

Fifth Street Finance Corp.

NASDAQ:FSC

Second Fiscal Quarter Ended
March 31, 2017



FIFTHSTREET

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Overview



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Fifth Street Finance Corp. Overview

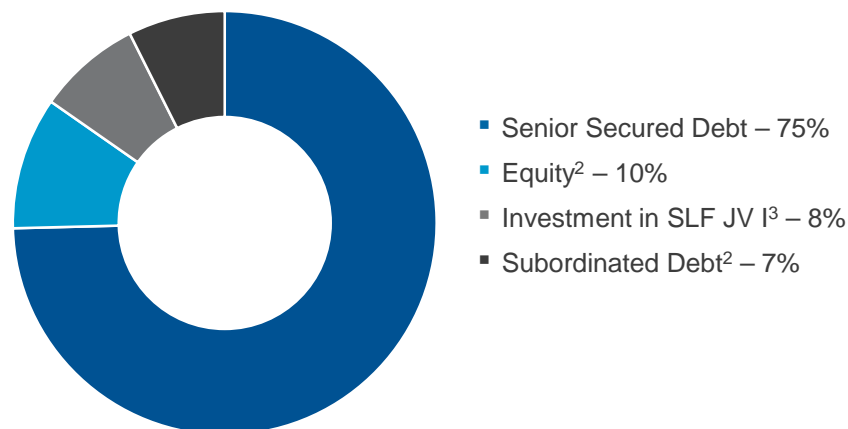
FSC Strategy & Objectives

- Fifth Street Finance Corp. (FSC) is a business development company (BDC) that provides custom-tailored financing solutions to small and mid-sized companies, primarily in connection with investments by private equity sponsors
- The company originates and invests in one-stop financings, first lien and second lien loans, mezzanine debt and equity co-investments
- FSC's investment objective is to maximize our portfolio's total return by generating current income from our debt investments and capital appreciation from our equity investments
- An investment in FSC provides exposure to middle market debt and equity, which is generally only available to institutional investors in committed funds for locked-up periods
- As a BDC, FSC is required to payout of at least 90% of annual taxable net income in the form of dividends

Selected Financial Highlights

(\$ in millions, except per share data)	Three Months Ended March 31,	
	2017	2016
Total Investments (at Fair Value)	\$1,788.7	\$2,255.1
Total Assets	\$1,929.4	\$2,421.6
Net Assets	\$1,019.6	\$1,226.0
<i>Per Share Data</i>		
Net Investment Income	\$0.13	\$0.17
Dividend	\$0.14	\$0.18
NAV at End of Period	\$7.23	\$8.33

Investment Portfolio Composition¹



Note: Numbers may not sum due to rounding.

¹ At fair value as of March 31, 2017; ² Excludes FSC's equity and mezzanine debt investments in SLF JV I. ³ SLF JV I invests in senior secured debt. As of March 31, 2017, FSC's investment in SLF JV I consisted of \$126.7MM of mezzanine notes and \$14.1MM of LLC equity interests, at fair value.

FSC's Experienced Management Team

Bernard D. Berman
Chief Executive Officer & Chairman of the Board



- 21+ years experience focusing on corporate and investment transactions
- Formerly practiced as a corporate attorney where he negotiated and structured a variety of investment transactions

Steven M. Noreika, CPA, CFA
Chief Financial Officer



- 18+ years experience in various finance and accounting positions
- Former experiences include roles at Time Warner Inc. and Marcum & Kleigman, LLP

Kerry S. Acocella
Chief Compliance Officer & Secretary



- 11+ years of legal experience providing counsel on a variety of securities and compliance matters
- Formerly Senior Corporate Counsel – Corporate & Securities at Weight Watchers International, Inc. and corporate associate with Morrison & Foerster LLP

EMPLOYEE STATISTICS: FIFTH STREET PLATFORM¹

49 Fifth Street Platform	18 Investment Professionals	12 Finance & Accounting	3 Legal & Compliance	12 Human Resources, Operations & Administration	4 Marketing & Investor Relations
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Overview of the Fifth Street Platform

Nearly 20-Year Track Record

- Platform has committed over \$10B of loans to small and mid-sized businesses since founding in 1998
- A core focus on disciplined credit investing across multiple economic cycles
- Well-established institutional infrastructure that consists of approximately 50 professionals

Nationally Recognized Asset Manager

- Fifth Street Asset Management Inc. is publicly-traded (NASDAQ:FSAM)
- Headquartered in Greenwich, CT with another primary location in Chicago, IL
- Over \$4B of AUM across two publicly-traded business development companies (BDCs), and multiple private investment vehicles

Comprehensive Financing Solutions

- Structures flexible financing solutions across the capital structure to growing middle market companies, primarily in conjunction with private equity sponsors
- Ability to hold and commit up to \$100MM across the platform
- Deep industry knowledge across a broad array of sectors

Leading Direct Loan Origination Platform

- Deep, long-standing relationships in middle market sponsor community
- Disciplined investment process
- In-house portfolio management with proprietary systems in place

KEY DATES & MILESTONES

1998	2005	2007	2008	2010	2012	2013	2014	2015	2016
Fund I Launched	Fund II Launched	Fund III Launched	Fund III BDC Conversion Fifth Street Finance Corp. (FSC) BDC IPO	First SBIC License Granted (FSC)	Second SBIC License Granted (FSC) FSC Investment Grade Rating (from S&P)	Fifth Street Senior Floating Rate Corp. (FSFR) BDC IPO Hedge Fund Launched	Launched Senior Loan Fund / CLO Strategy Joint Ventures with FSC / Kemper Corporation & FSFR / Glick Family FSAM IPO	CLO I Closed CLO II Closed	SMA Closed with Institutional Investor

FSC Highlights

Investment Portfolio Highlights¹

- 74.6% senior secured loans
- Investments in 113 companies
- 78.9% of the debt portfolio consisted of floating rate securities
- 10.4% weighted average annual yield on debt investments²
- Top 10 investments are 32.4% of total assets and the largest investment is 3.4% of total assets³

