

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 9, 2023** (November 6, 2023)

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

Maryland
(State or Other Jurisdiction of Incorporation)

000-54755
(Commission File Number)

45-3058280
(I.R.S. Employer Identification No.)

100 Park Avenue, 25th Floor
New York, New York 10017
(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.*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 6, 2023, CION's co-chief executive officers declared a regular quarterly cash distribution of \$0.34 per share for the fourth quarter of 2023 payable on December 15, 2023 to shareholders of record as of December 1, 2023. A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Q3 2023 Financial Results

On November 9, 2023, CION issued a press release announcing its financial results for the third quarter ended September 30, 2023. 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 9, 2023 to discuss its financial results for the third quarter ended September 30, 2023, CION has provided an accompanying slide presentation in the Investor Resources – Events and Presentations section of its website at 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, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99.1](#) [Press Release dated November 9, 2023.](#)

[99.2](#) [CION Investment Corporation Third Quarter 2023 Earnings Presentation.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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

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

Date: November 9, 2023

EXHIBIT LIST

EXHIBIT
NUMBER

DESCRIPTION

99.1	Press Release dated November 9, 2023.
99.2	CION Investment Corporation Third Quarter 2023 Earnings Presentation.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**CION INVESTMENT CORPORATION REPORTS THIRD QUARTER 2023 FINANCIAL RESULTS****Reports Another Solid Quarterly Performance, Out Earning the Total Distribution by 41% and Achieving a \$0.49 per Share Increase in NAV****Announces Fourth Quarter 2023 Base Distribution of \$0.34 per Share****For Immediate Release**

NEW YORK, November 9, 2023 — CION Investment Corporation (NYSE: CION) (“CION” or the “Company”) today reported financial results for the third quarter ended September 30, 2023 and filed its Form 10-Q with the U.S. Securities and Exchange Commission.

CION also announced that, on November 6, 2023, its co-chief executive officers declared a fourth quarter 2023 regular distribution of \$0.34 per share payable on December 15, 2023 to shareholders of record as of December 1, 2023.

THIRD QUARTER AND OTHER HIGHLIGHTS

- Net investment income and earnings per share for the quarter ended September 30, 2023 were \$0.55 per share and \$0.87 per share, respectively;
 - Net asset value per share was \$15.80 as of September 30, 2023 compared to \$15.31 as of June 30, 2023, an increase of \$0.49 per share, or 3.2%. The increase was primarily due to the Company out earning its distribution for the period and mark-to-market adjustments to the Company’s portfolio;
 - As of September 30, 2023, the Company had \$1,008 million of total principal amount of debt outstanding, of which 72% was comprised of senior secured bank debt and 28% was comprised of unsecured debt. The Company’s net debt-to-equity ratio was 1.03x as of September 30, 2023 compared to 1.04x as of June 30, 2023;
 - As of September 30, 2023, the Company had total investments at fair value of \$1,728 million in 109 portfolio companies across 24 industries. The investment portfolio was comprised of 87.8% senior secured loans, including 85.7% in first lien investments;¹
 - During the quarter, the Company funded new investment commitments of \$93 million, funded previously unfunded commitments of \$10 million, and had sales and repayments totaling \$96 million, resulting in a net increase to the Company’s funded portfolio of \$7 million;
 - As of September 30, 2023, investments on non-accrual status amounted to 1.0% and 3.8% of the total investment portfolio at fair value and amortized cost, respectively, which are down from 1.7% and 4.8%, respectively, as of June 30, 2023; and
 - During the quarter, the Company repurchased 168,023 shares of its common stock under its 10b5-1 trading plan at an average price of \$10.71 per share for a total repurchase amount of \$1.8 million. Through September 30, 2023, the Company repurchased a total of 2,493,645 shares of its common stock under its 10b5-1 trading plan at an average price of \$9.65 per share for a total repurchase amount of \$24.1 million.
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DISTRIBUTIONS

- For the quarter ended September 30, 2023, the Company paid a regular quarterly distribution totaling \$18.6 million, or \$0.34 per share, and declared supplemental distributions of (a) \$2.7 million, or \$0.05 per share, which was paid on October 16, 2023 and (b) \$0.05 per share, payable on January 15, 2024 to shareholders of record as of December 29, 2023.

SUBSEQUENT EVENTS

- On October 10, 2023, the Company completed a private offering in Israel pursuant to which the Company issued approximately \$33.1 million of its additional unsecured Series A Notes due 2026, which bear interest at a floating rate equal to SOFR plus a credit spread of 3.82% per year payable quarterly; and
- On November 8, 2023, the Company completed a private offering pursuant to which the Company issued \$100 million of its unsecured notes due 2027, which bear interest at a floating rate equal to the three-month SOFR plus a credit spread of 4.75% per year and subject to a 2.00% SOFR floor payable quarterly.

Michael A. Reisner, co-Chief Executive Officer of CION, commented:

"We are pleased to have delivered another strong quarter, supported by NII out-earning the dividends and quarterly NAV growth. Our credit performance remains robust, with a decline in non-accruals, down to 1.03% of fair value, and 99% of our portfolio is risk-rated at 3 or higher. We continue to focus on first lien loans to true middle-market companies and have once again demonstrated our ability to access the lending markets, expanding our unsecured debt offering, and maintaining a conservative approach to leverage—all while delivering strong returns to our investors. As we look ahead, CION is strategically positioned to deliver robust returns to shareholders."

