



XFLT

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XAI Octagon Floating Rate & Alternative
Income Term Trust (the “Trust” or “XFLT”)

Quarterly Webinar

March 2, 2023 at 11:00am Eastern

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Consider the investment objective, risks, charges and expenses of the Trust carefully before investing. An investment in the Trust involves risks and is not appropriate for all investors and is not intended to be a complete investment program. For a summary of the risks associated with an investment in the Trust please see the “XFLT Risk Considerations” beginning on page 37 of this presentation. The Trust is a diversified, closed-end management investment company with limited history of operation. The Trust began operation on September 27, 2017. Shares of closed-end investment companies frequently trade at a discount from their net asset value. **Investors should read XFLT’s prospectus and SEC filings (which are publicly available on the EDGAR Database on the SEC website at <http://www.sec.gov>) carefully before investing in XFLT.**

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This presentation is intended to be educational in nature and is not for the purpose of recommending a particular investment. The investments discussed may or may not be suitable for the audience of this presentation. Neither XAI nor Octagon is acting as an adviser to the audience members, and audience members should consult their own investment adviser prior to making investment decisions.

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Octagon and/or its affiliated companies may make a market or deal as principal in the financial instruments mentioned in this document or in related securities, options or other derivative instruments based on them. In addition, the Investment Managers, their affiliated companies, shareholders, directors, officers and/or employees, may from time to time have long or short positions in the financial instruments, including loans, securities or in options, futures or other derivative instruments based on them. Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era. **Performance data quoted represents past performance. Past performance does not guarantee future results. Current performance may be lower or higher than the performance data quoted.** Similar investments likely would produce different results under different economic and market conditions.

These materials contain forward-looking statements. Investors should not place undue reliance on forward-looking statements. Actual results could differ materially from those referenced in forward-looking statements for many reasons. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Without limiting the generality of the foregoing, the inclusion of forward-looking statements herein should not be regarded as a representation by the Investment Managers or any of their respective affiliates or any other person of the results that will actually be achieved by the Trust. None of the foregoing persons has any obligation to update or otherwise revise any forward-looking statements, including any revision to reflect changes in any circumstances arising after the date hereof relating to any assumptions or otherwise.

Before We Begin

- Registrants will receive a link to the replay following the webinar. Feel free to share with colleagues.
- For additional information on CEFs, please see our website at xainvestments.com under the Knowledge Bank tab.
- Submit questions at any time during the presentation using the Q&A box.

The screenshot displays a Zoom Webinar window. The main content is a presentation slide for XAI Octagon Floating Rate & Alternative Income Term Trust (the "Trust" or "XFLT"). The slide features the XAI Investments logo on the left and the Octagon Credit Investors logo at the top right. The text on the slide reads: "XFLT LISTED NYSE", "XAI Octagon Floating Rate & Alternative Income Term Trust (the 'Trust' or 'XFLT')", "Quarterly Webinar", and "March 2, 2023 at 11:00am Eastern". Below this, there is a disclaimer: "This presentation has been prepared by XAI Investments LLC ('XAI' or the 'Adviser') in conjunction with Octagon Credit Investors, LLC ('Octagon' or the 'Sub-adviser') solely for information purposes and is not an offer to sell or the solicitation of an offer to buy an interest in any security. XAI serves as the investment adviser to the Trust and is responsible for overseeing the Trust's overall investment strategy and its implementation. Octagon serves as the investment sub-adviser of the Trust and is responsible for investing the Trust's assets. XAI is affiliated with XMS Capital Partners, LLC, a FINRA member and SIPC member. Consider the investment objective, risks, charges and expenses of the Trust carefully before investing. An investment in the Trust involves risks and is not appropriate for all investors and is not intended to be a complete investment program. For a summary of the risks associated with an investment in the Trust please see the 'XFLT Risk Considerations' beginning on page 36 of this presentation. The Trust is a diversified, closed-end management investment company with limited history of operation. The Trust began operation on September 27, 2011. Shares of closed-end investment companies frequently trade at a discount from their net asset value. Investors should read XFLT's prospectus and SEC filings (which are publicly available on the EDGAR Database on the SEC website at <http://www.sec.gov>) carefully before investing in XFLT." At the bottom of the slide, it says "Financial Planning Services, LLC - Distributor".

Overlaid on the right side of the Zoom window is a "Question and Answer" box. It contains the text: "Welcome to Q&A", "Questions you ask will show up here. Only host and panelists will be able to see all questions.", and a text input field with the placeholder "type your question here...". Below the input field is a dropdown menu labeled "Who can see your questions?".

Red arrows point from the text "Click Q&A" to the "Question and Answer" box, and from "Enter questions in this box" to the text input field.

Today's Speakers



Gretchen Lam
Senior Portfolio Manager
Octagon Credit Investors, LLC

Ms. Lam is a member of Octagon's Investment Committee and serves as a Portfolio Manager across CLOs, Separately Managed Accounts and Commingled Funds. Ms. Lam oversees the Firm's Structured Credit (CLO debt & equity) investment strategies. Ms. Lam is also the Co-Chair of Octagon & Conning's Global DEI (diversity, equity, and inclusion) Council and a member of the Firm's ESG (environmental, social, and corporate governance) Committee.

Prior to becoming a Portfolio Manager, Ms. Lam oversaw Octagon's investments in the software, business services, finance & insurance, paper & packaging, gaming & lodging, homebuilding and real estate industries. She was also responsible for the structured credit exposure held in Octagon's CLO vehicles.

Prior to joining Octagon in 1999, Ms. Lam attended Babson College where she graduated Summa Cum Laude with a B.S. in Investments. She received her CFA Charter in 2006.



Kimberly Flynn
Managing Director
XA Investments LLC

Kimberly Flynn serves as Managing Director at XA Investments. She is a partner in the firm and responsible for all product and business development activities. Kim is responsible for the firm's proprietary fund platform and consulting practice.

Previously, Kim was Senior Vice President and Head of Product Development for Nuveen Investments' Global Structured Products Group. In her leadership role at Nuveen, Kim was responsible for asset raising activities through the development of new traditional and alternative investment funds including CEFs, ETFs, UITs and commodity pools.

Kim received her MBA degree from Harvard University and her BBA in Finance and Business Economics, Summa Cum Laude, from the University of Notre Dame in 1999. She received her CFA charter in 2005.

Questions & Topics for the Speakers

1. Can you give us a review of the XFLT financial highlights for the quarter?
2. How have loans and CLOs performed in this rising rate and inflationary environment versus more traditional fixed income investments? How does the floating rate structure affect performance?
3. The markets have been dealing with slowing economic growth, rising rates, and recession concerns, can you give us some insight into how the loan market performed amid these conditions in 2022? What about CLOs, can you give us an update on their performance in Q4 and where CLOs are trading now?
4. XFLT can invest across multiple asset classes. How do you think of the relative value in CLO debt, CLO equity, loans, and high yield bonds?
5. Two questions, how has XFLT performed relative to its fund peer group? XFLT has traded at an average of approximately 3.50% premium since inception although recently traded at a discount in Q4, what do you attribute XFLT's superior trading performance to?
6. How has the financial performance of loan borrowers trended in the 4Q22?
7. What have good loan managers done well in 2022?
8. We understand that mark to market volatility is one of the key risks to investing in CLOs. Can you explain this and describe the impact to XFLT's NAV return?
9. The most recently calculated twelve-month loan default rate is 0.72% and expected to rise. Are we headed back to the long-term historical average of ~2.6%?
10. As loan defaults are likely to increase in 2023, how can CLO managers offset the impact of loan defaults in the current environment?
11. What is your outlook for the loan and CLO markets going forward?

Octagon Credit Overview



CREDIT EXPERTS

- Exclusive focus is below investment grade credit since 1994. \$33.8bn in AUM as of 1/31/23.

DISCIPLINED PROCESS

- Seasoned investment process rooted in fundamental credit and relative value analysis

PEOPLE

- Cohesive, experienced, cycle-tested investment team

EXPERIENCE

- More than 25+ year track record managing and investing in CLO securities

INSTITUTIONAL FOCUSED

- XFLT, launched in Sept. 2017, was Octagon's first strategy to be publicly available in a registered fund

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XFLT Financial Highlights

- XFLT has a fiscal year end of September 30th. Please see XFLT's Annual Report and quarterly financials at www.XAInvestments.com for more details.
- For the fourth quarter, XFLT issued 144,194 shares of common stock pursuant to the Company's "at-the-market" offering program for total net proceeds of approximately \$961,048.
- Monthly distributions paid to common shareholders of \$0.073 per share on October 1, 2022, November 1, 2022, and December 1, 2022.
- For the quarter ended December 31, 2022, net investment income ("NII") was \$0.26 and net realized/unrealized loss on investments was (\$0.16) per weighted average common share. The total gain from investment operations was \$0.10.
- For the quarter ended December 31, 2022, the ratio of NII to average net assets was 16.16%.
- Weighted Average Current Yields (market price) as of 12/31/2022¹:
 - **CLO Equity: 30.58%** **CLO Debt: 12.19%** **Opportunistic Loans: 11.31%** **Loans: 9.34%**
Bonds: 7.70%

Notes:

1. Based on prices sourced by Markit, a third-party pricing service, and are subject to change. Octagon makes no assurances that the prices reflected herein represent the prices at which the Trust's investments will be liquidated. Any fluctuations in market prices may impact Trust returns. Past performance is not necessarily indicative of future results. Current Yield for CLO equity positions is calculated by Octagon as the sum of all cash distributions paid by the CLO within the past 12 months as of the respective date shown (i.e. LTM), divided by the total purchase price or mark price value of the Trust's CLO equity positions as of the respective date. Based on this calculation methodology, the Current Yield of these positions, as included in the calculation of Total Portfolio Current Yield, is zero. Total LTM quarterly cash distributions received by the Fund excludes: i) any CLO Equity positions that have been called; and, ii) any CLO Equity position(s) that did not receive a cash distribution at the CLO's most recent quarterly payment date, however, the purchase cost amount and market value of any such CLO Equity position(s) is reflected in the total purchase cost amount and market value of the Fund's CLO Equity positions used to calculate the Current Yield. As of December 31, 2022, no Fund holdings qualify for this treatment. Total LTM quarterly cash distributions also excludes outsized par flush distributions executed upon a deal's reset or refinancing. These distributions and the Current Yield are subject to change on a prospective basis. Yield is not a projection or guarantee of future returns, due to expected changes in asset prices and changing market factors.

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XFLT Overview and Top 10 Holdings

As of 12/31/22

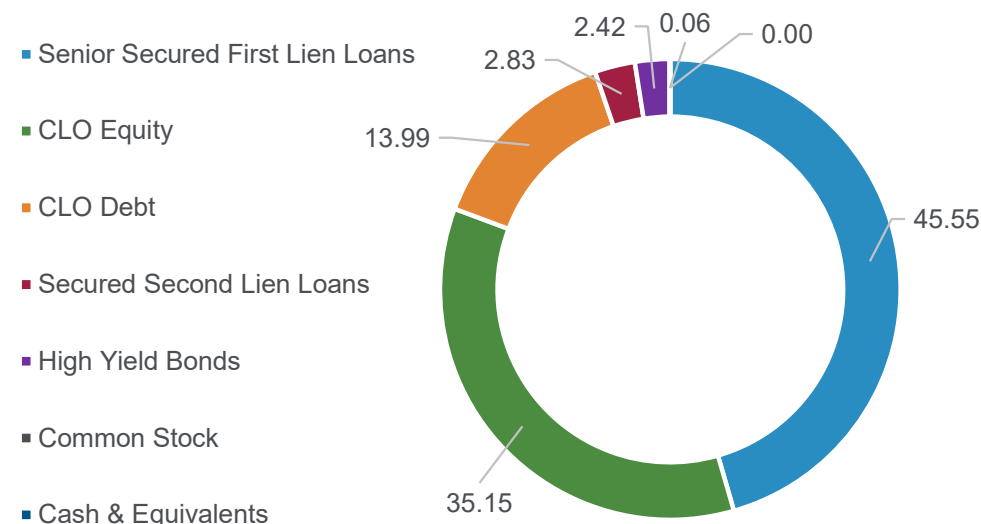
Summary Trust Characteristics

Total Managed Assets	\$385,825,505	Current Distribution (monthly)	\$0.073
Common Shares Outstanding	35,651,119	Distribution Rate on NAV	13.97%
Average Daily Volume (in shares) ¹	172,264	Distribution Rate on Market Price	13.86%
Total Regulatory Leverage %	42.05%	Number of Holdings (count) ²	462
Average Cost of Leverage % ¹	5.54%	Avg. Asset Price (% of par) ²	83.51%
NAV	\$6.27	Avg. Effective Maturity (years) ²	8.00
Market Price	\$6.32	Fund Inception Date	9/27/2017

Top 10 Holdings²

Top 10 Holdings	Asset Type	% Portfolio
Carlyle US CLO, Ltd. 2020-4A	CLO Equity	1.78%
Elmwood CLO VII, Ltd. 2020-4A	CLO Equity	1.58%
Rockland Park CLO, Ltd. 2021-1A	CLO Equity	1.42%
Regatta XVIII Funding, Ltd. 2021-1A	CLO Equity	1.28%
Elmwood CLO II, Ltd. 2019-2A	CLO Equity	1.22%
Anchorage Capital CLO 13 LLC 2019-13A	CLO Equity	1.19%
Anchorage Capital CLO 19, Ltd. 2021-19A	CLO Equity	1.06%
Madison Park Funding XXXVII, Ltd. 2019-37A	CLO Equity	1.01%
Recette Clo, Ltd. 2015-1A	CLO Equity	0.97%
Elmwood CLO VIII, Ltd. 2021-1A	CLO Equity	0.96%
Total		12.47%

Asset Allocation %²



Unaudited. Source: XA Investments LLC; ALPS.

- Quarter-to-date figures ending on 12/31/2022.
- Holdings are measured as a percentage of market value over the Trust's total portfolio investments as of 12/31/2022. Holdings may vary and are subject to change without notice.
- Distribution rates are not performance and are calculated by summing the monthly distributions per share over twelve months and dividing by the NAV or market price, as applicable, as of the latest month end. Distributions may be comprised of ordinary income, net capital gains, and/or a return of capital (ROC) of your investment in the fund. To date, a portion of common stock distributions has been estimated to be a return of capital as noted under the Investor Relations section on the Trust's website. The actual components of the Trust's distributions for U.S. tax reporting purposes can only be finally determined as of the end of each fiscal year of the Trust and are thereafter reported on Form 1099-DIV. The Trust's distributions for fiscal year ended 2022 comprised 90.60% net income and 9.40% return of capital. The Trust's distributions for fiscal year ending 2023 will be made available and reported to investors subsequent to the end of fiscal year 2023. A distribution comprised in whole or in part by a return of capital does not necessarily reflect the company's investment performance and should not be confused with "yield" or "income." Future distributions may consist of a return of capital. Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era. **Performance data quoted represents past performance. Past performance does not guarantee future results. Current performance may be lower or higher than the performance data quoted.**

XFLT Portfolio Composition Over Time (as of 12/31/2022)

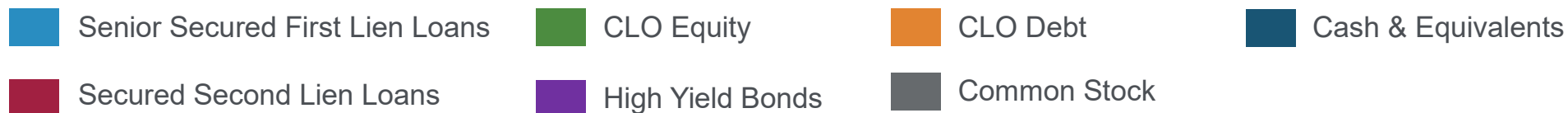
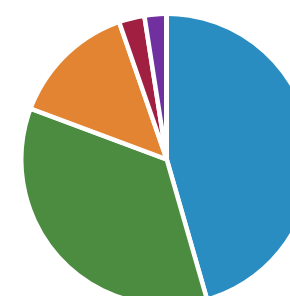
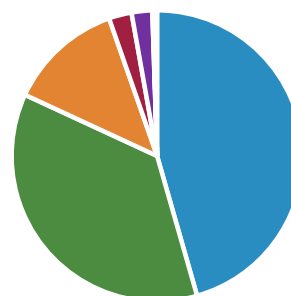
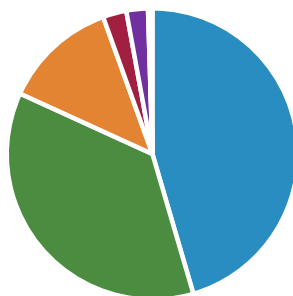
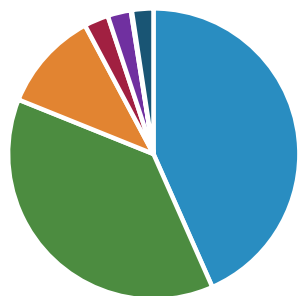
Asset Allocation	3/31/2022	6/30/2022	9/30/2022	12/31/2022
Senior Secured First Lien Loans	43.4%	45.5%	45.6%	45.6%
CLO Equity	37.7%	36.4%	36.3%	35.2%
CLO Debt	11.1%	12.7%	12.8%	14.0%
Secured Second Lien Loans	2.7%	2.6%	2.5%	2.8%
High Yield Bonds	2.6%	2.4%	2.3%	2.4%
Common Stock	0.1%	0.1%	0.1%	0.1%
Cash & Equivalents	2.4%	0.4%	0.5%	0.0%

3/31/2022

6/30/2022

9/30/2022

12/31/2022



Source: Octagon Credit Investors, LLC; ALPS; data as of 12/31/2022.