Access to Fifth Street's Direct Origination & Underwriting Platform

- Sources, structures and underwrites transactions in conjunction with private equity sponsors
- Ability to hold multiple parts of the debt capital structure including one-stop financing solutions
- Experienced and cohesive management, origination and underwriting teams
- In-house portfolio management capabilities that utilize customized loan management systems

Well-Constructed Capital Structure

- Two credit facilities – an ING-led syndicated bank group and Sumitomo Mitsui Banking Corp.
- \$148 million outstanding 10-year fixed rate SBA debentures
- \$411 million of unsecured debt⁴
- Only 18% of our capital structure is comprised of floating rate debt

Senior Secured Loan Joint Venture Enhances Returns to Shareholders

- Expands FSC's investment capacity to originate and underwrite one-stop and senior secured middle market loans
- Efficient way to finance assets that should enhance returns to shareholders
- Total assets of \$338.5 million at fair value with approximately \$600 million of investment capacity¹
- Provided \$2.6 million of income to FSC during the quarter ended March 31, 2017

Experienced Team

- Extensive longstanding sourcing relationships with financial sponsors, other middle market lenders and investment banks
- Management team has a nearly 20-year track record investing in traditional middle market credit opportunities

¹ At fair value as of March 31, 2017; ² Includes the return on SLF JV I; ³ Excludes investment in SLF JV I; ⁴ Comprised of \$250 million of unsecured institutional notes and \$161 million of unsecured retail notes.

Leading & Nationally Recognized Middle Market Platform

Closed Approximately \$1.1B of Investments Across 80+ Deals in 2016

- **Mutually beneficial strategic partnerships with private equity sponsors** provide incremental due diligence, additional layer of monitoring and an additional source of operating expertise
- **Comprehensive financing solutions** include first lien, one-stop, second lien and mezzanine debt, as well as equity co-investments
- **Extensive long-standing sourcing relationships** with sponsors, other middle market lenders and investment banks provide access to deal flow and enhance origination efficiency
- **Intense focus on managing credit risk** through comprehensive investment review process
- **In-house portfolio management capabilities** with highly customized loan management and accounting systems
- **Award-winning platform** that has been recognized by the M&A Advisor, *Mergers & Acquisitions* and ACG New York for being a top lender firm

Track Record of Generating Deal Flow with Established Private Equity Sponsors¹

	AUM (\$B)	Year Founded	Fifth Street Closed (\$MM)
	\$30.9	1985	\$323
	\$26.7	2000	\$408
	\$25.0	1997	\$173
	\$17.0	1998	\$419
	\$9.9	1980	\$351
	\$8.7	1988	\$216
	\$7.0	1968	\$292
	\$6.0	1983	\$852

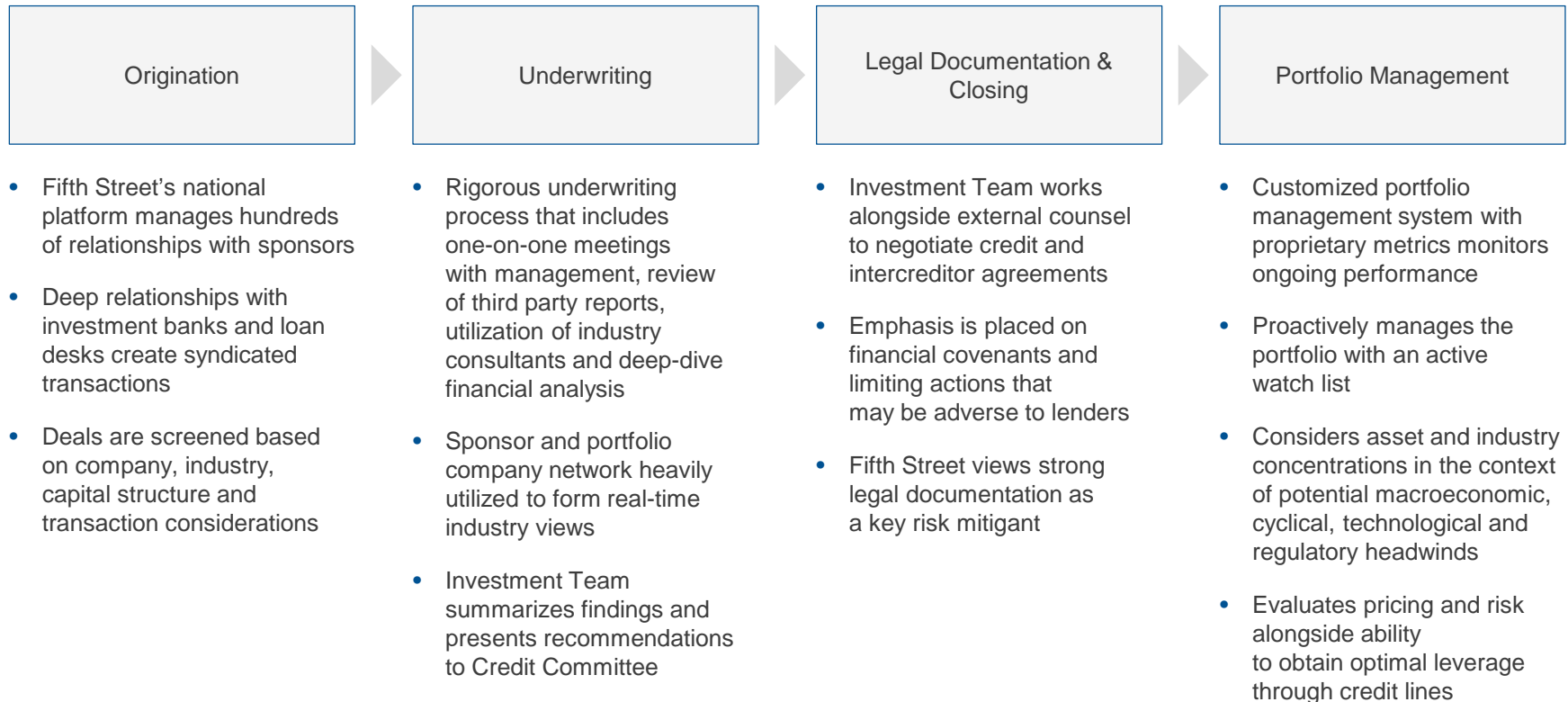
¹ Source: Pitchbook Data; Note: Data is as of March 31, 2017 and logos represent select relationships of the Fifth Street platform. The inclusion of certain sponsors herein does not constitute any endorsement of such sponsor by Fifth Street.

