

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 15, 2021 (November 11, 2021)

CION Investment Corporation  
(Exact Name of Registrant as Specified in Charter)

Maryland	000-54755	45-3058280
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
3 Park Avenue, 36th Floor		
New York, New York 10016		
(Address of Principal Executive Offices)		
(212) 418-4700		
(Registrant's telephone number, including area code)		
Not applicable		
(Former name or former address, if changed since last report)		

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:

- ☐ 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	CION	The New York Stock Exchange

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.***Q1 2022 Regular Quarterly Distribution*

The board of directors (the “Board”) of CION Investment Corporation (“CION”) has delegated to CION’s executive officers the authority to determine the amount, record dates, payment dates and other terms of distributions to shareholders, which will be ratified by the Board on a quarterly basis.

On November 12, 2021, CION’s co-chief executive officers declared a regular quarterly cash distribution of \$0.28 per share for the first quarter of 2022 payable on March 30, 2022 to shareholders of record as of March 23, 2022. A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

*Q3 2021 Financial Results*

On November 15, 2021, CION issued a press release announcing its financial results for the period ended September 30, 2021. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

In connection with its conference call to be held on November 15, 2021 to discuss its financial results for the period ended September 30, 2021, CION has provided an accompanying slide presentation in the Investor Resources – Events and Presentations section of its website at [www.cionbdc.com](http://www.cionbdc.com). A copy of the presentation is also attached hereto as Exhibit 99.2 and incorporated by reference herein.

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” by CION for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 11, 2021, Eric A. Pinero, 45, was appointed as Chief Legal Officer of CION, effective immediately. In addition, Mr. Pinero will serve as Chief Legal Officer of CION Investment Management, LLC (“CIM”), CION’s investment adviser.

Mr. Pinero has served as Senior Director and Counsel of CION Investment Group, LLC (“CIG”) and its affiliated entities since July 2013. During his tenure at CIG, Mr. Pinero has advised on all legal, compliance and regulatory matters, including, among others, matters related to corporate and securities law compliance for CIG as well as CIG’s sponsored alternative investment products, including CION Investment Corporation. Prior to joining CIG in 2013, Mr. Pinero was an attorney with several highly regarded regional law firms representing both issuers and underwriters concentrating on securities law compliance, public and private debt and equity securities offerings, mergers and acquisitions, and a diverse range of corporate and commercial transactions. Mr. Pinero received a B.S. in Political Science and History from Roger Williams University and a J.D. from Brooklyn Law School.

There are no understandings or arrangements between Mr. Pinero and any other person pursuant to which Mr. Pinero was selected as an executive officer of CION. There is no family relationship between Mr. Pinero and any other director or executive officer of CION or any person nominated or chosen by CION to become a director or executive officer. There are no transactions in which Mr. Pinero has an interest requiring disclosure under Item 404(a) of Regulation S-K.

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**Item 7.01. Regulation FD Disclosure.**

The information in Item 2.02 of this Current Report on Form 8-K is incorporated by reference into this Item 7.01.

**Item 8.01. Other Events.**

On November 11, 2021, the Board, including a majority of the Board who are not interested persons, approved the renewal of the administration agreement with CIM for a period of twelve months commencing December 17, 2021.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[99.1 Press Release dated November 15, 2021.](#)

[99.2 CION Investment Corporation Third Quarter 2021 Earnings Presentation.](#)

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**SIGNATURES**

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

**CION Investment Corporation**

Date: November 15, 2021

By: /s/ Michael A. Reisner  
Co-Chief Executive Officer

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EXHIBIT LIST

EXHIBIT NUMBER	DESCRIPTION
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated November 15, 2021</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>CIION Investment Corporation Third Quarter 2021 Earnings Presentation.</u></a>

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**CION INVESTMENT CORPORATION REPORTS SEPTEMBER 30, 2021 FINANCIAL RESULTS AND ANNOUNCES FIRST QUARTER 2022 DISTRIBUTION OF \$0.28 PER SHARE**

**For Immediate Release**

NEW YORK, November 15, 2021 — CION Investment Corporation (NYSE: CION) (“CION” or the “Company”) today reported its financial results for the third quarter ended September 30, 2021 and filed its Form 10-Q with the U.S. Securities and Exchange Commission. The Company completed a previously announced 2-to-1 reverse stock split effective September 21, 2021. Accordingly, share and per share amounts in this press release have been retroactively adjusted to reflect the 2-to-1 reverse stock split.

CION also announced that, on November 12, 2021, its co-chief executive officers declared a regular first quarter distribution of \$0.28 per share payable on March 30, 2022 to shareholders of record as of March 23, 2022, which represents an increase of \$0.02 per share, or 8%, from the regular fourth quarter distribution of \$0.26 per share.

