investment Portfolio at Fair Value (1)					
First Lien Debt	69.46%	68.12%	67.84 %	69.51%	69.51%
First Lien, Last-out Unitranche Debt	9.87%	10.29%	9.34 %	10.08%	10.08%
Second Lien Debt	8.45%	9.07%	10.62 %	9.79%	9.79%
Equity Investments	1.15%	1.25%	1.32 %	1.40%	1.40%
Investment Fund / Credit Fund	11.07%	11.27%	10.88 %	9.22%	9.22%

Credit Fund Originations and Net Investment Activity (2)					
Investment Fundings	\$ 111,236	\$ 122,735	\$137,478	\$ 121,117	\$121,117
Unfunded Commitments, Net Change	(20,733)	(11,771)	13,655	(16,635)	(16,635)
Sales and Repayments	(49,417)	(122,197)	(58,312)	(43,351)	(153,277)
Net Investment Activity	\$ 41,086	\$ (11,233)	\$92,821	\$61,131	\$51,205

Please refer to the Company's Form 10-Q for the quarter ended on September 30, 2019 ("Form 10-Q") for more information. No assurance is given that the Company will continue to achieve comparable results. (1) At quarter end. (2) Credit Fund is a Delaware limited liability company that is not consolidated with the Company. The Company and Credit Partners USA LLC each has 50% economic ownership of Credit Fund and has commitments to fund, from time to time, capital of up to \$400 million each. Funding of such commitments generally requires the approval of the board of Credit Fund, including the board members appointed by the Company.

Investment Portfolio Overview – TCG BDC

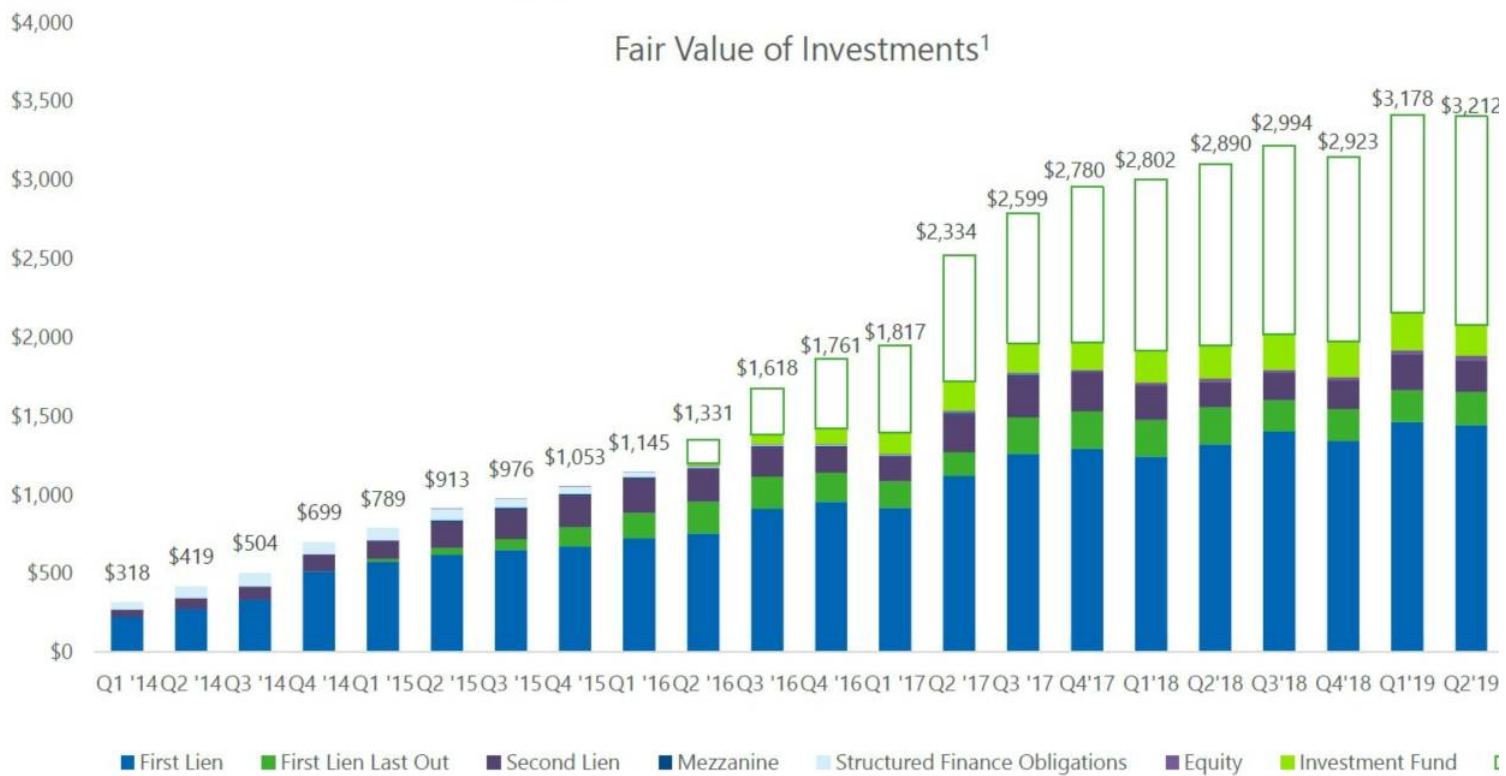
Total Fair Value of Investments of TCG BDC at September 30, 2019 of \$2,127 million