Portfolio Review



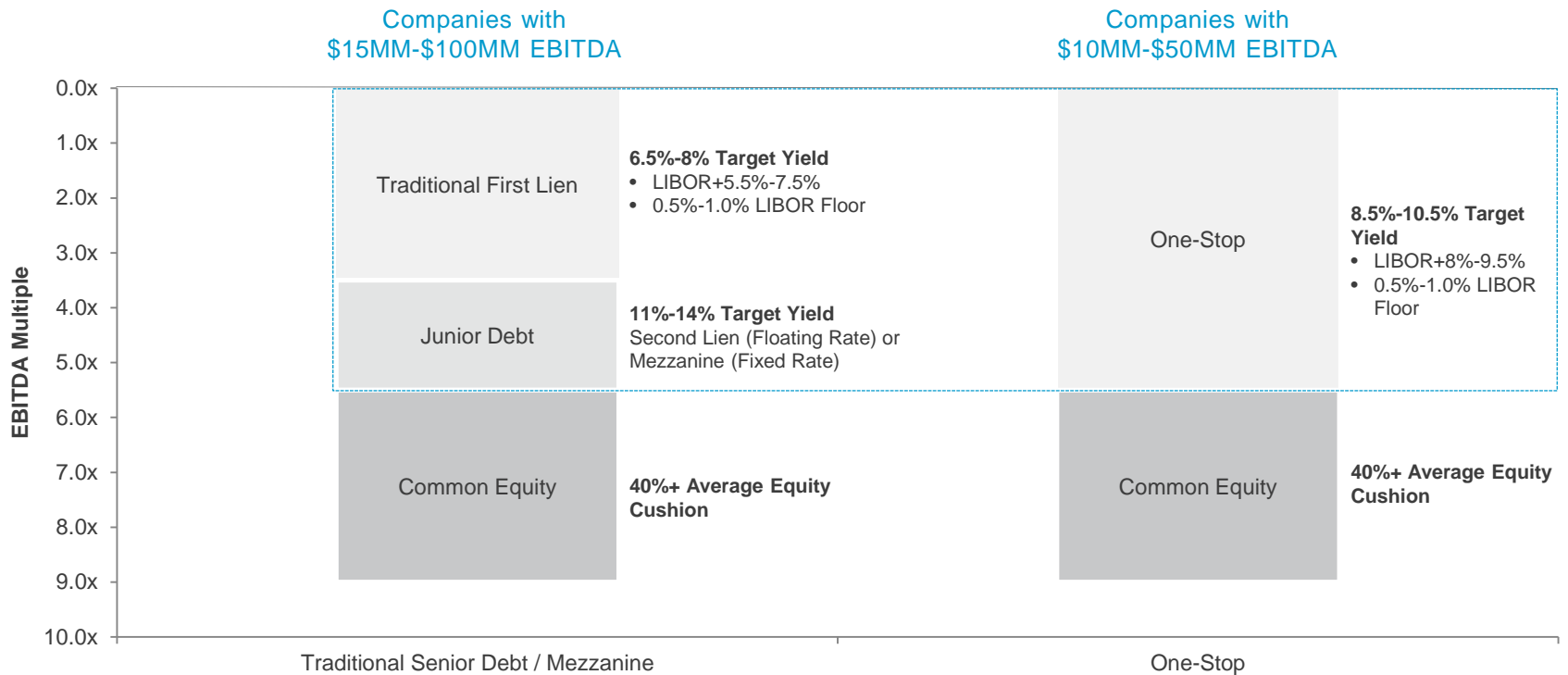
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Comprehensive Investment Process to Manage Credit Risk



Illustrative Middle Market Financing Structures

- Senior loans continue to be the most prominent product in the middle market
- Large hold sizes and diversified product offerings position Fifth Street to be a sponsor's first call when seeking leverage