**QUARTERLY HIGHLIGHTS**

- Net investment income per share for the quarter ended September 30, 2021 was \$0.35 compared to \$0.33 for the quarter ended June 30, 2021;
  - Earnings per share for the quarter ended September 30, 2021 was \$0.44 compared to \$0.49 for the quarter ended June 30, 2021;
  - Net asset value per share increased \$0.18, or 1.1%, to \$16.52 as of September 30, 2021 from \$16.34 as of June 30, 2021;
  - As of September 30, 2021, the Company had \$805 million of total principal amount of debt outstanding of which 81% was comprised of senior secured bank debt and 19% was comprised of unsecured debt. The Company’s debt-to-equity ratio was 0.86x as of September 30, 2021 compared to 0.87x as of June 30, 2021;
  - As of September 30, 2021, the Company had total investments at fair value of \$1,630 million in 126 portfolio companies across 23 industries. The investment portfolio was comprised of 93.7% senior secured loans, including 87.6% in first lien investments;<sup>1</sup>
  - During the quarter, the Company had new investment commitments of \$179.0 million, funded new investment commitments of \$157.3 million, funded previously unfunded commitments of \$7.7 million, and had sales and repayments totaling \$223.2 million, resulting in a net funded portfolio change of \$(58.2) million;
  - The Company placed one new investment on non-accrual status during the quarter, and as of September 30, 2021, investments on non-accrual status amounted to 0.9% and 2.5% of the total investment portfolio at fair value and amortized cost, respectively;
  - For the quarter ended September 30, 2021, the Company paid distributions totaling \$15.0 million, or \$0.265 per share, with three record dates;
  - As previously announced, the Company’s co-chief executive officers declared a fourth quarter 2021 distribution of \$0.26 per share payable on December 8, 2021 to shareholders of record as of December 1, 2021. In addition, the Company also previously announced a special year-end distribution expected to be in the range of \$0.14 to \$0.20 per share payable on December 23, 2021 to shareholders of record as of December 16, 2021.
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“We are reporting solid third quarter results highlighted by consistent earnings, distribution coverage and net realized gains of \$19.7 million. Net asset value per share increased to \$16.52, marking the sixth straight quarter-to-quarter increase,” said Mark Gatto, co-Chief Executive Officer of CION.

“Looking ahead, we seek to optimize our balance sheet for added flexibility and growth opportunities. We continue to have a favorable outlook for the remainder of the year and believe we are well positioned to execute on our initiatives as we seek to generate value for shareholders,” added Michael A. Reisner, co-Chief Executive Officer of CION.

## SELECTED FINANCIAL HIGHLIGHTS

<i>(in thousands, except per share data)</i>	As of September 30, 2021	As of June 30, 2021
Investment portfolio, at fair value <sup>1</sup>	\$ 1,630,464	\$ 1,675,554
Total debt outstanding <sup>2</sup>	\$ 805,000	\$ 805,000
Net assets	\$ 941,013	\$ 925,880
Net asset value per share	\$ 16.52	\$ 16.34
Debt-to-equity	0.86x	0.87x

<i>(in thousands, except share and per share data)</i>	Three Months Ended September 30, 2021	Three Months Ended June 30, 2021
Total investment income	\$ 42,620	\$ 38,021
Net investment income	\$ 19,612	\$ 18,686
Net realized gains	\$ 19,736	\$ 441
Net unrealized (losses) gains	\$ (14,240)	\$ 8,842
Net increase in net assets resulting from operations	\$ 25,108	\$ 27,969
Net investment income per share	\$ 0.35	\$ 0.33
Earnings per share	\$ 0.44	\$ 0.49
Weighted average shares outstanding	56,774,323	56,747,683
Distributions declared per share	\$ 0.26	\$ 0.26

Total investment income for the three months ended September 30, 2021 and June 30, 2021 was \$42.6 million and \$38.0 million, respectively. The increase in investment income was primarily driven by an increase in dividend income related to the exit of the Conisus Holdings, Inc. investment.

Operating expenses for the three months ended September 30, 2021 and June 30, 2021 were \$23.0 million and \$19.3 million, respectively. Operating expenses increased by \$3.7 million primarily due to a change in the calculation of the incentive fee during the quarter, higher interest expense as a result of higher average borrowings, non-recurring expenses associated with the listing of the Company's common stock on the New York Stock Exchange and non-recurring shareholder proxy solicitation costs.

## PORTFOLIO AND INVESTMENT ACTIVITY<sup>1</sup>

A summary of the Company's investment activity for the three months ended September 30, 2021 is as follows:

Investment Type	New Investment Commitments		Sales and Repayments	
	\$ in Thousands	% of Total	\$ in Thousands	% of Total
Senior secured first lien debt	\$ 175,395	98%	\$ 144,379	65%
Senior secured second lien debt	—	—	42,785	19%
Collateralized securities and structured products - equity	—	—	900	—
Equity	3,560	2%	35,150	16%
<b>Total</b>	<b>\$ 178,955</b>	<b>100%</b>	<b>\$ 223,214</b>	<b>100%</b>

During the three months ended September 30, 2021, new investment commitments were made across 9 new portfolio companies and 11 existing portfolio companies. Sales and repayments were primarily driven by the full repayment of investments by 15 portfolio companies. As a result, the number of portfolio companies decreased from 132 as of June 30, 2021 to 126 as of September 30, 2021.

## PORTFOLIO SUMMARY<sup>1</sup>

As of September 30, 2021, the Company's investments consisted of the following:

Investment Type	Investments at Fair Value	
	\$ in Thousands	% of Total
Senior secured first lien debt	\$ 1,428,556	87.6%
Senior secured second lien debt	99,499	6.1%
Collateralized securities and structured products - equity	13,012	0.8%
Unsecured debt	5,551	0.3%
Equity	83,846	5.2%
<b>Total</b>	<b>\$ 1,630,464</b>	<b>100.0%</b>

The following table presents certain selected information regarding the Company's investments:

	As of	
	September 30, 2021	June 30, 2021
Number of portfolio companies	126	132
Percentage of performing loans bearing a floating rate <sup>3</sup>	93.1%	92.6%
Percentage of performing loans bearing a fixed rate <sup>3</sup>	6.9%	7.4%
Yield on debt and other income producing investments at amortized cost <sup>4</sup>	8.95%	9.03%
Yield on performing debt at amortized cost <sup>4</sup>	8.92%	8.95%
Yield on total investments at amortized cost	8.31%	8.50%
Weighted average leverage (net debt/EBITDA) <sup>5</sup>	4.63x	4.59x
Weighted average interest coverage <sup>5</sup>	3.50x	3.14x
Median EBITDA <sup>6</sup>	\$43.1 million	\$49.0 million

As of September 30, 2021, investments on non-accrual status represented 0.9% and 2.5% of the total investment portfolio at fair value and amortized cost, respectively.

## LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2021, the Company had \$805 million of total principal amount of debt outstanding, comprised of \$650 million outstanding borrowings under its senior secured credit facilities, \$125 million of senior unsecured notes due 2026, and \$30 million of unsecured notes due 2024. The combined weighted average interest rate on debt outstanding was 3.68% for the quarter ended September 30, 2021. As of September 30, 2021, the Company had \$118 million in cash and short term investments and \$75 million available under its financing arrangements.<sup>2</sup>



## EARNING CONFERENCE CALL

CION will host an earnings conference call on Monday, November 15, 2021 at 11:00 am Eastern Time to discuss its financial results for the quarter ended September 30, 2021. Please visit the Investor Resources - Events and Presentations section of the Company's website at [www.cionbdc.com](http://www.cionbdc.com) for a slide presentation that complements the earnings conference call.

All interested parties are invited to participate via telephone or listen via the live webcast, which can be accessed by clicking the following link: [CION Investment Corporation Third Quarter 2021 Financial Results Webcast](#). Domestic callers can access the conference call by dialing (877) 445-9755. International callers can access the conference call by dialing +1 (201) 493-6744. All callers are asked to dial in approximately 10 minutes prior to the call. An archived replay will be available on a webcast link located in the Investor Resources - Events and Presentations section of CION's website.

## ENDNOTES

- 1) The discussion of the investment portfolio excludes short-term investments.
- 2) Total debt outstanding excludes netting of debt issuance costs of \$8.3 million and \$9.0 million as of September 30, 2021 and June 30, 2021, respectively.
- 3) The fixed versus floating composition has been calculated as a percentage of performing debt investments measured on a fair value basis, including income producing preferred stock investments and excludes investments, if any, placed on non-accrual status.
- 4) Computed based on the (a) annual actual interest rate or yield earned plus amortization of fees and discounts on the performing debt and other income producing investments as of the reporting date, divided by (b) the total performing debt and other income producing investments (excluding investments on non-accrual status) at amortized cost or fair value, respectively. This calculation excludes exit fees that are receivable upon repayment of the investment.

- 5) For a particular portfolio company, we calculate the level of contractual indebtedness net of cash ("net debt") owed by the portfolio company and compare that amount to measures of cash flow available to service the net debt. To calculate net debt, we include debt that is both senior and pari passu to the tranche of debt owned by us but exclude debt that is legally and contractually subordinated in ranking to the debt owned by us. We believe this calculation method assists in describing the risk of our portfolio investments, as it takes into consideration contractual rights of repayment of the tranche of debt owned by us relative to other senior and junior creditors of a portfolio company. We typically calculate cash flow available for debt service at a portfolio company by taking EBITDA for the trailing twelve-month period. Weighted average net debt to EBITDA is weighted based on the fair value of our debt investments and excluding investments where net debt to EBITDA may not be the appropriate measure of credit risk, such as cash collateralized loans and investments that are underwritten and covenanted based on recurring revenue.

For a particular portfolio company, we also calculate the level of contractual interest expense owed by the portfolio company, and compare that amount to EBITDA ("interest coverage ratio"). We believe this calculation method assists in describing the risk of our portfolio investments, as it takes into consideration contractual interest obligations of the portfolio company. Weighted average interest coverage is weighted based on the fair value of our performing debt investments, excluding investments where interest coverage may not be the appropriate measure of credit risk, such as cash collateralized loans and investments that are underwritten and covenanted based on recurring revenue.

Portfolio company statistics, including EBITDA, are derived from the financial statements most recently provided to us for each portfolio company as of the reported end date. Statistics of the portfolio companies have not been independently verified by us and may reflect a normalized or adjusted amount.

- 6) Median EBITDA is calculated based on the portfolio company's EBITDA as of our initial investment.
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**CION Investment Corporation**  
**Consolidated Balance Sheets**  
(in thousands, except share and per share amounts)

	September 30, 2021 (unaudited)	December 31, 2020
<b>Assets</b>		
Investments, at fair value:		
Non-controlled, non-affiliated investments (amortized cost of \$1,658,592 and \$1,501,529, respectively)	\$ 1,629,201	\$ 1,440,004
Non-controlled, affiliated investments (amortized cost of \$138,742 and \$134,184, respectively)	117,097	116,895
Controlled investments (amortized cost of \$0 and \$15,539, respectively)	—	12,472
Total investments, at fair value (amortized cost of \$1,797,334 and \$1,651,252, respectively)	1,746,298	1,569,371
Cash	2,159	19,914
Interest receivable on investments	21,283	17,484
Receivable due on investments sold and repaid	19,559	6,193
Dividends receivable on investments	135	45
Prepaid expenses and other assets	474	1,788
Total assets	<u>\$ 1,789,908</u>	<u>\$ 1,614,795</u>
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
Financing arrangements (net of unamortized debt issuance costs of \$8,327 and \$5,044, respectively)	\$ 796,673	\$ 719,956
Payable for investments purchased	33,360	133
Accounts payable and accrued expenses	3,509	694
Interest payable	2,838	2,500
Accrued management fees	8,443	7,668
Accrued subordinated incentive fee on income	2,933	4,323
Accrued administrative services expense	1,139	1,265
Total liabilities	<u>848,895</u>	<u>736,539</u>
Commitments and contingencies		
<b>Shareholders' Equity</b>		
Common stock, \$0.001 par value; 500,000,000 shares authorized; 56,958,440 and 56,646,867 shares issued and outstanding, respectively	57	57
Capital in excess of par value	1,059,989	1,054,967
Accumulated distributable losses	(119,033)	(176,768)
Total shareholders' equity	<u>941,013</u>	<u>878,256</u>
Total liabilities and shareholders' equity	<u>\$ 1,789,908</u>	<u>\$ 1,614,795</u>
Net asset value per share of common stock at end of period	<u>\$ 16.52</u>	<u>\$ 15.50</u>