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XFLT Net Returns

Performance Period Ended Q4 2022

XFLT Net Return Performance assumes dividends are reinvested. NAV returns reflect NAV decreases due to unrealized losses associated with model-driven valuation changes for CLO equity.

		12/31/2022	12/31/2022	12/31/2022	12/31/2022	Since Inception ¹
		QTD TR	1 YR TR	3 YR TR	5 YR TR	ITD TR (Annualized)
NAV	\$6.27	-1.53%	-12.87%	4.44%	2.17%	2.20%
Price	\$6.32	10.09%	-19.96%	3.63%	3.00%	1.92%
Benchmark		3.82%	-0.60%	1.91%	3.08%	3.12%

Source: Unaudited financials. XA Investments LLC; ALPS

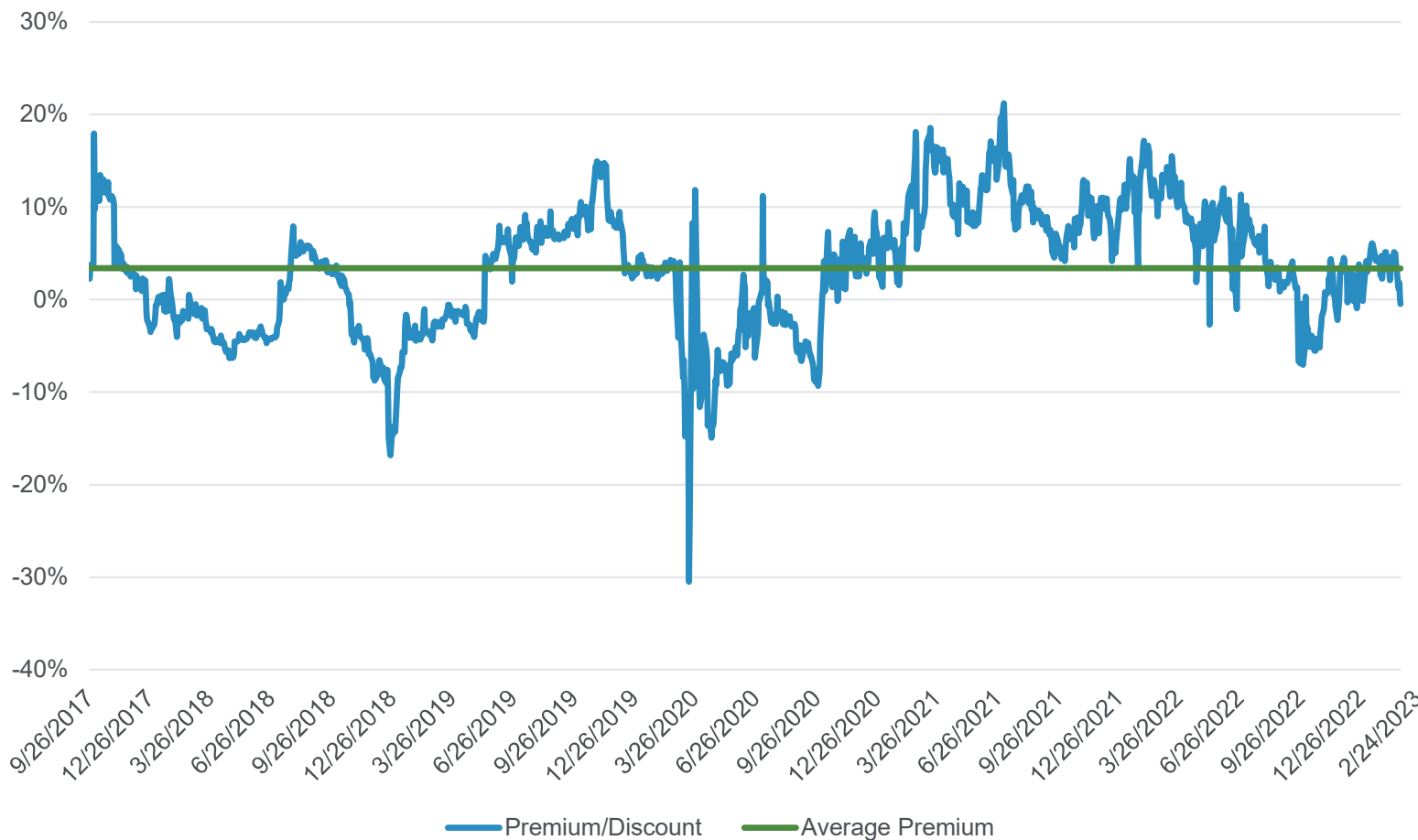
Notes: Period returns shown net of fees and expenses.

1. Annualized total return as of 12/31/2022, includes reinvestment of dividends. The Morningstar LSTA US Leveraged Loan 100 Index is the Trust's benchmark. The index does not charge fees and expenses. Performance and other financial information included herein is unaudited. "Price" is based on the closing prices of XFLT on the NYSE at the end of trading on the last trading day of each period. "Benchmark" is the Morningstar LSTA U.S. Leveraged Loan 100 Index, which is a market value-weighted index designed to measure the performance of the U.S. leveraged loan market. Current performance may be higher or lower than the data shown. Returns assume reinvestment of distributions, and NAV returns are net of fund expenses. Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era.

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XFLT Premium/Discount History

From Inception to 2/24/2023



ITD Avg Premium: 3.36%

Current Discount: -0.45%

Average Daily Trading Volume	
Last 30 Days ¹	162,611
Last 60 Days ¹	176,857
Last 90 Days ¹	173,619
Last 12 Months	172,161
Since Inception	113,567

Source: Bloomberg

Notes: 1. Calendar days ending 2/24/2023.

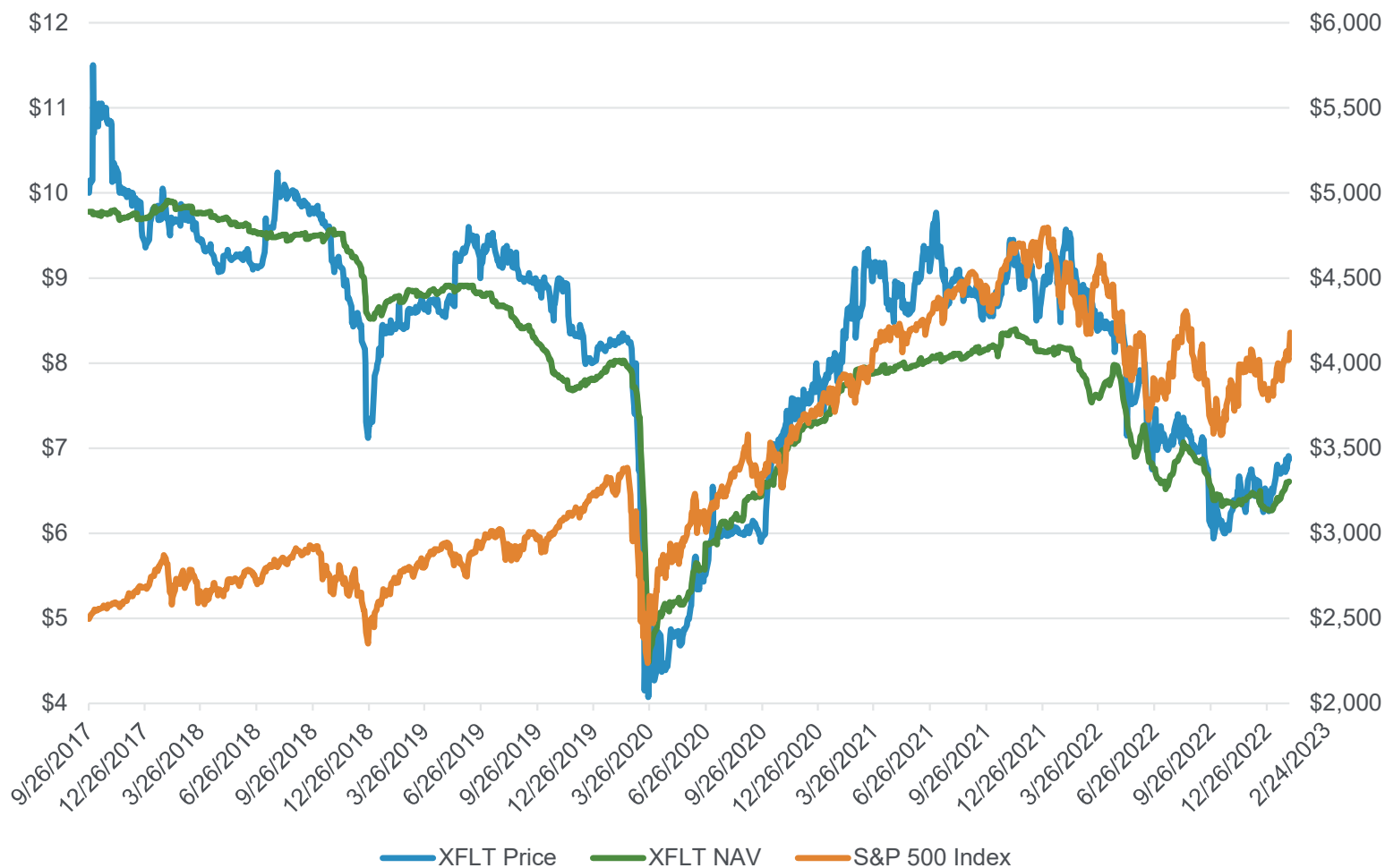
Shares of closed-end management investment companies frequently trade at a discount from their net asset value, which is a risk separate and distinct from the risk that the Trust's net asset value could decrease as a result of its investment activities.

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XFLT Price/NAV History

From Inception to 2/24/2023



High/Low	Price
Inception to Date	
High Price	\$11.50
Low Price	\$4.08
High NAV	\$9.91
Low NAV	\$4.49
High S&P	\$4,797
Low S&P	\$2,237
Last 12 Months	
High Price	\$8.92
Low Price	\$5.94
High NAV	\$7.98
Low NAV	\$6.27
High S&P	\$4,632
Low S&P	\$3,577
Current	
Price	\$6.57
NAV	\$6.60
Discount	-0.45%
S&P	\$3,970

Source: Bloomberg

Shares of closed-end investment companies frequently trade at a discount from their net asset value.

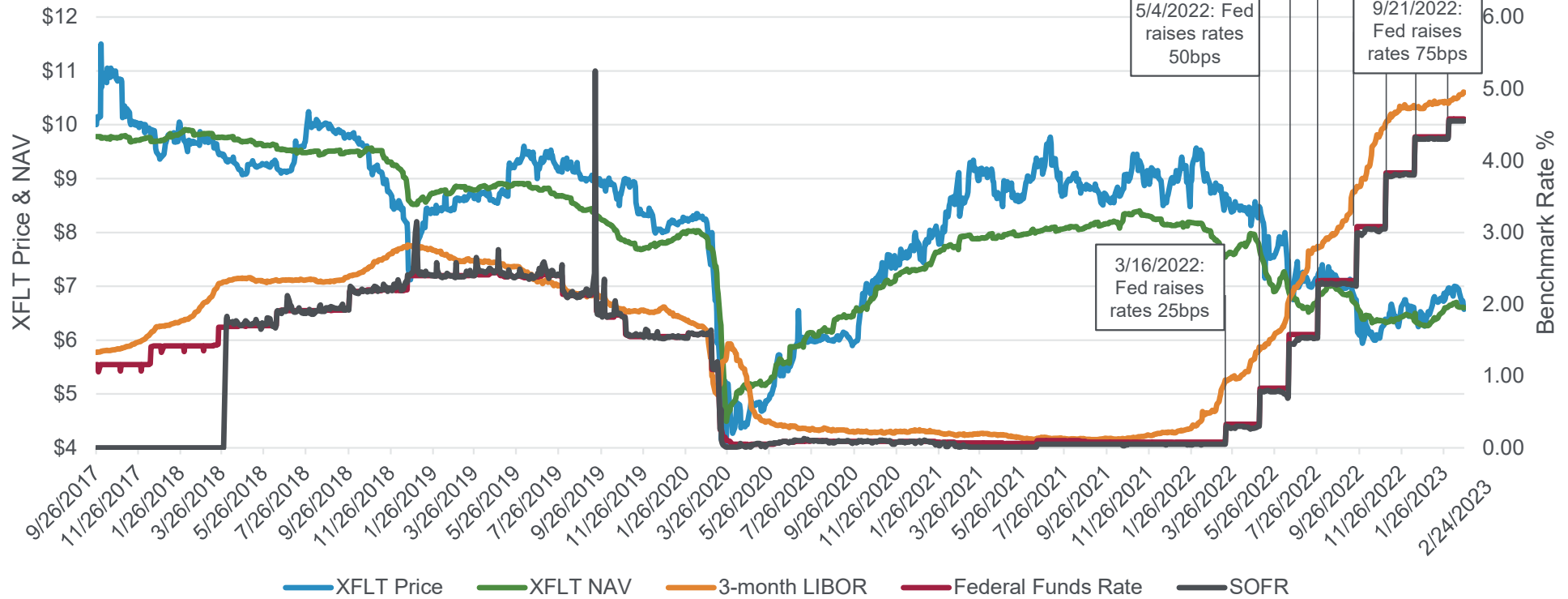
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XFLT vs Benchmark Rates

Fed has raised rates by 450 bps since the start of 2022

From Inception to 2/24/2023



	SOFR	1-M LIBOR	3-M LIBOR
6/30/2022	1.51%	1.79%	2.29%
9/30/2022	2.98%	3.14%	3.75%
12/30/2022	4.30%	4.39%	4.68%
2/24/2023	4.55%	4.63%	4.95%

Source: Bloomberg

Notes:

1. Data through February 24, 2022.

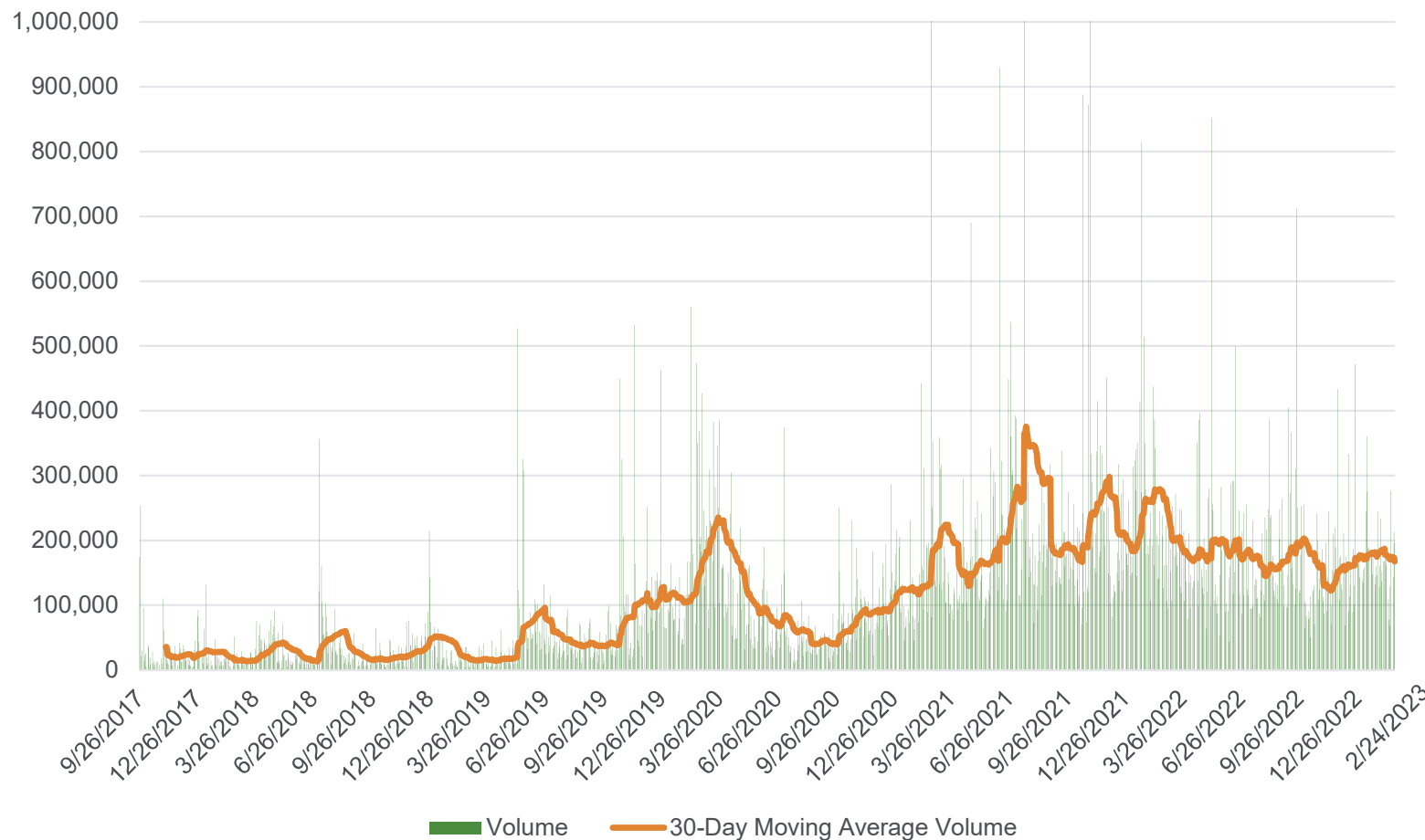
2. Source: 3-month LIBOR represented by ICE LIBOR USD 3 Month, Federal Funds Rate represented by US Federal Funds Effective Rate (continuous series).

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XFLT Trading Volume Analysis

From Inception to 2/24/2023



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Last 60 Days ¹	176,857
Last 90 Days ¹	173,619
Last 12 Months	172,161
Since Inception	113,567

Source: Bloomberg

Note: 1. Calendar days ending 2/24/2023.

30-Day Avg. Volume is calculated as the average volume over the previous 30 trading days. Chart maximum is set at 1,000,000 shares. Multiple trading days had volume over 1,000,000 shares.

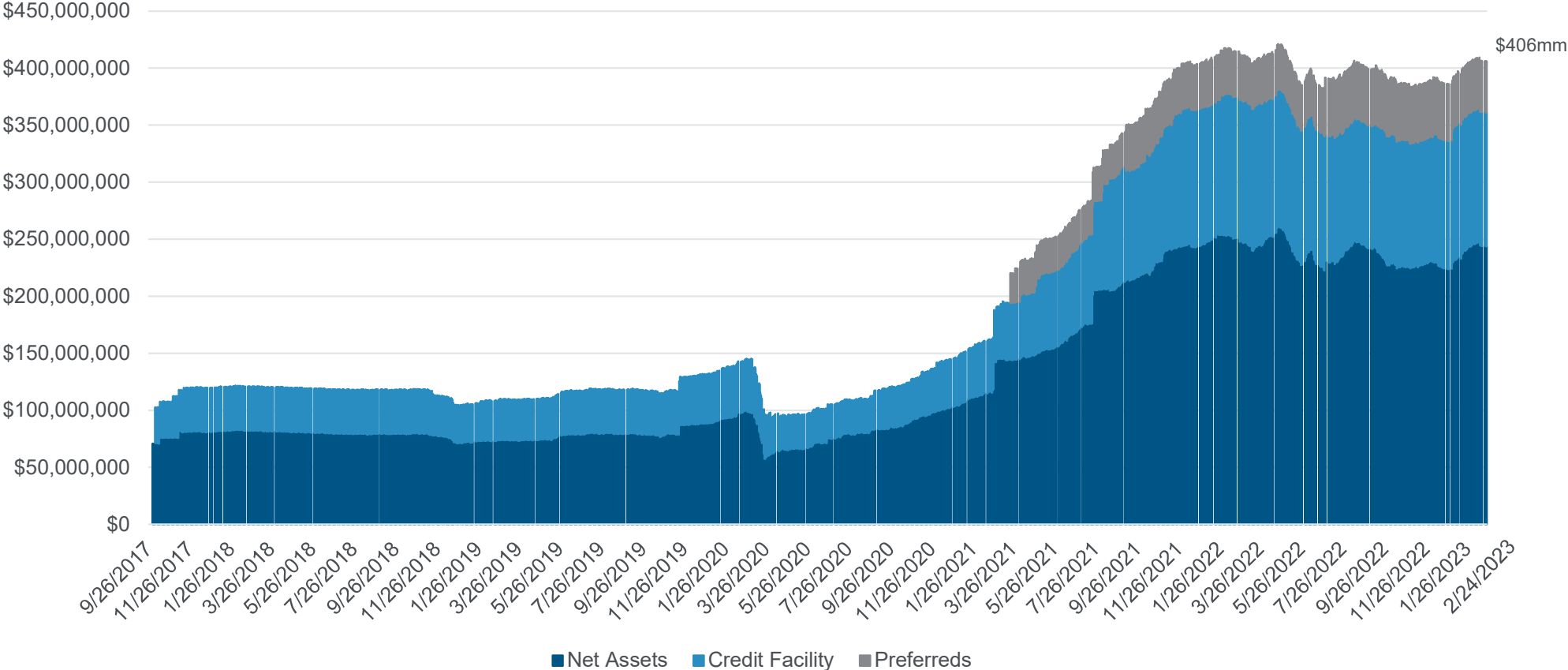
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XFLT Asset Growth Provides Scale Efficiencies

XFLT has grown, via the Trust’s registration statement, from an At-the-Market program, follow-on equity offerings, preferred conversions, and preferred debt issuances

From Inception to 2/24/2023



Source: Bloomberg; ALPS
 Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era.
Performance data quoted represents past performance. Past performance does not guarantee future results. Current performance may be lower or higher than the performance data quoted.

XFLT Leverage Sources (as of December 31, 2022)

Type of Leverage	Leverage % ¹	Leverage \$	Regulatory Limit	Average Cost of Leverage in Q4	Average Cost of Leverage in Q3
Bank Borrowings	29.11%	\$112,350,000		5.11% ⁴	3.41% ⁴
Preferreds (Retail)	10.34%	\$39,900,000		6.50%	6.50%
Preferreds (Convertible)	2.59%	\$10,000,000		6.00%	6.00%
Total	42.04%²	162,250,000	50%³	5.54%⁵	4.37%⁵

Preferred Stock Overview		
	2026 Preferreds	2029 Convertible Preferreds
NYSE Ticker	XFLT-PRA	N/A
Description	6.50% Series 2026 Term Preferred Shares	6.00% Series 2029 Convertible Preferred Shares
Principal	\$39.9mm	\$10.0mm
Current Price Per Share	\$25.20	\$25.00
Coupon	6.50%	6.00%
Current Yield	6.45%	6.00%
Payment Frequency	Quarterly	Quarterly

Notes:

- As a percent of total managed assets as of 12/31/2022.
- Figures may not add to an exact total due to accrued interest.
- With a combination of Bank Borrowings and Preferreds, the Trust is allowed to employ a combination of leverage up to 50%.
- Based on Q4 2022 average cost of bank borrowings.
- Represents a weighted average cost of leverage.

Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era.

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XFLT Distribution History

- From Inception to March 1, 2023, XFLT has declared 65 distributions totaling \$4.595 per share
- Since October 1, 2020, through March 1, 2023, XFLT has declared regular monthly distributions at a steady rate of \$0.073 per share (30 level distributions)
- As of February 28, 2023, the annualized distribution rate was 13.07% based on market price of \$6.70 and 13.25% on NAV of \$6.60

PAYABLE DATE	RECORD DATE	EX-DATE	DECLARATION DATE	AMOUNT
4/3/2023	3/15/2023	3/14/2023	3/1/2023	\$0.073
3/1/2023	2/15/2023	2/14/2023	2/1/2023	\$0.073
2/1/2023	1/17/2023	1/13/2023	1/3/2023	\$0.073
2022				\$0.876
2021				\$0.876
2020				\$0.798
2019				\$0.860
2018				\$0.828
2017				\$0.138
Total				\$4.595

Source: XAI

Distribution rates are not performance and are calculated by summing the monthly distributions per share over twelve months and dividing by the NAV or market price, as applicable, as of the latest month end. Distributions may be comprised of ordinary income, net capital gains, and/or a return of capital (ROC) of your investment in the fund. To date, a portion of common stock distributions has been estimated to be a return of capital as noted under the Investor Relations section on the Trust's website. The actual components of the Trust's distributions for U.S. tax reporting purposes can only be finally determined as of the end of each fiscal year of the Trust and are thereafter reported on Form 1099-DIV. The Trust's distributions for fiscal year ended 2022 comprised 90.60% net income and 9.40% return of capital. The Trust's distributions for fiscal year ending 2023 will be made available and reported to investors subsequent to the end of fiscal year 2023. A distribution comprised in whole or in part by a return of capital does not necessarily reflect the company's investment performance and should not be confused with "yield" or "income." Future distributions may consist of a return of capital. Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era.

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XFLT Comparison with CLO Focused CEFs

	XFLT	CLO Focused CEFs ¹
Leverage Cost	Mainly Credit Facility (5.54% as of 12/30/22)	Higher, Mainly Preferred Leverage (4-7%)
NAV	Daily	Monthly Estimates; Quarterly Audited
Valuation	Third Party	Internal, Monthly Estimates; Quarterly Official NAV
Portfolio Allocation	50% Loans / 50% CLOs	~95%+ CLOs
Fees	No Performance Fee	Performance Fees / Higher Management fees ²
Distribution Rate on Market Price (12/30/22)	13.86%	19.09% (Average of 4 Funds) ³
Average Premium LTM (as of 12/30/22)	5.69%	3.67% (Average of 4 Funds)

Source: Bloomberg; Company Websites; Adviser ADVs.

Notes:

1. Comps include tickers ECC, EIC, OXLC, and OCCI.

2. EIC invests in a mix of CLO debt and equity and has a lower management fee than XFLT and does not charge a performance fee.

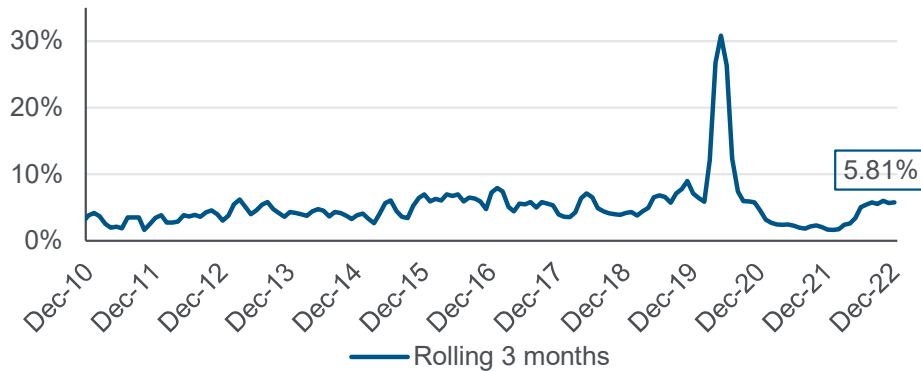
Distribution rates are not performance and are calculated by summing the monthly distributions per share over twelve months and dividing by the NAV or market price, as applicable, as of the latest month end. Distributions may be comprised of ordinary income, net capital gains, and/or a return of capital (ROC) of your investment in the fund. To date, a portion of common stock distributions has been estimated to be a return of capital as noted under the Investor Relations section on the Trust's website. The actual components of the Trust's distributions for U.S. tax reporting purposes can only be finally determined as of the end of each fiscal year of the Trust and are thereafter reported on Form 1099-DIV. The Trust's distributions for fiscal year ended 2022 comprised 90.60% net income and 9.40% return of capital. The Trust's distributions for fiscal year ending 2022 will be made available and reported to investors subsequent to the end of fiscal year 2022. A distribution comprised in whole or in part by a return of capital does not necessarily reflect the company's investment performance and should not be confused with "yield" or "income." Future distributions may consist of a return of capital. Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era.

3. Figure non-inclusive of special dividends paid by ECC of \$0.25 on 10/31/2022 and \$0.50 paid on 1/24/2023.

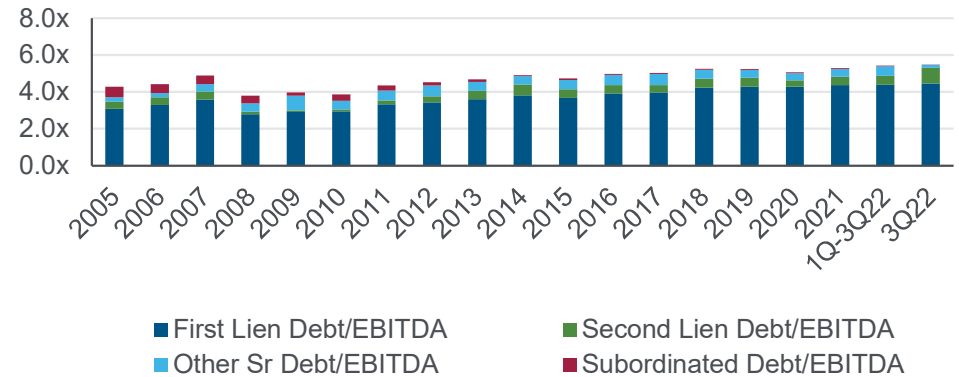
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Credit Fundamentals

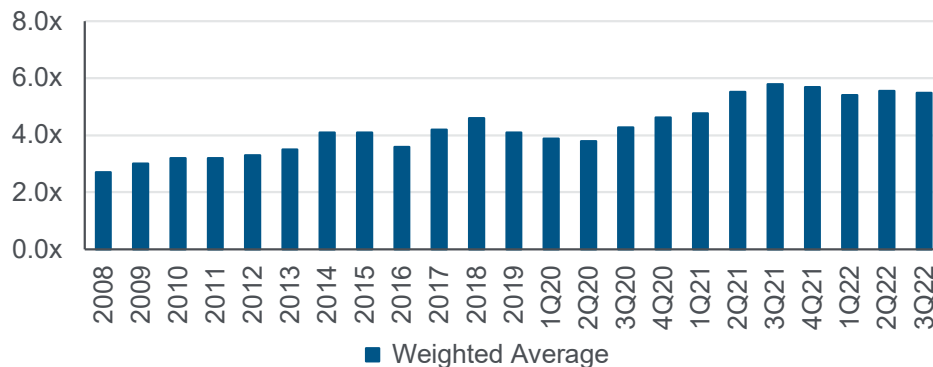
RATIO OF UPGRADES TO DOWNGRADES OF US LEVERAGED LOANS¹



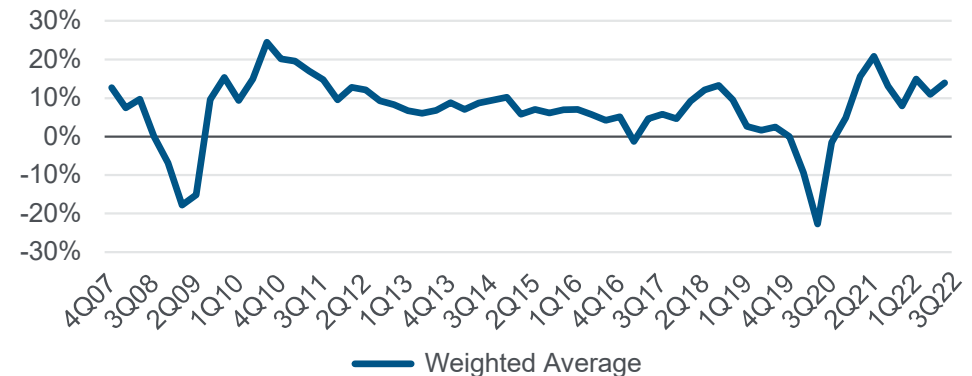
AVERAGE LEVERAGE RATIOS FOR NEW ISSUE LEVERAGED LOANS^{2,3}



AVERAGE INTEREST COVERAGE OF PUBLIC ISSUERS' OUTSTANDING LOANS^{4,5}



EBITDA GROWTH OF PUBLIC LEVERAGED LOAN ISSUERS^{4,5}



*Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.