Note: At quarter end. (1) Fair value of investments is subject to change. Past performance is no guarantee of future results. Fair value is determined in good faith by or under the direction of the Company's board of directors pursuant to the Company's valuation policy. Refer to Note 2 (Significant Accounting Policies) and Note 3 (Fair Value Measurements) to the consolidated financial statements in Part I, Item 1 of the Company's Form 10-Q for details on fair value measurements.

Investment Portfolio Overview – TCG BDC and Credit Fund

Combined Fair Value of Investments of TCG BDC and Credit Fund at September 30, 2019 of \$3,194 million (1)



Note: At quarter end, Fair value of investments is subject to change. Past performance is no guarantee of future results. Fair value is determined in good faith by or under the direction of the Company's board of directors pursuant to the Company's valuation policy. Refer to Note 2 (Significant Accounting Policies), Note 3 (Fair Value Measurements), and Note 5 (Middle Market Credit Fund, LLC) to the consolidated financial statements in Part 1, Item 1 of the Company's Form 10-Q for details on fair value measurements.

(1) Combined fair value of investments of TCG BDC and Credit Fund is not a U.S. generally accepted accounting principles ("GAAP") financial measure. The Company believes that presenting this non-GAAP financial measure is useful because it illustrates our increased deal flow and portfolio size as a result of our strategic joint venture with Credit Fund. Although this non-GAAP financial measure is intended to enhance investors' understanding of our business and performance, it should not be considered an alternative to GAAP and it may not be comparable to similar non-GAAP measures used by other companies. The combined fair value of investments of TCG BDC and Credit Fund is the sum of the fair value of investments of TCG BDC (\$2.1 billion) and Credit Fund (\$1.3 billion), excluding the fair value of TCG BDC's investments in Credit Fund (\$203 million).

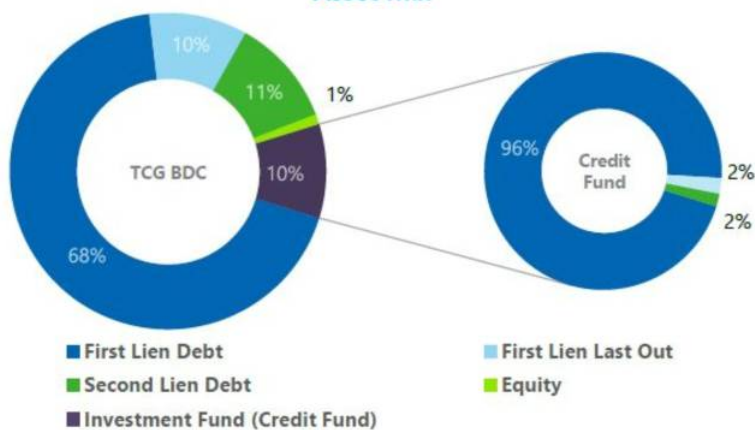
Portfolio Summary – TCG BDC and Credit Fund