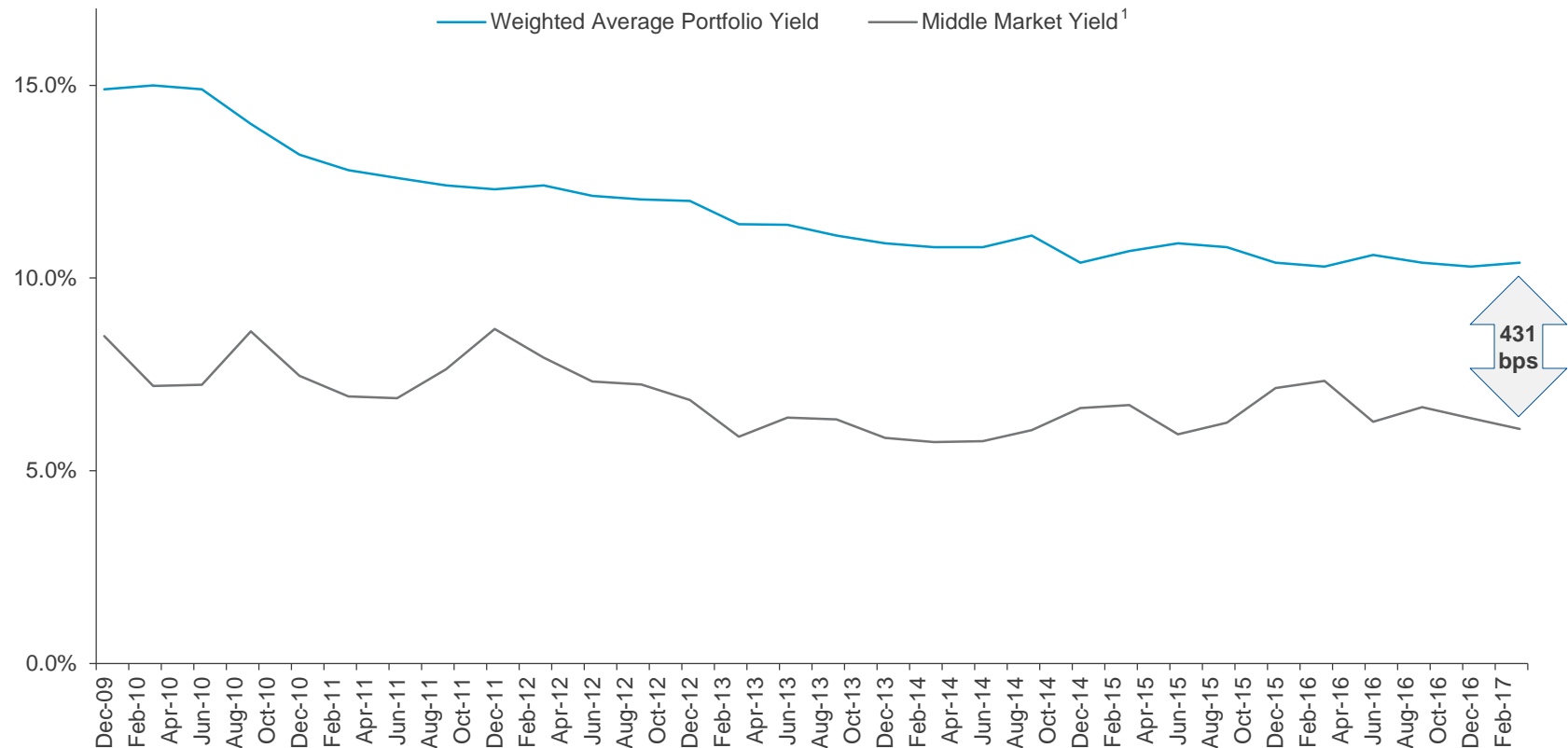


FSC Focus

FSC Has Consistently Earned a Yield Premium to Broader Middle Market Lenders

- Fifth Street's direct origination platform creates premium yields through its ability to provide comprehensive financing solutions to private equity sponsors
- FSC has earned an average **492 bps premium** to the broader middle market since December 2009

Weighted Average Portfolio Yield vs. Broader Middle Market



FSC's Portfolio

At Fair Value as of March 31, 2017

Portfolio Overview

113
Portfolio Company Investments

Largest Investment 3.4% of Total Assets¹
Top 10 are 32.4% of Total Assets

10.4%
Weighted Average Yield on Debt Investments

78.9%
of the Debt Portfolio Consisted of Floating Rate Loans

PORTFOLIO MIX

25% Information Technology

21% Healthcare

18% Consumer Discretionary

10% Financials²

9% Commercial and Professional Services

7% Capital Goods

4% Pharmaceuticals

4% Transportation

1% Telecommunication Services

<1% Consumer Staples

<1% Oil & Gas Equipment Services

Note: Numbers may not sum due to rounding.

Top 10 Investments

At Fair Value as of March 31, 2017

~\$1.9 billion portfolio with 113 portfolio company investments

- Diverse portfolio with the top 10 investments accounting for 32.4% of total assets

Company	Investments at Fair Value (\$ millions)	Industry	%
Senior Loan Fund JV I, LLC	\$140.9	Multi-Sector Holdings	7.3%
Traffic Solutions Holdings, Inc.	65.0	Construction and Engineering	3.4%
DigiCert, Inc.	61.7	Internet Software & Services	3.2%
Ameritox Ltd.	61.6	Healthcare Services	3.2%
Valet Merger Sub, Inc.	56.2	Environmental & Facilities Services	2.9%
Dominion Diagnostics, LLC	54.4	Healthcare Services	2.8%
Thing5, LLC	48.5	Data Processing & Outsourced Services	2.5%
Refac Optical Group	46.5	Specialty Stores	2.4%
Vandelay Industries Merger Sub, Inc.	45.6	Industrial Machinery	2.4%
AdVenture Interactive, Corp.	44.2	Advertising	2.3%
TOP 10 INVESTMENTS	\$624.7		32.4%
TOTAL INVESTMENTS	\$1,788.7		
TOTAL ASSETS	\$1,929.4		