SELECTED FINANCIAL HIGHLIGHTS

<i>(in thousands, except per share data)</i>	As of	
	September 30, 2023	June 30, 2023
Investment portfolio, at fair value ¹	\$ 1,727,943	\$ 1,687,691
Total debt outstanding ²	\$ 1,008,212	\$ 985,712
Net assets	\$ 860,760	\$ 836,364
Net asset value per share	\$ 15.80	\$ 15.31
Debt-to-equity	1.17x	1.18x
Net debt-to-equity	1.03x	1.04x

<i>(in thousands, except share and per share data)</i>	Three Months Ended	
	September 30, 2023	June 30, 2023
Total investment income	\$ 67,540	\$ 58,496
Total operating expenses and income tax expense	\$ 37,550	\$ 35,080
Net investment income after taxes	\$ 29,990	\$ 23,416
Net realized losses	\$ (8,123)	\$ (18,928)
Net unrealized gains	\$ 25,606	\$ 23,406
Net increase in net assets resulting from operations	\$ 47,473	\$ 27,894
Net investment income per share	\$ 0.55	\$ 0.43
Net realized and unrealized gains per share	\$ 0.32	\$ 0.08
Earnings per share	\$ 0.87	\$ 0.51
Weighted average shares outstanding	54,561,367	54,788,740
Distributions declared per share	\$ 0.39	\$ 0.34

Total investment income for the three months ended September 30, 2023 and June 30, 2023 was \$67.5 million and \$58.5 million, respectively. The increase in investment income was primarily driven by make-whole payments received on certain investments during the three months ended September 30, 2023.

Operating expenses for the three months ended September 30, 2023 and June 30, 2023 were \$37.6 million and \$35.1 million, respectively. During the quarter ended September 30, 2023, the Company incurred higher advisory fees due to an increase in investment income and higher interest expense because of an increase in SOFR and LIBOR rates as compared to the quarter ended June 30, 2023.

PORTFOLIO AND INVESTMENT ACTIVITY¹

A summary of the Company's investment activity for the three months ended September 30, 2023 is as follows:

Investment Type	New Investment Commitments		Sales and Repayments	
	\$ in	%	\$ in	%
	Thousands	of Total	Thousands	of Total
Senior secured first lien debt	\$ 96,427	100%	\$ 96,283	100%
Senior secured second lien debt	—	—	5	—
Collateralized securities and structured products - equity	—	—	86	—
Equity	377	—	—	—
Total	\$ 96,804	100%	\$ 96,374	100%

During the three months ended September 30, 2023, new investment commitments were made across 3 new and 11 existing portfolio companies. During the same period, the Company received the full repayment on investments in 5 portfolio companies and sold all investments in 1 portfolio company. As a result, the number of portfolio companies decreased from 112 as of June 30, 2023 to 109 as of September 30, 2023.

PORTFOLIO SUMMARY¹

As of September 30, 2023, the Company's investments consisted of the following:

Investment Type	Investments at Fair Value	
	\$ in	%
	Thousands	of Total
Senior secured first lien debt	\$ 1,481,498	85.7%
Senior secured second lien debt	36,114	2.1%
Collateralized securities and structured products - equity	1,224	0.1%
Unsecured debt	14,631	0.8%
Equity	194,476	11.3%
Total	\$ 1,727,943	100.0%

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

	As of	
	September 30, 2023	June 30, 2023
Number of portfolio companies	109	112
Percentage of performing loans bearing a floating rate ³	92.5%	92.2%
Percentage of performing loans bearing a fixed rate ³	7.5%	7.8%
Yield on debt and other income producing investments at amortized cost ⁴	13.04%	12.38%
Yield on performing loans at amortized cost ⁴	13.55%	13.10%
Yield on total investments at amortized cost	11.81%	11.45%
Weighted average leverage (net debt/EBITDA) ⁵	4.78x	4.83x
Weighted average interest coverage ⁵	1.93x	2.00x
Median EBITDA ⁶	\$33.7 million	\$35.0 million

As of September 30, 2023, investments on non-accrual status represented 1.0% and 3.8% of the total investment portfolio at fair value and amortized cost, respectively. As of June 30, 2023, investments on non-accrual status represented 1.7% and 4.8% of the total investment portfolio at fair value and amortized cost, respectively.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2023, the Company had \$1,008 million of total principal amount of debt outstanding, comprised of \$722 million of outstanding borrowings under its senior secured credit facilities and \$286 million of unsecured notes and term loans. The combined weighted average interest rate on debt outstanding was 8.3% for the quarter ended September 30, 2023. As of September 30, 2023, the Company had \$124 million in cash and short-term investments and \$103 million available under its financing arrangements.²

EARNING CONFERENCE CALL

CION will host an earnings conference call on Thursday, November 9, 2023 at 11:00 am Eastern Time to discuss its financial results for the third quarter ended September 30, 2023. Please visit the Investor Resources - Events and Presentations section of the Company's website at 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 2023 Third Quarter Conference Call](#). Domestic callers can access the conference call by dialing (877) 484-6065. International callers can access the conference call by dialing +1 (201) 689-8846. 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 \$8.0 million and \$9.0 million as of September 30, 2023 and June 30, 2023, 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, 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. This calculation excludes exit fees that are receivable upon repayment of the investment.