As of September 30, 2019

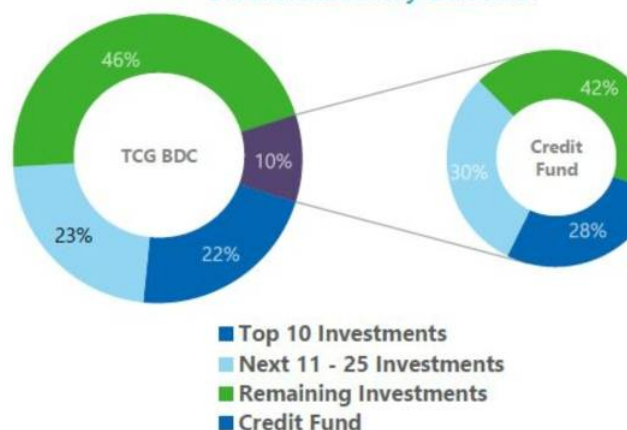
Portfolio Characteristics

	TCG BDC	Credit Fund
Total Investments and Commitments (\$mm)	\$ 2,302	\$ 1,352
Unfunded Commitments (1) (\$mm)	\$ 174	\$ 82
Investments at Fair Value (\$mm)	\$ 2,127	\$ 1,270
Yield of Debt Investments (2) (%)	8.88 %	6.81 %
Yield of Total Portfolio (2),(3) (%)	9.12 %	6.78 %
Number of Investments	141	70
Number of Portfolio Companies	110	63
Floating / Fixed (4) (%)	99.7% / 0.3%	98.3% / 1.7%

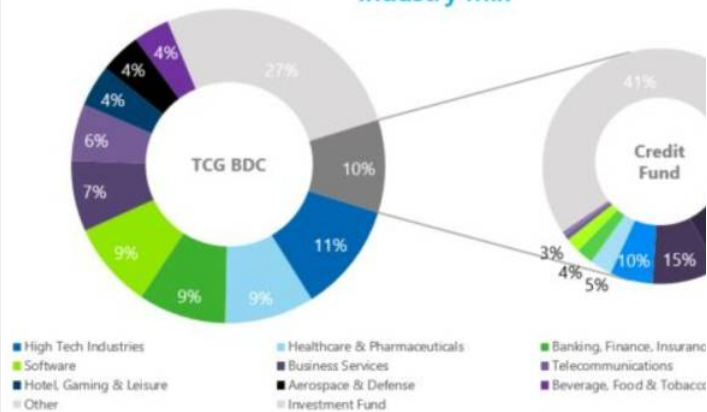
Asset Mix



Diversification by Borrower



Industry Mix



(1) Excludes the Company's commitments to fund capital to Credit Fund. (2) Weighted average yields at cost of the debt investments include the effect of accretion of discounts and amortization of premiums and are based on interest rates as of period end. Actual yields earned over the life of each investment could differ materially from the yields presented above. Weighted average yields for TCG BDC do not include TCG BDC's investment in Credit Fund. (3) Weighted average yields at cost of the total portfolio includes yield of debt investments, equity investments and TCG BDC's investment in Credit Fund. Actual yields earned over the life of each investment could differ materially from the yields presented above. (4) % of fair value of First and second lien debt.

Credit Quality of Investments – TCG BDC

- As of September 30, 2019, 3 borrowers were on non-accrual status, representing 0.6% of total investments at fair value and 2.0% amortized cost
- Approximately 99% of investments in our debt investment portfolio continue to have an Internal Risk Rating of 1 through 4 as of September 30, 2019

Portfolio Risk Ratings

(Dollar amounts in millions)

Internal Risk Rating	September 30, 2019		June 30, 2019		March 31, 2019	
	Fair Value	% of Fair Value	Fair Value	% of Fair Value	Fair Value	% of Fair Value
1	\$92.5	4.89 %	\$49.7	2.68 %	\$70.8	3.89 %
2	1,402.9	74.12 %	1,431.2	77.15 %	1,381.7	73.12 %
3	184.4	9.74 %	123.1	6.64 %	212.5	11.24 %
4	187.6	9.91 %	197.2	10.63 %	189.2	10.00 %
5	24.5	1.29 %	46.3	2.49 %	23.3	1.24 %
6	1.0	0.05 %	7.6	0.41 %	14.7	0.78 %
Total	\$1,892.9	100.00 %	\$1,855.1	100.00 %	\$1,892.2	100.00 %

