

# CAPITAL SOUTHWEST

# Capital Southwest Announces Financial Results for Second Fiscal Quarter Ended September 30, 2022

October 31, 2022

CSWC Reports Pre-Tax Net Investment Income of \$0.54 Per Share for Quarter Ended September 30, 2022

DALLAS, Oct. 31, 2022 (GLOBE NEWSWIRE) -- Capital Southwest Corporation ("Capital Southwest," "CSWC" or the "Company") (Nasdaq: CSWC), an internally managed business development company focused on providing flexible financing solutions to support the acquisition and growth of middle market businesses, today announced its financial results for the second fiscal quarter ended September 30, 2022.

#### Second Quarter Fiscal Year 2023 Financial Highlights

- Total Investment Portfolio: \$1.1 billion
  - Credit Portfolio of \$903.5 million:
    - 94% 1st Lien Senior Secured Debt
    - \$84.9 million in new committed credit investments
    - Weighted Average Yield on Debt Investments: 10.6%
    - Current non-accruals with a fair value of \$9.4 million, representing 0.9% of the total investment portfolio
  - o Equity Portfolio of \$102.6 million, excluding investment in I-45 Senior Loan Fund ("I-45 SLF")
    - \$0.8 million in new equity co-investments
  - o CSWC Investment in I-45 SLF of \$50.9 million at fair value
    - I-45 SLF portfolio of \$168.6 million
      - Portfolio consists of 40 issuers: 95% 1st Lien Debt
    - \$110.0 million of debt outstanding at I-45 SLF as of September 30, 2022
      - I-45 SLF fund leverage of 1.73x debt to equity at fair value at quarter end
    - I-45 SLF paid a \$2.0 million quarterly dividend to CSWC; an annualized yield of 15.7%
- Pre-Tax Net Investment Income: \$15.0 million, or \$0.54 per weighted average share outstanding
- Dividends: Paid \$0.50 per share Regular Dividend
  - 106% LTM Pre-Tax NII Regular Dividend Coverage
  - Undistributed Taxable Income at quarter end estimated at \$0.33 per share
- Net Realized and Unrealized Depreciation on Investments: \$5.0 million
  - \$4.2 million of net appreciation related to the equity portfolio
  - \$8.4 million of net depreciation related to the credit portfolio
  - o \$0.8 million of net depreciation related to I-45 SLF
- Balance Sheet:
  - o Cash and Cash Equivalents: \$30.2 million
  - o Total Net Assets: \$475.7 million
  - Net Asset Value ("NAV") per Share: \$16.53

In commenting on the Company's results, Bowen Diehl, President and Chief Executive Officer, stated, "Our portfolio continued to perform well this quarter, producing \$0.54 of Pre-Tax Net Investment Income. Deal activity remained strong, as we closed new commitments of approximately \$86 million during the quarter. On the capitalization front, we continued to programmatically raise equity through our equity ATM program, raising \$26.9 million in gross proceeds at 118% of the prevailing NAV per share during the quarter. Over the past nine months, we have raised over \$97 million in equity capital and reduced our regulatory leverage from 1.23x to 1.11x as of the current quarter end. Finally, in consideration of the performance of our portfolio, improvements in our operating leverage, and rising market interest rates, the Board of Directors has declared an increase in our regular quarterly dividend to \$0.52 per share. Based on the strength of our balance sheet, liquidity position, leverage profile, and the current interest rate environment, we feel confident in our ability to continue to grow Pre-Tax Net Investment Income. In addition, given the excess earnings being generated by the Federal Reserve's aggressive interest rate increases and the resulting excess earnings being generated by our floating rate debt portfolio, our Board of Directors has also declared a supplemental dividend of \$0.05 per share for the December quarter. While future dividend declarations are at the discretion of our Board of Directors, it is our intent to distribute supplemental dividends for the foreseeable future while base rates remain materially above long-term historical averages. Future supplemental dividends will also continue to be supported by realizations in our equity co-investment portfolio."

