



Wells Fargo Middle Market Opportunities Forum

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Howard Levkowitz

Chairman & CEO, TCP Capital Corp.

Managing Partner & Co-Founder,
Tennenbaum Capital Partners

Forward Looking Statements

Prospective investors considering an investment in TCP Capital Corp. should consider the investment objectives, risks and expenses of the Company carefully before investing. This information and other information about the Company are available in the Company's filings with the Securities and Exchange Commission ("SEC"). Copies are available on the SEC's website at www.sec.gov and the Company's website at <http://www.tcpcapital.com>. Prospective investors should read these materials carefully before investing.

This presentation may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on estimates, projections, beliefs and assumptions of management of the Company at the time of such statements and are not guarantees of future performance. Forward-looking statements involve risks and uncertainties in predicting future results and conditions. These forward-looking statements do not meet the safe harbor for forward-looking statements pursuant to Section 27A of the Securities Act or Section 21E of the Securities Exchange Act. Actual results could differ materially from those projected in these forward-looking statements due to a variety of factors, including, without limitation, changes in general economic conditions or changes in the conditions of the industries in which the Company makes investments, risks associated with the availability and terms of financing, changes in interest rates, availability of transactions, and regulatory changes. Certain factors that could cause actual results to differ materially from those contained in the forward-looking statements are included in the "Risks" section of the Company's shelf registration statement declared effective on May 6, 2016, and the Company's subsequent periodic filings with the SEC. Copies are available on the SEC's website at www.sec.gov and the Company's website at <http://www.tcpcapital.com>. Forward-looking statements are made as of the date of this presentation, or as of the prior date referenced in this presentation, and are subject to change without notice. The Company has no duty and does not undertake any obligation to update or revise any forward-looking statements based on the occurrence of future events, the receipt of new information, or otherwise.

Overview

Established Platform – Tennenbaum Capital Partners (“Tennenbaum”)

Externally Managed by Tennenbaum

Over \$7 billion in committed capital under management by a leading alternative investment manager

20-year⁽¹⁾ scaled national platform focused on middle-market credit investing

\$16.5+ billion invested across 450+ companies

Long-term relationships with sponsors and deal sources

Experienced Team with Diverse Skills

19 industry-focused verticals with senior experienced professionals investing across asset classes

70+ team members, plus an Advisory Board of senior operating executives

North America-focused, regional coverage with offices in Los Angeles (HQ), New York and San Francisco

In-house legal expertise with significant experience protecting creditors' rights

(1) Tennenbaum's predecessor entity was founded in 1996. The firm was organized in its current structure in 1999.