Rating Definition

1	Performing – Low Risk: Borrower is operating more than 10% ahead of the Base Case
2	Performing – Stable Risk: Borrower is operating within 10% of the Base Case (above or below). This is the initial rating assigned to all new borrowers
3	Performing – Management Notice: Borrower is operating more than 10% below the Base Case. A financial covenant default may have occurred but there is a low risk of payment default
4	Watch List: Borrower is operating more than 20% below the Base Case and there is a high risk of covenant default, or it may have already occurred. Payments are current although subject to greater uncertainty, and there is moderate to high risk of payment default
5	Watch List – Possible Loss: Borrower is operating more than 30% below the Base Case. At the current level of operations and financial condition the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Payment default is very likely or may have occurred. Loss of principal is possible
6	Watch List – Probable Loss: Borrower is operating more than 40% below the Base Case, and at the current level of operations and financial condition, the borrower does not have the ability to service and ultimately repay or refinance all outstanding debt on current terms. Payment default is very likely or may have already occurred. Additionally, the prospects for improvement in the borrower's situation are sufficiently negative that impairment of some or all principal is probable

Financial Performance Summary – TCG BDC

<i>(Dollar amounts in thousands, except per share data)</i>	Q3 2018	Q4 2018	Q1 2019	Q2 2019
Net Investment Income Per Share	\$ 0.41	\$ 0.47	\$ 0.45	\$ 0.46
Net Realized & Unrealized Appreciation (Depreciation) Per Share	(0.31)	(0.49)	0.09	(0.29)
Net Income (Loss) Per Share	0.10	(0.02)	0.54	0.16
Dividends Paid Per Share	0.37	0.57	0.37	0.45
Impact of Share Repurchases Per Share	—	0.02	0.04	0.04
Net Asset Value Per Share	\$ 17.66	\$ 17.09	\$ 17.30	\$17.06

Weighted Average Shares Outstanding for the Period (in thousands)	62,569	62,496	61,773	60,596
Shares Outstanding at End of Period (in thousands)	62,569	62,230	61,272	60,182

Total Fair Value of Investments	\$ 2,018,998	\$ 1,972,157	\$ 2,155,209	\$ 2,075,614	\$2
Number of Portfolio Companies	94	96	103	106	
Average Size of Investment in Portfolio Company (Notional) (1)	\$ 22,225	\$ 21,602	\$ 21,880	\$ 20,563	
Weighted Average all-in Yield on Investments at Amortized Cost (2)	9.25 %	9.54 %	9.51 %	8.97 %	
Weighted Average all-in Yield on Investments at Fair Value (2)	9.48 %	9.94 %	9.85 %	9.32 %	

Net Assets	\$1,104,742	\$1,063,218	\$1,060,187	\$1,026,592	\$1
Debt	\$1,000,207	\$960,678	\$1,107,064	\$1,095,563	\$1
Debt To Equity at Quarter End	0.91x	0.90x	1.04x	1.07x	

Note: The net asset value per share and dividends declared per share are based on the shares outstanding at each respective quarter-end. Net investment income per share and net change in realized and unrealized appreciation (depreciation) per share are based on the weighted average number of shares outstanding for the period.
(1) For equity investments with no stated par amount, includes total funded amount. (2) Weighted average yields include the effect of accretion of discounts and amortization of premiums and are based on interest rates as of each respective period end. Actual yields earned over the life of each investment could differ materially from the yields presented above.