5) For a particular portfolio company, the Company calculates the level of contractual indebtedness net of cash ("net debt") owed by the portfolio company and compares that amount to measures of cash flow available to service the net debt. To calculate net debt, the Company includes debt that is both senior and pari passu to the tranche of debt owned by it but excludes debt that is legally and contractually subordinated in ranking to the debt owned by the Company. The Company believes this calculation method assists in describing the risk of its portfolio investments, as it takes into consideration contractual rights of repayment of the tranche of debt owned by the Company relative to other senior and junior creditors of a portfolio company. The Company typically calculates 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 the Company's performing 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, the Company also calculates the level of contractual interest expense owed by the portfolio company and compares that amount to EBITDA ("interest coverage ratio"). The Company believes this calculation method assists in describing the risk of its 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 the Company's performing debt investments, and excludes 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 the Company for each portfolio company as of the reported end date. Statistics of the portfolio companies have not been independently verified by the Company and may reflect a normalized or adjusted amount.

6) Median EBITDA is calculated based on the portfolio company's EBITDA as of the Company's initial investment.

CION Investment Corporation
Consolidated Balance Sheets
(in thousands, except share and per share amounts)

	September 30, 2023 (unaudited)	June 30, 2023 (unaudited)
Assets		
Investments, at fair value:		
Non-controlled, non-affiliated investments (amortized cost of \$1,555,700 and \$1,583,865, respectively)	\$ 1,508,505	\$ 1,510,372
Non-controlled, affiliated investments (amortized cost of \$207,222 and \$204,248, respectively)	201,617	198,084
Controlled investments (amortized cost of \$132,900 and \$76,900, respectively)	134,755	80,006
Total investments, at fair value (amortized cost of \$1,895,822 and \$1,865,013, respectively)	1,844,877	1,788,462
Cash	6,805	11,515
Interest receivable on investments	40,378	33,200
Receivable due on investments sold and repaid	2,646	997
Dividends receivable on investments	82	—
Prepaid expenses and other assets	1,552	608
Total assets	\$ 1,896,340	\$ 1,834,782
Liabilities and Shareholders' Equity		
Liabilities		
Financing arrangements (net of unamortized debt issuance costs of \$8,001 and \$8,976, respectively)	\$ 1,000,211	\$ 976,737
Payable for investments purchased	9,663	—
Accounts payable and accrued expenses	1,510	1,344
Interest payable	7,238	8,183
Accrued management fees	6,741	6,546
Accrued subordinated incentive fee on income	6,362	4,967
Accrued administrative services expense	1,064	574
Share repurchases payable	67	67
Shareholder distribution payable	2,724	—
Total liabilities	1,035,580	998,418
Commitments and contingencies		
Shareholders' Equity		
Common stock, \$0.001 par value; 500,000,000 shares authorized; 54,477,427 and 54,645,571 shares issued, and 54,464,804 and 54,632,827 shares outstanding, respectively	54	55
Capital in excess of par value	1,035,929	1,037,729
Accumulated distributable losses	(175,223)	(201,420)
Total shareholders' equity	860,760	836,364
Total liabilities and shareholders' equity	\$ 1,896,340	\$ 1,834,782
Net asset value per share of common stock at end of period	\$ 15.80	\$ 15.31