Overview of TCPC Investment Manager

Tennenbaum

Over \$7 billion of committed capital
under management⁽¹⁾

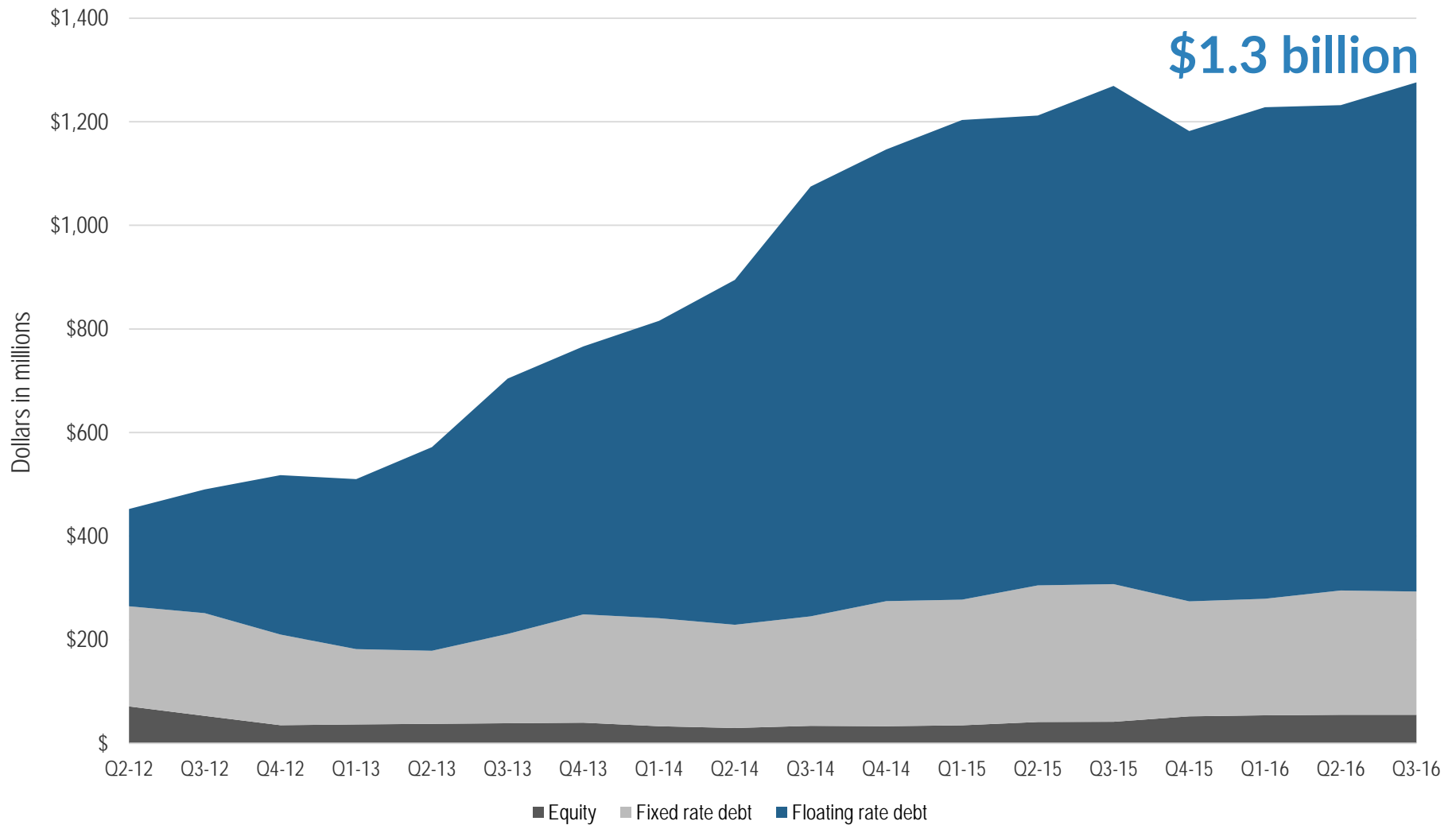
Registered Fund

TCP Capital Corp.
(NASDAQ: TCPC)
Publicly-traded BDC

Private Institutional
Vehicles

(1) As of September 30, 2016.

Portfolio Growth Since IPO



Best-In-Class Advisory Fee Structure

	Typical Externally Managed BDCs ⁽¹⁾	TCP Capital Corp.
Base Management Fee	<ul style="list-style-type: none"> 1.5% - 2.0% on gross assets 	<ul style="list-style-type: none"> 1.5% on gross assets (less cash and cash equivalents)
Incentive Fee Hurdle	<ul style="list-style-type: none"> 2.0% quarterly return on NAV 	<ul style="list-style-type: none"> 2.0% quarterly return on NAV
Incentive Compensation	<ul style="list-style-type: none"> Capital Gains: 20% of cumulative net realized gains less net unrealized depreciation Ordinary Income: 20% subject to quarterly hurdle rate calculated quarterly 	<ul style="list-style-type: none"> Capital Gains: 20% of cumulative net realized gains less net unrealized depreciation, subject to a <u>cumulative (infinite), annualized 8% total return</u> hurdle Ordinary Income: 20% subject to a <u>cumulative (infinite), annualized 8.0% total return</u> hurdle
		<ul style="list-style-type: none"> ✓ Subject to cumulative high water mark

(1) Source: SEC filings.

Dividend Stability

- Net investment income⁽¹⁾ of \$0.39 per share, out-earning dividend by \$0.03
 - Quarterly dividend of \$0.36 per share paid on September 30, 2016
- Declared Q4 2016 dividend of \$0.36 per share
 - Payable on December 30, 2016 to holders of record as of December 16, 2016