Quarterly Statements of Financial Condition – TCG BDC

<i>(Dollar amounts in thousands, except per share data)</i>	Q3 2018	Q4 2018	Q1 2019	Q2 2019
Assets				
Investments—non-controlled/non-affiliated, at fair value	\$1,781,621	\$1,731,319	\$1,899,537	\$1,840,979
Investments—non-controlled/affiliated, at fair value	13,973	18,543	21,081	20,925
Investments—controlled/affiliated, at fair value	223,404	222,295	234,591	213,710
Total investments, at fair value	2,018,998	1,972,157	2,155,209	2,075,614
Cash and cash equivalents	112,911	87,186	40,071	62,324
Receivable for investment sold	—	8,060	—	14,854
Deferred financing costs	4,126	3,950	4,069	4,869
Interest Receivable from Non-Controlled/Non-Affiliated/Affiliated Investments	4,905	5,856	7,666	8,300
Interest and Dividend Receivable from Controlled/Affiliated Investments	6,881	7,405	7,256	6,652
Prepaid expenses and other assets	20	129	8	143
Total assets	\$2,147,841	\$2,084,743	\$2,214,279	\$2,172,756
Liabilities				
Payable for investments purchased	\$—	\$1,870	\$—	\$—
Secured borrowings	554,299	514,635	660,959	649,397
2015-1 Notes payable, net of unamortized debt issuance costs	445,908	446,043	446,105	446,166
Due to Investment Adviser	131	236	169	228
Interest and credit facility fees payable	4,478	7,500	7,994	7,563
Dividend payable	23,150	35,497	22,681	27,082
Base management and incentive fees payable	12,992	13,834	13,531	13,846
Administrative service fees payable	116	94	139	128
Other accrued expenses and liabilities	2,025	1,816	2,514	1,754
Total liabilities	1,043,099	1,021,525	1,154,092	1,146,164
Net assets	1,104,742	1,063,218	1,060,187	1,026,592
Total liabilities & net assets	\$2,147,841	\$2,084,743	\$2,214,279	\$2,172,756
Net Asset Value Per Share	\$17.66	\$17.09	\$17.30	\$17.06

Please refer to the Company's Form 10-Q for more information.

Quarterly Operating Results – TCG BDC

(Dollar amounts in thousands)

	Q3 2018	Q4 2018	Q1 2019	Q2 2019
Interest Income	\$40,676	\$44,545	\$44,471	\$45,468
Payment-In-Kind Interest Income	1,478	1,332	1,150	2,140
Income From Credit Fund	7,201	7,710	7,538	6,993
Other Income	1,925	2,724	2,028	2,266
Total Investment Income	51,280	56,311	55,187	56,867