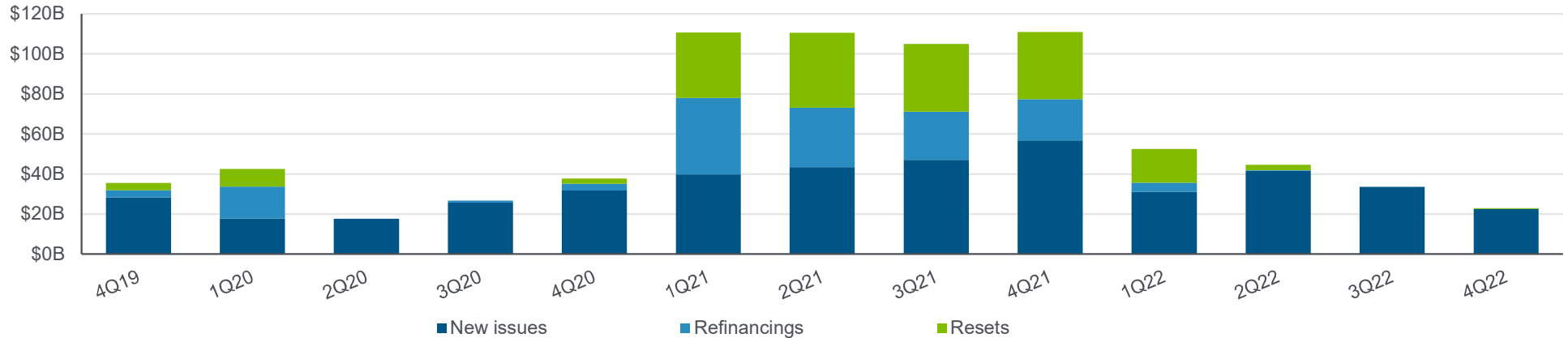
Note: Standard & Poor's (S&P) uses a scale divided into two categories: The first category, "Investment," includes ratings ranging from AAA to BBB-. It groups together the ratings given to bonds considered financially solid. The second category, "Speculative," ranges from BB+ to D. It groups together the ratings given to bonds considered at risk.

1. Source: Pitchbook LCD, LLI Default Rates (December 31, 2022). Data for loans represents metrics for the Morningstar LSTA US Leveraged Loan Index (formerly the S&P/LSTA Leveraged Loan Index (the "LLI").
2. Source: Pitchbook LCD, "LCD Quarterly Review: Third Quarter 2022, Commentary Charts" (September 30, 2022). Data for loans represents metrics for the Morningstar LSTA US Leveraged Loan Index (formerly the S&P/LSTA Leveraged Loan Index (the "LLI").
3. Includes issuers with EBITDA greater than \$50mm.
4. Source: Pitchbook LCD, Morningstar LSTA Leveraged Loan Index: Current Credit Statistics (September 30, 2022). Data for loans represents metrics for the Morningstar LSTA US Leveraged Loan Index (formerly the S&P/LSTA Leveraged Loan Index (the "LLI").
5. The sample for the latest quarter includes 156 companies within the Morningstar LSTA Leveraged Loan Index that file results publicly, or just over 13% of the Index. For this analysis, LCD draws its performance metrics and total debt levels from S&P Capital IQ.

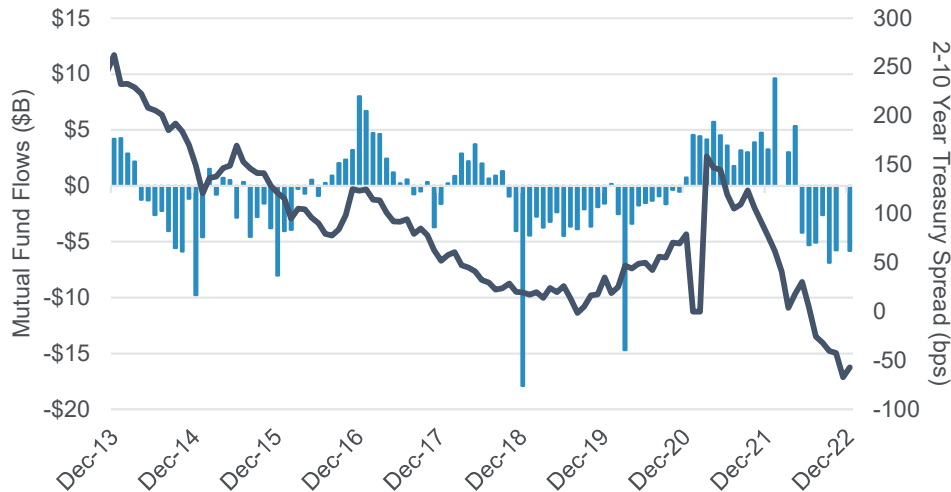
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Technical Dynamics

QUARTERLY US CLO TOTAL VOLUME¹



RETAIL LOAN FUND FLOWS² VS. 2-10 Y TREASURY SPREADS³



INSTITUTIONAL NEW ISSUE LEVERAGED LOAN VOLUME¹



**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

1. Source: Pitchbook LCD, LCD Global CLO Databank (December 31, 2022).

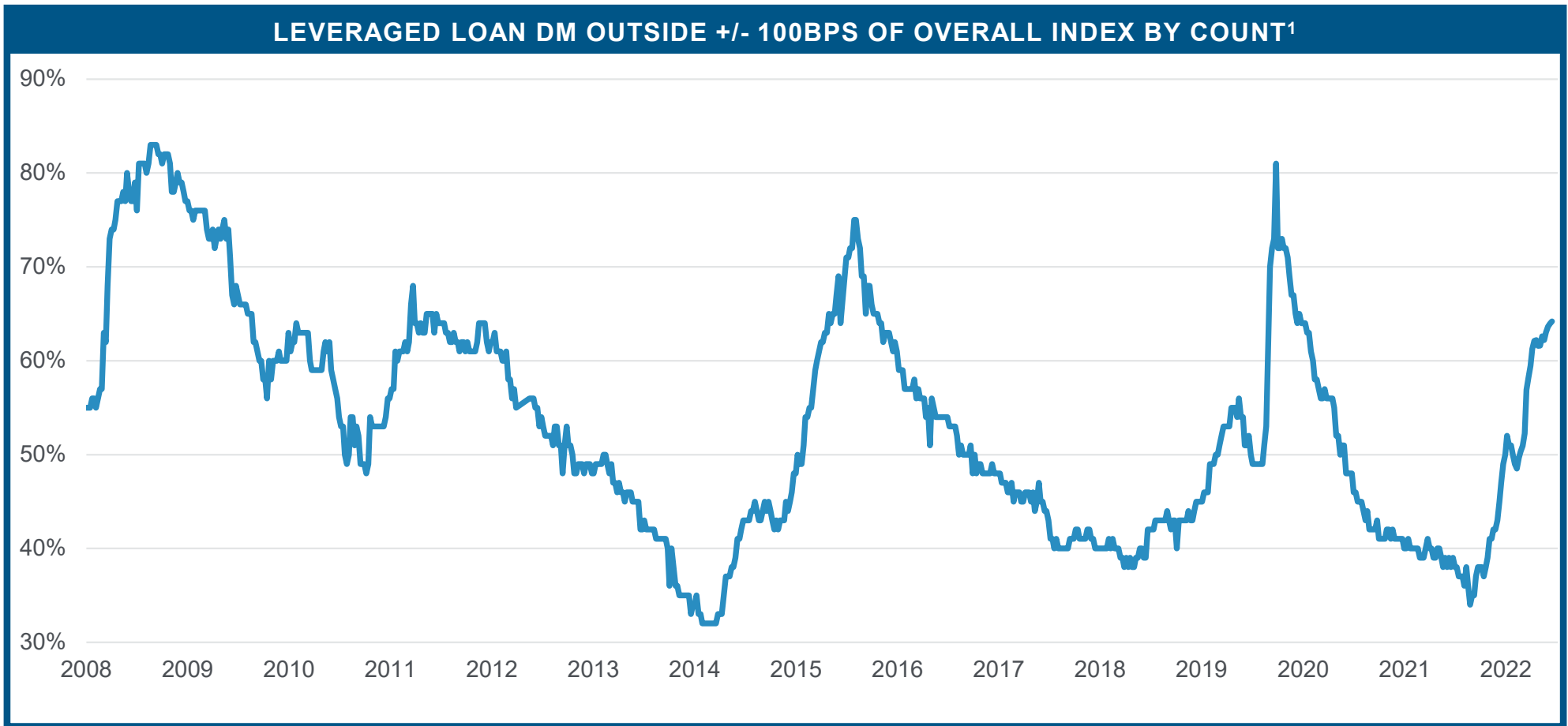
2. Source: Pitchbook LCD, Lipper, Standard & Poor's Structured Finance Group, JP Morgan, Merrill Lynch, Citigroup, Morningstar LSTA Leveraged Loan Index (December 31, 2022).

3. Source: JP Morgan Markets (December 31, 2022).

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Dispersion is on the Rise

- Challenges in credit environment have led to increased dispersion, creating an attractive backdrop for active managers who can differentiate via credit selection



**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

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Bank Loan Market Conditions & Outlook

U.S. leveraged loans returned -0.60%¹ in 2022, performing favorably to most other asset classes

- Floating rate, senior secured features helped the asset class outperform against a volatile macro backdrop
- Market is differentiating risk:
 - 2022 performance by rating cohort – BBs: 2.97%, Bs: -1.10%, CCCs: -12.03%¹
 - Leveraged loan spread (LIBOR / SOFR +) by rating – BBs: 333bps, Bs: 604bps, CCCs: 1694bps²
- Floating rate instruments should continue to benefit in a rising interest rate environment

Credit risk likely to increase in a weakening economy

- Our focus remains on managing risk and positioning defensively
- Defaults to rise back to or above long-term historical average of 2.72%³
- Rolling 3-month downgrade-to-upgrade ratio of 2.77x (86 downgrades, 31 upgrades)¹; we expect rating agencies to remain active
 - Downgrades to CCCs accelerating
- Rising interest rates pressuring many borrowers' interest coverage and free cash flow

Technicals support near-term rally

- Year-end paydowns, high cash balances
- Loan forward calendar remains light with little appetite for higher risk assets
 - 2022 new loan issuance (\$252.5bn) fell 70% from 2021 new loan issuance (\$834.9bn)³
- CLO issuance likely to be focused on higher tier managers
 - Arb is currently challenged but signs of tightening CLO liability prices

All-in yields for loans benefitting from higher base rates

- Average loan yields of 10.83% is near post-GFC high vs. high yield bond YTW of 9.32% (as of 1/3/2023)⁴
- Loans are trading at an unusually high discount, with the LLI's weighted average bid price at \$92.44, as of 12/31¹

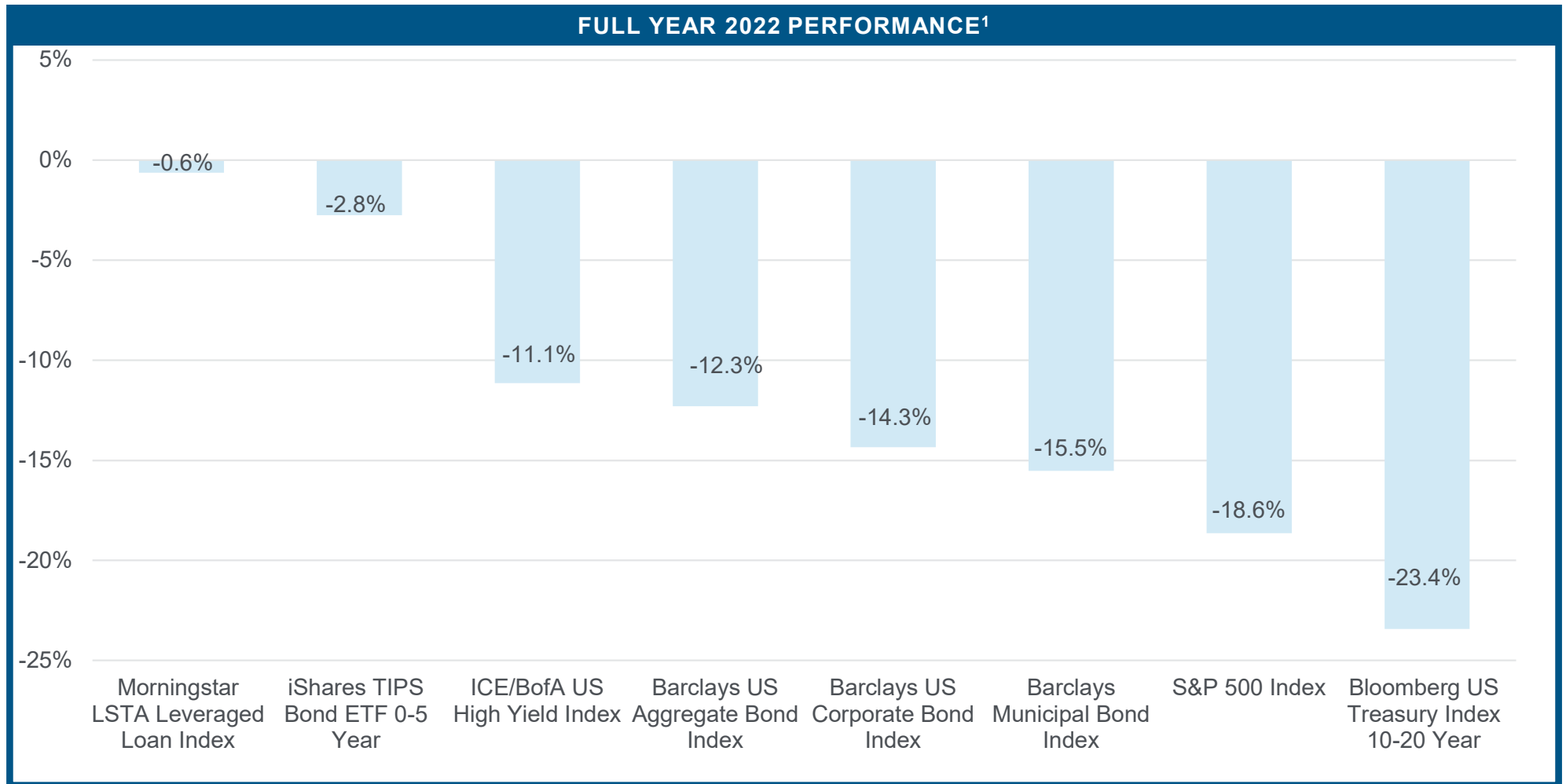
**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

1. Source: Morningstar LSTA Leveraged Loan Index; Pitchbook LCD (December 31, 2022). Data for loans represents metrics for the Morningstar LSTA Leveraged Loan Index (formerly the S&P/LSTA Leveraged Loan Index) (the "LLI").
2. Source: J.P. Morgan North America Credit Research, "JPM High Yield and Leveraged Loan Market Monitor", (January 3, 2023).
3. Represents the long-term historical average (beginning in January 1999) of the lagging 12-month default rate for the Morningstar LSTA Leveraged Loan Index by principal amount as of December 31, 2022. Default rate is calculated as the amount of default over the last 12 months divided by the amount outstanding at the beginning of the 12-month period. Represents all loans including loans not included in the Refinitiv/LPC mark-to-market service. Source: LCD News (December 31, 2022). Past defaults are not an indication of future default rates.
4. Source: J.P. Morgan North America Credit Research, "US High Yield and Leveraged Loan Daily Updates", (January 3, 2023).