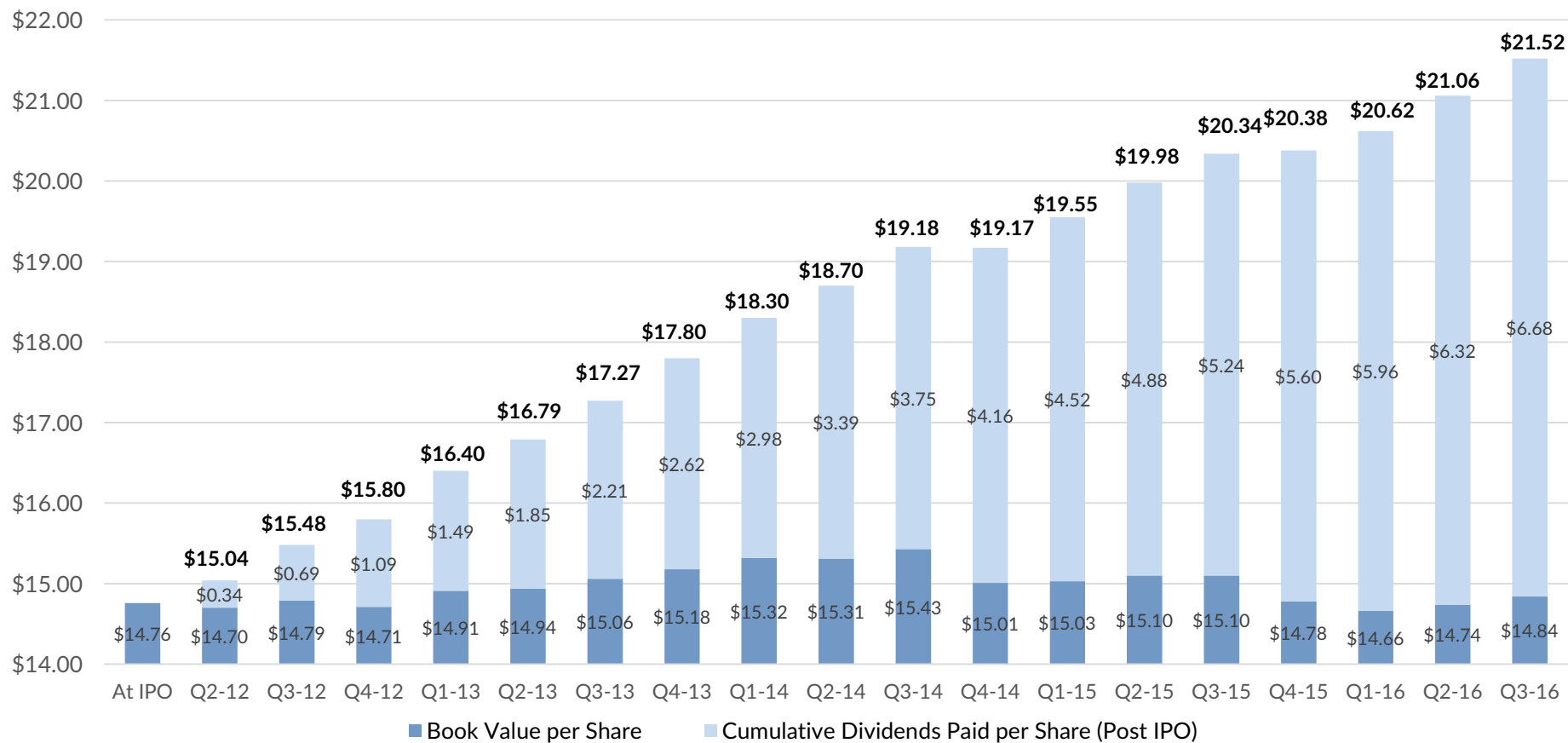
Per Share	2012 ⁽²⁾			2013				2014				2015				2016			ITD Total
	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	
Regular dividend	0.34	0.35	0.35	0.35	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	0.36	6.43
Net investment income	0.40	0.43	0.59	0.49	0.38	0.40	0.38	0.39	0.40	0.38	0.38	0.37	0.44	0.40	0.43	0.38	0.38	0.39	7.41
Regular Dividend Coverage	118%	123%	169%	140%	104%	110%	106%	107%	111%	104%	106%	103%	122%	110%	118%	106%	106%	108%	115%
Special dividend			0.05	0.05			0.05		0.05		0.05								0.25

(1) After incentive compensation.

(2) Incentive compensation was waived prior to January 1, 2013.