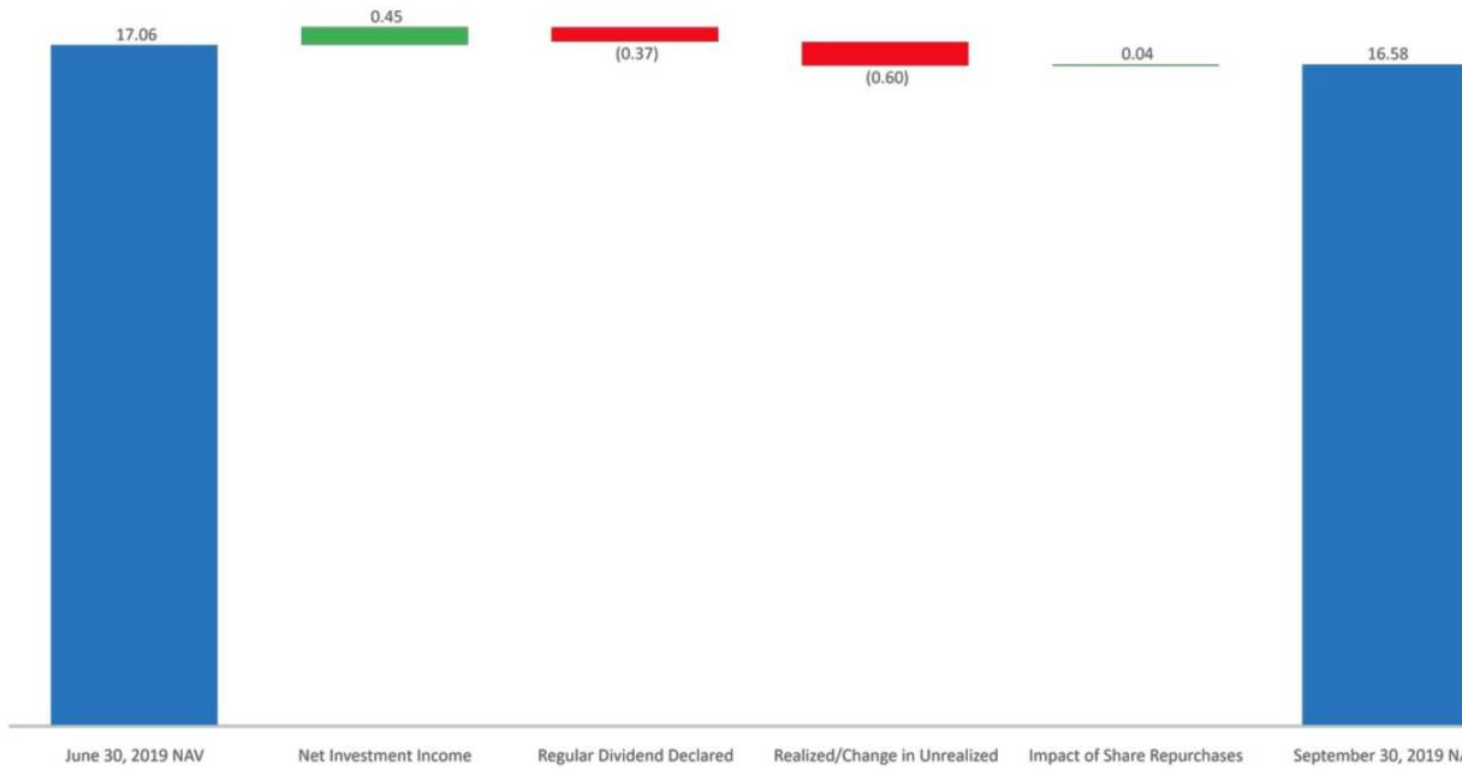
Management Fees (1)	7,543	7,595	7,685	7,913
Incentive Fees (2)	5,449	6,239	5,846	5,933
Interest Expense & Credit Facility Fees	10,955	11,511	12,559	13,703
Other Expenses	1,618	1,395	1,475	1,287
Excise Tax Expense	30	160	60	60
Net Expenses	25,595	26,900	27,625	28,896
Net Investment Income	25,685	29,411	27,562	27,971
Net Realized and Change in Unrealized Gains (Losses)	(19,605)	(30,571)	6,164	(18,214)
Net Income (Loss)	\$6,080	\$(1,160)	\$33,726	\$9,757

(1) Beginning October 1, 2017, the base management fee is calculated at an annual rate of 1.50% of the Company's gross assets, excluding cash and cash equivalents but including assets acquired through the use of leverage. In addition, on August 6, 2018, the Company's Board of Directors approved a one-third (0.50%) reduction in the 1.50% annual base management fee rate charged by the Investment Adviser on assets financed using leverage in excess of 1.0x debt to equity. Effective July 1, 2018, the reduced annual fee of 1.00% applies to the average value of the Company's gross assets as of the end of the two most recently completed calendar quarters that exceeds the product of (i) 200% and (ii) the average value of the Company's net asset value at the end of the two most recently completed calendar quarters. (2) Effective October 1, 2017, the Investment Adviser agreed to charge 17.5% instead of 20% with respect to the entire calculation of the incentive fee.

Note: There can be no assurance that we will continue to earn income at this rate and our income may decline. If our income declines, we may reduce the dividend we pay and the yield you earn may decline. Refer to the consolidated financial statements included in Part I, Item I of the Company's Form 10-Q for additional details.

Net Asset Value Per Share Bridge – TCG BDC

Quarter Ended September 30, 2019



Note: The net asset value per share and dividends declared per share are based on the shares outstanding at each respective quarter-end. Net investment income per share and net change in realized and unrealized appreciation (depreciation) per share are based on the weighted average number of shares outstanding for the period.

