Fourth Quarter 2023 Financial Results

March 1, 2024

Disclaimer and Forward-Looking Statement

This presentation (the "Presentation") has been prepared by Morgan Stanley Direct Lending Fund (together with its consolidated subsidiaries, "we," "us," "our," "MSDL" or the "Company").

This Presentation is not intended to be taken by, and should not be taken by, any individual recipient as investment advice, a recommendation to buy, hold or sell, or an offer to sell or a solicitation of offers to purchase, our common stock or any other 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. For the avoidance of doubt, we are not a subsidiary of, or consolidated with, Morgan Stanley. Furthermore, Morgan Stanley has no obligation, contractual or otherwise, to financially support us and has no history of financially supporting any business development company ("BDC") on the MS Private Credit platform, even during periods of financial distress.

This Presentation contains forward-looking statements that involve substantial risks and uncertainties. Such statements involve known and unknown risks, uncertainties and other factors and you should not place undue reliance on such statements. These forward-looking statements are not historical facts, but rather are based on current expectations. estimates and projections about us, our current and prospective portfolio investments, our industry, our beliefs and opinions and our assumptions. Words such as "anticipates," "expects," "intends," "plans," "will," "may," "continue," "believes," "seeks," "estimates," "would," "could," "should," "targets," "projects," "potential," "predicts," and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control and difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forwardlooking statements, including; our future operating results; our business prospects and the prospects of our portfolio companies; risk associated with possible disruptions in our operations or the economy generally, including disruptions from the impact of global health events; uncertainty and changes in the general interest rate environment; general economic, political and industry trends and other external factors, including uncertainty surrounding the financial and political stability of the United States and other countries; the effect of an inflationary economic environment on our portfolio companies, our financial condition and our results of operations; the impact of interruptions in the supply chain on our portfolio companies; our contractual arrangements and relationships with third parties; actual and potential conflicts of interest with MS Capital Partners Adviser Inc., our investment adviser (the "Adviser" or the "Investment Adviser"), and its affiliates; the dependence of our future success on the general economy and its effect on the industries in which we invest; the ability of our portfolio companies to achieve their objectives; the timing and amount of cash flows, distributions and dividends, if any, from the operations of our portfolio companies; the use of borrowed money to finance a portion of our investments; the adequacy of our financing sources and working capital; the ability of our Adviser to locate suitable investments for us and to monitor and administer our investments; the ability of our Adviser and its affiliates to attract and retain highly talented professionals; our ability to maintain our qualification as a BDC, and as a regulated investment company, under the Internal Revenue Code of 1986, as amended; the impact on our business of U.S. and international financial reform legislation, rules and regulations; currency fluctuations, particularly to the extent that we receive payments denominated in foreign currency rather than U.S. dollars. could adversely affect the results of our investments in foreign companies; the effect of changes in tax laws and regulations and interpretations thereof; and the risks, uncertainties and other factors we identify under "Item 1A. Risk Factors" in our most recent Annual Report on Form 10-K and in our Quarterly Reports on Form 10-Q.

Although we believe that the assumptions on which these forward-looking statements are based are reasonable, any of the assumptions could prove to be inaccurate, and as a result, the forward-looking statements based on those assumptions also could be inaccurate. In light of these and other uncertainties, the inclusion of a projection or forward-looking statements in this Presentation should not be regarded as a representation by us that our plans and objectives will be achieved. You should not place undue reliance on these forward-looking statements, which apply only as of the date of this Presentation. Moreover, we assume no duty and do not undertake to update the forward-looking statements. You are advised to consult any additional disclosures that we make directly to you or through reports that we have filed or in the future file with the Securities and Exchange Commission (the "SEC"), including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K.

Disclaimer and Forward-Looking Statement (Cont'd)

Information throughout the Presentation provided by sources other than the Company (including information relating to portfolio companies) has not been independently verified and, accordingly, the Company makes no representation or warranty in respect of this information.

All information given as of December 31, 2023 unless otherwise indicated.

The following slides contain summaries of certain financial and statistical information about the Company and certain guarterly information about the Company's portfolio. The information contained in this Presentation is summary information that may be derived from information included in SEC filings and is intended to be considered in the context of our SEC filings and other public announcements that we may make, by press release or otherwise, from time to time. We undertake no duty or obligation to publicly update or revise the information contained in this Presentation.