Strong Track Record of Positive Performance

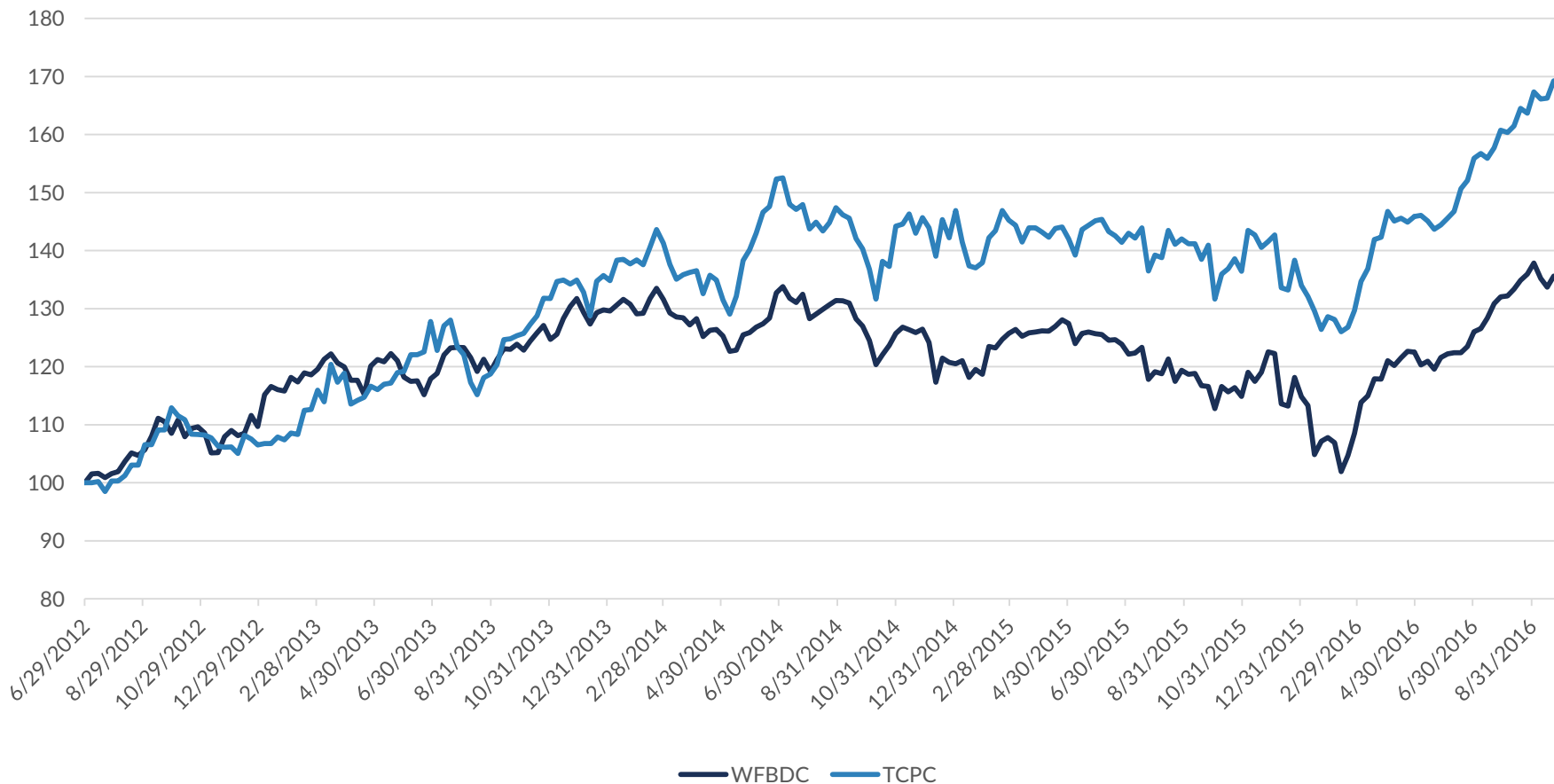
Book Value per Share and Dividends Paid



Strong Track Record of Positive Performance

TCP vs WFBDC Since IPO

Indexed Performance



Investment Strategy & Focus

Return Focus

- Primarily current cash income with additional return from origination and structuring fees
- Potential capital appreciation
- Potential upside through equity participation

Investment Focus

- Directly originated and newly originated leveraged loans and, to a lesser extent, secondary-market purchases
- Complex situations requiring specialized industry knowledge
- Principal protection

Leveraged Loans

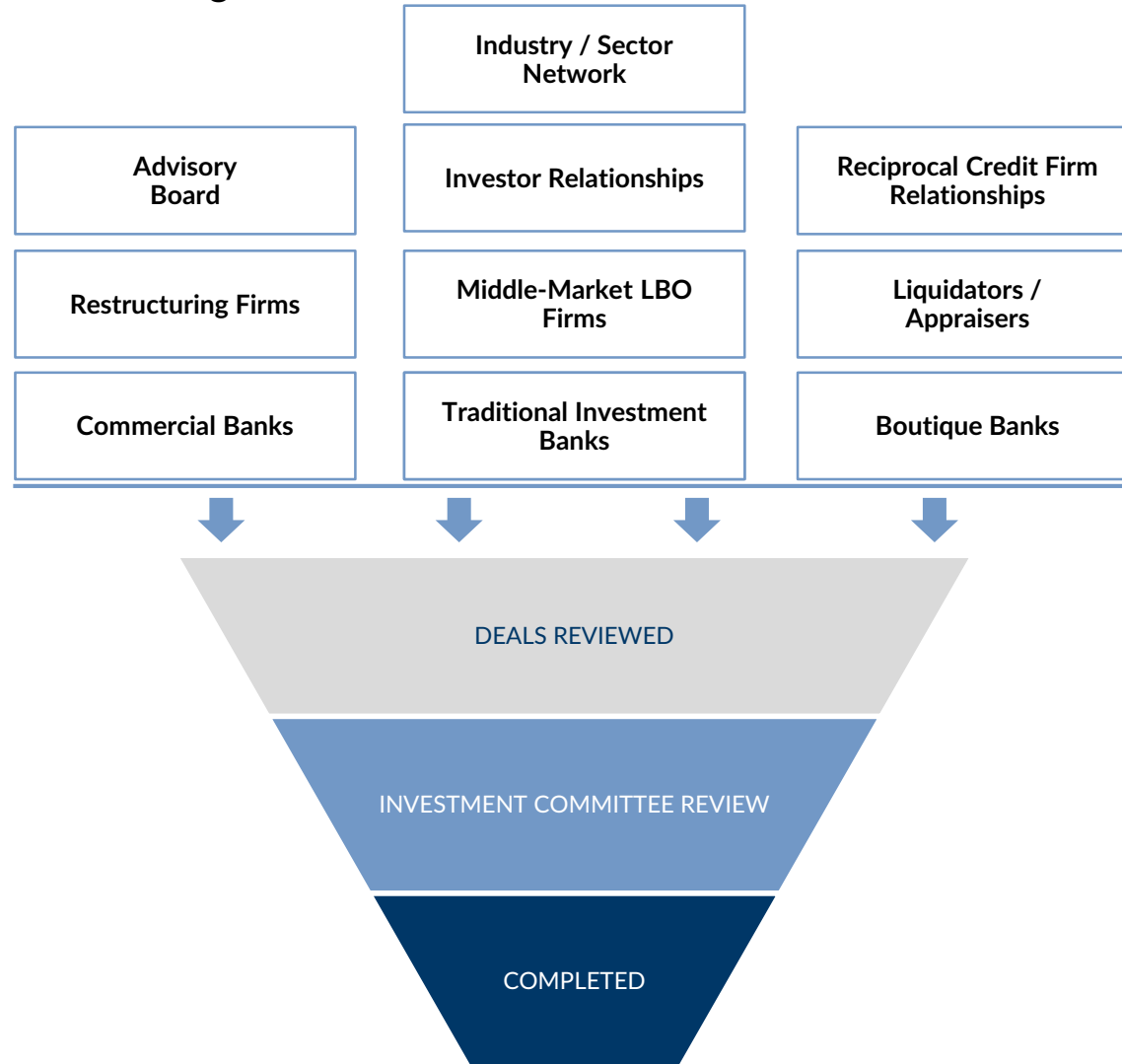
- Focused on direct origination of senior secured loans to stable middle-market borrowers:
- Contractual first claim ahead of subordinated debt and equity
 - Assets pledged as collateral
 - Interest payments typically floating rate