Senior Secured Credit Facilities & Unfunded Commitments

Terms & Conditions

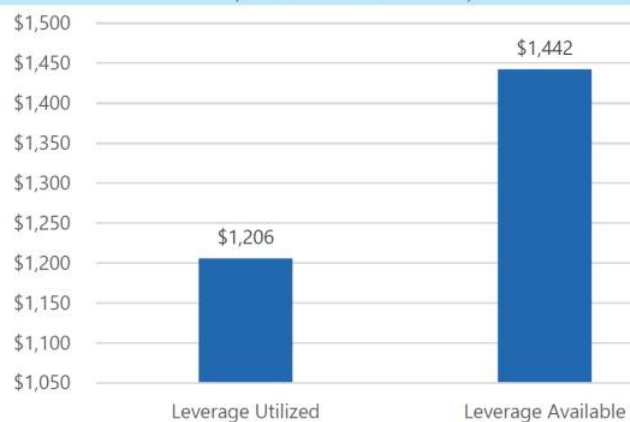
	TCG BDC, Inc. ("Credit Facility") ¹	TCG BDC SPV LLC ("SPV Credit Facility") ¹	Carlyle Direct Lending CLO 2015-1R LLC Notes ("2015-1R Notes")
Size	\$593 million committed	\$400 million committed	\$449 million
Original Tenor / Maturity Date	5 years (4 year revolving); maturity date 6/14/2024	5 years (3 years revolving); maturity date 5/23/2023	10/15/2031
Pricing	LIBOR + 225 bps / 37.5 bps unused fee	LIBOR + 200 bps / 50-75 bps unused fee	429bps ²

	Middle Market Credit Fund SPV, LLC ("Credit Fund Sub Facility") ^{1,3}	MMCF CLO 2017-1 LLC Notes ("2017-1 Notes") ⁴	MMCF CLO 2019- 2, LLC ("2019-2 Notes") ⁵	MMCF Warehouse II, LLC ("Citi MMCF Facility")
Size	\$640 million committed	\$260 million outstanding (\$352 million at closing)	\$348 million outstanding (\$352 million at closing)	\$150 million committed
Original Tenor / Maturity Date	6 years (3 years revolving); maturity date 5/22/2024	1/15/2028	4/15/2029	3 years (2 years revolving); maturity date 8/16/2022
Pricing	LIBOR + 225 bps / 50-75 bps unused fee	431bps ²	469bps ²	LIBOR + 105 bps

(1) Size represents maximum principal amount of the facility and is subject to availability under the facility, which is based on certain advance rates multiplied by the value of certain portfolio investments of the Company or Credit Fund (subject to certain concentration limitations) and may be net of certain other indebtedness that the Company or Credit Fund may incur in accordance with the terms of the facility. Middle Market Credit Fund SPV, LLC (the "Credit Fund Sub"), a Delaware limited liability company, was formed on April 5, 2016. Credit Fund Sub is a wholly-owned subsidiary of Credit Fund and is consolidated in Credit Fund's consolidated financial statements commencing from the date of its formation. (2) Weighted average interest rate, including amortization of debt issuance costs on the 2015-1R Notes, 2017-1 Notes and 2019-2 Notes, respectively, for the quarter ended September 30, 2019. (3) Credit Fund closed on June 24, 2016 on a revolving credit facility, the Credit Fund Facility, from which Credit Fund may from time to time request mezzanine loans from the Company. The maximum principal amount of the Credit Fund Facility is \$175mm. (4) MMCF CLO 2017-1 LLC is a wholly-owned and consolidated subsidiary of Credit Fund. (5) MMCF CLO 2019-2 LLC is a wholly-owned and consolidated subsidiary of Credit Fund.

Debt on Company's Balance Sheet as of September 30, 2019

(dollar amounts in thousands)



Unfunded Commitments – TCG BDC

	Par Value as of	
	September 30, 2019	June 30, 2019
Unfunded Delayed Draw Commitments	\$ 98,541	\$ 98,541
Unfunded Revolving Commitments	75,312	75,312
Total Unfunded Commitments	\$ 173,853	\$ 173,853