#### **Second Quarter Fiscal Year Investment Activities**

# Originations

During the quarter ended September 30, 2022, the Company originated \$85.7 million in new commitments, consisting of investments in five new portfolio companies totaling \$66.6 million and add-on commitments in five portfolio companies totaling \$19.1 million. New portfolio company investment transactions that closed during the quarter ended September 30, 2022 are summarized as follows:

VersiCare Management, LLC, \$13.5 million 1<sup>st</sup> Lien Senior Secured Debt, \$5.0 million Delayed Draw Term Loan, \$2.5 million Revolving Loan: VersiCare Management provides home and community-based health, human services, and therapy services to individuals with intellectual, developmental, physical and behavioral disabilities and other special needs.

Pipeline Technique Ltd., \$10.0 million 1st Lien Senior Secured Debt, \$3.3 million Revolving Loan: Pipeline Technique Ltd. is a specialized welding and related energy infrastructure services company that offers services including welding, field joint coating, testing and fabrication services, and design of end-to-end solutions.

**Spectrum of Hope, LLC (dba Kids SPOT), \$13.1 million 1<sup>st</sup> Lien Senior Secured Debt:** Kids SPOT is a Florida and Texas-based roll up-strategy within the behavioral healthcare space, specifically focused on providing its patients with Applied Behavior Analysis and speech, physical and occupational therapy.

Opco Borrower, LLC (dba Giving Home Health Care), \$9.2 million 1<sup>st</sup> Lien Senior Secured Debt, \$3.0 million 2<sup>nd</sup> Lien Loan with Attached Warrants, \$0.8 million Revolving Loan: Giving Home Health Care provides skilled and unskilled home health services to beneficiaries of the Energy Employees Occupational Illness Compensation Program Act.

Gulf Pacific Acquisition, LLC, \$3.7 million 1<sup>st</sup> Lien Senior Secured Debt, \$1.0 million Revolving Loan, \$1.5 million Delayed Draw Term Loan: Gulf Pacific is a leading producer of healthy and organic rice varietals, rice flour ingredients, beans and spice blends.

## Prepayments and Exits

During the quarter ended September 30, 2022, the Company received full prepayments on two debt investments totaling \$13.9 million and proceeds from the sale of one debt investment totaling \$0.7 million.

Binswanger Holding Corp.: Proceeds of \$9.9 million, generating an IRR of 11.4%.

Fast Sandwich, LLC: Proceeds of \$3.3 million, generating an IRR of 19.4%.

Dunn Paper, Inc.: Proceeds of \$0.7 million, generating an IRR of (5.8)%.

#### Second Fiscal Quarter 2023 Operating Results

For the quarter ended September 30, 2022, Capital Southwest reported total investment income of \$26.8 million, compared to \$22.5 million in the prior quarter. The increase in investment income was primarily attributable to an increase in average debt investments outstanding, an increase in the weighted average yield on investments and an increase in dividend income received from I-45 SLF.

For the quarter ended September 30, 2022, total operating expenses (excluding interest expense) were \$5.2 million, compared to \$4.4 million in the prior quarter. The increase in expenses was primarily attributable to an increase in accrued bonus compensation in the current quarter.

For the quarter ended September 30, 2022, interest expense was \$6.6 million as compared to \$5.5 million in the prior quarter. The increase was primarily attributable to an increase in average debt outstanding and an increase in the weighted average interest rate on debt.

For the quarter ended September 30, 2022, total pre-tax net investment income was \$15.0 million, compared to \$12.6 million in the prior quarter.

During the quarter ended September 30, 2022, Capital Southwest recorded total net realized and unrealized losses on investments of \$5.0 million, compared to \$9.9 million in the prior quarter. For the quarter ended September 30, 2022, this included net realized and unrealized gains on equity investments of \$4.2 million, net realized and unrealized losses on debt investments of \$8.4 million and net unrealized losses on I-45 SLF of \$0.8 million. The net increase in net assets resulting from operations was \$9.5 million for the quarter, compared to \$2.5 million in the prior quarter.

The Company's NAV at September 30, 2022 was \$16.53 per share, as compared to \$16.54 at June 30, 2022. The decrease in NAV per share from the prior quarter is primarily due to net realized losses on investments, partially offset by net unrealized gains on investments and the issuance of common stock at a premium to NAV per share under the Equity ATM Program (as described below).