Investment Size

- Generally \$10 to \$40 million; average investment size \$14.5 million
- May grow through time with capital base

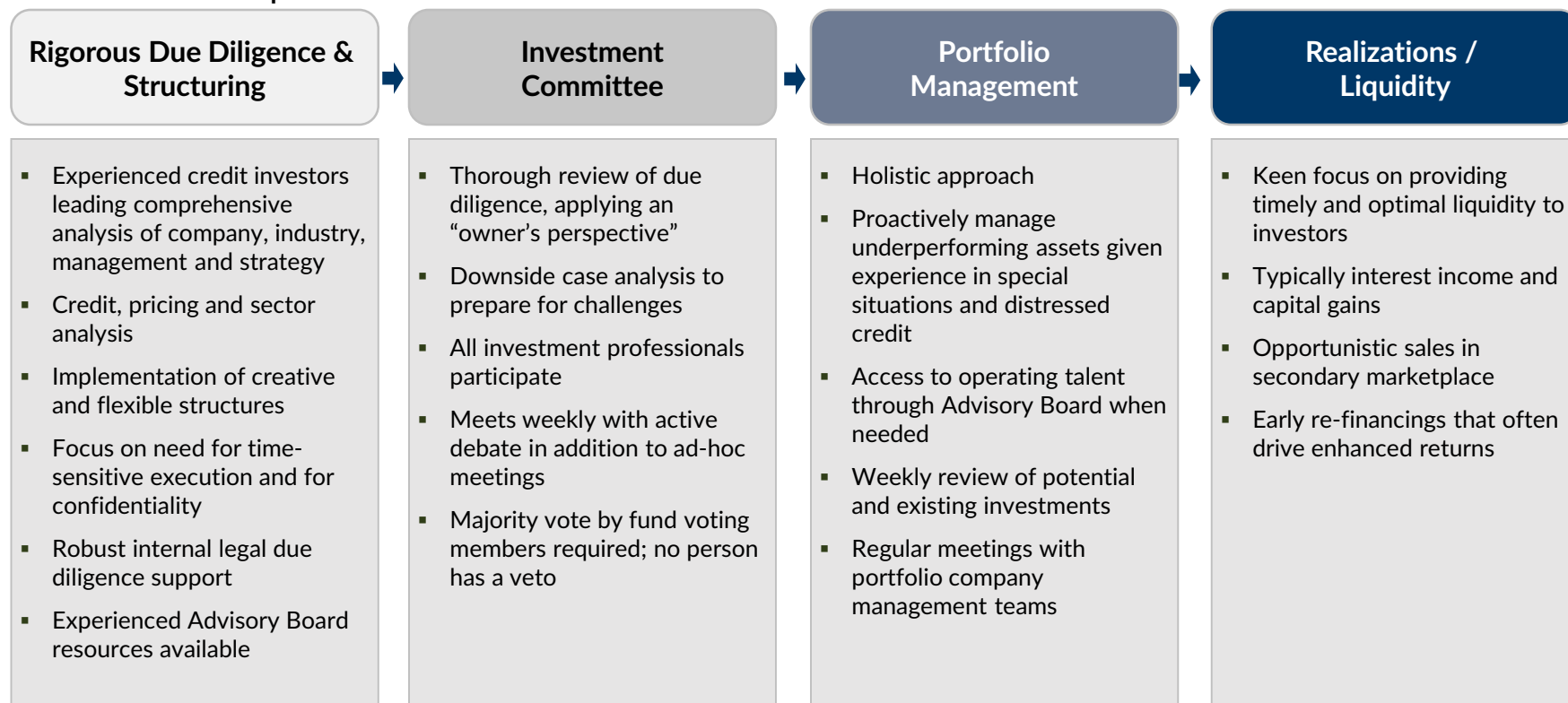
Multi-Channel Deal Sourcing

- Tennenbaum utilizes an extensive and diverse sourcing network designed to generate attractive investments regardless of market conditions



Investment Process

- Over its 20 year history⁽¹⁾, Tennenbaum has developed and implemented a proven, repeatable investment process



Tennenbaum's industry deal teams are involved in every phase of a transaction from sourcing to eventual liquidity

TCPC's entire portfolio marked to market each quarter using third-party pricing and valuation sources for substantially the entire portfolio

(1) Tennenbaum's predecessor entity was founded in 1996. The firm was organized in its current structure in 1999.