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2022 Asset Class Performance

- Leveraged loans have outperformed many other asset classes in 2022



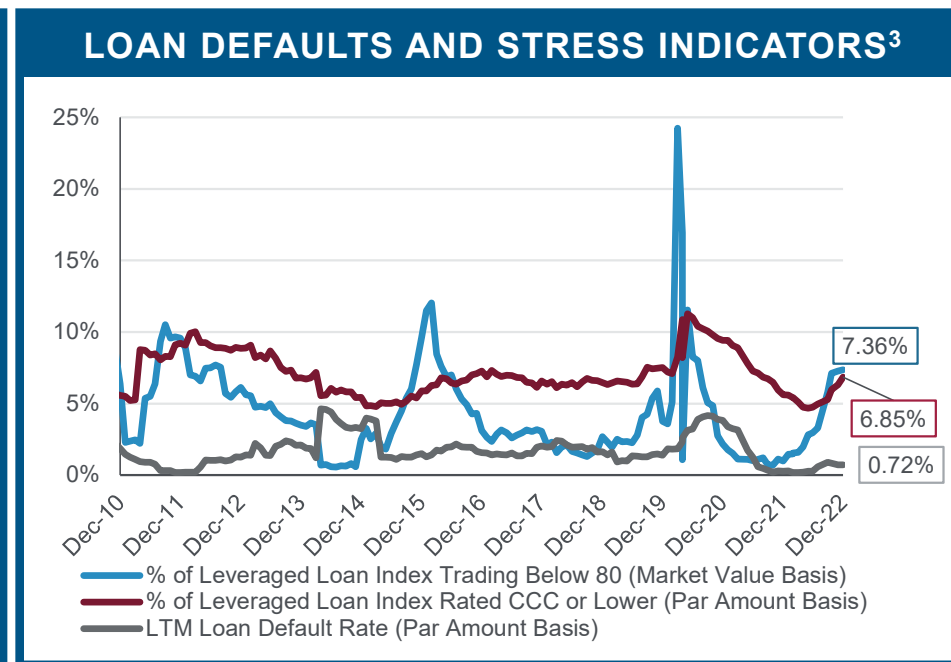
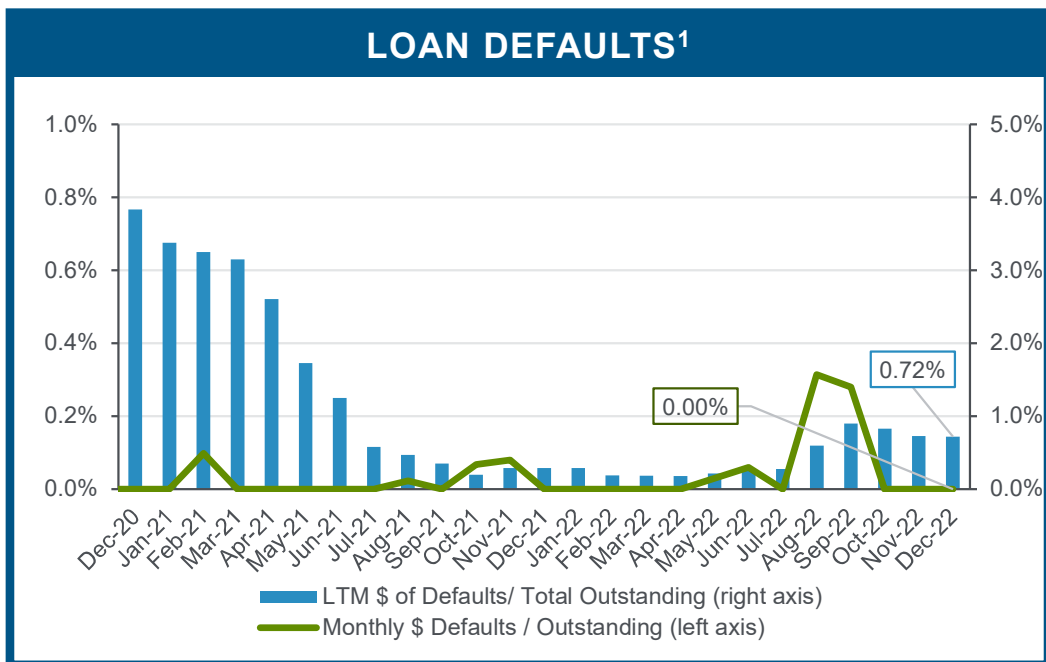
**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

1. Sources: Bloomberg, JPMorgan Markets. Displays full year 2022 performance. Senior secured loans are represented by the Morningstar LSTA US Leveraged Loan Index, high yield bonds are represented by the Bank of America Merrill Lynch US High Yield Bond Index, TIPS are represented by the Barclays TIPS Index 0-5 Year Index, Aggregate Bonds are represented by the Barclays Aggregate Bond Index, which encompasses Investment Grade, taxable fixed-rate bonds, corporate bonds are represented by Barclays Corporate Bond Index, Municipal Bonds are represented by the Barclays Municipal Bond Index 22+ Yr and U.S. Treasury Bonds are represented by the Barclays U.S. Treasury Bond 10-20 Year Index, the US equities market is being represented by the S&P 500, which is a stock market index tracking the performance of 500 large companies listed on stock exchanges in the United States. An investment cannot be made directly in an index. Past performance is not a guarantee of future results. Holdings in any relevant index may differ materially from holdings in an Octagon-managed account or fund.

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Trailing Loan Default Rates and Stress Indicators Beginning to Increase

- LTM loan default rate is 0.72% as of 12/31¹
- Loan defaults represent a lagging indicator. Default rates have increased from near 0% and are expected to move towards/above the long-term historical average of 2.72%²



*Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.

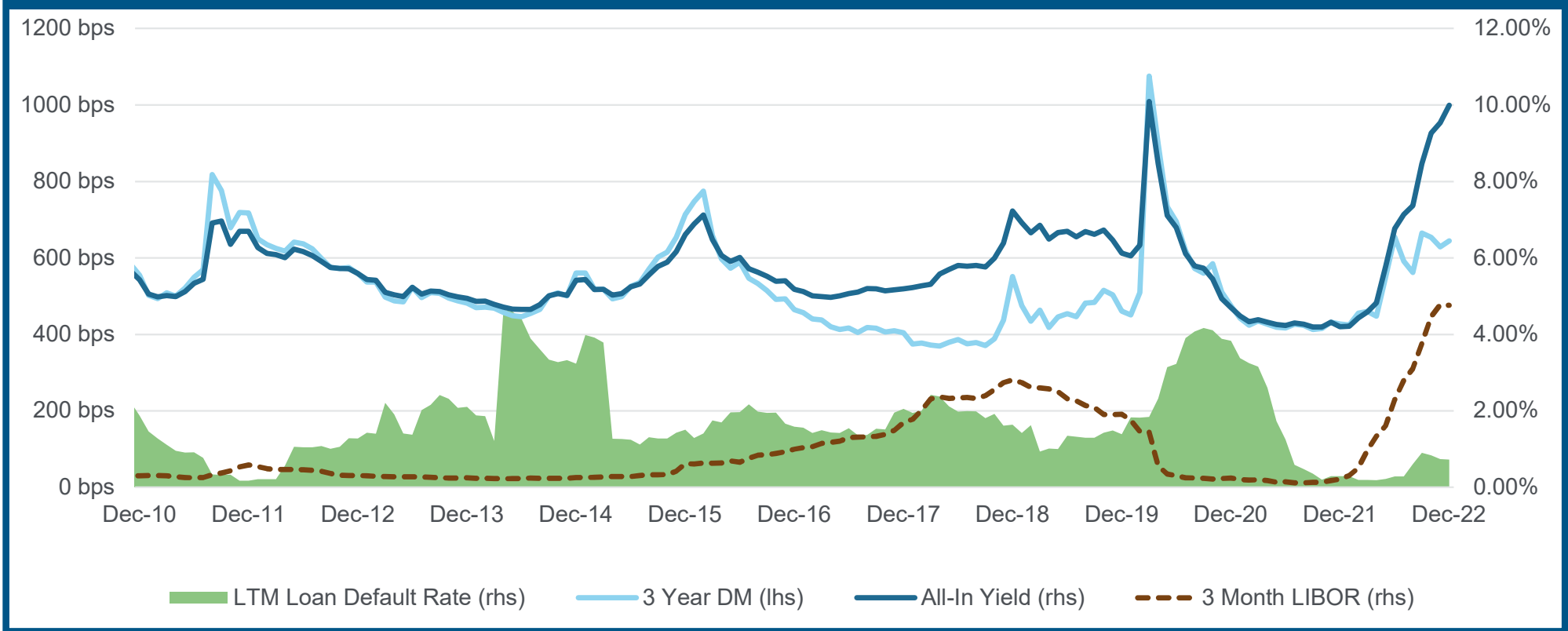
1. Source: Pitchbook LCD (December 31, 2022). Morningstar LSTA LLI default rate represents lagging 12-month default rate by principal amount as of the respective period. The Morningstar LSTA LLI generally mirrors the universe of leveraged loans syndicated in the US. Defaults for the Morningstar LSTA LLI do not represent the default experience of any particular investment manager or manager peer set. Defaults represent all loans including loans not included in the Refinitiv/LPC mark-to-market service. Represents the long-term historical average (beginning in January 1999) of the lagging 12-month default rate for the Morningstar LSTA Leveraged Loan Index by principal amount as of December 31, 2022. Default rate is calculated as the amount default over the last 12 months divided by the amount outstanding at the beginning of the 12-month period. Represents all loans including loans not included in the Refinitiv/LPC mark-to-market service. Source: LCD News (December 31, 2022). Past defaults are not an indication of future default rates.
2. Represents the long-term historical average (beginning in January 1999) of the lagging 12-month default rate for the Morningstar LSTA Leveraged Loan Index by principal amount as of December 31, 2022. Default rate is calculated as the amount of default over the last 12 months divided by the amount outstanding at the beginning of the 12-month period. Represents all loans including loans not included in the Refinitiv/LPC mark-to-market service. Source: LCD News (December 31, 2022). Past defaults are not an indication of future default rates.
3. Source: Pitchbook LCD. Represents all loans (excluding defaulted loans) in the Morningstar LSTA LLI marked at an average bid price below 80 or rated CCC or below (December 31, 2022). Morningstar LSTA LLI default rate represents lagging 12-month default rate by principal amount as of the respective period. Historical LTM default rate includes EFH (aka TXU), which was included in the default rate from April 2014-March 2015. The Morningstar LSTA LLI generally mirrors the universe of leveraged loans syndicated in the US. Defaults for the Morningstar LSTA LLI do not represent the default experience of any particular investment manager or manager peer set. Index default rate is calculated as the amount defaulted over the last 12 months divided by the amount outstanding at the beginning of the 12-month period. Defaults represent all loans including loans not included in the Refinitiv/LPC mark-to-market service.

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Loan Yields Wide to Historical Averages, LTM Defaults Remain Low but on the Rise

- Loan 3Y discount margin = L+645bps³ vs. long-term median of L+508bps³

HISTORICAL LOAN YIELDS AND DEFAULT RATES^{1,2,3}



■ LTM Loan Default Rate (rhs)
 — 3 Year DM (lhs)
 — All-In Yield (rhs)
 - - - 3 Month LIBOR (rhs)

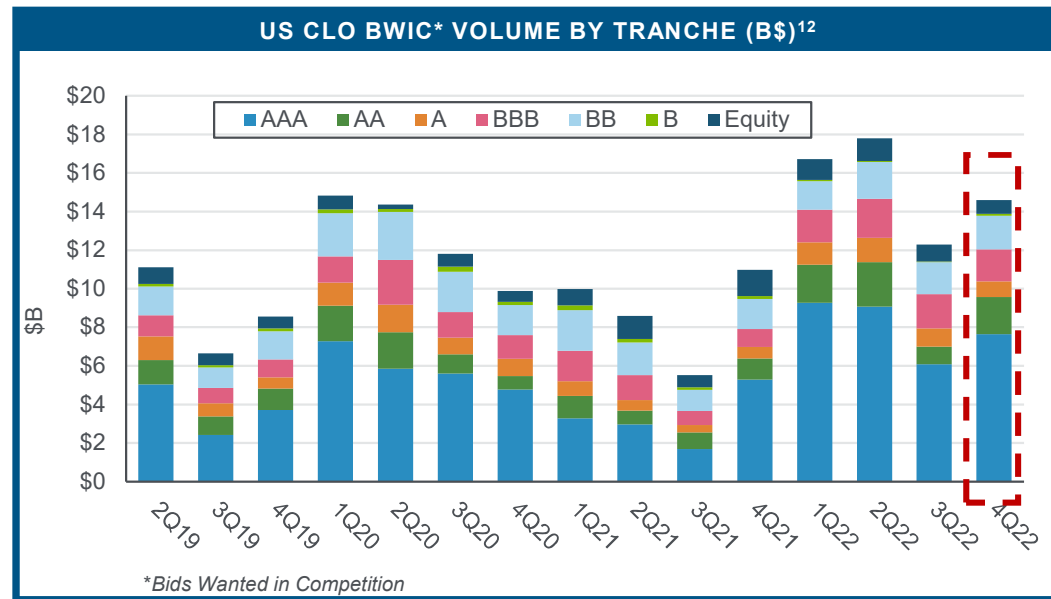
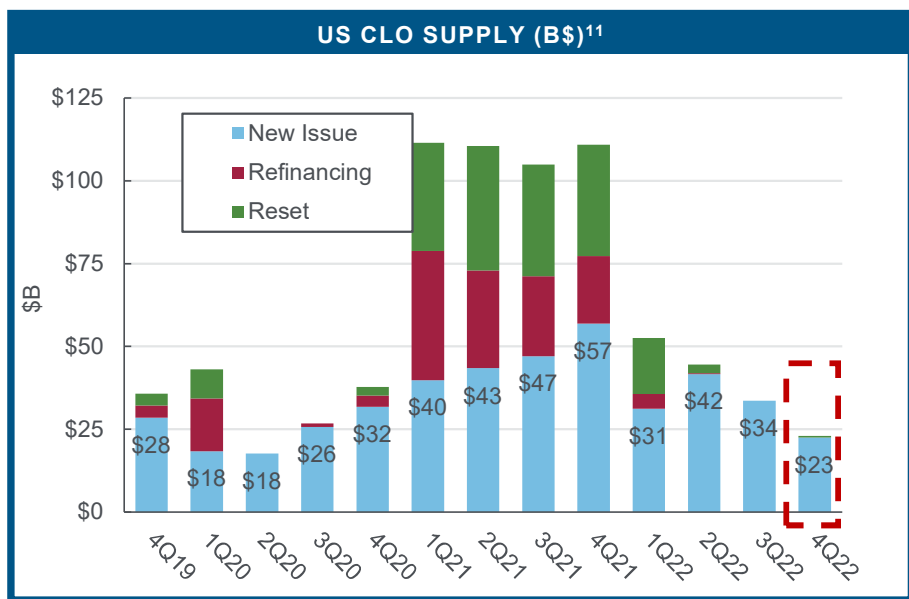
**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

1. Represents lagging 12-month default rate for the Morningstar LSTA Leveraged Loan Index by principal amount as of December 31, 2022. Default rate is calculated as the amount default over the last 12 months divided by the amount outstanding at the beginning of the 12-month period. Represents all loans including loans not included in the Refinitiv/LPC mark-to-market service. Source: LCD News (December 31, 2022). Past defaults are not an indication of future default rates.
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3. As of December 31, 2022. Represents the average 3 Year Discount Margin for the Morningstar LSTA Leveraged Loan Index. "Long Term Median Loan 3 Yr Discount Margin" represents the median of average 3 Year Discount Margins at month-end starting January 31, 2010. Source: S&P Capital IQ/SNL Financial LCD Research.