**CION Investment Corporation**  
**Consolidated Statements of Operations**  
(in thousands, except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2021	2020	2021	2020	2020
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	
<b>Investment income</b>					
Non-controlled, non-affiliated investments					
Interest income	\$ 31,036	\$ 30,477	\$ 87,305	\$ 98,055	\$ 125,395
Paid-in-kind interest income	3,969	5,001	13,957	9,953	17,078
Fee income	1,543	773	3,356	2,114	4,393
Dividend income	81	95	254	404	331
Non-controlled, affiliated investments					
Interest income	1,425	610	3,867	2,879	7,883
Paid-in-kind interest income	776	131	2,655	1,343	2,082
Dividend income	3,790	444	5,550	1,392	3,012
Fee income	—	—	—	—	150
Controlled investments					
Dividend income	—	1,356	—	4,303	3,518
<b>Total investment income</b>	<b>42,620</b>	<b>38,887</b>	<b>116,944</b>	<b>120,443</b>	<b>163,842</b>
<b>Operating expenses</b>					
Management fees	8,443	7,780	24,469	24,160	31,828
Administrative services expense	722	593	2,103	1,793	2,465
Subordinated incentive fee on income	2,933	—	2,933	3,308	7,631
General and administrative	2,709	1,503	7,950	4,684	6,085
Interest expense	8,175	7,570	23,551	29,476	36,837
Total operating expenses	22,982	17,446	61,006	63,421	84,846
Net investment income before taxes	19,638	21,441	55,938	57,022	78,996
Income tax expense, including excise tax	26	21	41	25	268
Net investment income after taxes	19,612	21,420	55,897	56,997	78,728
<b>Realized and unrealized gains (losses)</b>					
Net realized gain (loss) on:					
Non-controlled, non-affiliated investments	873	(42,543)	1,344	(57,506)	(69,687)
Non-controlled, affiliated investments	18,856	—	17,776	(211)	(211)
Controlled investments	—	—	(3,067)	—	—
Foreign currency	7	32	(4)	24	26
<b>Net realized gains (losses)</b>	<b>19,736</b>	<b>(42,511)</b>	<b>16,049</b>	<b>(57,693)</b>	<b>(69,872)</b>
Net change in unrealized (depreciation) appreciation on:					
Non-controlled, non-affiliated investments	6,937	58,572	32,132	(38,611)	1,110
Non-controlled, affiliated investments	(21,177)	(7,401)	(4,354)	(15,947)	(17,945)
Controlled investments	—	1,007	3,067	(2,984)	(3,043)
<b>Net change in unrealized (depreciation) appreciation</b>	<b>(14,240)</b>	<b>52,178</b>	<b>30,845</b>	<b>(57,542)</b>	<b>(19,878)</b>
<b>Net realized and unrealized gains (losses)</b>	<b>5,496</b>	<b>9,667</b>	<b>46,894</b>	<b>(115,235)</b>	<b>(89,750)</b>
Net increase (decrease) in net assets resulting from operations	\$ 25,108	\$ 31,087	\$ 102,791	\$ (58,238)	\$ (11,022)
<b>Per share information—basic and diluted(1)</b>					
Net increase (decrease) in net assets per share resulting from operations	\$ 0.44	\$ 0.55	\$ 1.81	\$ (1.03)	\$ (0.19)
Weighted average shares of common stock outstanding	56,774,323	56,707,775	56,758,586	56,737,832	56,817,920

## ABOUT CION INVESTMENT CORPORATION

CION Investment Corporation is a leading publicly listed business development company that had approximately \$1.8 billion in assets as of September 30, 2021. CION seeks to generate current income and, to a lesser extent, capital appreciation for investors by focusing primarily on senior secured loans to U.S. middle-market companies. CION is advised by CION Investment Management, LLC, a registered investment adviser and an affiliate of CION. For more information, please visit [www.cionbdc.com](http://www.cionbdc.com).

## 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 “may,” “will,” “should,” “expect,” “anticipate,” “project,” “target,” “estimate,” “intend,” “continue,” or “believe” or the negatives thereof or other variations thereon or comparable terminology. You should read statements that contain these words carefully because they discuss CION’s plans, strategies, prospects and expectations concerning its business, operating results, financial condition and other similar matters. These statements represent CION’s belief regarding future events that, by their nature, are uncertain and outside of CION’s control. There are likely to be events in the future, however, that CION is not able to predict accurately or control. Any forward-looking statement made by CION in this press release speaks only as of the date on which it is made. Factors or events that could cause CION’s actual results to differ, possibly materially from its expectations, include, but are not limited to, the risks, uncertainties and other factors CION identifies in the sections entitled “Risk Factors” and “Forward-Looking Statements” in filings CION makes with the SEC, and it is not possible for CION to predict or identify all of them. CION undertakes 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.

## OTHER INFORMATION

The information in this press release is summary information only and should be read in conjunction with CION’s Quarterly Report on Form 10-Q, which CION filed with the SEC on November 15, 2021, as well as CION’s other reports filed with the SEC. A copy of CION’s Quarterly Report on Form 10-Q and CION’s other reports filed with the SEC can be found on CION’s website at [www.cionbdc.com](http://www.cionbdc.com) and the SEC’s website at [www.sec.gov](http://www.sec.gov).