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,
	2023 (unaudited)	2022 (unaudited)	2023 (unaudited)	2022 (unaudited)	2022
Investment income					
Non-controlled, non-affiliated investments					
Interest income	\$ 51,032	\$ 37,336	\$ 140,917	\$ 100,079	\$ 140,560
Paid-in-kind interest income	6,608	6,876	15,736	16,095	22,737
Fee income	2,447	4,542	4,744	8,045	9,019
Dividend income	82	57	82	103	103
Non-controlled, affiliated investments					
Paid-in-kind interest income	2,471	1,174	5,953	3,493	6,204
Interest income	1,341	1,949	5,549	4,517	5,865
Dividend income	13	13	3,946	66	79
Fee income	35	19	2,432	525	525
Controlled investments					
Interest income	1,413	2,197	5,304	6,066	6,049
Dividend income	—	—	4,250	—	1,275
Paid-in-kind interest income	1,048	—	1,048	409	2,482
Total investment income	<u>67,540</u>	<u>54,163</u>	<u>191,011</u>	<u>139,398</u>	<u>194,898</u>
Operating expenses					
Management fees	6,741	6,942	19,963	20,436	27,361
Administrative services expense	996	733	2,743	2,234	3,348
Subordinated incentive fee on income	6,362	5,421	17,662	13,645	18,710
General and administrative	1,931	2,027	5,960	5,961	7,278
Interest expense	21,757	13,469	61,533	32,769	49,624
Total operating expenses	<u>37,787</u>	<u>28,592</u>	<u>107,861</u>	<u>75,045</u>	<u>106,321</u>
Net investment income before taxes	<u>29,753</u>	<u>25,571</u>	<u>83,150</u>	<u>64,353</u>	<u>88,577</u>
Income tax (benefit) expense, including excise tax	<u>(237)</u>	<u>14</u>	<u>(114)</u>	<u>25</u>	<u>372</u>
Net investment income after taxes	<u>29,990</u>	<u>25,557</u>	<u>83,264</u>	<u>64,328</u>	<u>88,205</u>
Realized and unrealized gains (losses)					
Net realized (losses) gains on:					
Non-controlled, non-affiliated investments	(8,123)	4,267	(31,576)	4,475	(11,217)
Non-controlled, affiliated investments	—	(21,433)	—	(21,530)	(21,530)
Foreign currency	—	(3)	—	(3)	(3)
Net realized losses	<u>(8,123)</u>	<u>(17,169)</u>	<u>(31,576)</u>	<u>(17,058)</u>	<u>(32,750)</u>
Net change in unrealized appreciation (depreciation) on:					
Non-controlled, non-affiliated investments	26,298	(669)	8,608	(25,646)	(19,807)
Non-controlled, affiliated investments	559	18,966	(9,136)	13,609	13,523
Controlled investments	(1,251)	7,298	(6,838)	5,373	970
Net change in unrealized appreciation (depreciation)	<u>25,606</u>	<u>25,595</u>	<u>(7,366)</u>	<u>(6,664)</u>	<u>(5,314)</u>
Net realized and unrealized gains (losses)	<u>17,483</u>	<u>8,426</u>	<u>(38,942)</u>	<u>(23,722)</u>	<u>(38,064)</u>
Net increase in net assets resulting from operations	<u>\$ 47,473</u>	<u>\$ 33,983</u>	<u>\$ 44,322</u>	<u>\$ 40,606</u>	<u>\$ 50,141</u>
Per share information—basic and diluted					
Net increase in net assets per share resulting from operations	<u>\$ 0.87</u>	<u>\$ 0.60</u>	<u>\$ 0.81</u>	<u>\$ 0.71</u>	<u>\$ 0.89</u>
Net investment income per share	<u>\$ 0.55</u>	<u>\$ 0.45</u>	<u>\$ 1.52</u>	<u>\$ 1.13</u>	<u>\$ 1.56</u>
Weighted average shares of common stock outstanding	<u>54,561,367</u>	<u>56,816,992</u>	<u>54,817,855</u>	<u>56,910,773</u>	<u>56,556,510</u>

ABOUT CION INVESTMENT CORPORATION

CION Investment Corporation is a leading publicly listed business development company that had approximately \$1.9 billion in total assets as of September 30, 2023. 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.

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 9, 2023, 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 and the SEC’s website at www.sec.gov.

CONTACTS

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CION Investment Corporation

Third Quarter 2023
Earnings Presentation



Disclosures and Forward-Looking Statements

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) on November 9, 2023 as well as the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 that was filed with the Securities and Exchange Commission (the SEC) on October 10, 2023. 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 inflation, rising interest rates, supply-chain disruptions, economic recession 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 words such as “may,” “will,” “should,” “expect,” “anticipate,” “project,” “target,” “estimate,” “intend,” “continue,” or “believe” or the negatives thereof or other variations thereon or comparable references to assumptions, forecasts of future results, shareholder diversification, institutional research coverage and availability and access to capital. You should read statements that 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 in the market. A 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 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 Information” in the Company’s filings 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 statement 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 referred to in this earnings presentation in any state or jurisdiction in which such offer, solicitation or sale would require 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 the Company as 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 prediction of 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 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. The 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 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 is possible.

Third Quarter and Other Highlights – Ended September 30, 2023

- Net investment income and earnings per share for the quarter ended September 30, 2023 were \$0.55 per share and \$0.87 per share, respectively;
- Net asset value per share was \$15.80 as of September 30, 2023 compared to \$15.31 as of June 30, 2023, an increase of \$0.49 per share, or 3.2%. The increase was due to the Company out earning its distribution for the period and mark-to-market adjustments to the Company's portfolio;
- As of September 30, 2023, the Company had \$1,008 million of total principal amount of debt outstanding, of which 72% was comprised of senior secured bank debt and unsecured debt. The Company's net debt-to-equity ratio was 1.03x as of September 30, 2023 compared to 1.04x as of June 30, 2023;
- As of September 30, 2023, the Company had total investments at fair value of \$1,728 million in 109 portfolio companies across 24 industries. The investment portfolio consisted of 85.7% in senior secured loans, including 85.7% in first lien investments;¹
- During the quarter, the Company funded new investment commitments of \$93 million, funded previously unfunded commitments of \$10 million, and had sales and redemptions of \$10 million, resulting in a net increase to the Company's funded portfolio of \$7 million;
- As of September 30, 2023, investments on non-accrual status amounted to 1.0% and 3.8% of the total investment portfolio at fair value and amortized cost, respectively, compared to 1.7% and 4.8%, respectively, as of June 30, 2023; and
- During the quarter, the Company repurchased 168,023 shares of its common stock under its 10b5-1 trading plan at an average price of \$10.71 per share for a total repurchase amount of \$1.8 million. Through September 30, 2023, the Company repurchased a total of 2,493,645 shares of its common stock under its 10b5-1 trading plan at an average price of \$9.82 per share for a total repurchase amount of \$24.1 million.