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CLO Supply / Demand Dynamics

- **2022 US BSL CLO new issuance was the second highest on record, though down 30% when compared to historic issuance in 2021¹**
 - Wider CLO liability spreads led to shorter reinvestment period structures and smaller average deal sizes
 - New issue AAA spreads for BSL CLOs increased from a low of 130bps to a high of 264bps over SOFR during 2022²
 - 2022 US CLO secondary trading volumes increased by 75% to \$61.2bn from 2021 trading volumes of \$35bn
- **Uncertain 2023 demand forecast with many factors at play**
 - Approximately 40% of outstanding BSL CLOs exit the reinvestment period by 2023 year-end³
 - Roughly 25 managers will have 75% of their AUM exiting reinvestment period by 2023 year-end³, which may lay lead to additional manager consolidation
 - Modest loan prepayments in 2023 may limit post reinvestment period AAA amortizations, which has implications on deals exiting reinvestment³



*Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.

Note: Standard & Poor's (S&P) uses a scale divided into two categories: The first category, "Investment," includes ratings ranging from AAA to BBB-. It groups together the ratings given to bonds considered financially solid. The second category, "Speculative," ranges from BB+ to D. It groups together the ratings given to bonds considered at risk.

1. Source: Barclays Credit Research, "2022 Wrap: CLOs Held Up Well In a Difficult Year" (January 6, 2023).

2. Source: BofA Global Research, "CLO Weekly" (December 16, 2022).

3. Source: BofA Global Research, "2023 Year Ahead Outlook (CLO)" (November 22, 2022).

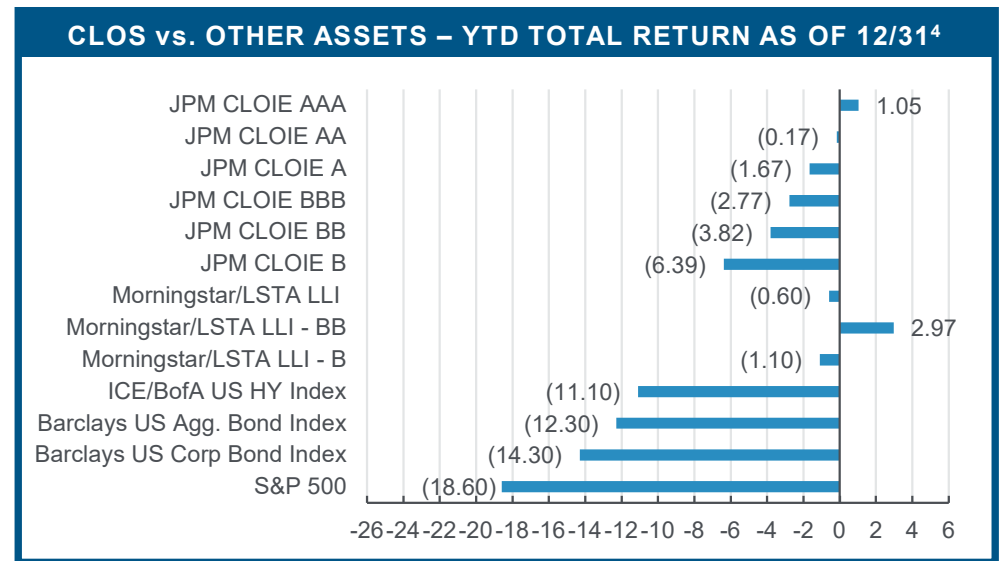
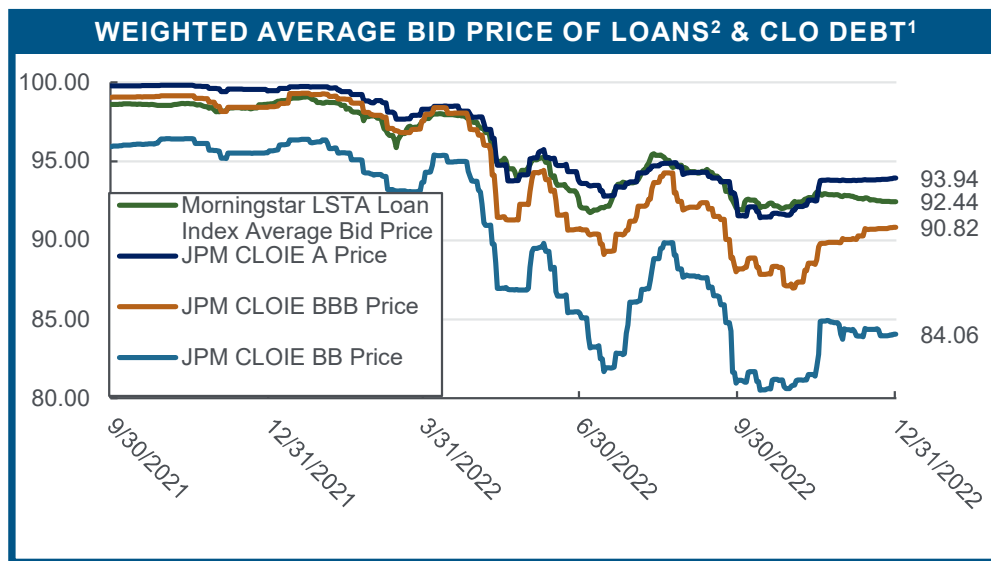
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2022 CLO Debt Performance Buoyed by Floating Rate Structure

- 4Q CLO debt performance by tranche and prices (as measured by J.P. Morgan CLO Index or “CLOIE”)¹:

AAA = 1.05% / \$97.95	BBB = (2.77%) / \$90.82
AA = (0.17%) / \$96.01	BB = (3.82%) / \$84.06
A = (1.67%) / \$93.94	B = (6.39%) / \$69.90

- Loans returned -0.60% in 2022 (as measured by the Morningstar LSTA US Leveraged Loan Index or “Morningstar LSTA LLI”)²
 - Average bid price for Morningstar LSTA LLI as of 12/30/2022 = \$92.443



*Please refer to the “XFLT Risk Considerations” section for important information regarding forward-looking statements.

Note: Standard & Poor’s (S&P) uses a scale divided into two categories: The first category, “Investment,” includes ratings ranging from AAA to BBB-. It groups together the ratings given to bonds considered financially solid. The second category, “Speculative,” ranges from BB+ to D. It groups together the ratings given to bonds considered at risk.

1. Source: J.P. Morgan Global Credit Research, “CLOIE Monitor – December 2022” (January 3, 2023).

2. Source: Pitchbook Leveraged Commentary & Data (Pitchbook LCD), Morningstar LSTA Leveraged Loan Index. Represents metrics for the Morningstar LSTA Leveraged Loan Index (“Morningstar LSTA LLI”) as of December 31, 2023, unless otherwise noted. In conjunction with LCD, the Leveraged Syndications & Trading Association (“LSTA”) developed the Morningstar LSTA LLI, a market-value weighted index designed to measure the performance of the US leveraged loan market, the index universe comprises syndicated, senior secured, US-dollar denominated leveraged loans covered by Morningstar PitchBook/LCD, a Morningstar Company. Loan facilities included in the LLI must have a one year (at inception) minimum term, an initial minimum spread of L/S+125 bps, and a minimum size of \$50mm (initially funded). Refinitiv/LPC Mark-to-Market Pricing is used to price each loan in the index. Refinitiv/LPC Mark-to-Market Pricing is based on bid/ask quotes gathered from dealers and is not based upon derived pricing models. The index uses the average bid for its market value calculation. It is not possible to invest directly in this index. Past performance is not a predictor of future market performance.

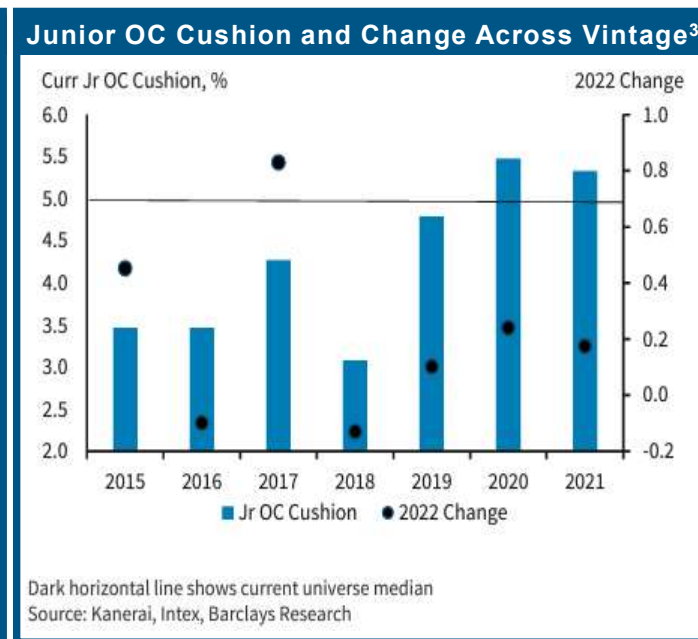
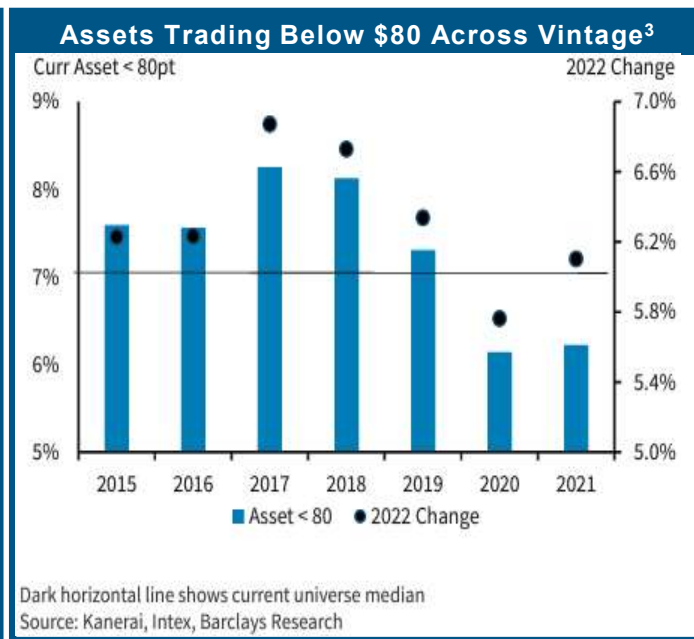
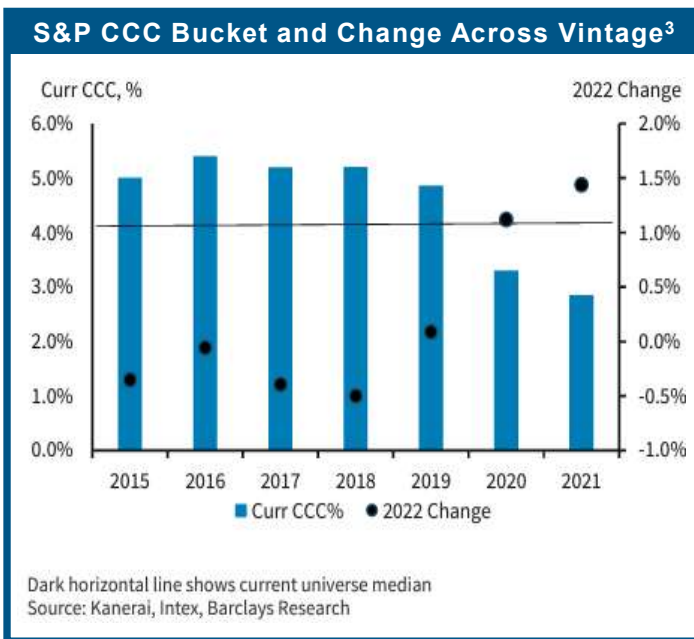
3. Source: J.P. Morgan Markets DataQuery (December 31, 2023). Represents daily index price for the post-crisis CLOIE. CLO debt tranche price is calculated by PricingDirect, a wholly owned subsidiary of J.P. Morgan Chase & Co. PricingDirect’s assumptions are derived from secondary trading levels, new issue pricing, and deal/tranche characteristics. Pricing assumptions evolve as trading conditions change and stay in line with typical market assumptions.

4. Source: S&P/LSTA, Bloomberg (December 31, 2023).

Performance data quoted represents past performance. Past performance does not guarantee future results. Current performance may be lower or higher than the performance data quoted.

CLOs Exhibited Resilience in 2022 Despite Broader Market Volatility

- **Dispersion in loan prices driving dispersion in manager performance**
 - CLO creation was the 2nd highest year on record, despite wide AAA spreads
 - CLO managers rotated into higher rated loans or HY bonds as \$29bn of loans in CLOs were downgraded to (or within) the CCC bucket in 2022¹
 - CLO's median exposure to CCC rated loans is now 5.6%, pro-forma for recent downgrades¹
- **Fundamental credit metrics varied across CLO vintages**
 - Older vintage CLOs generally have more seasoned loan portfolios compared to newer vintages
 - Pre-Covid vintages experienced a more meaningful increase in assets trading <80 pts, versus newer vintage CLOs²



*Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.

1. Source: BofA Global Research, "CLO Weekly" (December 16, 2022).

2. Source: Barclays Credit Research, "2022 Wrap: CLOs Held Up Well In a Difficult Year" (January 6, 2023).

3. Source: J.P. Morgan Markets DataQuery (December 31, 2023). Represents daily index price for the post-crisis CLOIE. CLO debt tranche price is calculated by PricingDirect, a wholly owned subsidiary of J.P. Morgan Chase & Co. PricingDirect's assumptions are derived from secondary trading levels, new issue pricing, and deal/tranche characteristics. Pricing assumptions evolve as trading conditions change and stay in line with typical market assumptions.

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CLO Market Themes and Outlook

- **2022 U.S. CLO issuance was second highest on record despite a turbulent macro backdrop**
 - \$129.32bn of issuance over 283 deals from 104 managers, which was the second-highest annual volume behind 2021's record ¹
 - Discounted loan prices drove quicker than normal CLO transactions
 - Japanese AAA bank participation diminished in 2H22 due to hedging costs and US banks had limited demand in an effort to reduce risk-weighted assets, leading to relatively wider AAA levels
- **CLO fundamentals showing signs of increasing credit stress**
 - 16% of loans held by CLO portfolios were downgraded in 2022, with 4% downgraded to CCC²
 - In 2022, the share of B- loans in CLOs was 29%, including 5% that were downgraded from B or B- in 2022²
 - With higher quality loans trading at a significant premium to lower quality loans, managing risk has become more difficult / expensive
- **New issue outlook currently unclear**
 - New issue outlook impacted by historically wide CLO AAA spreads
 - By YE 2023, roughly 40% of outstanding CLOs will be beyond their reinvestment period, which will result in AAA amortization, and may lead to CLO redemptions or resets should the loan market rebound³
 - Established top tier managers comprised a disproportionate share of CLO issuance in 2022, and will likely continue to dominate primary volumes
- **SOFR transition deadline approaching**
 - 83% of loans held in U.S. BSL CLOs need to transition their base rate to SOFR ahead of the June 2023 deadline⁴

**Please refer to the "XFLT Risk Considerations" section for important information regarding forward-looking statements.*

1. Source: Pitchbook LCD, "CLO Markets close out 2022 with quiet holiday break" (January 3, 2023).

2. Source: BofA Global Research, "CLO Weekly" (January 6, 2023).

3. Source: Bloomberg, "CLO Issuers Near Limits on Loan Buying, Squeezing Junk Borrowers" (January 5, 2023).

4. Source: J.P. Morgan Global Credit Research, "CLO LIBOR/SOFR Transition Report" (January 2023).

Performance data quoted represents past performance. Past performance does not guarantee future results. Current performance may be lower or higher than the performance data quoted.