## CONTACTS

### Media

Alexander Cavalieri  
[acavalieri@cioninvestments.com](mailto:acavalieri@cioninvestments.com)

### Investor Relations

1-800-343-3736

### Analysts and Institutional Investors

Jeehae Linford  
The Equity Group  
[jlinford@equityny.com](mailto:jlinford@equityny.com)  
212-836-9615

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# CION Investment Corporation

Third Quarter 2021  
Earnings Presentation



# Disclosures and Forward-Looking Statements

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The information contained in this earnings presentation should be viewed in conjunction with the earnings conference call of CION Investment Corporation (NYSE: CION) ("CION" or the "Company") held on November 15, 2021 as well as the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 that was filed with the Securities and Exchange Commission (the "SEC") on November 15, 2021. The information contained herein may not be used, reproduced or distributed to others, in whole or in part, for any other purpose without the prior written consent of the Company.

This earnings presentation may contain forward-looking statements that involve substantial risks and uncertainties, including the impact of COVID-19 on the business, future operating results, access to capital and liquidity of the Company and its portfolio companies. You can identify these statements by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "target," "estimate," "intend," "continue," or "believe" or the negatives thereof or other variations thereon or comparable terminology, including references to assumptions, forecasts of future results, shareholder diversification, institutional research coverage and availability and access to capital. You should read statements that contain these words carefully because they discuss the Company's plans, strategies, prospects and expectations concerning its business, operating results, financial condition and other similar matters. These statements represent the Company's belief regarding future events that, by their nature, are uncertain and outside of the Company's control, such as the price at which the Company's shares of common stock will trade on the NYSE. Any forward-looking statement made by the Company in this earnings presentation speaks only as of the date on which the Company makes it. Factors or events that could cause the Company's actual results to differ, possibly materially from its expectations, include, but are not limited to, the risks, uncertainties and other factors the Company identifies in the sections entitled "Risk Factors" and "Forward-Looking Statements" in filings the Company makes with the SEC, and it is not possible for the Company to predict or identify all of them. The Company undertakes 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.

This earnings 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 the Company's common stock or any other securities nor will there be any sale of common stock or any other securities referred to in this earnings presentation 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.

Nothing in these materials should be construed as a recommendation to invest in any 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. The Company is managed by CION Investment Management, LLC, an affiliate of the Company. Nothing contained herein shall be relied upon as a promise or representation whether as to past or future performance.

The information contained in this earnings presentation is summary information that is intended to be considered in the context of other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this earnings presentation, except as required by law. These materials contain information about the Company, certain of its personnel and affiliates and its historical performance. You should not view information related to past performance of the Company as indicative of its future results, the achievement of which cannot be assured.

**Past performance does not guarantee future results, which may vary. The value of investments and the income derived from investments will fluctuate and can go down as well as up. A loss of principal may occur.**



# Quarterly Highlights - Quarter Ended September 30, 2021

*The Company completed a 2-to-1 reverse stock split effective September 21, 2021. Accordingly, share and per share amounts in this presentation have been retroactively adjusted to reflect the 2-to-1 reverse stock split.*

- On November 12, 2021, the Company's co-chief executive officers declared a regular first quarter distribution of \$0.28 per share payable on March 30, 2022 to shareholders of record as of March 23, 2022, which represents an increase of \$0.02 per share, or 8%, from the regular fourth quarter distribution of \$0.26 per share;
- Net investment income per share for the quarter ended September 30, 2021 was \$0.35 compared to \$0.33 for the quarter ended June 30, 2021;
- Earnings per share for the quarter ended September 30, 2021 was \$0.44 compared to \$0.49 for the quarter ended June 30, 2021;
- Net asset value per share increased \$0.18, or 1.1%, to \$16.52 as of September 30, 2021 from \$16.34 as of June 30, 2021;
- As of September 30, 2021, the Company had \$805 million of total principal amount of debt outstanding of which 81% was comprised of senior secured bank debt and 19% was comprised of unsecured debt. The Company's debt-to-equity ratio was 0.86x as of September 30, 2021 compared to 0.87x as of June 30, 2021;
- As of September 30, 2021, the Company had total investments at fair value of \$1,630 million in 126 portfolio companies across 23 industries. The investment portfolio was comprised of 93.7% senior secured loans, including 87.6% in first lien investments;<sup>1</sup>
- During the quarter, the Company had new investment commitments of \$179.0 million, funded new investment commitments of \$157.3 million, funded previously unfunded commitments of \$7.7 million, and had sales and repayments totaling \$223.2 million, resulting in a net funded portfolio change of \$(58.2) million;
- The Company placed one new investment on non-accrual status during the quarter, and as of September 30, 2021, investments on non-accrual status amounted to 0.9% and 2.5% of the total investment portfolio at fair value and amortized cost, respectively;
- For the quarter ended September 30, 2021, the Company paid distributions totaling \$15.0 million, or \$0.265 per share, with three record dates;
- As previously announced, the Company's co-chief executive officers declared a fourth quarter 2021 distribution of \$0.26 per share payable on December 8, 2021 to shareholders of record as of December 1, 2021. In addition, the Company also previously announced a special year-end distribution expected to be in the range of \$0.14 to \$0.20 per share payable on December 23, 2021 to shareholders of record as of December 16, 2021.

# Selected Financial Highlights

(\$ in millions)	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
Investment portfolio, at fair value <sup>1</sup>	\$1,630	\$1,676	\$1,534	\$1,496	\$1,517
Total debt outstanding <sup>2</sup>	\$805	\$805	\$725	\$725	\$725
Net assets	\$941	\$926	\$913	\$878	\$867
Ending debt-to-equity	0.86x	0.87x	0.79x	0.83x	0.84x
Total investment income	\$42.6	\$38.0	\$36.3	\$43.4	\$38.9
Net investment income	\$19.6	\$18.7	\$17.6	\$21.7	\$21.4
Net realized and unrealized gains	\$5.5	\$9.3	\$32.1	\$25.5	\$9.7
Net increase in net assets resulting from operations	\$25.1	\$28.0	\$49.7	\$47.2	\$31.1
<b>Per Share Data</b>					
Net asset value per share	\$16.52	\$16.34	\$16.12	\$15.50	\$15.24
Net investment income per share	\$0.35	\$0.33	\$0.31	\$0.38	\$0.38
Net realized and unrealized gains per share	\$0.09	\$0.16	\$0.57	\$0.45	\$0.17
Earnings per share	\$0.44	\$0.49	\$0.88	\$0.83	\$0.55
Distributions declared per share	\$0.26	\$0.26	\$0.26	\$0.57	\$0.18

(1) The discussion of the investment portfolio excludes short-term investments.