DISTRIBUTIONS

- For the quarter ended September 30, 2023, the Company paid a regular quarterly distribution totaling \$18.6 million, or \$0.34 per share, and declared supplemental distributions totaling \$0.15 million, or \$0.05 per share, which was paid on October 16, 2023 and (b) \$0.05 per share, payable on January 15, 2024 to shareholders of record as of December 29, 2023;
- On November 6, 2023, the Company's co-chief executive officers declared a fourth quarter 2023 regular distribution of \$0.34 per share payable on December 15, 2023 to shareholders of record as of December 1, 2023.

SUBSEQUENT EVENTS

- On October 10, 2023, the Company completed a private offering in Israel pursuant to which the Company issued approximately \$33.1 million of its additional unsecured notes due 2026, which bear interest at a floating rate equal to SOFR plus a credit spread of 3.82% per year payable quarterly; and
- On November 8, 2023, the Company completed a private offering pursuant to which the Company issued \$100 million of its unsecured notes due 2027, which bear interest at a floating rate equal to the three-month SOFR plus a credit spread of 4.75% per year and subject to a 2.00% SOFR floor payable quarterly.



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

Selected Financial Highlights

(\$ in millions)	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Investment portfolio, at fair value ⁽¹⁾	\$1,728	\$1,688	\$1,657	\$1,749
Total debt outstanding ⁽²⁾	\$1,008	\$986	\$1,011	\$958
Net assets	\$861	\$836	\$830	\$884
Debt-to-equity	1.17x	1.18x	1.22x	1.08x
Net debt-to-equity	1.03x	1.04x	1.02x	0.98x
Total investment income	\$67.5	\$58.5	\$65.0	\$55.5
Net investment income	\$30.0	\$23.4	\$29.9	\$23.9
Net realized and unrealized gains (losses)	\$17.5	\$4.5	(\$60.9)	(\$14.4)
Net increase (decrease) in net assets resulting from operations	\$47.5	\$27.9	(\$31.0)	\$9.5
Per Share Data				
Net asset value per share	\$15.80	\$15.31	\$15.11	\$15.98
Net investment income per share	\$0.55	\$0.43	\$0.54	\$0.43
Net realized and unrealized gains (losses) per share	\$0.32	\$0.08	(\$1.10)	(\$0.26)
Earnings per share	\$0.87	\$0.51	(\$0.56)	\$0.17
Distributions declared per share ⁽³⁾	\$0.39	\$0.34	\$0.34	\$0.58

(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.

(3) Includes a supplemental distribution of \$0.05 per share during the quarter ended September 30, 2023 and a special distribution of \$0.27 per share during the quarter ended December :