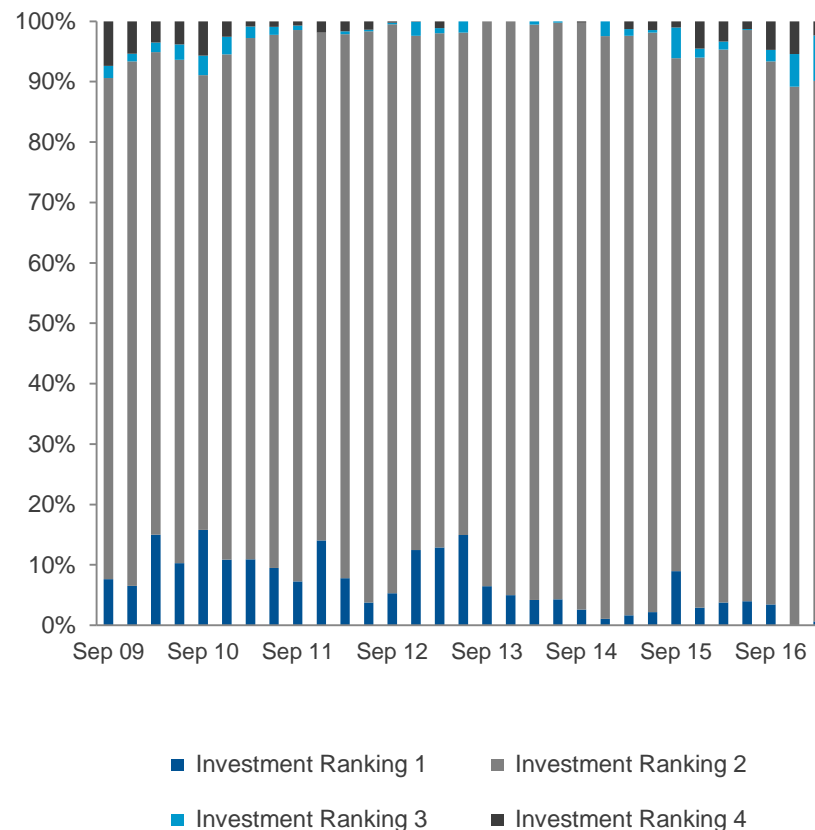
Investment Rankings

At Fair Value as of March 31, 2017

- Debt portfolio investments are assessed and ranked quarterly on a scale from 1 to 4 based on underlying credit and performance statistics
- Several independent valuation firms collectively provide opinions on investments each quarter to the Board; for the quarter ended March 31, 2017, ~69% of investments were reviewed.

Investment Ranking	Description	Debt / EBITDA Leverage Ratio
1	Debt investment is performing above our expectations and/or capital gains are expected.	4.4x
2	Debt investment is performing substantially within our expectations, and whose risks remain materially consistent with the potential risks at the time of the original or restructured investment. All new debt investments are initially ranked 2.	4.2x
3	Debt investment is performing below our expectations and for which risk has materially increased since the original or restructured investment. The portfolio company may be out of compliance with debt covenants and may require closer monitoring. To the extent that the underlying agreement has a PIK interest provision, debt investments with a ranking of 3 are generally those on which we are not accruing PIK interest.	NM ¹
4	Debt investment is performing substantially below our expectations and for which risk has increased substantially since the original or restructured investment. Debt investments with a ranking of 4 are those for which some loss of principal is expected and are generally those on which we are not accruing cash interest.	NM ¹
Total		4.2x

Portfolio by Investment Ranking



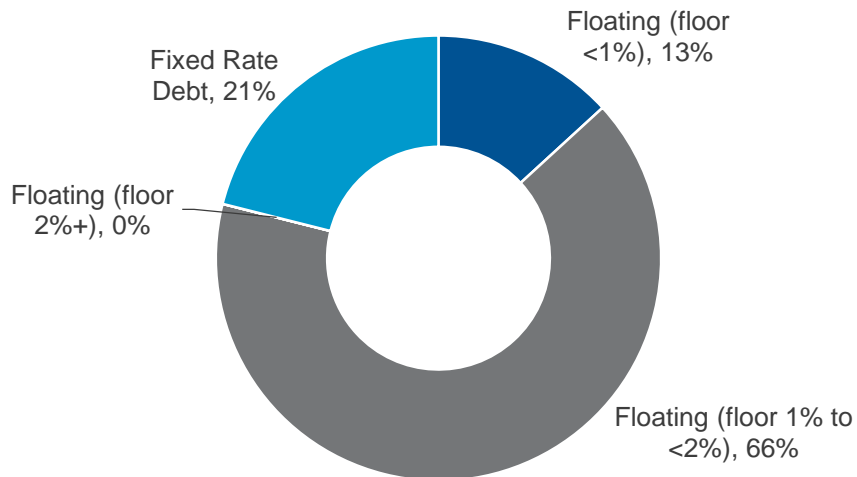
Portfolio is Well-Positioned to Benefit From a Rise in Interest Rates

As of March 31, 2017

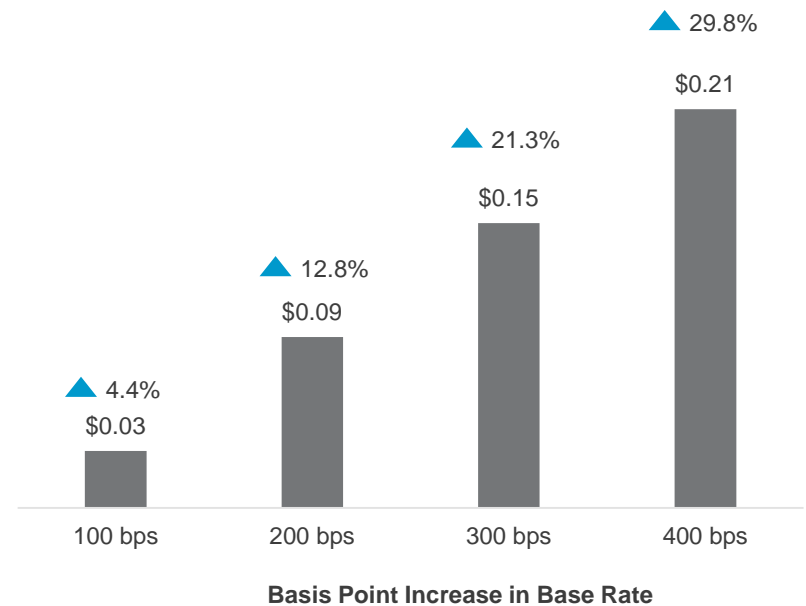
FSC has a mix of fixed and floating rate borrowings and lends primarily at floating rates

Interest Rate Composition of Debt Investments¹

78.9% of its debt portfolio is in floating rate investments³



FSC's Estimated Annual Change in Net Interest Income Per Share from Interest Rate Changes²