The Company is managed by the Adviser, an SEC-registered investment adviser and an indirect wholly owned subsidiary of Morgan Stanley (together with its affiliates, "Morgan Stanley").

This Presentation contains information about the Company and certain of its affiliates and the Company's historical performance. You should not view information related to the past performance of the Company as indicative of the Company's future results, the achievement of which is dependent on many factors, many of which are beyond the control of the Company and the Investment Adviser and cannot be assured. There can be no assurances that future dividends will match or exceed historical rates or will be made at all. Further, an investment in the Company is discrete from, and does not represent an interest in, any other Morgan Stanley entity. Nothing contained herein shall be relied upon as a promise or representation whether as to the past or future performance of the Company or any other Morgan Stanley entity.

The information in this Presentation should be reviewed in combination with the Company's Annual Report on Form 10-K for the period ended December 31, 2023. The Company's SEC fillings are available at www.sec.gov. You are advised to consult any additional disclosures that we may make directly to you or through filings we have made or in the future may make with the SFC

Compelling Investment Proposition

Differentiated Origination and Investing Model, Complemented by Morgan Stanley (1)

Defensive Portfolio With Focus on Senior Secured, First Lien & Floating Rate Loans

Rigorous Investment Process & Oversight

Strong Financial Performance & Conservative Financing Strategy

Focus on Stockholder Alignment

Well Positioned in Attractive, Direct Lending Asset Class

Note: For illustrative purposes only. The Company is not a subsidiary of or consolidated with Morgan Stanley.

Access to certain parts of Morgan Stanley may be limited in certain instances by a number of factors, including third party confidentiality obligations and information barriers established by Morgan Stanley in order to manage potential conflicts of interest and regulatory restrictions, including without limitation joint transaction restrictions pursuant to the Investment Company Act of 1940, as amended and internal policies and procedures.

Morgan Stanley Direct Lending Overview

MSDL Key Stats (1) 9.7%/11.7% 94% 0.75%/15% 94% 100% Annualized Dividend Non-Cyclical Fee Structure / Floating Rate Loans (4)(5) First Lien Investments (4) Yield Regular / Investments (6) Net of Waiver (7) Incl. Special (2)(3) \$4.8B **\$200M** 43% \$1.8B **Cumulative Gross Investment** Morgan Stanley Equity Weighted Average **Cumulative Realized Losses** Market Cap (9) Since Inception (12) Commitments (8) Investment (10) Loan-to-Value (11)

Tenets of MSDL's Investment Approach

Capital Preservation Risk Mitigation Long-term Credit Performance

- 1. As of December 31, 2023, unless otherwise noted.
- 2. Dividend yield (annualized) is calculated by dividing the declared dividend by the weighted average during the quarter and annualizing over four quarterly periods.
- 3. 11.7% dividend yield (annualized) inclusive of 4Q'23 special dividend of \$0.10 per share.
- Calculated as a percentage of fair market value.
- 5. Fixed rate investments represent less than 0.1% of total fair value of debt investments.
- 6. Businesses that the Adviser believes may be subject to business cycle volatility, including 12. Inception defined as the date of the Company's initial closing of capital commitments to purchase restaurants, retail and energy. Based on gross commitments (funded and unfunded).
- 7. 1.0% management fee on gross assets excluding cash and cash equivalents (with 0.25% management fee waiver through January 24, 2025), 17.5% incentive fee (2.5% incentive fee waiver through January 24, 2025), 12-quarter lookback that takes into account net realized losses; effective the calendar quarter ending June 30, 2024 (no realized losses prior to January 24, 2024).
- 8. Funded and unfunded investment commitments.
- 9. As of January 31, 2024.
- 10. Morgan Stanley has no obligation, contractual or otherwise, to financially support us and has no

- history of financially supporting any BDCs on the MS Private Credit platform, even during periods of financial distress. Morgan Stanley's equity investment is subject to a one-year lock-up.
- of the net asset value at the beginning of the quarter, the capital called, and dividend reinvested 11.Loan-to-value as of the closing of the financing of the transaction; calculated using total outstanding debt through the tranche in which the Company is a lender divided by enterprise value from the private equity sponsor or market comparables. Excludes companies which the Company lends based on a multiple of recurring revenue generated by the portfolio company and not based on a multiple of earning before interest, taxes, depreciation and amortization, or EBITDA.
 - common stock in the Company's private placement in December 2019.