# **Liquidity and Capital Resources**

At September 30, 2022, Capital Southwest had approximately \$30.2 million in unrestricted cash and money market balances, \$240.0 million of total debt outstanding on the Credit Facility (as defined below), \$138.9 million, net of unamortized debt issuance costs, of the 4.50% Notes due January 2026 outstanding, \$146.9 million, net of unamortized debt issuance costs, of the 3.375% Notes due October 2026 and \$77.6 million, net of unamortized debt issuance costs, of SBA Debentures (as defined below) outstanding. As of September 30, 2022, Capital Southwest had \$139.4 million in available borrowings under the Credit Facility. The regulatory debt to equity ratio at the end of the quarter was 1.11 to 1.

The Company has an "at-the-market" offering (the "Equity ATM Program"), pursuant to which the Company may offer and sell, from time to time through sales agents, shares of its common stock having an aggregate offering price of up to \$100,000,000. On May 26, 2021, the Company (i) increased the maximum amount of shares of its common stock to be sold through the Equity ATM Program to \$250,000,000 from \$100,000,000 and (ii) reduced the commission paid to the sales agents for the Equity ATM Program to 1.5% from 2.0% of the gross sales price of shares of the Company's common stock sold through the sales agents pursuant to the Equity ATM Program on and after May 26, 2021. On August 2, 2022, the Company increased the maximum amount of shares of its common stock to be sold through the Equity ATM Program to \$650,000,000 from \$250,000,000.

During the quarter ended September 30, 2022, the Company sold 1,381,716 shares of its common stock under the Equity ATM Program at a weighted-average price of \$19.48 per share, raising \$26.9 million of gross proceeds. Net proceeds were \$26.5 million after commissions to the sales agents on shares sold. Cumulative to date, the Company has sold 11,822,228 shares of its common stock under the Equity ATM Program at a weighted-average price of \$21.75, raising \$257.1 million of gross proceeds. Net proceeds were \$252.9 million after commissions to the sales agents on shares sold. As of September 30, 2022, the Company has \$392.9 million available under the Equity ATM Program.

In August 2016, CSWC entered into a senior secured credit facility (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Facility") to provide additional liquidity to support its investment and operational activities. The Credit Facility contains an accordion feature that allows CSWC to increase the total commitments under the Credit Facility up to \$400 million from new and existing lenders on the same terms and conditions as the existing commitments. On August 9, 2021, CSWC entered into the Second Amended and Restated Senior Secured Revolving Credit Agreement (the "Credit Agreement"). Prior to the Credit Agreement, (1) borrowings under the Credit Facility accrued interest on a per annum basis at a rate equal to the applicable LIBOR rate plus 2.50% with no LIBOR floor, and (2) the total borrowing capacity was \$340 million with commitments from a diversified group of eleven lenders. The Credit Agreement (1) decreased the total borrowing capacity under the Credit Facility to \$335 million with commitments from a diversified group of ten lenders, (2) reduced the interest rate on borrowings to LIBOR plus 2.15% with no LIBOR floor and removed conditions related thereto as previously set forth in the Amended and Restated Senior Secured Revolving Credit Agreement, and (3) extended the end of the Credit Facility's revolver period from December 21, 2022 to August 9, 2025 and extended the final maturity from December 21, 2023 to August 9, 2026. The Credit Agreement also modified certain covenants in the Credit Facility, including, among other things, to increase the minimum obligors' net worth test from \$180 million to \$200 million. CSWC pays unused commitment fees of 0.50% to 1.00% per annum, based on utilization, on the unused lender commitments under the Credit Facility.

On May 11, 2022, CSWC entered into Amendment No. 2 (the "Amendment") to the Credit Agreement. The Amendment changed the benchmark interest rate from LIBOR to Term SOFR. In addition, on May 11, 2022, CSWC entered into an Incremental Commitment Agreement, pursuant to which the total commitments under the Credit Agreement increased from \$335 million to \$380 million.