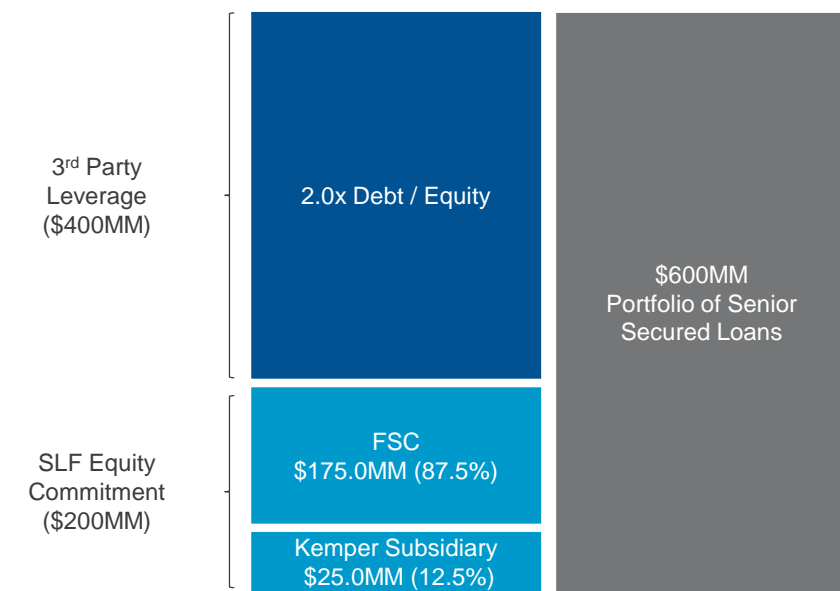
Note: Numbers may not sum due to rounding.

¹ At fair value; ² Change in net interest income calculated as the difference between the change in interest income and interest expense. Based on total number of shares outstanding as of May 9, 2017; ³ Includes debt investment in SLF JV I.

FSC's Senior Secured Loan Joint Venture Enhances Returns

- FSC and a subsidiary of Kemper Corporation formed a joint venture (SLF JV I) to invest primarily in middle market and other corporate debt securities
 - SLF JV I allows FSC to utilize 3rd party leverage on a high quality pool of loans that is not consolidated for its regulatory leverage test.
- SLF JV I has \$600 million of investment capacity
- All transactions must be approved by an investment committee of the joint venture which consists of two representatives each from Kemper Corporation and FSC
- As of March 31, 2017, the JV had assets of \$338.5 million including senior secured loans to 31 portfolio companies, which provided \$2.6 million of income for FSC during the quarter

SLF JV I Structure



Selected Financial Information (\$ millions)¹

Investment Income	\$5.7
Third Party Interest and Operating Expense	\$2.5
Net Investment Income to FSC and Kemper ²	\$3.2

FSC receives 87.5% of the economic interest in SLF JV I

Note: Numbers may not sum due to rounding.

Vehicle Strategy & Opportunity

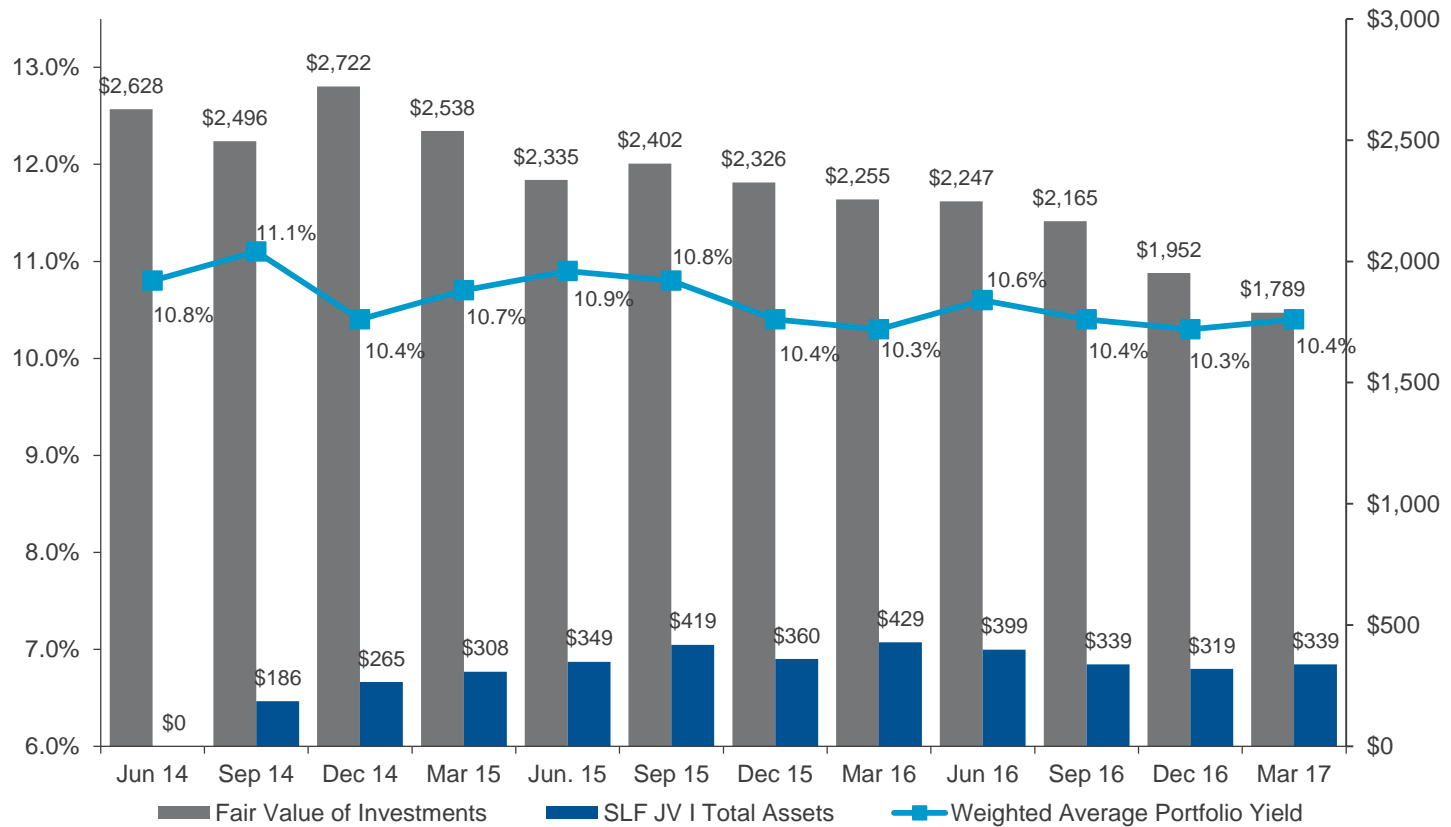


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Unlocking Value: Utilizing FSC's Joint Venture