Investment Strategy Built to Deliver Strong Risk-Adjusted Returns

Experienced mgmt. team with successful track records **Market Segment** U.S. Middle Market (1) Defensible, leading market positions Low technology or market risks **Asset Focus** First Lien, Floating Rate Diversified product offering, customer, supplier base Stable cash flows **Industry** Limited Exposure to Cyclical Industry Sectors (2) Low capital expenditure requirements

INVESTMENT CRITERIA

Scaled Portfolio Is Well Positioned to Navigate the Current Market Environment

Notes: Presented for illustrative purposes only. There can be no assurance that the Adviser will achieve its investment or portfolio construction objectives or that the portfolio will perform as expected.

For this purpose, "U.S. Middle Market" refers to U.S. companies that, in general, generate annual EBITDA, in the range of approximately \$15 million to \$200 million, although not all of the Company's portfolio companies will meet this criteria.

Businesses that the Adviser believes may be subject to business cycle volatility, including restaurants, retail and energy.

Quarterly Highlights

Financial Results

- Net investment income per share of \$0.67 in Q4'23, a decrease from \$0.70 in Q3'23
- Earnings per share was \$0.70 in Q4'23, a decrease from \$1.02 in Q3'23
- Net asset value per share was \$20.67 as of Q4'23, an increase from \$20.57 as of Q3'23
- Declared a regular dividend of \$0.50 per share and a special dividend of \$0.10 per share, representing an 11.7% annualized total dividend yield(1)(2)

Portfolio Activity

- Total fair value was approximately \$3.2 billion, invested in 172 portfolio companies in 30 industries
- Weighted average yield at amortized cost of debt investments was 12.0%⁽³⁾
- The Company committed \$242.9 million⁽⁴⁾ to new investments during Q4'23
- 100.0% of new investment commitments were in floating rate first lien senior secured loans
- Invested across 12 new and 14 existing portfolio companies
- Received five full repayments during Q4'23
- One investment added to non-accrual status during Q4'23; 0.6% of the portfolio was on non-accrual as of December 31, 2023

Debt & Liquidity

- Outstanding debt balance was \$1,502.3 million, consisting of 47% unsecured debt; quarter-end debt-to-equity ratio was 0.87x
- The Company had total liquidity of \$987.2 million, including cash of \$69.7 million and undrawn committed debt capacity of \$917.5⁽⁵⁾ million

Recent **Events**

- On January 23, 2024, the Company priced its initial public offering, raising net proceeds of approximately \$97 million
- The Company's Board of Directors (the "Board") approved share repurchase program under which the Company may repurchase of up to \$100 million of the Company's common stock at prices below NAV, adjusted for dividends
- The Board declared a regular first guarter dividend of \$0.50 per share and two \$0.10 per share special dividends, timed to follow the two IPO lock-up release dates that occur in 2024
- · The Company entered into an amended and restated investment advisory agreement to reduce management and incentive fees through the first anniversary of the IPO as well as instituted an incentive fee lookback(6)
- 1. For the quarter ended December 31, 2023, the Company declared a regular dividend to stockholders in the amount of \$0.50 per share, representing an annualized dividend yield of approximately 9.7% and a special dividend to stockholders in the amount of \$0.10 per share, representing an annualized dividend yield of approximately 2.0%.
- Annualized dividend yield is calculated by dividing the declared dividend by the weighted average of the net asset value at the beginning of the quarter, the capital called and dividend reinvested during the quarter and annualizing over four quarterly periods. There can be no assurance that the Company will continue to pay dividends at this rate and the Company's dividends may decline and there can be no assurance that the same dividend yield will be achieved.
- Weighted average yield at amortized cost of debt investments include effect of accretion of original issue discount/market discount and amortization of premium and interest rates as of quarter end. Actual yields earned over the life of investments could be materially different from the yields presented in this Presentation.
- At par/principal and including unfunded commitments, net of syndication.
- 5. A \$0.3 million letter of credit was outstanding, which reduced the unused availability under the Truist Credit Facility by the same amount.
- 0.25% fee waiver on base management fees and 2.5% waiver on incentive fees through January 24, 2025; inventive fee lookback takes into account net realized losses and is effective the calendar quarter ending June 30, 2024 (no realized losses prior to January 24, 2024).