On April 20, 2021, our wholly owned subsidiary, Capital Southwest SBIC I, LP ("SBIC I"), received a license from the SBA to operate as a Small Business Investment Company ("SBIC") under Section 301(c) of the Small Business Investment Act of 1958, as amended. The SBIC license allows SBIC I to obtain leverage by issuing SBA-guaranteed debentures ("SBA Debentures"), subject to the issuance of a leverage commitment by the SBA. SBA debentures are loans issued to an SBIC which have interest payable semi-annually and a ten-year maturity. The interest rate is fixed shortly after issuance at a market-driven spread over U.S. Treasury Notes with ten-year maturities. Current statutes and regulations permit SBIC I to borrow up to \$175 million in SBA Debentures with at least \$87.5 million in regulatory capital, subject to SBA approval.

In November 2015, I-45 SLF entered into a senior secured credit facility led by Deutsche Bank. The I-45 credit facility has total commitments outstanding of \$150 million from a group of four bank lenders, which is scheduled to mature in March 2026. Borrowings under the I-45 credit facility bear interest at a rate equal to LIBOR plus 2.15%. As of September 30, 2022, I-45 SLF had \$110.0 million in borrowings outstanding under its credit facility.

# **Share Repurchase Program**

On July 28, 2021, the Company's board of directors (the "Board") approved a share repurchase program authorizing the Company to repurchase up to \$20 million of its outstanding shares of common stock in the open market at certain thresholds below its NAV per share, in accordance with guidelines specified in Rules 10b5-1(c)(1)(i)(B) and 10b-18 under the Securities Exchange Act of 1934. On August 31, 2021, the Company entered into a share repurchase agreement, which became effective immediately, and the Company will cease purchasing its common stock under the share repurchase program upon the earlier of, among other things: (1) the date on which the aggregate purchase price for all shares equals \$20 million including, without limitation, all applicable fees, costs and expenses; or (2) upon written notice by the Company to the broker that the share repurchase agreement is terminated. During the quarter ended September 30, 2022, the Company did not repurchase any shares of the Company's common stock under the share repurchase program.

# Regular Dividend of \$0.52 Per Share and Supplemental Dividend of \$0.05 Per Share for Quarter Ended December 31, 2022

On September 20, 2022, the Board declared a quarterly dividend of \$0.52 per share for the quarter ended December 31, 2022. On October 26, 2022, the Board declared a supplemental dividend of \$0.05 per share for the quarter ended December 31, 2022.

The Company's dividends will be payable as follows:

Quarterly Dividend

Amount Per Share: \$0.52

Ex-Dividend Date: December 14, 2022
Record Date: December 15, 2022
Payment Date: December 30, 2022

#### Supplemental Dividend

Amount Per Share: \$0.05

Ex-Dividend Date: December 14, 2022
Record Date: December 15, 2022
Payment Date: December 30, 2022

When declaring dividends, the Board reviews estimates of taxable income available for distribution, which may differ from net investment income under generally accepted accounting principles. The final determination of taxable income for each year, as well as the tax attributes for dividends in such year, will be made after the close of the tax year.

Capital Southwest maintains a dividend reinvestment plan ("DRIP") that provides for the reinvestment of dividends on behalf of its registered stockholders who hold their shares with Capital Southwest's transfer agent and registrar, American Stock Transfer and Trust Company. Under the DRIP, if the Company declares a dividend, registered stockholders who have opted into the DRIP by the dividend record date will have their dividend automatically reinvested into additional shares of Capital Southwest common stock.

## Second Quarter 2023 Earnings Results Conference Call and Webcast

Capital Southwest has scheduled a conference call on Tuesday, November 1, 2022, at 11:00 a.m. Eastern Time to discuss the second quarter 2023 financial results. You may access the call by using the Investor Relations section of Capital Southwest's website at <a href="http://edge.media-server.com/mmc/p/gmxd6ax5"><u>www.capitalsouthwest.com</u></a>, or by using <a href="http://edge.media-server.com/mmc/p/gmxd6ax5"><u>http://edge.media-server.com/mmc/p/gmxd6ax5</u></a>.

An audio archive of the conference call will also be available on the Investor Relations section of Capital Southwest's website.

For a more detailed discussion of the financial and other information included in this press release, please refer to the Capital Southwest Form 10-Q for the period ended September 30, 2022 to be filed with the Securities and Exchange Commission and Capital Southwest's Second Fiscal Quarter 2023 Earnings Presentation to be posted on the Investor Relations section of Capital Southwest's website at <a href="https://www.capitalsouthwest.com">www.capitalsouthwest.com</a>.