Liquidity and Investment Capacity – TCG BDC

- **Cash and Cash Equivalents**

- Cash and cash equivalents totaled \$70.3 million as of September 30, 2019

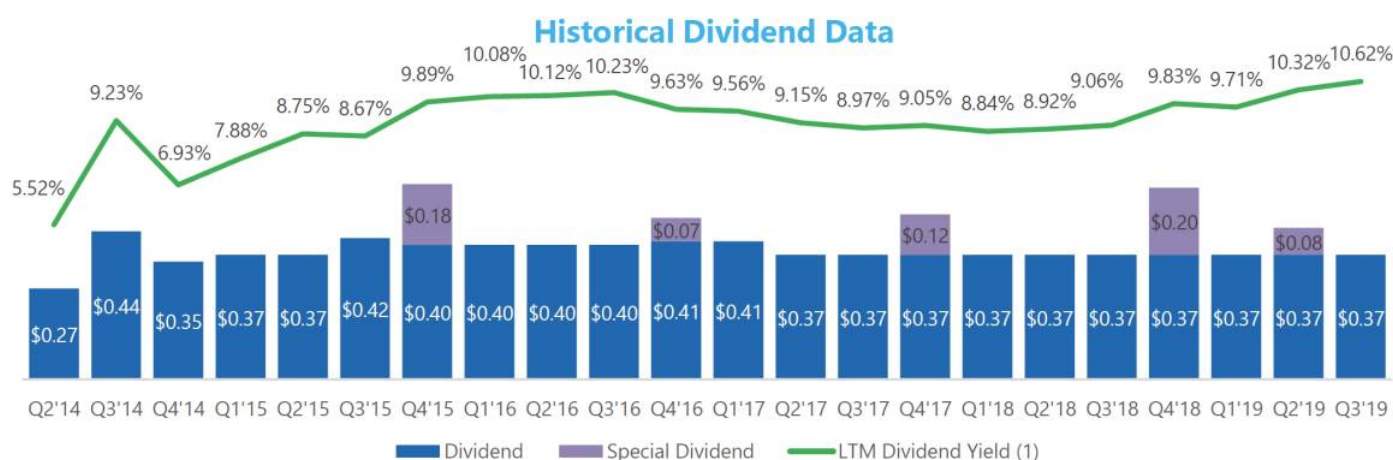
- **Credit Facilities - Availability**

- Credit Facility – As of September 30, 2019, subject to leverage and borrowing base restrictions had approximately \$90.8 million of remaining unfunded commitments and approximately \$90.8 million of availability on this \$593.0 million revolving credit facility
- SPV Credit Facility – As of September 30, 2019, subject to leverage and borrowing base restrictions, we had approximately \$145.7 million of remaining unfunded commitments and approximately \$20.7 million of availability on this \$400.0 million revolving credit facility

Common Stock and Dividend Information – TCG BDC

Common Stock (NASDAQ: CGBD – Closing Prices)

Quarter Ended	High	Low	End of Period
September 30, 2019	\$15.38	\$13.47	\$14.40
June 30, 2019	\$15.51	\$14.60	\$15.24
March 31, 2019	\$15.21	\$12.81	\$14.48
December 31, 2018	\$16.81	\$12.40	\$12.40
September 30, 2018	\$17.97	\$16.70	\$16.70
June 30, 2018	\$18.34	\$17.02	\$17.02
March 31, 2018	\$18.62	\$17.03	\$17.90
December 31, 2017	\$20.04	\$17.04	\$20.04
September 30, 2017	\$18.89	\$18.00	\$18.82
June 30, 2017 (beginning June 14, 2017)	\$18.49	\$18.01	\$18.01



Note: Historical dividend data for dividends declared prior to the period shown are available on the Company's website at tcgbd.com. No dividend was declared in 2013. There can be no assurance that the Company will continue to achieve comparable results.

(1) For dividends declared prior to the IPO (June 14, 2017), dividend yield is calculated by dividing the quarterly declared dividend by the weighted average of the net asset value at the beginning of the quarter and the capital called during the quarter and LTM dividend yield is calculated by adding the most recent four quarters' dividend yields. For dividends declared after the IPO, LTM dividend yield is calculated by dividing the declared dividends for the most recent four quarters by the ending net asset value. Q1'14-Q3'14 contain fewer than four quarters' dividend yields in the LTM dividend yield presented, which have been annualized.