Middle-Market Credit Overview

- Middle-market lending is increasingly dominated by non-traditional lenders as banks continue a secular shift away from the market

Why have banks retreated from the market?

Regulatory Changes

- Dodd Frank / Volcker Rule
- Basel III
- Stress tests (annual and mid-year)
- FDIC assessment fees
- Leveraged lending guidelines / Shared National Credits Program



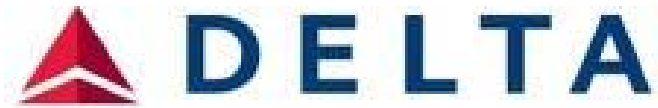
Consequences for the Banks

- Increased regulatory restrictions, reporting / audits and enforcement
- Increased capital ratios and liquidity required
- Reduced leverage and increased costs lead to lower ROE
- Lower growth prospects
- Restrictions on lending activities including more stringent underwriting criteria

Banks have retreated from middle-market lending...

.... As the market continues to grow post-crisis

Aircraft Financings



* Case studies provide examples of investments made by TCPC and its investment process and approach. Not all investments following this process and approach have been profitable and there can be no guarantee that the investments profiled will be profitable. Additional information regarding all of TCPC's investments is available in its public filings.

Diversity of Portfolio

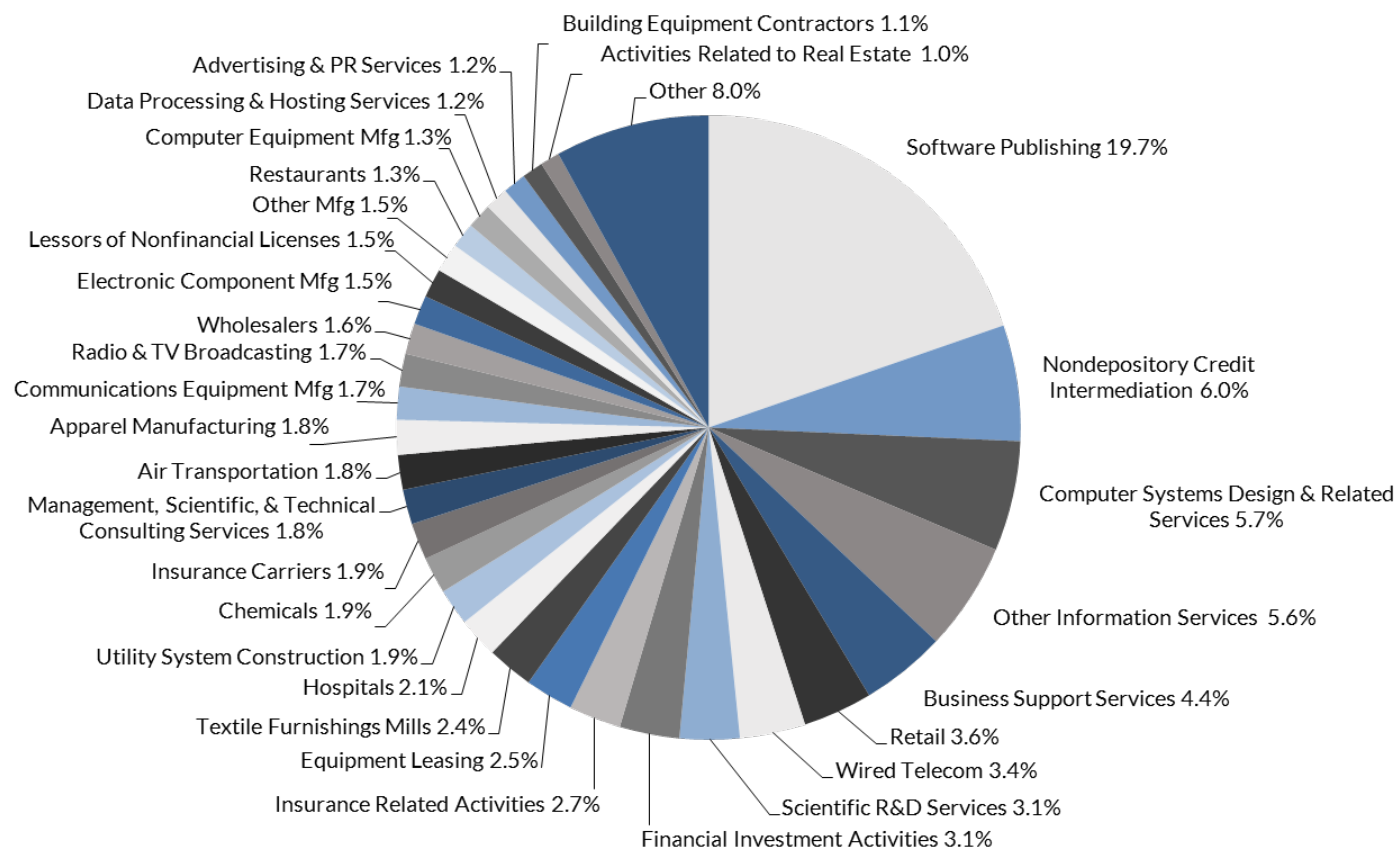


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Portfolio and Financial Review

Diversified Portfolio as of September 30, 2016

- \$1.3 billion portfolio fair value
- 88 companies
- 11.2% weighted average effective yield on debt portfolio⁽¹⁾
- Largest position: 3.67%
- Top 10 investments: 26.7%

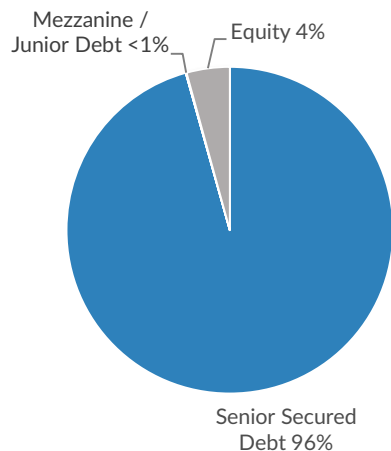