Selected Financial Highlights and Portfolio Information

(Dollars in thousands, except per share data)	Q4'22	Q1'23	Q2'23	Q3'23	Q4'23
Net investment income per share	\$0.57	\$0.62	\$0.67	\$0.70	\$0.67
Net realized and unrealized gain (loss) per share ⁽¹⁾	\$(0.26)	\$0.00	\$0.12	\$0.32	\$0.03
Earnings per share	\$0.31	\$0.62	\$0.79	\$1.02	\$0.70
Regular dividend per share	\$0.50	\$0.50	\$0.50	\$0.50	\$0.50
Special/Supplemental dividend per share	-	-	\$0.07	\$0.10	\$0.10
Net asset value per share	\$19.81	\$19.93	\$20.15	\$20.57	\$20.67
Total portfolio at fair value	\$2,873,588	\$2,926,097	\$2,983,727	\$3,123,450	\$3,193,561
Number of portfolio companies	150	156	159	165	172
Average investment size of portfolio companies	\$19,157	\$18,757	\$18,766	\$18,930	\$18,567
Weighted average yield at fair value ⁽²⁾	11.2%	11.7%	12.0%	12.1%	12.1%
Weighted average yield at cost ⁽²⁾	10.9%	11.5%	11.8%	12.0%	12.0%
% Floating rate of debt investments	99.9%	99.9%	99.9%	99.9%	99.9%
Net assets	\$1,397,305	\$1,414,596	\$1,440,001	\$1,481,472	\$1,721,151
Debt outstanding, at par	\$1,532,254	\$1,592,259	\$1,562,259	\$1,725,252	\$1,502,263
Debt to equity	1.10x	1.13x	1.08x	1.16x	0.87x
Net debt to equity	1.04x	1.06x	1.05x	1.11x	0.83x
Average debt to equity	1.15x	1.11x	1.09x	1.09x	0.91x

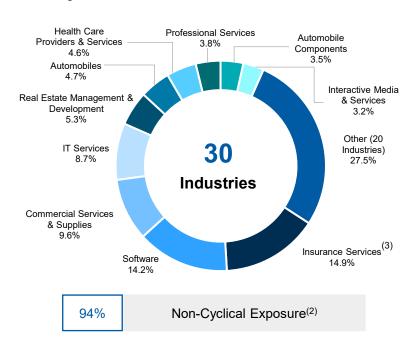
Notes: Dollar amounts in thousands, except per share data; per share data is based on weighted average shares outstanding during the period, except as otherwise noted. Please see the Company's filings with the SEC for further details. Net asset value subject to change over time. Net investment income per share and net realized gain/loss and change in unrealized gain/loss per share are calculated using weighted average shares outstanding during the period. Dividends declared per share is calculated using number of shares outstanding on record date.

^{1.} The amount shown includes the effect of the timing of capital transactions.

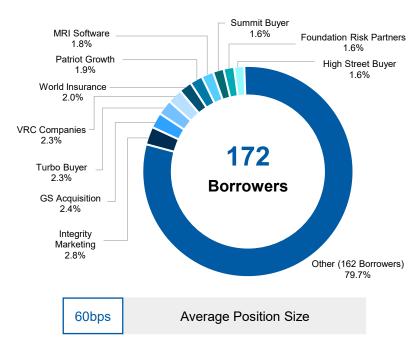
Weighted average yield of debt investments include effect of accretion of original issue discount/market discount and amortization of premium and interest rates as of quarter end. Actual yields earned over the life of investments could be materially different from the yields presented in this Presentation.