FSC's joint venture currently has over \$200 million in additional capacity which, if utilized, can increase shareholder value

Weighted Average Portfolio Yield, Fair Value of Investments, and Joint Venture Total Assets (*\$ in millions*)¹



FSC's Current Trading Level Provides an Attractive Investment Opportunity

FSC current price discount to net asset value and dividend yield level presents an attractive investment opportunity

	Price / NAV	Dividend Yield	Leverage ¹
FSC ²	0.60x	11.6%	0.87x
BDCs (Market Cap > \$500MM) ²	1.01x	9.1%	0.75x
REITs ³	2.29x	4.0%	1.61x
Investment Managers ⁴	2.22x	2.83%	3.86x
Banks ⁵	1.19x	2.0%	1.05x
Total Finance ⁵	1.54x	2.1%	1.36x

¹ Calculated as total debt to equity and includes SBA debentures and preferred stock for purposes of calculating BDC leverage; ² KBW Weekly BDC/RIC Market Overview, May 12, 2017, peer group includes BDCs with market capitalizations greater than \$500MM: AINV, ARCC, BKCC, FSIC, GBDC, GSBDC, NMFC, PNNT, PSEC, SLRC, TCPC and TSLX; ³ FactSet US REIT Industry Market Aggregates, LTM for the period ended March 31, 2017; ⁴ FactSet US Investment Managers Market Aggregates LTM for the period ended March 31, 2017; ⁵ FactSet US Major Banks Industry Market Aggregates LTM for the period ended March 31, 2017; ⁶ FactSet US Total Finance Industry Market Aggregates LTM for the period ended March 31, 2017.

Appendix



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Overview of BDC Structure and Regulations

BDC Overview

- Created by Congress in 1980 in order to:
 - Provide public investors another means to invest in the long-term growth of private U.S. businesses
 - Facilitate the flow of capital to companies lacking access to bank credit and public capital markets
- An emerging asset class in the alternative investment space, with a total public market capitalization of over \$33 billion¹
- Generally, BDCs elect to be treated as regulated investment companies (RICs), allowing them to be tax pass-through vehicles, similar to REITs and MLPs

BDC Qualifications

In order to qualify as a BDC, companies must be registered in compliance with Section 54 of the Investment Company Act of 1940.

OTHER QUALIFICATIONS INCLUDE:

- **Leverage Constraints:**
BDC regulations allow a maximum debt-to-equity ratio of 1:1 which allows BDCs to modestly enhance their return
- **Non-Qualifying Asset Basket:**
BDCs must invest at least 70% of assets in qualifying assets which typically include private operating companies
- **Income Distribution:**
As a RIC, required to distribute at least 90% of their annual taxable net income to shareholders in order to bypass corporate income taxes
- **Asset Diversification:**
BDCs must remain adequately diversified in order to limit them from concentration risk
- **Mark-to-Market:**
BDC portfolios marked to fair market value each quarter (vs. banks at cost)

FSC's and SLF JV I's Diversified Funding Sources

As of March 31, 2017

Diverse sources of long-term, cost efficient capital reduces funding risks and enhances overall return

	FACILITY / ISSUANCE SIZE	INTEREST RATE	MATURITY
PRIMARY FUNDING			
Syndicated Credit Facility led by ING	\$710 million (<i>expandable up to \$800 million</i>)	LIBOR+225 bps	August 2018
SECONDARY FUNDING			
SBIC Debentures License 1	Total debt capacity \$148 million	\$73 million SBA leverage drawn	3.2% weighted average interest rate fixed for 10 years
SBIC Debentures License 2		\$75 million SBA leverage drawn	2.8% weighted average interest rate fixed for 10 years
Sumitomo Credit Facility	\$125 million	LIBOR+200-225 bps ¹	September 2021
JOINT VENTURE LEVERAGE			
Deutsche Bank Credit Facility (Kemper JV)	\$200 million	LIBOR+250 bps	July 2019
Credit Suisse Credit Facility (Kemper JV)	\$200 million	LIBOR+250 bps	July 2023
UNSECURED FUNDING			
Institutional Notes	\$250 million	4.875%	March 2019
Retail Notes	\$75 million \$86 million	5.875% 6.125%	October 2024 April 2028

Key facility terms: Syndicated credit facility led by ING Capital LLC is secured by all assets of FSC not held in the SBIC or Sumitomo SPVs and includes 17 lenders in the syndication; Sumitomo Mitsui Banking Corp. credit facility is a non-recourse, asset-backed SPV; Deutsche Bank credit facility is a non-recourse, asset-backed SPV; SBIC debentures are fully funded, non-recourse, asset-backed securities, excluded by SEC exemptive order from the definition of "senior securities" under the 200% asset coverage test for BDCs; and \$75 million of 5.875% unsecured notes due October 2024 trade on the NYSE under the ticker symbol "FSCE" with a \$25 par amount and \$86 million of 6.125% unsecured notes due April 2028 trade on the NASDAQ under the ticker symbol "FSCFL" with a \$25 par amount.

¹ Based on actual usage levels.

