



**Part II** **Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See Attachment](#)

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**18** Can any resulting loss be recognized? ▶ [See Attachment](#)

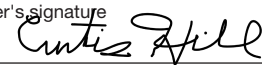
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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See Attachment](#)

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶  Date ▶ **3/23/2021**  
Print your name ▶ **Peter Tang** Title ▶ **SVP**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CURTIS R HILL		03/23/21		P01395258
	Firm's name ▶ ERNST & YOUNG U.S. LLP	Firm's EIN ▶ 34-6565596		Phone no. 213-977-3200	
	Firm's address ▶ 725 SOUTH FIGUEROA STREET, LOS ANGELES, CA 90017				

OAKTREE STRATEGIC INCOME CORPORATION  
EIN: 61-1713295  
Attachment to Form 8937

Part II, Line 14

Oaktree Strategic Income Corporation, a Delaware corporation (“**OCSI**”), entered into the Agreement and Plan of Merger dated as of October 28, 2020, by and among OCSI, Oaktree Specialty Lending Corporation, a Delaware corporation (“**OCSL**”), Lion Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of OCSL (“**Merger Sub**”), and, solely for the limited purposes of set forth therein, Oaktree Fund Advisors, LLC, a Delaware limited liability company and investment adviser to each of OCSI and OCSL (“**Merger Agreement**”).

On March 19, 2021, pursuant to the Merger Agreement, Merger Sub merged with and into OCSI, with OCSI continuing as the surviving company and as a wholly-owned subsidiary of OCSL (the “**First Merger**”) and, immediately thereafter, OCSI merged with and into OCSL, with OCSL continuing as the surviving company (the “**Second Merger**”) and, together with the First Merger, the “**Mergers**”).

As a result of the First Merger, each share of common stock, par value \$0.01 per share, of OCSI (“**OCSI Common Stock**”) issued converted into the right to receive a number of shares of common stock, par value \$0.01 per share, of OCSL (“**OCSL Common Stock**”) equal to the exchange ratio, plus any cash (without interest) in lieu of fractional shares. Shareholders of fractional shares received cash equal to such fractional share multiplied by the volume-weighted average trading price of a share of OCSL Common Stock on the Nasdaq Global Select Market for the five consecutive trading days ending on the third trading day preceding the closing date.

Part II, Line 15

The information contained in this Form 8937 is being provided pursuant to the requirements of Section 6045B of the Code and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Mergers on the tax basis of OCSI interests surrendered and OCSL interests issued in connection therewith. It does not constitute tax advice and does not purport to be complete or to describe the consequences that may be relevant to particular persons or categories of persons. Former holders of OCSI Stock are encouraged to consult their tax advisors regarding the particular consequences of the Mergers to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should read the registration statement of OCSL (Registration No. 333-250891, which also comprises the proxy statement which OCSI filed in this regard, the “**Registration Statement**”), noting the discussion under the heading “U.S. Federal Income Tax Considerations.” The information provided here remains subject to the Registration Statement in all respects. The Registration Statement may be accessed at [www.sec.gov](http://www.sec.gov).

The First Merger and the Second Merger are expected to be treated as a single merger which, pursuant to Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the “**Code**”), should result in a tax-free reorganization. As a result, the aggregate tax basis of the OCSL Common Stock received in the Mergers is expected to be the same as the aggregate tax basis of the OCSI Common Stock exchanged. The holding period of shares of OCSL Common Stock received in exchange for shares in OCSI Common Stock will carryover from the holding period of the OCSI Common Stock for which it was exchanged. For more information regarding certain US federal income tax consequences of the Mergers, including the application of RIC rules, see the discussion entitled “U.S. Federal Income Tax Considerations” in the Registration Statement.

A holder of OCSI Common Stock who receives cash instead of a fractional share of OCSL Common Stock will generally be treated as having received the fractional share pursuant to the Mergers and then as having sold that fractional share of OCSL Common Stock for cash likely as part of a redemption under Section 302(a). As a result, the holder of OCSI Common Stock should generally recognize gain or loss equal to the difference between the amount of cash received and the basis in his or her fractional share. For more information regarding certain US federal income tax consequences of receipt of fractional shares, see the discussion entitled “U.S. Federal Income Tax Considerations” in the Registration Statement.

Part II, Line 16

The amount of cash received for each fractional share is based on the volume-weighted average trading price of a share of OCSL Common Stock on the Nasdaq Global Select Market for the five consecutive trading days ending on the third trading day preceding the closing date.

Part II, Line 17

Code Sections 302, 354(a), 358(a), and 368(a) of the Internal Revenue Code.

Part II, Line 18

For reasons discussed in Line 15, loss cannot be recognized as a result of the transactions except to the extent of any loss arising pursuant to the exchange of cash for fractional shares.

Part II, Line 19

The reportable tax year for the Mergers for a former holder of OCSI Common Stock is such holder's tax year that includes March 19, 2021.