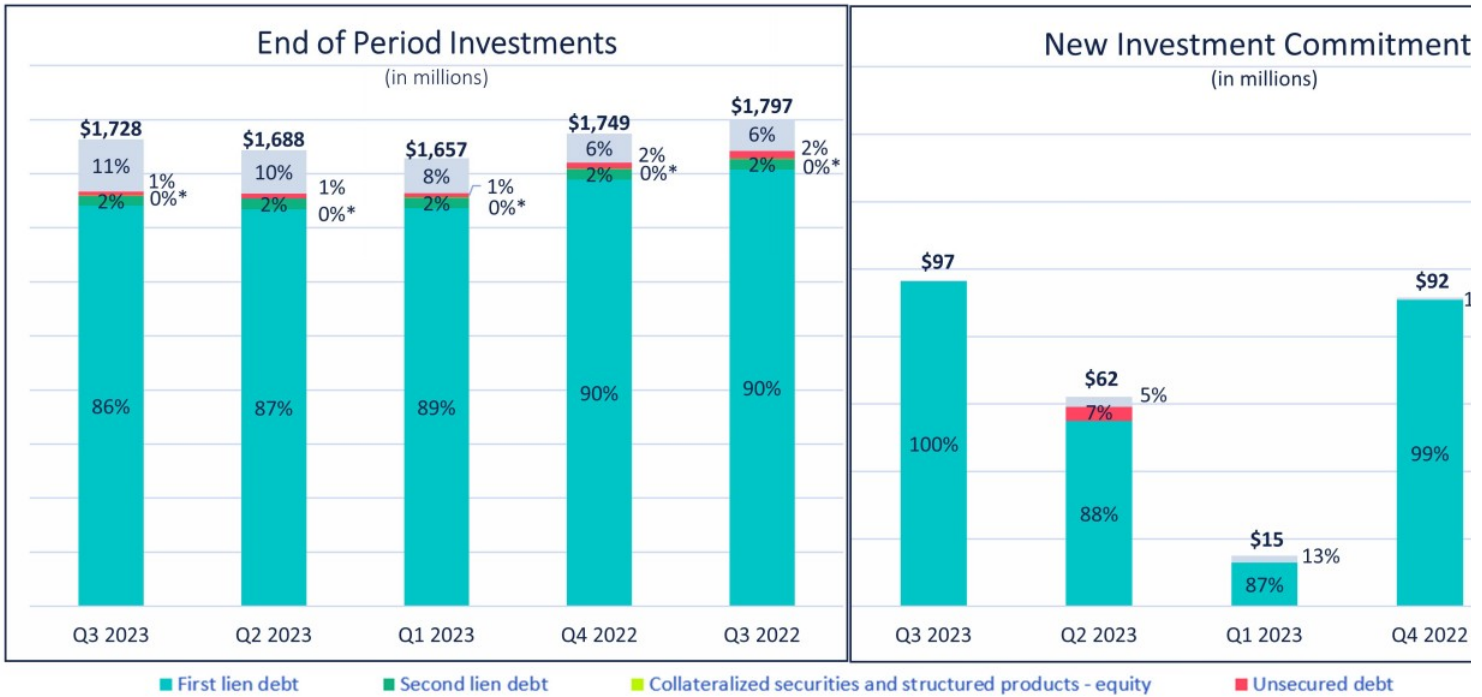
Investment Activity

- New investment commitments for the quarter were \$97 million, of which \$93 million were funded and \$4 million were unfunded.
- New investment commitments were made across 3 new and 11 existing portfolio companies.
- Fundings of previously unfunded commitments for the quarter were \$10 million.
- Sales and repayments totaled \$96 million for the quarter, which included the full exit of investments in 6 portfolio companies.

(\$ in millions)	Q3 2023	Q2 2023	Q1 2023	Q4 2022
New investment commitments	\$97	\$62	\$15	\$92
Funded	\$93	\$62	\$14	\$83
Unfunded	\$4	\$0	\$1	\$9
Fundings of previously unfunded commitments	\$10	\$8	\$9	\$16
Repayments	(\$94)	(\$53)	(\$57)	(\$102)
Sales	(\$2)	(\$2)	(\$9)	(\$42)
Net funded investment activity	\$7	\$15	(\$43)	(\$46)
Total Portfolio Companies	109	112	109	113

The discussion of the investment portfolio excludes short term investments. Unfunded commitments are generally subject to borrowers meeting certain criteria such as compliance with cov 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⁽¹⁾ (% of Total Portfolio, Fair Value)

Q3 2023 NON-ACCF

Higher Credit Quality
↑
↓
Lower Credit Quality

Rating	Q3 2023	Q2 2023	Q1 2023	Q4 2022	Q3 2022
1	0.0%*	1.9%	0.1%	1.4%	3.5%
2	90.7%	86.6%	85.1%	81.5%	84.7%
3	8.2%	10.7%	11.3%	14.9%	11.4%
4	0.6%	0.5%	1.9%	2.2%	0.4%
5	0.5%	0.3%	1.6%	0.0%*	0.0%*
Total	100.0%	100.0%	100.0%	100.0%	100.0%



Amortized Cost

* - Less than 1%.

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 still 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 non-compliance with 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, 2023)

Investment Portfolio

Total investments and unfunded commitments	\$1,787.1 million
Unfunded commitments	\$59.2 million
Investments at fair value	\$1,727.9 million
Yield on debt and other income producing investments at amortized cost ⁽¹⁾	13.04%
Yield on performing loans at amortized cost ⁽¹⁾	13.55%
Yield on total investments at amortized cost	11.81%

Portfolio Companies

Number of portfolio companies	109
Weighted average leverage (net debt/EBITDA) ⁽²⁾	4.78x
Weighted average interest coverage ⁽²⁾	1.93x
Median EBITDA ⁽³⁾	\$33.7 million

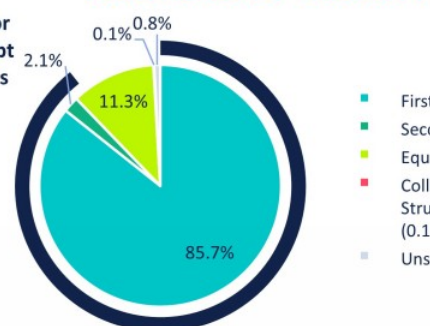
Industry Diversification⁽⁴⁾

Industry	% of Investment Portfolio
Services: Business	16.8%
Healthcare & Pharmaceuticals	13.5%
Media: Diversified & Production	7.2%
Media: Advertising, Printing & Publishing	6.6%
Construction & Building	6.3%
Other (≤ 5.9% each)	49.6%

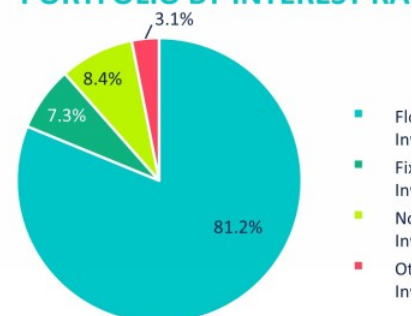
(1) See endnote 4 in our press release filed with the SEC on November 9, 2023. (2) See endnote 5 in our press release filed with the SEC on November 9, 2023. (3) See endnote 6 in our press release filed with the SEC on November 9, 2023. (4) The discussion of the investment portfolio excludes short term investments.