Webinar Questions?

Please use the Q&A dropdown indicated below to submit your questions

The screenshot shows a Zoom Webinar window. The main content is a presentation slide with the following text:

XAI Investments

Octagon Credit Investors

XFLT LISTED NYSE

XAI Octagon Floating Rate & Alternative Income Term Trust (the "Trust" or "XFLT")

Quarterly Webinar
March 2, 2023 at 11:00am Eastern

This presentation has been prepared by XAI Investments LLC ("XAI" or the "Adviser") in conjunction with Octagon Credit Investors, LLC ("Octagon" or the "Sub-adviser") solely for information purposes and is not an offer to sell or the solicitation of an offer to buy an interest in any security. XAI serves as the investment adviser to the Trust and is responsible for overseeing the Trust's overall investment strategy and its implementation. Octagon serves as the investment sub-adviser of the Trust and is responsible for investing the Trust's assets. **XAI is affiliated with XMS Capital Partners, LLC, a FINRA member and SIPC member.** Consider the investment objective, risks, charges and expenses of the Trust carefully before investing. An investment in the Trust involves risks and is not appropriate for all investors and is not intended to be a complete investment program. For a summary of the risks associated with an investment in the Trust please see the "XFLT Risk Considerations" beginning on page 36 of this presentation. The Trust is a diversified, closed-end management investment company with limited history of operation. The Trust began operation on September 27, 2017. Shares of closed-end investment companies frequently trade at a discount from their net asset value. **Investors should read XFLT's prospectus and SEC filings (which are publicly available on the EDGAR Database on the SEC website at <http://www.sec.gov>) carefully before investing in XFLT.**

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XFLT Total Portfolio Holdings and Financials

Full portfolio holdings and financials are available at:

<https://xainvestments.com/funds/funds-floating-rate-alternative-income-term-trust-xflt>

Below Investment Grade Securities Risk. The Trust invests primarily in below investment grade credit instruments, which are commonly referred to as “high-yield” securities or “junk” bonds. S&P uses a scale divided into two categories: The first category, “Investment,” includes ratings ranging from AAA to BBB-. It groups together the ratings given to bonds considered financially solid. The second category, “Speculative,” ranges from BB+ to D. S&P groups together the ratings given to bonds considered at risk. Moody’s also uses a two-scale rating approach for long-term obligations: “Investment Grade” rating range from Aaa to Baa3, while “Non-Investment Grade” rating range from Ba1 to C. Moody’s does not rate credit investments below C. A credit instrument is considered below investment grade quality if it is rated below investment grade (that is, below Baa3 by Moody’s or below BBB- by S&P or Fitch) or, if unrated, judged to be below investment grade quality by the Sub-Adviser. Below investment grade credit instruments are often referred to as “high yield” securities or “junk bonds.” Below investment grade credit instruments are regarded as having predominantly speculative characteristics with respect to capacity to pay interest and to repay principal.

Rating agencies, such as Moody’s, S&P or Fitch, are private services that provide ratings of the credit quality of debt obligations. Ratings assigned by a rating agency are not absolute standards of credit quality but represent the opinion of the rating agency as to the quality of the obligation. Rating agencies may fail to make timely changes in credit ratings and an issuer’s current financial condition may be better or worse than a rating indicates. To the extent that the issuer of a security pays a rating agency for the analysis of its security, an inherent conflict of interest may exist that could affect the reliability of the rating. Ratings are relative and subjective and, although ratings may be useful in evaluating the safety of interest and principal payments, they do not evaluate the market value risk or liquidity of such obligations. To the extent that the Trust invests in unrated lower grade securities, the Trust’s ability to achieve its investment objective will be more dependent on the Sub-Adviser’s credit analysis than would be the case when the Trust invests in rated securities.



APPENDIX:
Additional Information, Glossary
and Risk Considerations

CLO Considerations

Is there a CLO equity benchmark index?

Currently, no CLO equity index exists and none is expected since CLO equity returns differ by vintage (year of issuance), making index creation challenging. As such, there are no historical returns for the CLO equity marketplace. There are two fairly new CLO debt indices (J.P. Morgan CLO Index and Palmer Square CLO Debt Index) which provide historical post-crisis index return information.

What is XFLT's performance benchmark?

Because there is no CLO equity index, XFLT uses the leading senior loan benchmark which is the Morningstar LSTA 100 Leveraged Loan Index as its performance benchmark.

What does the life of a typical CLO look like?

Life of the Typical CLO		
Pre-closing	Month 1 to Month 6	Warehouse Period: Underwriting bank provides CLO manager with financing to begin acquiring assets in advance of CLO closing. Equity investors provide first loss capital during the warehouse period
Closing	CLO comes into legal existence	
Post-closing	Month 1 to Month 3	Ramp-Up Period: Post-closing, proceeds from CLO debt issuance used to repay warehouse and purchase additional assets
	Month 4 to Year 4	Non-Call Period: Post Year 2, the equity investor(s) may direct original CLO liabilities to be refinanced (prepaid at par) and replaced with new liabilities in order to reduce interest expense
		Reinvestment Period: Collateral manager permitted to actively trade underlying assets to maximize value and ensure portfolio remains in compliance with collateral quality tests. Principal cash flows from underlying loan/bond assets used by the Collateral Manager to purchase new assets
	Year 5 to Maturity	Amortization Period: A portion of cash flows from asset amortization, prepayments/repayments, and sales are used to pay down outstanding CLO debt in order of seniority

What does it mean to reset or refinance a CLO?

When refinancing a CLO, the CLO capital stack is replaced at lower spreads, which reduces equity-tranche holders' cost of leverage and thus increases their return. The portfolio can be refinanced either partially or in full. In a CLO reset, the original deal, including the loans it owns, remains in place and its reinvestment period or maturity is extended to allow the deal to remain outstanding longer. CLOs typically have a four-year reinvestment and once that timeframe is up, there may be restrictions on buying new loans. A CLO can only be reset or refinanced after its non-call period.

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Glossary

TERM	DEFINITION
Accredited Investor	Generally, anyone who earned income that exceeded \$200,000 (or \$300,000 together with a spouse) in each of the prior two years, and reasonably expects the same for the current year, or has a net worth over \$1 million, either alone or together with a spouse (excluding the value of the person's primary residence).
Alpha	A measure of the excess return of a manager or a fund relative to the return of the benchmark index.
Alternative Investments	Investments in assets other than stocks, bonds and cash or investments using strategies that go beyond traditional ways of investing. Because alternatives tend to behave differently than typical stock and bond investments, adding them to a portfolio may provide broader diversification, reduce risk, and enhance returns.
Barclays Corporate Bond Index	This index measures the investment grade, fixed-rate, taxable corporate bond market. It includes USD denominated securities publicly issued by US and non-US industrial, utility, and financial markets.
Basis Point	A unit of measure used to describe the percentage changes in the value or rate of an instrument. One basis point is equivalent to 0.01%.
BDC (Business Development Company)	A type of closed-end fund that must invest at least 70% of its assets in private or public U.S. firms with market values of less than \$250 million. BDCs may be structured as listed or non-listed funds.
BWIC (Bids Wanted in Competition)	Refers to a type of secondary "auction" of loans of bonds where an institutional investor/security holder offers up a portfolio of securities via a dealer. The dealer will then put out a BWIC, asking potential buyers to submit bids for the securities/portfolio as a whole.
Cash Drag	Uninvested assets in a fund or account are sometimes called cash drag because your cash is not participating in the market and has no upside or downside potential.
CLO (Collateralized Loan Obligation)	A type of structured credit. CLOs invest in a diverse portfolio of broadly syndicated senior secured loans. CLOs finance this pool of loans with a capital structure that consists of debt and equity.
Collateral	A property or other asset that a borrower offers as a way for a lender to secure the loan. If the borrower stops making the promised loan payments, the lender can seize the collateral to recoup its losses.
Correlation	A statistical measure of how two securities move in relation to one another. The correlation coefficient, or indicator of related movement, ranges from 1 to -1.
Duration	A measure expressed in years of the sensitivity of the price of a fixed-income investment to a change in interest rates.
J.P. Morgan Domestic High Yield Index	This index is designed to mirror the investable universe of the U.S. dollar domestic high yield corporate debt market.
J.P. Morgan Collateralized Loan Obligation Index ("CLOIE")	The CLOIE index is a benchmark to track the market for US dollar denominated broadly-syndicated, arbitrage CLOs. The CLOIE is divided by origination (pre- versus post-crisis) and is broken out further into six original rating classes (AAA, AA, A, BBB, BB, B).

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Glossary (cont.)

TERM	DEFINITION
First Lien	A security interest in one or more assets that lenders hold in exchange for secured debt financing. The first lien to be recorded is paid first.
LIBOR	A benchmark rate that some of the world's leading banks charge each other for short-term loans. LIBOR stands for 'London Interbank Offered Rate.' LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates.
LIBOR/SOFR Floor	Ensures that investors receive a guaranteed minimum yield on the loans in which they invest, regardless of how low the LIBOR or SOFR benchmark rates falls.
LTM (Last Twelve Months)	The timeframe of the immediately preceding 12 months.
Mark-to-Market	A measure of the value of an asset or liability, based on current market price.
MLP (Master Limited Partnership)	A type of publicly-traded limited partnership which must generate 90% of their income from qualifying sources, such as exploration, extraction, refining and transporting oil and alternative fuels.
REIT (Real Estate Investment Trust)	A type of security that invests in real estate through property or mortgages. At least 75% of a REIT's assets must be invested in real estate, cash or U.S. Treasuries and 75% of gross income must be derived from real assets. REITs are structured as listed or non-listed REITs.
S&P 500 Index	The S&P 500 Index is a market-capitalization-weighted index of the 500 largest U.S. publicly traded companies. The index is widely regarded as the best gauge of large-cap U.S. equities.
Morningstar LSTA Leveraged Loan 100 Index	The Morningstar LSTA U.S. Leveraged Loan 100 Index ("Morningstar LLI or LLI") is designed to reflect the performance of the largest facilities in the leveraged loan market.
Second Lien	Debts that are subordinate to the rights of more senior debts (i.e., first lien instruments) issued against the same collateral or portions of the same collateral.
Morningstar Leveraged Loan Index (LLI)	The Morningstar LSTA U.S. Leveraged Loan Index ("Morningstar LLI or LLI") is designed to reflect the performance of the all the leveraged loan facilities in the leveraged loan market.
Senior Secured Loans	Debt obligations (also commonly referred to as "senior loans" or "floating rate loans"), issued by a bank to a corporation that holds legal claim to the borrower's assets above all other debt obligations. Senior secured loans have floating rates that typically fluctuate according to the LIBOR.
Sharpe Ratio	Measure of an investment's historical returns adjusted for risk or volatility.
SOFR	The Secured Overnight Financing Rate (SOFR) is a broad measure of the cost of borrowing cash overnight collateralized by Treasury securities.
Standard Deviation	Measures the volatility of an investment return. The larger the standard deviation, the larger the potential movement – up or down – of an investment return.
Tranche	Related securities that are portions of a deal or structured financing, but have different risks, return potential and/or maturities.
Volcker Rule	Prohibits banks from proprietary trading and restricts investment in hedge funds and private equity by commercial banks and their affiliates.
Waterfall	A hierarchy establishing the order in which funds are to be distributed in a CLO.

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XFLT Summary Risks

Investment in the Trust involves special risk considerations, which are summarized below. The Trust is designed as a long-term investment and not as a trading vehicle. The Trust is not intended to be a complete investment program. The Trust's performance and the value of its investments will vary in response to changes in interest rates, inflation and other market factors.

- Limited Prior History
- Investment and Market Risk
- Structured Credit Instruments Risk
- Below Investment Grade Securities Risk
- Market Discount Risk
- CLO Risk
- CLO Subordinated Note Risk
- Corporate Credit Investments Risk
- Senior Loan Risk
- Second Lien Loans Risk
- Unsecured Loan Risk
- Loan Participation and Assignment Risk
- Illiquid Investments Risk
- Stressed and Distressed Investments Risk
- Leverage Risk
- Other Investment Companies Risk
- Exchange-Traded Fund Risk
- Short Sales Risk
- LIBOR/SOFR Risk
- Derivatives Risk
- Off-Exchange Derivatives Risk
- Options Risk
- Futures Risk
- Swaps Risk
- Credit Default Swaps Risk
- Hedging Transactions Risk
- Counterparty Risk
- Synthetic Investment Risk
- Segregation and Cover Risk
- Interest Rate Risk
- Prepayment Risk
- Inflation/Deflation Risk
- Duration and Maturity Risk
- Credit Risk
- Non-U.S. Investments Risk
- Equity Investments Risk
- Limited Term Risk

Performance achieved prior to December 31, 2021 is predominantly based on investments that use USD LIBOR as a reference rate. LIBOR is currently being phased out, with the syndicated debt and CLO securities markets transitioning to alternative reference rates. The Trust holds assets referencing LIBOR and assets referencing SOFR. There is no guarantee that the performance of individual investments or the syndicated debt and CLO securities markets as a whole during the transition period (or ultimately) will be consistent with performance achieved during the LIBOR era. For additional risks relating to investments in the Trust, please see "Risks" in the Trust's prospectus, which is publicly available on the EDGAR Database on the SEC website at <http://www.sec.gov>.

XFLT Risk Considerations

Investment in the Trust involves special risk considerations, which are summarized below. The Trust is designed as a long-term investment and not as a trading vehicle. The Trust is not intended to be a complete investment program. The Trust's performance and the value of its investments will vary in response to changes in interest rates, inflation and other market factors. Investors should see the "Risks" section in the Trust's most recent Annual Report on Form N-CSR for a detailed discussion of factors investors should consider carefully before deciding to invest in the Trust's Shares.

Investment and Market Risk. An investment in Common Shares is subject to investment risk, including the possible loss of the entire principal amount that you invest. Your investment in Common Shares represents an indirect investment in the securities owned by the Trust. Your Common Shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of distributions. A prospective investor should invest in the Common Shares only if the investor can sustain a complete loss in its investment.

Structured Credit Instruments Risk. Holders of structured credit instruments bear risks of the underlying investments, index or reference obligation as well as risks associated with the issuer of the instrument, which is often a special purpose vehicle, and may also be subject to counterparty risk.

Below Investment Grade Securities Risk. The Trust intends to invest primarily in below investment grade credit instruments, which are commonly referred to as "high-yield" securities or "junk" bonds. Investment in securities of below investment grade quality involves substantial risk of loss. Securities of below investment grade quality are considered predominantly speculative with respect to the issuer's capacity to pay interest and repay principal when due and therefore involve a greater risk of default or decline in market value due to adverse economic and issuer-specific developments. Issuers of below investment grade securities are not perceived to be as strong financially as those with higher credit ratings. These issuers face ongoing uncertainties and exposure to adverse business, financial or economic conditions and are more vulnerable to financial setbacks and recession than more creditworthy issuers, which may impair their ability to make interest and principal payments. Securities of below investment grade quality display increased price sensitivity to changing interest rates and to a deteriorating economic environment. The market values of certain below investment grade securities tend to reflect individual issuer developments to a greater extent than do higher-rated securities, which react primarily to fluctuations in the general level of interest rates. The market values for securities of below investment grade quality tend to be more volatile and such securities tend to be less liquid than investment grade debt securities, which could result in the Trust being unable to sell such securities for an extended period of time, if at all. To the extent that a secondary market does exist for certain below investment grade securities, the market for them may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods. Because of the substantial risks associated with investments in below investment grade securities, you could have an increased risk of losing money on your investment in Common Shares, both in the short-term and the long-term. To the extent that the Trust invests in below investment grade securities that are unrated, the Trust's ability to achieve its investment objectives will be more dependent on the Sub-Adviser's credit analysis than would be the case when the Trust invests in rated securities.