(1) Weighted average annual effective yield includes amortization of deferred debt origination and exit fees and original issue discount, but excludes market discount, any repayment and make-whole fee income, and any debt investments on non-accrual status.

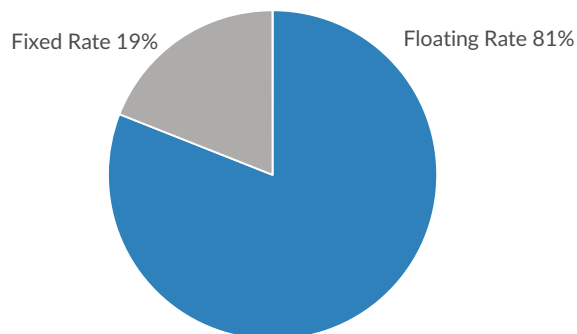
Conservatively Positioned Primarily Floating Rate Portfolio

As of September 30, 2016

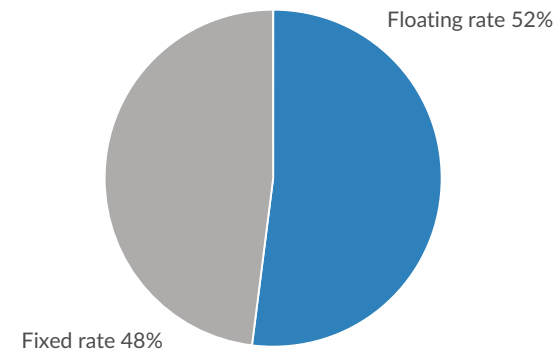
Portfolio by Asset Type



Debt Portfolio by Interest Type



Leverage by Interest Type



Positive annual impact on net income of base rate changes in interest rates:⁽¹⁾

Basis Point Change	Net Income	Net Income Per Share
Up 300 basis points	+\$17,481,868	\$0.33
Up 200 basis points	+\$11,376,154	\$0.21
Up 100 basis points	+\$5,286,715	\$0.10
Down 100 basis points	+\$697,370	\$0.01

(1) Please refer to page 65 of the Company's 10-Q as of September 30, 2016.

Diversified Sources of Funding

As of September 30, 2016

Source	Capacity	Drawn Amount	Available	Pricing	Maturity
SVCP Revolver	\$116.0mm	-	\$116.0mm	L + 2.50%	Jul-18
Term Loan	\$100.5mm	\$100.5mm	-	L + 2.50%	Jul-18
2019 Convertible Senior Unsecured Notes	\$106.4mm ⁽¹⁾	\$106.4mm	-	5.25%	Dec-19
2022 Convertible Senior Unsecured Notes	\$136.7mm ⁽²⁾	\$136.7mm	-	4.63%	Mar-22
TCPC Funding Facility	\$350.0mm	\$235.0mm	\$115.0mm	L + 2.50% ⁽³⁾	Mar-20
SBA Debentures	\$75.0mm ⁽⁴⁾	\$61.0mm	\$14.0mm	2.58% ⁽⁵⁾	2024-2026
Total leverage	\$884.6mm	\$639.6mm	\$245.0mm	3.80% ⁽⁶⁾	
Cash			\$140.9mm		
Net settlements			\$(2.9)mm		
Unamortized debt issuance costs		\$(8.0)mm			
Net		\$631.6mm	\$383.0mm		

TCPC is rated BBB- by Standard & Poor's with outlook stable

(1) \$108 million par. Carrying value shown.