PORTFOLIO BY SECURITY

87.8% Senior Secured Debt Investments



PORTFOLIO BY INTEREST RATE



Quarterly Operating Results

All figures in thousands, except share and per share data	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Investment income				
Interest income ⁽¹⁾	\$ 63,913	\$ 56,813	\$ 53,781	\$ 53,238
Dividend income	95	52	8,131	1,288
Fee income	3,532	1,631	3,063	974
Total investment income	\$ 67,540	\$ 58,496	\$ 64,975	\$ 55,500
Expenses				
Management fees	\$ 6,741	\$ 6,546	\$ 6,676	\$ 6,925
Interest and other debt expenses	21,757	20,467	19,309	16,855
Incentive fees	6,362	4,965	6,335	5,065
Other operating expenses	2,927	2,984	2,792	2,431
Total expenses before taxes	\$ 37,787	\$ 34,962	\$ 35,112	\$ 31,276
Income tax (benefit) expense, including excise tax	(237)	118	5	347
Net investment income after taxes	\$ 29,990	\$ 23,416	\$ 29,858	\$ 23,877
Net realized and unrealized gains (losses)				
Net realized loss	\$ (8,123)	\$ (18,928)	\$ (4,525)	\$ (15,692)
Net change in unrealized appreciation (depreciation)	25,606	23,406	(56,378)	1,350
Net realized and unrealized gains (losses)	\$ 17,483	\$ 4,478	\$ (60,903)	\$ (14,342)
Net increase (decrease) in net assets resulting from operations	\$ 47,473	\$ 27,894	\$ (31,045)	\$ 9,535
Per share data				
Net investment income	\$ 0.55	\$ 0.43	\$ 0.54	\$ 0.43
Net realized gain (loss) and unrealized appreciation (depreciation) on investments	\$ 0.32	\$ 0.08	\$ (1.10)	\$ (0.26)
Earnings per share	\$ 0.87	\$ 0.51	\$ (0.56)	\$ 0.17
Distributions declared per share ⁽²⁾	\$ 0.39	\$ 0.34	\$ 0.34	\$ 0.58
Weighted average shares outstanding	54,561,367	54,788,740	55,109,482	55,505,248
Shares outstanding, end of period	54,464,804	54,632,827	54,961,455	55,299,484

CION INVESTMENTS (1) Includes certain prepayment fees, exit fees and paid-in-kind interest income.

(2) Includes a supplemental distribution of \$0.05 per share during the quarter ended September 30, 2023 and a special distribution of \$0.27 per share during the quarter end

Quarterly Balance Sheet

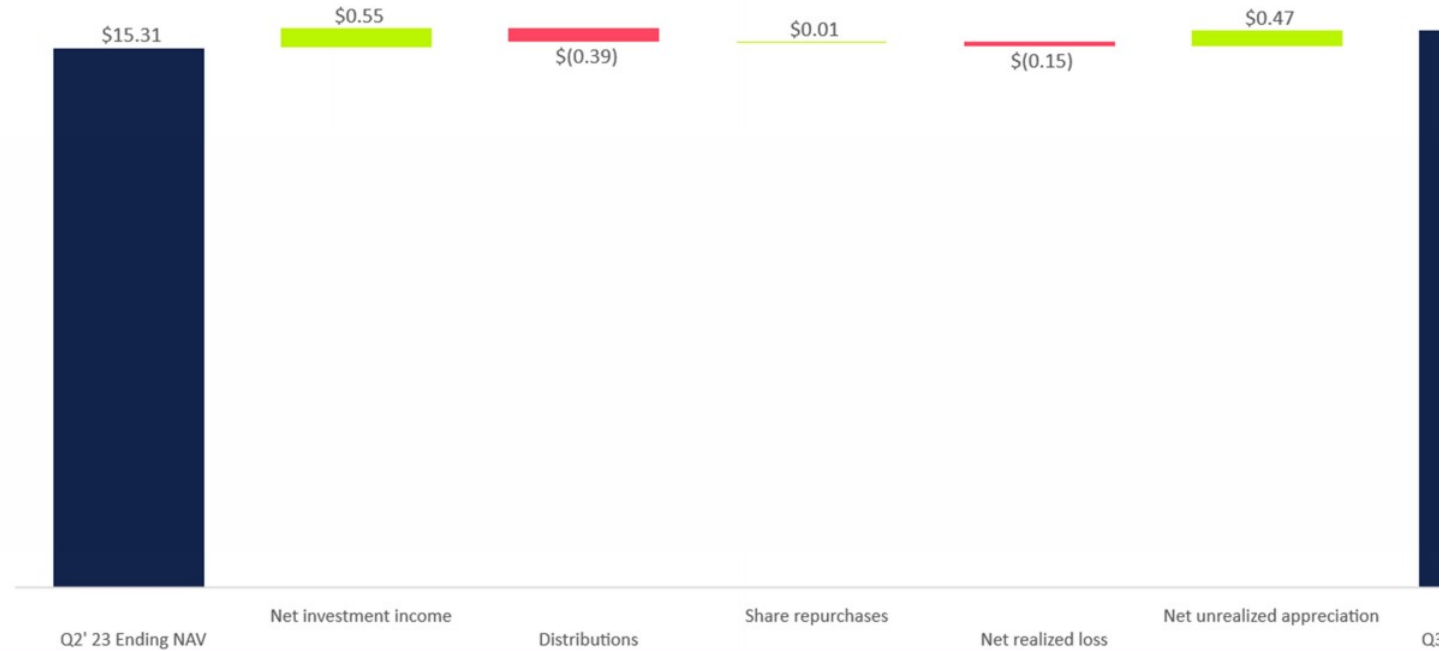
All figures in thousands, except per share data and asset coverage ratio	Q3 2023	Q2 2023	Q1 2023	Q4 2022
Assets				
Investments, at fair value	\$1,844,877	\$1,788,462	\$1,723,352	\$1,760,030
Cash	6,805	11,515	96,016	82,739
Interest receivable on investments	40,378	33,200	27,333	26,526
Receivable due on investments sold	2,646	997	3,239	1,016
Dividend receivable on investments	82	-	-	1,275
Prepaid expenses and other assets	1,552	608	4,552	825
Total Assets	\$1,896,340	\$1,834,782	\$1,854,492	\$1,872,411
Liabilities & Net Assets				
Financing arrangements (net of debt issuance costs) ⁽¹⁾	\$1,000,211	\$976,737	\$1,002,396	\$951,321
Payable for investments purchased	9,663	-	-	-
Accounts payable and accrued expenses	1,510	1,344	1,075	1,011
Interest payable	7,238	8,183	7,007	7,820
Accrued management fees	6,741	6,546	6,676	6,924
Accrued subordinated incentive fee on income	6,362	4,967	6,334	5,065
Accrued administrative services expense	1,064	574	694	1,703
Share repurchase payable	67	67	-	-
Shareholder distribution payable	2,724	-	-	14,931
Total Liabilities	\$1,035,580	\$998,418	\$1,024,182	\$988,777
Total Net Assets	\$860,760	\$836,364	\$830,310	\$883,634
Total Liabilities and Net Assets	\$1,896,340	\$1,834,782	\$1,854,492	\$1,872,411
Net Asset Value per share	\$15.80	\$15.31	\$15.11	\$15.98
Asset coverage ratio⁽²⁾	1.85	1.85	1.82	1.92