Portfolio Highlights – Diversification

Industry Concentration⁽¹⁾



Borrower Concentration(1)(4)



Notes: Please see the Company's filings with the SEC for more information about the Company's portfolio. The information herein is qualified in its entirety by the information set forth therein. Origination and investing activity is subject to change. There can be no assurance that such origination and investing activities will continue in future or that the same industry and/or portfolio company diversification will be maintained.

- 1. Calculated as a percentage of total investments at fair value.
- 2. Cyclical businesses consist of businesses that the Adviser believes may be subject to business cycle volatility, including but not limited to restaurants, retail and energy.
- 3. Primarily insurance brokerage; also includes agency, marketing, insurtech and other insurance related services.
- 4. In certain instances, we have disclosed the borrower's DBA name.

Portfolio Highlights – Asset Mix

- The Company committed \$242.9 million⁽¹⁾ to new investments during the guarter ended December 31, 2023:
 - Approximately 100.0% of new investment commitments were in floating rate first lien senior secured loans
 - Invested across 12 new and 14 existing portfolio companies
 - Received full paydowns of five portfolio company investments

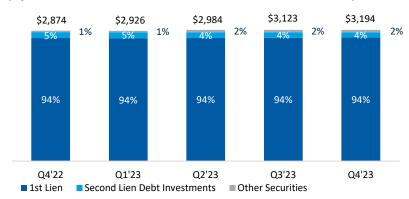
Asset Mix by Capital Deployment

(by Gross Commitments, Dollar Amounts in Millions)



Asset Mix at Period End

(by Fair Market Value, Dollar Amounts in Millions)



(Dollar amounts in thousands)	Q4'22	Q1'23	Q2'23	Q3'23	Q4'23
New Investment Commitments ⁽¹⁾	\$181,863	\$126,539	\$62,263	\$195,426	\$242,891
Investment Fundings	\$194,598	\$139,566	\$83,600	\$155,072	\$253,867
Investments Repaid or Sold	(53,665)	(90,150)	(38,290)	(41,791)	(192,245)
Net Investment Activity	\$140,933	\$49,416	\$45,310	\$113,281	\$61,622

Notes: Please see the Company's filings with the SEC for more information about the Company's portfolio. The information herein is qualified in its entirety by the information set forth therein 1. At par/principal and including unfunded commitments, net of syndications.

Credit Quality of Investments

Non-Accrual Investments

• As of December 31, 2023, three investments were on non-accrual status, representing \$19.3 million, or approximately 0.6% of the portfolio at cost.

	Q2'23		Q3'23		Q4'23	
Internal Risk Rating	Fair Value	% of Total	Fair Value	% of Total	Fair Value	% of Total
1	-	-	-	-	5,950	0.2%
2	2,939,345	98.5%	3,074,554	98.4%	3,126,464	97.9%
3	44,382	1.5%	48,896	1.6%	49,257	1.5%
4	-	-	-	-	11,890	0.4%
Total	\$ 2,983,727	100.0%	\$ 3,123,450	100.0%	\$ 3,193,561	100.0%

Internal Risk Rating System (1)

Risk Rating 1	In the opinion of our Investment Adviser, investments in Category 1 involve the least amount of risk relative to our initial cost basis at the time of origination or acquisition. Category 1 investments performance is above our initial underwriting expectations and the business trends and risk factors are generally favorable, which may include the performance of the portfolio company, or the likelihood of a potential exit.
Risk Rating 2	In the opinion of our Investment Adviser, investments in Category 2 involve a level of risk relative to our initial cost basis at the time of origination or acquisition. Category 2 investments are generally performing in line with our initial underwriting expectations and risk factors to ultimately recoup the cost of our principal investment are neutral to favorable. All new originated or acquired investments are initially included in Category 2.
Risk Rating 3	In the opinion of our Investment Adviser, investments in Category 3 indicate that the risk to our ability to recoup the initial cost basis at the time of origination or acquisition has increased materially since the origination or acquisition of the investment, such as declining financial performance and non-compliance with debt covenants; however, principal and interest payments are not more than 120 days past due.
Risk Rating 4	In the opinion of our Investment Adviser, investments in Category 4 involve a borrower performing substantially below expectations and indicate that the loan's risk has increased substantially since origination or acquisition. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. For Category 4 investments, it is anticipated that we will not recoup our initial cost basis and may realize a substantial loss of our initial cost basis at the time of origination or acquisition upon exit.