(2) \$140 million par. Carrying value shown.

(3) Rate is L + 2.25% subject to certain draw requirements.

(4) Total capacity increased to \$150.0 million on October 13, 2016.

(5) Weighted average interest rate, excluding fees of 0.36%.

(6) Combined weighted-average interest rate on amounts outstanding.

2016 Highlights

- Out-earned our dividends by \$0.14 per share over the last four quarters
- Raised \$30 million in equity through issuance and conversion of a privately placed convertible note
- Raised \$35.3 million in equity through a registered direct offering of common stock
- Closed private placement of \$140 million of 4.625% convertible notes
- Second \$75 million leverage commitment from SBA; total is now \$150 million
- Board of directors renewed our \$50 million share repurchase plan

Conclusion

Key Highlights

Established Direct Origination Platform	<ul style="list-style-type: none">▪ Founded in 1996, inclusive of predecessor entity; Registered Investment Advisor since 2001▪ More than \$16.5 billion invested in over 450 companies
Diversified Portfolio	<ul style="list-style-type: none">▪ Approximately \$1.3 billion portfolio with a 11.2% effective yield on the debt⁽¹⁾▪ Portfolio composed of 96% debt; 81% of debt is floating rate▪ Income from established portfolio permits a dividend at a quarterly rate of \$0.36 per share, or a dividend yield of approximately 8.9%⁽²⁾
Diversified Low Cost Of Financing	<ul style="list-style-type: none">▪ \$885 million leverage program▪ 3.80% average interest rate
Strong Alignment with Public Investors	<ul style="list-style-type: none">▪ Best-in-class advisory fee structure

(1) Weighted average annual effective yield includes amortization of deferred debt origination and exit fees and original issue discount, but excludes market discount, any repayment and make-whole fee income, and any debt investments on non-accrual status.

(2) Based on a closing price of \$16.17 as of 11/8/2016.

Appendix

Financial Highlights

(\$ per share)	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Net investment income before taxes ⁽¹⁾	\$ 0.49	\$ 0.47	\$ 0.47	\$ 0.55	\$ 0.50
Excise taxes	-	-	-	(0.02)	-
Incentive compensation on NII	(0.10)	(0.09)	(0.09)	(0.11)	(0.10)
Net investment income, after incentive ⁽¹⁾	0.39	0.38	0.38	0.43	0.40
Net realized & unrealized gains (losses)	-	0.05	(0.14)	(0.39)	(0.04)
Net increase in net assets from operations	0.39	0.43	0.24	0.04	0.36
Dividend paid	0.36	0.36	0.36	0.36	0.36
Net asset value	14.84	14.74	14.66	14.78	15.10
	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Total fair value of investments (000s)	\$ 1,276,430	\$ 1,231,501	\$ 1,227,145	\$ 1,182,920	\$ 1,269,161
Number of portfolio companies	88	89	90	88	91
Average investment size (000s)	\$ 14,505	\$ 13,837	\$ 13,635	\$ 13,442	\$ 13,947
Debt/equity ratio ⁽²⁾	.74x	.62x	.69x	.64x	.73x
Debt/equity ratio, net of cash ⁽²⁾⁽³⁾	.56x	.58x	.67x	.60x	.69x

(1) After preferred dividends.

(2) Excludes SBIC debt, which is exempt from regulatory asset coverage requirements.

(3) Net of trades pending settlement.

Portfolio Highlights

Asset Mix of the Investment Portfolio <i>(in thousands)</i>	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Senior secured debt	\$ 1,221,182	\$ 1,176,581	\$ 1,173,244	\$ 1,129,571	\$ 1,227,621
Mezzanine/subordinated debt	-	-	65	965	57
Equity	55,248	54,920	53,836	52,384	41,483
Total investments	1,276,430	1,231,501	1,227,145	1,182,920	1,269,161

Portfolio Activity <i>(in thousands)</i>	Q3 2016	Q2 2016	Q1 2016	Q4 2015	Q3 2015
Gross new commitments	\$ 146,640	\$ 119,118	\$ 114,059	\$ 77,580	\$ 120,578
Exits (includes repayments)	108,179	119,906	66,140	(150,553)	(65,328)
Net commitments	38,461	(788)	47,919	(72,973)	55,250

Corporate Information

Securities Listing

NASDAQ: TCPC

Research Coverage

- Bank of America Merrill Lynch
- Citigroup Global Markets
- D.A. David
- Deutsche Bank
- FBR Capital Markets
- JMP Securities
- Keefe, Bruyette & Woods
- National Securities
- Oppenheimer
- Raymond James
- Wells Fargo
- Wunderlich Securities

Transfer Agent

Wells Fargo Shareholder Services
(800) 468-9716 (from U.S.)
(651) 450-4064 (from outside U.S.)
www.shareowneronline.com

Corporate Headquarters

2951 28th Street
Suite 1000
Santa Monica, CA 90405

Investor Relations

(310) 566-1094
investor.relations@tcpcapital.com
www.tcpcapital.com