#### **About Capital Southwest**

Capital Southwest Corporation (Nasdaq: CSWC) is a Dallas, Texas-based, internally managed business development company with approximately \$1.1 billion in investments at fair value as of September 30, 2022. Capital Southwest is a middle market lending firm focused on supporting the acquisition and growth of middle market businesses with \$5 million to \$35 million investments across the capital structure, including first lien, second lien and non-control equity co-investments. As a public company with a permanent capital base, Capital Southwest has the flexibility to be creative in its financing solutions and to invest to support the growth of its portfolio companies over long periods of time.

#### **Forward-Looking Statements**

This press release contains historical information and forward-looking statements with respect to the business and investments of Capital Southwest, including, but not limited to, the statements about Capital Southwest's future performance and financial condition, the timing, form and amount of any distributions or supplemental dividends in the future, and our ability to realize gains from our equity investments. Capital Southwest's board of directors has not yet declared any supplemental dividends for subsequent quarters and would only do so, in its sole discretion. No assurance can be provided that any future supplemental dividends will be declared by Capital Southwest's board of directors. Forward-looking statements are statements that are not historical statements and can often be identified by words such as "will," "believe," "expect" and similar expressions and variations or negatives of these words. These statements are based on management's current expectations, assumptions and beliefs. They are not guarantees of future results and are subject to numerous risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statement. These risks include risks related to: changes in the markets in which Capital Southwest invests; changes in the financial, capital, and lending markets; changes in the interest rate environment; regulatory changes; tax treatment and general economic and business conditions; our ability to operate our wholly owned subsidiary, SBIC I, as an SBIC; and uncertainties associated with the impact from the COVID-19 pandemic, including its impact on the global and U.S. capital markets and the global and U.S. economy, the length and duration of the COVID-19 outbreak in the United States as well as worldwide and the magnitude of the economic impact of that outbreak; the effect of the COVID-19 pandemic on our business prospects and the operational and financial performance of our portfolio companies, including our ability and their ability to achieve their respective objectives, and the effects of the disruptions caused by the COVID-19 pandemic on our ability to continue to effectively manage our business.

Readers should not place undue reliance on any forward-looking statements and are encouraged to review Capital Southwest's Annual Report on Form 10-K for the year ended March 31, 2022 and subsequent filings, including the "Risk Factors" sections therein, with the Securities and Exchange Commission for a more complete discussion of the risks and other factors that could affect any forward-looking statements. Except as required by the federal securities laws, Capital Southwest does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changing circumstances or any other reason after the date of this press release.

# **Investor Relations Contact:**

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CAPITAL SOUTHWEST CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF ASSETS AND LIABILITIES
(In thousands, except shares and per share data)

September 30, March 31, 2022 2022

	(1	Unaudited)		
Assets				
Investments at fair value:	Φ	050 050	Φ	747 400
Non-control/Non-affiliate investments (Cost: \$835,452 and \$721,392, respectively)	\$	859,250	\$	747,132
Affiliate investments (Cost: \$153,192 and \$140,911, respectively)		146,784		131,879
Control investments (Cost: \$76,000 and \$76,000, respectively)		50,897		57,603
Total investments (Cost: \$1,064,644 and \$938,303, respectively)		1,056,931		936,614
Cash and cash equivalents		30,238		11,431
Receivables:		44.000		40.400
Dividends and interest Escrow		14,686 363		12,106 1,344
Other		893		2,238
Income tax receivable		158		2,236 158
		4,044		4,038
Debt issuance costs (net of accumulated amortization of \$5,090 and \$4,573, respectively)  Other assets		5,858		6,028
	Φ.		Φ.	
Total assets	\$	1,113,171	\$	973,957
Liabilities				
SBA Debentures (Par value: \$80,000 and \$40,000, respectively)	\$	77,553	\$	38,352
January 2026 Notes (Par value: \$140,000 and \$140,000, respectively)		138,883		138,714
October 2026 Notes (Par value: \$150,000 and \$150,000, respectively)		146,893		146,522
Credit facility		240,000		205,000
Other liabilities		22,434		14,808
Accrued restoration plan liability		2,628		2,707
Income tax payable		258		1,240
Deferred tax liability		8,798		5,747
Total liabilities		637,447		553,090
Commitments and contingencies (Note 10)				
Net Assets				
Common stock, \$0.25 par value: authorized, 40,000,000 shares; issued, 31,121,574 shares at September 30, 2022				
and 27,298,032 shares at March 31, 2022		7,780		6,825
Additional paid-in capital		521,072		448,235
Total distributable (loss) earnings		(29,191)		(10,256)
Treasury stock - at cost, 2,339,512 shares		(23,937)		(23,937)
Total net assets		475,724		420,867
Total liabilities and net assets	\$	1,113,171	\$	973,957
Net asset value per share (28,782,062 shares outstanding at September 30, 2022 and 24,958,520 shares outstanding at March 31, 2022)	\$	16.53	\$	16.86