Notes: Dollar amounts shown in thousands, except as otherwise noted.

^{1.} The Adviser's ratings will not constitute any rating of investments by a nationally recognized statistical rating organization or represent or reflect any third-party assessment of any of the Company's investments.

Quarterly Statements of Assets and Liabilities

(B) (1) (1)	0.1100	0.000	00100	00100	0.4100
(Dollar in thousands, except per share data)	Q4'22	Q1'23	Q2'23	Q3'23	Q4'23
Assets					
Investments at fair value	\$2,873,588	\$2,926,097	\$2,983,727	\$3,123,450	\$3,193,561
Cash	81,215	99,606	52,850	88,085	69,705
Interest receivable	20,911	22,524	23,522	26,178	28,884
Receivable for investments sold	188	91	621	22	173
Deferred financing costs	7,624	10,864	10,110	15,253	14,317
Prepaid expenses and other assets (1)	2,596	488	385	23,887	94
Total Assets	\$2,986,122	\$3,059,670	\$3,071,215	\$3,276,875	\$3,306,734
Liabilities					
Debt (2)	\$1.523.475	\$1,584,108	\$1.554.744	\$1,718,379	\$1,496,032
Dividend payable	33,058	35,682	41,037	43,211	49,968
Management fee payable	1,783	1,826	1,862	1,938	2,012
Incentive fees payable	8,118	9,381	10,138	10,727	11,766
Payable to affiliates	2,086	1,392	992	702	2,870
Accrued expenses and other liabilities (3)	20,297	12,685	22,441	20,446	22,935
Total Liabilities	\$1,588,817	\$1,645,074	\$1,631,214	\$1,795,403	\$1,585,583
Total Net Assets	\$1,397,305	\$1,414,596	\$1,440,001	\$1,481,472	\$1,721,151
Total Liabilities And Net Assets	\$2,986,122	\$3,059,670	\$3,071,215	\$3,276,875	\$3,306,734
Net asset value per share	\$19.81	\$19.93	\$20.15	\$20.57	\$20.67
Debt to equity at quarter end	1.10x	1.13x	1.08x	1.16x	0.87x
Average debt to equity	1.15x	1.11x	1.09x	1.09x	0.91x

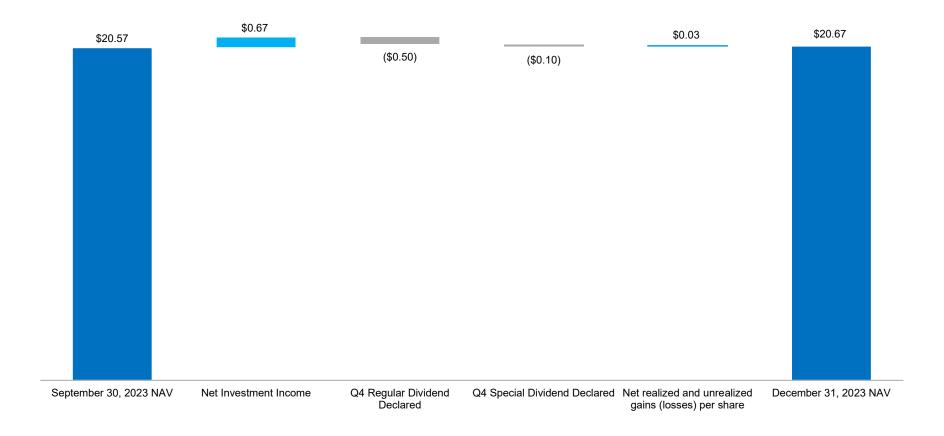
Notes: Dollar amounts in thousands, except per share data; per share data is based on shares outstanding as of each period end, except as otherwise noted. Please see the Company's filings with the SEC for further details.

^{1.} Includes subscription receivable and receivable for investments sold / repaid.

Net of unamortized debt issuance costs of \$5,564 as of December 31, 2023, \$6,152 as of September 30, 2023, \$6,741 as of June 30, 2023, \$7,324 as of March 2023, and \$7,899 as of December 31, 2023, \$6,752 as of December 31,

Includes payable to affiliates, payable for investments purchased, financing costs payable and interest payable.