(2) Total debt outstanding excludes netting of debt issuance costs. Please refer to page 10 for debt net of issuance costs.



# Investment Activity

- New investment commitments for the quarter were \$179.0 million, of which \$157.3 million were funded and \$21.7 million were unfunded.
- New investment commitments were made across 9 new portfolio companies and 11 existing portfolio companies.
- Fundings of previously unfunded commitments for the quarter were \$7.7 million.
- Sales and repayments totaled \$223.2 million for the quarter primarily driven by the full repayment of investments by 15 portfolio companies.

(\$ in millions)	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
New investment commitments	\$179.0	\$231.1	\$185.5	\$125.6	\$29.4
Funded	\$157	\$220	\$183	\$113	\$25
Unfunded	\$22	\$11	\$3	\$13	\$4
Fundings of previously unfunded commitments	\$8	\$2	\$1	\$9	\$11
Repayments	(\$197)	(\$92)	(\$174)	(\$160)	(\$65)
Sales	(\$27)	(\$5)	(\$15)	(\$21)	(\$12)
<b>Net funded investment activity</b>	<b>(\$58)</b>	<b>\$125</b>	<b>(\$6)</b>	<b>(\$59)</b>	<b>(\$41)</b>

The discussion of the investment portfolio excludes short term investments. Commitments are generally subject to borrowers meeting certain criteria such as compliance with covenants and certain operational metrics. These amounts may remain outstanding until the commitment period of an applicable loan expires, which may be shorter than the loan's maturity date.

# Portfolio Asset Composition



\* Less than 1%.  
The discussion of the investment portfolio is at fair value and excludes short term investments.

# Credit Quality of Investments

## INTERNAL INVESTMENT RISK RATINGS<sup>1</sup>

(% of Total Portfolio, Fair Value)

Higher Credit Quality

Lower Credit Quality

Rating	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
1	5.3%	7.3%	3.5%	0.2%	5.6%
2	79.7%	75.5%	77.1%	78.5%	68.2%
3	14.1%	16.7%	18.8%	20.7%	22.0%
4	0.9%	0.4%	0.5%	0.6%	3.7%
5	0.0%*	0.1%	0.1%	0.0%*	0.5%
Total	100.0%	100.0%	100.0%	100.0%	100.0%

\* - Less than 1%.

## Q3 2021 NON-ACCRUAL %<sup>1</sup>



## Internal Investment Risk Rating Definitions

### Rating Definition

- 1 Indicates the least amount of risk to our initial cost basis.  
The trends and risk factors for this investment since origination or acquisition are generally favorable, which may include the performance of the portfolio company or a potential exit.
- 2 Indicates a level of risk to our initial cost basis that is similar to the risk to our initial cost basis at the time of origination or acquisition.  
This portfolio company is generally performing in accordance with our analysis of its business and the full return of principal and interest or dividend is expected.
- 3 Indicates that the risk to our ability to recoup the cost of such investment has increased since origination or acquisition, but full return of principal and interest or dividend is expected.  
A portfolio company with an investment rating of 3 requires closer monitoring.
- 4 Indicates that the risk to our ability to recoup the cost of such investment has increased significantly since origination or acquisition, including as a result of factors such as declining performance and noncompliance with debt covenants.  
We expect some loss of interest, dividend or capital appreciation, but still expect an overall positive internal rate of return on the investment.
- 5 Indicates that the risk to our ability to recoup the cost of such investment has increased materially since origination or acquisition and the portfolio company likely has materially declining performance.  
Loss of interest or dividend and some loss of principal investment is expected, which would result in an overall negative internal rate of return on the investment.

(1) The discussion of the investment portfolio excludes short-term investments.

# Portfolio Summary

## Portfolio Characteristics (as of September 30, 2021)

<b>Investment Portfolio</b>	
Total investments and unfunded commitments	\$1,727.3 million
Unfunded commitments	\$96.8 million
Investments at fair value	\$1,630.5 million
Yield on debt and other income producing securities at amortized cost <sup>1</sup>	8.95%
Yield on performing loans at amortized cost <sup>1</sup>	8.92%
Yield on total investments at amortized cost <sup>1</sup>	8.31%

## Portfolio Companies

Number of portfolio companies	126
Weighted average leverage (net debt/EBITDA) <sup>2</sup>	4.63x
Weighted average interest coverage <sup>3</sup>	3.50x
Median EBITDA <sup>3</sup>	\$43.1 million

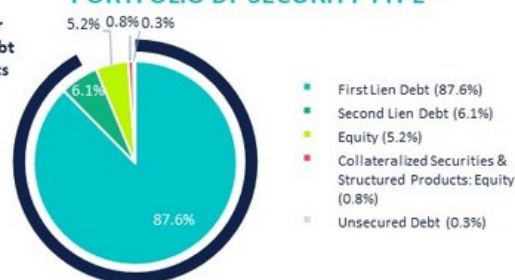
## Industry Diversification<sup>4</sup>

Industry	% of Investment Portfolio
Services: Business	16.4%
Healthcare & Pharmaceuticals	16.3%
Services: Consumer	7.5%
Media: Diversified & Production	6.6%
Media: Advertising, Printing & Publishing	6.6%
Other (≤ 5.3% each)	46.6%