Historical Financials

(\$ in millions, except per share data)

	Dec 14	Mar 15	Jun 15	Sep 15	Sep FY	Dec 15	Mar 16	Jun 16	Sep 16	Sep FY	Dec 16	Mar 17
	Q1 '15	Q2 '15	Q3 '15	Q4 '15	2015	Q1 '16	Q2 '16	Q3 '16	Q4 '16	2016	Q1 '17	Q2 '17

Statement of Operations

Total investment income	\$ 65.3	\$ 66.5	\$ 69.9	\$ 63.8	\$ 265.5	\$ 65.1	\$ 59.6	\$ 64.0	\$ 59.2	\$ 247.9	\$ 51.8	\$ 45.6
Base management fee	14.2	13.1	12.1	12.3	51.6	11.8	10.0	10.0	9.6	41.5	8.6	8.0
Incentive management fee	6.5	7.0	8.0	7.0	28.6	3.7	4.2	7.9	6.4	22.1	4.1	3.2
Interest and credit facility fees	14.0	14.8	14.2	13.7	56.7	14.0	13.8	13.1	13.6	54.6	13.2	12.7
All other operating expenses	4.4	3.6	3.5	2.8	14.2	9.1	6.3	23.0	4.3	42.7	3.3	3.9
Base management fee waived	(0.1)	(0.1)	(0.2)	(0.1)	(0.5)	(0.1)	(0.1)	(0.1)	(0.1)	(0.3)	(0.1)	(0.1)
Insurance Recovery	-	-	-	-	-	-	-	(19.1)	(0.4)	(19.4)	(0.6)	(0.7)
Net investment income	\$26.4	\$28.1	\$32.3	\$28.2	\$ 114.9	\$26.6	\$25.3	\$29.1	\$25.7	\$ 106.7	\$23.3	\$18.5
Net realized and unrealized gains (losses)	(54.9)	(2.4)	(11.7)	(30.5)	(99.5)	(89.5)	(20.4)	(34.3)	(29.1)	(173.3)	(97.5)	(9.7)
GAAP net income	(\$28.5)	\$25.7	\$20.5	(\$2.4)	\$ 15.4	(\$62.9)	\$5.0	(\$5.2)	(\$3.4)	\$ (66.6)	(\$74.2)	\$8.8

Statement of Assets and Liabilities

Total investments (at fair value)	\$2,721.6	\$2,538.1	\$2,335.4	\$2,402.5	\$2,402.5	\$2,325.8	\$2,255.1	\$2,247.5	\$2,165.5	\$2,165.5	\$1,951.7	\$1,788.7
Cash and cash equivalents	64.3	108.7	180.6	138.4	138.4	82.6	122.3	138.1	117.9	117.9	179.8	84.6
Other assets	163.6	81.1	94.7	44.8	44.8	45.3	44.2	88.5	59.9	59.9	37.3	56.1
Total assets	\$2,949.5	\$2,728.0	\$2,610.7	\$2,585.7	\$2,585.7	\$2,453.7	\$2,421.6	\$2,474.0	\$2,343.3	\$2,343.3	\$2,168.9	\$1,929.4
Credit facilities payable	617.5	512.3	315.3	427.3	427.3	385.3	397.3	568.3	516.3	516.3	441.4	322.4
SBA debentures payable	225.0	225.0	225.0	225.0	225.0	225.0	225.0	225.0	210.0	210.0	210.2	145.8
Convertible notes payable	115.0	115.0	115.0	115.0	115.0	115.0	115.0	-	-	-	-	-
Unsecured notes payable	410.1	410.2	410.3	410.3	410.3	410.4	410.5	410.5	404.6	404.6	405.0	405.4
Secured borrowings	22.2	22.2	21.9	21.2	21.2	19.2	18.5	18.6	18.4	18.4	14.0	14.0
Other liabilities	154.0	35.5	122.6	33.8	33.8	35.7	29.4	67.3	51.7	51.7	90.2	22.2
Total liabilities	\$1,543.9	\$1,320.2	\$1,210.1	\$1,232.6	\$1,232.6	\$1,190.6	\$1,195.7	\$1,289.7	\$1,201.0	\$1,201.0	\$1,138.6	\$909.8
Net assets	\$1,405.6	\$1,407.8	\$1,400.6	\$1,353.1	\$1,353.1	\$1,263.1	\$1,226.0	\$1,184.4	\$1,142.3	\$1,142.3	\$1,030.3	\$1,019.6

Per Share Data

Net Investment Income	\$0.17	\$0.18	\$0.21	\$0.18	\$0.75	\$0.18	\$0.17	\$0.20	\$0.18	\$0.72	\$0.16	\$0.13
Dividend	\$0.28	\$0.15	\$0.18	\$0.18	\$0.79	\$0.18	\$0.18	\$0.18	\$0.18	\$0.72	\$0.18	\$0.14
NAV at end of period	\$9.18	\$9.20	\$9.15	\$9.00	\$9.00	\$8.41	\$8.33	\$8.15	\$7.97	\$7.97	\$7.31	\$7.23

Note: Numbers may not sum due to rounding. Financials for the quarters ended December 31, 2014, March 31, 2015 and June 30, 2015 were revised to reflect adjustments related to the correction of certain immaterial errors from 2012 through 2015.

FSC Corporate Information

Board of Directors

Independent:

James Castro-Blanco
Brian S. Dunn
Richard P. Dutkiewicz
Byron J. Haney
Douglas F. Ray

Interested:

Bernard D. Berman (Chairman)
Alexander C. Frank

Securities Listing

Common stock:

NASDAQ:FSC

Baby bonds / \$25 par value

unsecured notes:

- NYSE:FSCE - 5.875% 2024 Notes
- NASDAQ:FSCFL - 6.125% 2028 Notes

Independent Audit Firm

PricewaterhouseCoopers LLP

Transfer Agent

American Stock Transfer &
Trust Company
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www.amstock.com

Senior Management

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Director (Chairman), Chief Executive
Officer

Steven M. Noreika
Chief Financial Officer

Kerry S. Acocella
Chief Compliance Officer &
Secretary

Investor Relations

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Fiscal Year End

September 30

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