# CAPITAL SOUTHWEST CORPORATION AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In thousands, except shares and per share data)

	Three Months Ended September 30,				Six Months Ended September 30,				
		2022		2021		2022		2021	
Investment income:									
Interest income:									
Non-control/Non-affiliate investments	\$	19,632	\$	14,752	\$	35,380	\$	28,068	
Affiliate investments		2,487		1,348		4,999		2,658	
Payment-in-kind interest income:									
Non-control/Non-affiliate investments		550		466		966		1,103	
Affiliate investments		834		413		1,105		751	
Dividend income:									
Non-control/Non-affiliate investments		527		510		1,077		1,570	
Affiliate investments		_		_		101			
Control investments		2,000		1,560		3,535		3,157	

Fee income:								
Non-control/Non-affiliate investments		567		1,138		1,857		1,415
Affiliate investments		134		105		252		146
Control investments		50				50		_
Other income		18	_	4		20		7
Total investment income		26,799	_	20,296		49,342		38,875
Operating expenses:								
Compensation		2,254		2,298		3,796		3,730
Share-based compensation		1,060		923		1,881		1,999
Interest		6,629		5,405		12,113		10,360
Professional fees		810		648		1,659		1,349
General and administrative		1,068		982		2,285		1,958
Total operating expenses		11,821		10,256		21,734		19,396
Income before taxes		14,978		10,040		27,608		19,479
Federal income, excise and other taxes		178		15		251		215
Deferred taxes		356		299		475		495
Total income tax provision (benefit)		534		314		726		710
Net investment income	\$	14,444	\$	9,726	\$	26,882	\$	18,769
Realized (loss) gain								
Non-control/Non-affiliate investments	\$	(2,396)	\$	3,496	\$	153	\$	2,544
Affiliate investments		(6,318)				(6,303)		_
Income tax benefit (provision)		79		_		(165)		_
Total net realized (loss) gain on investments, net of tax		(8,635)		3,496		(6,315)		2,544
Net unrealized appreciation (depreciation) on investments								
Non-control/Non-affiliate investments		2,609		2,363		(1,942)		9,393
Affiliate investments		3,338		(393)		2,624		(851)
Control investments		(804)		(1,634)		(6,706)		(720)
Income tax provision		(1,494)		(1,027)		(2,575)		(1,462)
Total net unrealized appreciation (depreciation) on investments, net of tax	x	3,649		(691)		(8,599)		6,360
Net realized and unrealized (losses) gains on investments		(4,986)		2,805		(14,914)		8,904
Realized loss on extinguishment of debt				(17,087)				(17,087)
Net increase (decrease) in net assets from operations	\$	9,458	\$	(4,556)	\$	11,968	\$	10,586
Pre-tax net investment income per share - basic and diluted	\$	0.54	\$	0.45	\$	1.03	\$	0.89
·	\$	0.52	\$	0.43	\$	1.01	<u></u> \$	0.86
Net investment income per share – basic and diluted	÷		Ė		$\dot{=}$		Ė	
Net increase (decrease) in net assets from operations – basic and diluted	\$	0.34	\$	(0.20)	\$	0.45	\$	0.48
Weighted average shares outstanding – basic and diluted		27,987,699		22,534,443		26,757,376		21,871,805



Source: Capital Southwest Corporation