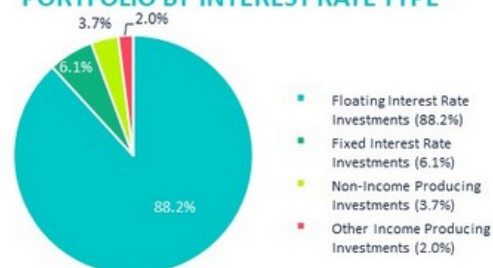
(1) See endnote 4 in our press release filed with the SEC on November 15, 2021. (2) See endnote 5 in our press release filed with the SEC on November 15, 2021. (3) See endnote 6 in our press release filed with the SEC on November 15, 2021. (4) The discussion of the investment portfolio excludes short term investments.

## 94% Senior Secured Debt Investments

## PORTFOLIO BY SECURITY TYPE<sup>1</sup>



## PORTFOLIO BY INTEREST RATE TYPE<sup>1</sup>



# Quarterly Operating Results

	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
<b>Investment income</b>					
Interest income <sup>1</sup>	\$ 37,206	\$ 36,117	\$ 34,461	\$ 40,208	\$ 36,219
Dividend income	3,871	1,024	909	762	1,895
Fee income	1,543	880	933	2,429	773
<b>Total investment income</b>	<b>\$ 42,620</b>	<b>\$ 38,021</b>	<b>\$ 36,303</b>	<b>\$ 43,399</b>	<b>\$ 38,887</b>
<b>Expenses</b>					
Management fees	\$ 8,443	\$ 8,243	\$ 7,783	\$ 7,668	\$ 7,780
Interest and other debt expenses	8,175	7,828	7,548	7,361	7,570
Incentive fees	2,933	-	-	4,323	-
Other operating expenses	3,431	3,260	3,362	2,073	2,096
<b>Total expenses before taxes</b>	<b>\$ 22,982</b>	<b>\$ 19,331</b>	<b>\$ 18,693</b>	<b>\$ 21,425</b>	<b>\$ 17,446</b>
Income tax expense, including excise tax	26	4	11	243	21
<b>Net investment income after taxes</b>	<b>\$ 19,612</b>	<b>\$ 18,686</b>	<b>\$ 17,599</b>	<b>\$ 21,731</b>	<b>\$ 21,420</b>
<b>Net realized and unrealized gains (losses)</b>					
Net realized gain (loss)	\$ 19,736	\$ 441	\$ (4,128)	\$ (12,179)	\$ (42,511)
Net change in unrealized (depreciation) appreciation	(14,240)	8,842	36,243	37,664	52,178
<b>Net realized and unrealized gains</b>	<b>\$ 5,496</b>	<b>\$ 9,283</b>	<b>\$ 32,115</b>	<b>\$ 25,485</b>	<b>\$ 9,667</b>
<b>Net increase in net assets resulting from operations</b>	<b>\$ 25,108</b>	<b>\$ 27,969</b>	<b>\$ 49,714</b>	<b>\$ 47,216</b>	<b>\$ 31,087</b>
<b>Per share data</b>					
Net investment income	\$ 0.35	\$ 0.33	\$ 0.31	\$ 0.38	\$ 0.38
Earnings per share	\$ 0.44	\$ 0.49	\$ 0.88	\$ 0.83	\$ 0.55
Distributions declared per share	\$ 0.26	\$ 0.26	\$ 0.26	\$ 0.57	\$ 0.18
Weighted average shares outstanding	56,774,323	56,748,789	56,753,521	57,056,443	56,707,775
Shares outstanding, end of period	56,958,440	56,648,595	56,649,918	56,646,867	56,900,010

<sup>1</sup> Includes certain prepayment fees, exit fees and paid-in-kind interest income.

# Quarterly Balance Sheet

	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020
<b>Assets</b>					
Investments, at fair value	\$1,746,298	\$1,724,038	\$1,621,641	\$1,569,371	\$1,569,905
Cash	2,159	1,496	1,641	19,914	4,214
Interest receivable on investments	21,283	20,279	17,101	17,484	18,666
Receivable due on investments sold	19,559	8,888	39,915	6,193	7,273
Dividend receivable on investments	135	187	315	45	1,706
Prepaid expenses and other assets	474	426	667	1,788	1,368
<b>Total Assets</b>	<b>\$1,789,908</b>	<b>\$1,755,314</b>	<b>\$1,681,280</b>	<b>\$1,614,795</b>	<b>\$1,603,132</b>
<b>Liabilities &amp; Net Assets</b>					
Financing arrangements (net of debt issuance costs) <sup>1</sup>	\$796,673	\$796,003	\$716,311	\$719,956	\$719,419
Payable for investments purchased	33,360	17,938	40,217	133	4,956
Accounts payable and accrued expenses	3,509	2,160	921	694	775
Interest payable	2,838	4,185	2,717	2,500	2,395
Accrued management fees	8,443	8,243	7,783	7,668	7,779
Accrued subordinated incentive fee on income	2,933	-	-	4,323	-
Accrued administrative services expense	1,139	905	389	1,265	589
<b>Total Liabilities</b>	<b>\$848,895</b>	<b>\$829,434</b>	<b>\$768,338</b>	<b>\$736,539</b>	<b>\$735,913</b>
<b>Total Net Assets</b>	<b>\$941,013</b>	<b>\$925,880</b>	<b>\$912,942</b>	<b>\$878,256</b>	<b>\$867,219</b>
<b>Total Liabilities and Net Assets</b>	<b>\$1,789,908</b>	<b>\$1,755,314</b>	<b>\$1,681,280</b>	<b>\$1,614,795</b>	<b>\$1,603,132</b>
<b>Net Asset Value per share</b>	<b>\$16.52</b>	<b>\$16.34</b>	<b>\$16.12</b>	<b>\$15.50</b>	<b>\$15.24</b>
<b>Asset coverage ratio<sup>2</sup></b>	<b>2.17</b>	<b>2.15</b>	<b>2.26</b>	<b>2.21</b>	<b>2.20</b>

All figures in thousands, except per share data.