NAV per Share Bridge For the Quarter Ended December 31, 2023



Notes: September 30, 2023 NAV is based on ending shares outstanding as of such date. December 31, 2023 NAV is based on ending shares outstanding as of such date. December 31, 2023 per share data is based on weighted average shares outstanding for the quarter then ended.

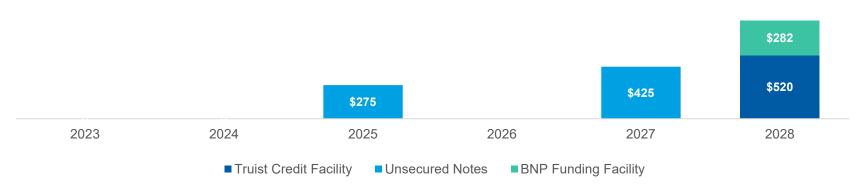
Financing Profile

 As of December 31, 2023, the Company had total liquidity of \$987 million, including cash of \$70 million and undrawn committed debt capacity of \$917(1)(2) million

	Debt Commitment	Principal Outstanding	Available Amount	Interest Rate	Maturity Date
BNP Funding Facility	\$600,000	\$282,000	\$318,000	S + 2.85	September 22, 2028
Truist Credit Facility ⁽²⁾	\$1,120,000	\$520,263	\$599,484	S + 1.875	January 31, 2028
2027 Notes	\$425,000	\$425,000	\$0	4.50%	February 11, 2027
2025 Notes	\$275,000	\$275,000	\$0	7.55%	September 13, 2025
Total Debt	\$2,420,000	\$1,502,263 ⁽³⁾	\$917,484		

Debt Maturities

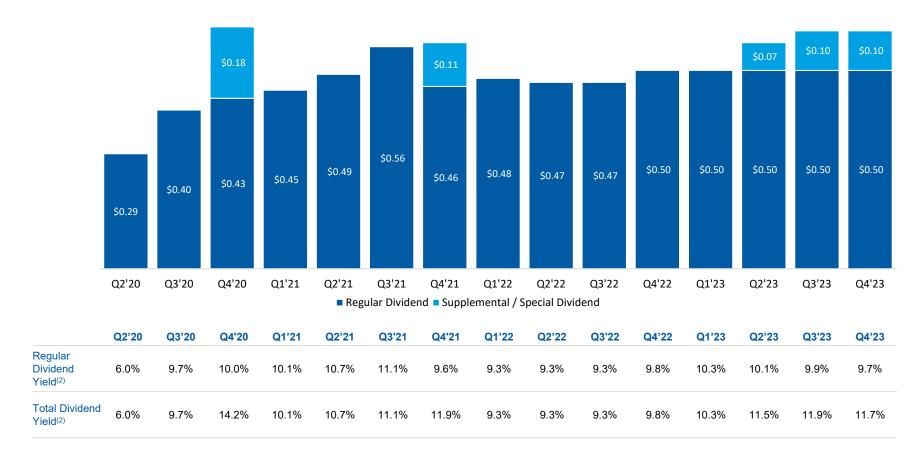
(Dollar amounts in millions)



Notes: Dollar amounts in thousands, except as otherwise noted.

- 1. Undrawn committed debt capacity is subject to borrowing base availability. Please refer to the Company's Form 10-K for the year ended December 31, 2023 for further details.
- A \$0.3 million letter of credit was outstanding, which reduced the unused availability under the Truist Credit Facility by the same amount.
- The carrying value of total outstanding debt presented on the Consolidated Statements of Assets and Liabilities of the Company's Annual Report on Form 10-K is the principal amount outstanding net of total unamortized debt issuance costs of \$5,564 and unamortized original issuance discount of \$667 of the Unsecured Notes.

Dividend History⁽¹⁾



Notes: Past performance is not indicative of future results.

Regular dividend and supplemental / special dividends are shown on a per share basis.

Dividend yield (annualized) is calculated by dividing the declared dividend by the weighted average of the net asset value at the beginning of the quarter, the capital called and dividend reinvested during the quarter and annualizing over four quarterly periods.



Investor Relations

msdl@morganstanley.com