(1) The Company had debt issuance costs of \$8,001 as of September 30, 2023, \$8,976 as of June 30, 2023, \$8,316 as of March 31, 2023, \$6,178 as of December 31, 2022 and \$7,014 as of September 30, 2021.

(2) 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 committed senior securities outstanding at the end of the period).

Q3 2023 Net Asset Value Bridge

Per Share Data



Debt Summary

\$103 million in available capacity within existing senior secured facilities

DEBT SCHEDULE (*\$ in millions*)

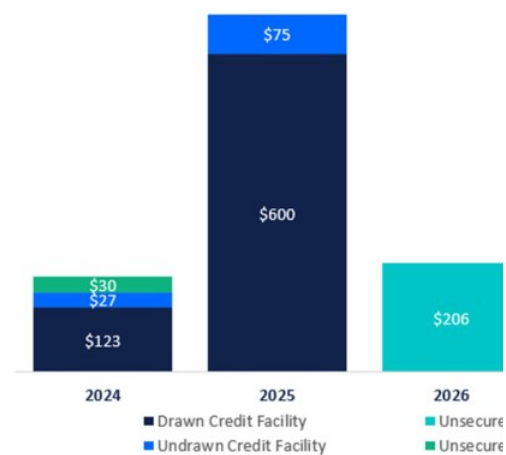
	Total Commitment Amount	Principal Amount Outstanding	Interest Rate	Maturity Date
JPM Credit Facility	\$675	\$600	S + 3.20% ⁽²⁾	5/15/2025
UBS Facility	150	122	S + 3.53% ⁽³⁾	11/19/2024
Unsecured Notes, 2026 ⁽¹⁾	125	125	4.50%	2/11/2026
Series A Unsecured Notes, 2026 ⁽¹⁾	81	81	S + 3.82%	8/31/2026
2022 Unsecured Term Loan ⁽¹⁾	50	50	S + 3.50%	4/27/2027
2021 Unsecured Term Loan ⁽¹⁾	30	30	5.20%	9/30/2024
Total Debt	\$1,111	\$1,008	8.3%	

(1) Investment grade credit rating.

(2) Bears interest at a rate of SOFR + 3.05% and a LIBOR to SOFR credit spread adjustment of 0.15%.

(3) Will bear interest at a rate of SOFR + 3.20% commencing November 19, 2023.

DEBT MATURITIES (*\$ in millions*)



Distribution Per Share and Distribution Coverage

	Q4 2021	Q1 2022	Q2 2022	Q3 2022	Q4 2022	Q1 2023	Q2 2023	Q3 2023
Net Investment Income (per share)	\$0.32	\$0.34	\$0.34	\$0.45	\$0.43	\$0.54	\$0.43	\$0.55
Distribution (per share)	\$0.46(1)	\$0.28	\$0.28	\$0.31	\$0.58(1)	\$0.34	\$0.34	\$0.39(1)
Distribution coverage	0.70x	1.21x	1.21x	1.45x	0.74x	1.59x	1.26x	1.41x



(1) Includes special/supplemental distributions of \$0.20, \$0.27 and \$0.05 per share during Q4 2021, Q4 2022 and Q3 2023, respectively.