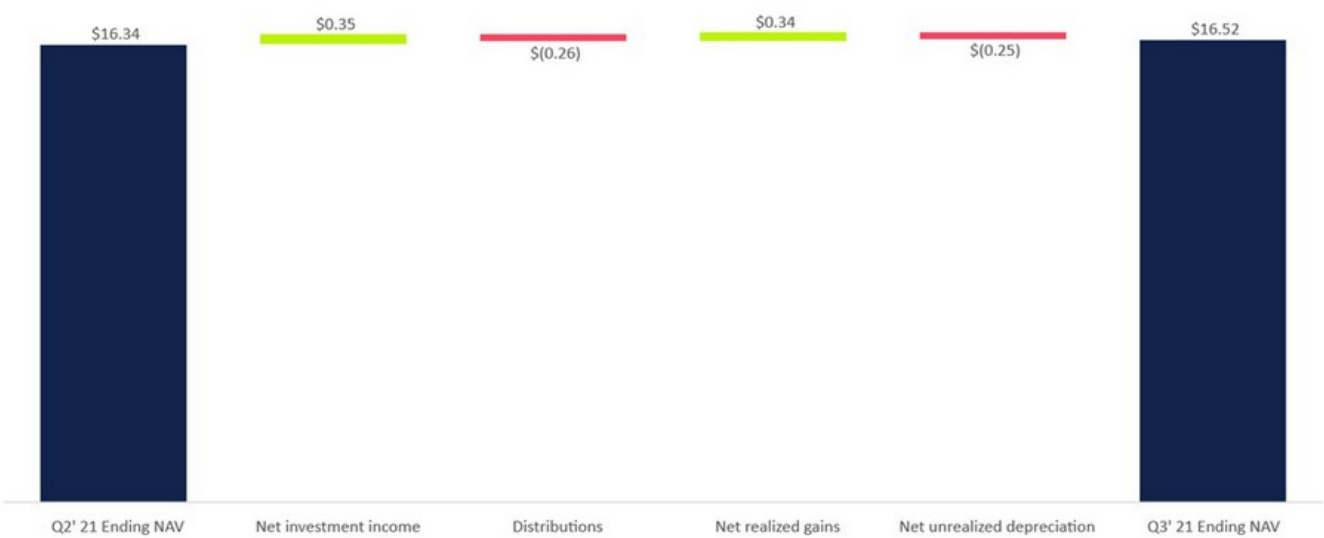
<sup>1</sup> The Company had debt issuance costs of \$8,327 as of September 30, 2021, \$8,997 as of June 30, 2021, \$8,689 as of March 31, 2021, \$5,044 as of December 31, 2020 and \$5,581 as of September 30, 2020.

<sup>2</sup> Asset coverage ratio is equal to (i) the sum of (a) net assets at the end of the period and (b) total senior securities outstanding at the end of the period (excluding unfunded commitments), divided by (ii) total senior securities outstanding at the end of the period.



# Net Asset Value Bridge

Per Share Data



# Debt Summary

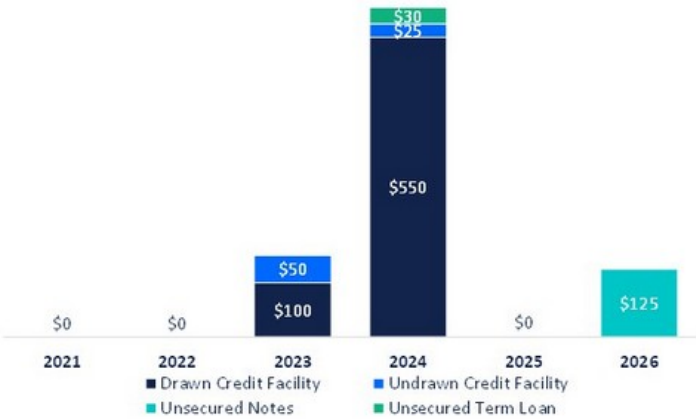
\$75 million in available capacity within existing senior secured facilities

DEBT SCHEDULE  
(\$ in millions)

	Total Commitment Amount	Principal Amount Outstanding	Interest Rate	Maturity Date
JPM Credit Facility	\$575	\$550	L + 3.10%	5/15/2024
UBS Facility	150	100	L + 3.375%	11/19/2023
Unsecured Notes, 2026 <sup>(1)</sup>	125	125	4.50%	2/11/2026
Unsecured Term Loan <sup>(1)</sup>	30	30	5.20%	9/30/2024
<b>Total Debt</b>	<b>\$880</b>	<b>\$805</b>	<b>3.7%</b>	

(1) Investment grade credit rating.

DEBT MATURITIES  
(\$ in millions)





# Distribution Per Share and Distribution Coverage

	Q1 2020	Q2 2020	Q3 2020	Q4 2020	Q1 2021	Q2 2021	Q3 2021
Net Investment Income (per share)	\$0.38	\$0.25	\$0.38	\$0.38	\$0.31	\$0.33	\$0.35
Distribution (per share)	\$0.37	\$0.00 <sup>1</sup>	\$0.18 <sup>1</sup>	\$0.57	\$0.26	\$0.26	\$0.26
Distribution coverage	1.04x	NA <sup>1</sup>	2.14x	0.67x	1.17x	1.24x	1.32x