Market Discount Risk. Shares of closed-end management investment companies frequently trade at a discount from their net asset value, which is a risk separate and distinct from the risk that the Trust's net asset value could decrease as a result of its investment activities. Although the value of the Trust's net assets is generally considered by market participants in determining whether to purchase or sell Common Shares, whether investors will realize gains or losses upon the sale of Common Shares will depend entirely upon whether the market price of Common Shares at the time of sale is above or below the investor's purchase price for Common Shares. Because the market price of Common Shares will be determined by factors such as net asset value, dividend and distribution levels (which are dependent, in part, on expenses), supply of and demand for Common Shares, stability of dividends or distributions, trading volume of Common Shares, general market and economic conditions and other factors beyond the control of the Trust, the Trust cannot predict whether Common Shares will trade at, below or above net asset value or at, below or above the initial public offering price. This risk may be greater for investors expecting to sell their Common Shares soon after the completion of the public offering, as the net asset value of the Common Shares will be reduced immediately following the offering as a result of the payment of certain offering costs. Common Shares of the Trust are designed primarily for long-term investors; investors in Common Shares should not view the Trust as a vehicle for trading purposes.

CLO Risk. CLOs often involve risks that are different from or more acute than risks associated with other types of credit instruments. For instance, due to their often complicated structures, various CLOs may be difficult to value and may constitute illiquid investments. In addition, there can be no assurance that a liquid market will exist in any CLO when the Trust seeks to sell its interest therein. Moreover, the value of CLOs may decrease if the ratings agencies reviewing such securities revise their ratings criteria and, as a result, lower their original rating of a CLO in which the Trust has invested.

Restructuring of Investments Held by CLOs. The manager of a CLO has broad authority to direct and supervise the investment and reinvestment of the investments held by the CLO, which may include the execution of amendments, waivers, modifications and other changes to the investment documentation in accordance with the collateral management agreement. During periods of economic uncertainty and recession, the incidence of amendments, waivers, modifications and restructurings of investments may increase. Such amendments, waivers, modifications and other restructurings will change the terms of the investments and in some cases may result in the CLO holding assets not meeting its criteria for investments. This could adversely impact the coverage tests under an indenture governing the notes issued by the CLO. If as a result of any such restructurings, the Sub-Adviser determines that continuing to hold instruments issued by such CLO is no longer in the best interest of the Trust, the Sub-Adviser may dispose of such CLO instruments. In certain instances, the Trust may be unable to dispose of such investments at advantageous prices and/or may be required to reinvest the proceeds of such disposition in lower-yielding investments.

CLO Management Risk. The activities of any CLO in which the Trust may invest will generally be directed by a collateral manager. In the Trust's capacity as holder of subordinated notes, the Trust is generally not able to make decisions with respect to the management, disposition or other realization of any investment, or other decisions regarding the business and affairs, of that CLO.

XFLT Risk Considerations

CLO Subordinated Note Risk. The Trust may invest in subordinated notes issued by a CLO, which are junior in priority of payment and are subject to certain payment restrictions generally set forth in an indenture governing the notes. In addition, they generally have only limited voting rights and generally do not benefit from any creditors' rights or ability to exercise remedies under the indenture governing the notes. The subordinated notes are not guaranteed by another party. The subordinated notes are unsecured and rank behind all of the secured creditors, known or unknown, of the issuer, including the holders of the secured notes it has issued. Consequently, to the extent that the value of the issuer's portfolio of loan investments has been reduced as a result of conditions in the credit markets, defaulted loans, capital gains and losses on the underlying assets, prepayment or changes in interest rates, the value of the subordinated notes realized at their redemption could be reduced. Accordingly, the subordinated notes may not be paid in full and may be subject to up to 100% loss. Subordinated notes are subject to greater risk than the senior notes issued by the CLO. CLO subordinated notes do not have a fixed coupon and payments on CLO subordinated notes will be based on the income received from the underlying collateral and the payments made to the secured notes, both of which may be based on floating notes. While payments on CLO subordinated notes will vary, CLO subordinated notes may not offer the same level of protection against changes in interest rates as other floating-rate instruments. Subordinated notes are illiquid investments and subject to extensive transfer restrictions, and no party is under any obligation to make a market for subordinated notes.

Corporate Credit Investments Risk. Corporate debt instruments pay fixed, variable or floating rates of interest. The value of fixed-income securities in which the Trust invests will change in response to fluctuations in interest rates. In addition, the value of certain fixed-income securities can fluctuate in response to perceptions of creditworthiness, political stability or soundness of economic policies. Fixed-income securities are subject to the risk of the issuer's inability to meet principal and interest payments on its obligations (i.e., credit risk) and are subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e., market risk).

Senior Loan Risk. Senior Loans are generally of below investment grade credit quality and are subject to greater risks than investment grade corporate obligations. The prices of these investments may be volatile and will generally fluctuate due to a variety of factors that are inherently difficult to predict, including, but not limited to, changes in interest rates, prevailing credit spreads, general economic conditions, financial market conditions, U.S. and non-U.S. economic or political events, developments or trends in any particular industry, and the financial condition of certain Borrowers.

Second Lien Loans Risk. Second lien loans are secured by liens on the collateral securing the loan that are subordinated to the liens of at least one other class of obligations of the related obligor, and thus, the ability of the Trust to exercise remedies after a second lien loan becomes a defaulted loan is subordinated to, and limited by, the rights of the senior creditors holding such other classes of obligations. In many circumstances, the Trust may be prevented from foreclosing on the collateral securing a second lien loan until the related senior loan is paid in full.

Unsecured Loan Risk. Unsecured loans do not benefit from any security interest in the assets of the Borrower. Liens on such Borrowers' assets, if any, will secure the applicable Borrower's obligations under its outstanding secured indebtedness and may secure certain future indebtedness that is permitted to be incurred by the Borrower under its secured loan agreements. The holders of obligations secured by such liens will generally control the liquidation of, and be entitled to receive proceeds from, any realization of such collateral to repay their obligations in full before unsecured instruments held by the Trust. In addition, the value of such collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from sales of such collateral would be sufficient to satisfy the Trust's unsecured obligations after payment in full of all secured loan obligations of the Borrower. If such proceeds were not sufficient to repay the Borrower's outstanding secured loan obligations, then the Trust's unsecured claims against the Borrower would rank equally with the unpaid portion of such secured creditors' claims against the Borrower's remaining assets, if any. As a result, the prices of unsecured loans may be more volatile than those of senior loans, second lien and other secured loans and other investments held by the Trust.

Loan Participation and Assignment Risk. The Trust may purchase Senior Loans, second lien loans and unsecured loans on a direct assignment basis from a participant in the original syndicate of lenders or from subsequent assignees of such interests. The Trust may also purchase, without limitation, participations in Senior Loans, second lien loans and unsecured loans. The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the debt obligation; however, the purchaser's rights can be more restricted than those of the assigning institution, and, in any event, the Trust may not be able to unilaterally enforce all rights and remedies under the loan and with regard to any associated collateral. A participation typically results in a contractual relationship only with the institution participating out the interest, not with the Borrower. In purchasing participations, the Trust generally will have no right to enforce compliance by the Borrower with the terms of the loan agreement against the Borrower, and the Trust may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, the Trust will be exposed to the credit risk of both the Borrower and the institution selling the participation. Further, in purchasing participations in lending syndicates, the Trust may not be able to conduct the same due diligence on the Borrower with respect to a loan that the Trust would otherwise conduct. In addition, as a holder of the participations, the Trust may not have voting rights or inspection rights that the Trust would otherwise have if it were investing directly in the loan, which may result in the Trust being exposed to greater credit or fraud risk with respect to the Borrower.

Illiquid Investments Risk. The Trust expects to invest in restricted, as well as thinly traded, instruments and securities (including privately placed securities and instruments, which are assets which are subject to Rule 144A. There may be no trading market for these securities and instruments, and the Trust might only be able to liquidate these positions, if at all, at disadvantageous prices.

Stressed and Distressed Investments Risk. The Trust may invest in stressed and distressed securities. The ability of the Trust to obtain a profit from these investments may often depend upon factors that are intrinsic to the particular issuer, rather than the market as a whole. Appreciation in the value of such securities may be contingent upon the occurrence of certain events, such as a successful reorganization or merger. If the expected event does not occur, the Trust may incur a loss on the position. Distressed securities may have a limited trading market, resulting in limited liquidity and presenting difficulties to the Trust in valuing its positions. Due to the illiquid nature of many distressed investments, as well as the uncertainties of the reorganization and active management process, the Sub-Adviser may be unable to predict with confidence what the exit strategy will ultimately be for any given position, or that one will definitely be available. Certain distressed investment opportunities may allow a holder to have significant influence on the management, operations and strategic direction of the portfolio companies in which it invests.

XFLT Risk Considerations

Leverage Risk. The Trust uses leverage to seek to enhance total return and income. The Trust may use leverage through (i) the issuance of senior securities representing indebtedness, including through borrowing from financial institutions or issuance of debt securities, including notes or commercial paper (collectively, “Indebtedness”), (ii) the issuance of preferred shares (“Preferred Shares”) and/or (iii) reverse repurchase agreements, securities lending, short sales or derivatives, such as swaps, futures or forward contracts, that have the effect of leverage (“portfolio leverage”). The Trust may utilize leverage to the maximum extent permitted under the Investment Company Act of 1940.

The Trust has entered into a revolving credit facility and any borrowings through the credit facility are secured by eligible securities held in the Trust’s portfolio of investments. The Trust has also issued preferred shares, which are senior securities that constitute shares of beneficial interest of the Trust. Preferred shares rank senior to the Trust’s Common Shares in priority of payment of dividends and as to the distribution of assets upon dissolution, liquidation or winding up of the Trust’s affairs; equal in priority with all other future series of preferred shares the Trust may issue as to priority of payment of dividends and as to distributions of assets upon dissolution, liquidation or the winding-up of the Trust’s affairs; and subordinate in right of payment to amounts owed under the Trust’s existing credit facility, and to the holder of any future senior indebtedness, which may be issued without the vote or consent of preferred shareholders. The use of leverage is a speculative technique that involves special risks. The Trust currently anticipates utilizing leverage to seek to enhance total return and income. There can be no assurance that the Advisor’s and the Sub-Advisor’s expectations will be realized or that a leveraging strategy will be successful in any particular time period. Use of leverage creates an opportunity for increased income and capital appreciation but, at the same time, creates special risks. Leverage is a speculative technique that exposes the Trust to greater risk and increased costs than if it were not implemented. The more leverage that is utilized by the Trust, the more exposed the Trust will be to the risks of leverage. The use of leverage by the Trust causes the net asset value of the common shares to fluctuate significantly in response to changes in interest rates and other economic indicators. As a result, the net asset value, market price and dividend rate of the common shares is likely to be more volatile than those of a fund that is not exposed to leverage. Leverage increases operating costs, which may reduce total return. The Trust pays interest on its borrowings, which may reduce the Trust’s return. Increases in interest rates that the Trust must pay on its borrowings will increase the cost of leverage and may reduce the return to common shareholders. The risk of increases in interest rates may be greater in the current market environment because interest rates are near historically low levels. During the time in which the Trust is utilizing leverage, the amount of the investment advisory fee paid by the Trust will be higher than if the Trust did not utilize leverage because the fees paid will be calculated based on the Trust’s Managed Assets, including proceeds of leverage. Common shareholders bear the portion of the management fee attributable to assets purchased with the proceeds of leverage, which means that common shareholders effectively bear the entire management fee.

Other Investment Companies Risk. Investments in other investment companies present certain special considerations and risks not present in making direct investments in securities in which the Trust may invest. Investments in other investment companies involve operating expenses and fees that are in addition to the expenses and fees borne by the Trust. Such expenses and fees attributable to the Trust’s investments in other investment companies are borne indirectly by Common Shareholders. Accordingly, investment in such entities involves expense and fee layering.

Exchange-Traded Fund Risk. For ETFs tracking an index of securities, the cumulative percentage increase or decrease in the net asset value of the shares of an ETF may over time diverge significantly from the cumulative percentage increase or decrease in the relevant index due to the compounding effect experienced by an ETF which results from a number of factors, including, leverage (if applicable), daily rebalancing, fees, expenses and interest income, which in turn results in greater non-correlation between the return of an ETF and its corresponding index.

Short Sales Risk. Short sales involve selling securities of an issuer short in the expectation of covering the short sale with securities purchased in the open market at a price lower than that received in the short sale. If the price of the issuer’s securities declines, the Trust may then cover the short position with securities purchased in the market. The profit realized on a short sale will be the difference between the price received in the sale and the cost of the securities purchased to cover the sale. The possible losses from selling short a security differ from losses that could be incurred from a cash investment in the security; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by the federal securities laws and the various national and regional securities exchanges, which restrictions could limit the Trust’s investment activities. There can be no assurance that securities necessary to cover a short position will be available for purchase.

Derivatives Risk. Derivatives are financial contracts in which the value depends on, or is derived from, the value of an underlying asset, reference rate or index. The Trust may, but is not required to, engage in various derivatives transactions for hedging and risk management purposes, to facilitate portfolio management and to seek to enhance total return of earn income. The Trust’s use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. Derivatives are subject to a number of risks, such as interest rate risk, market risk, counterparty risk, and credit risk.

Off-Exchange Derivatives Risk. The Trust may invest a portion of its assets in investments which are not traded on organized exchanges and as such are not standardized. Such transactions may include forward contracts, swaps or options. While some markets for such derivatives are highly liquid, transactions in off-exchange derivatives may involve greater risk than investing in exchange-traded derivatives because there is no exchange market on which to close out an open position.

Options Risk. Trading in options involves a number of risks. Specific market movements of the option and the instruments underlying an option cannot be predicted. No assurance can be given that a liquid offset market will exist for any particular option or at any particular time. If no liquid offset market exists, the Trust might not be able to effect an offsetting transaction in a particular option.

Futures Risk. Futures contracts markets are highly volatile and are influenced by a variety of factors, including national and international political and economic developments. In addition, because of the low margin deposits normally required in futures trading, a high degree of leverage is typical of a futures trading account. As a result, a relatively small price movement in a futures contract may result in substantial losses to the trader.

XFLT Risk Considerations

Swaps Risk. The Trust may utilize swap agreements including, without limitation, interest rate, index and currency swap agreements. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary securities transactions. There are risks relating to the financial soundness and creditworthiness of the counterparty to swap agreements.

Credit Default Swaps Risk. The Trust may enter into credit default swap agreements. The “buyer” in a credit default contract is obligated to pay the “seller” a periodic stream of payments over the term of the contract provided that no event of default on an underlying reference obligation has occurred. The Trust may be either the buyer or seller in a credit default swap transaction. Credit default swap transactions involve greater risks than if a Trust had invested in the reference obligation directly. Credit default swaps are subject to the risk of non-performance by the swap counterparty, including risks relating to the financial soundness and creditworthiness of the swap counterparty.

Hedging Transactions Risk. The success of any hedging strategy utilized by the Trust’s will be subject to the Sub-Adviser’s ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the Trust’s hedging strategy will also be subject to the Sub-Adviser’s ability to continually recalculate, readjust, and execute hedges in an efficient and timely manner.

Counterparty Risk. The Trust will be subject to credit risk with respect to the counterparties to the derivative contracts entered into by the Trust.

Synthetic Investment Risk. The Trust may be exposed to certain additional risks should the Sub-Adviser uses derivatives transactions as a means to synthetically implement the Trust’s investment strategies. Customized derivative instruments will likely be highly illiquid, and it is possible that the Trust will not be able to terminate such derivative instruments prior to their expiration date or that the penalties associated with such a termination might impact the Trust’s performance in a materially adverse manner.

Segregation and Cover Risk. In connection with certain derivatives transactions, the Trust may be required to segregate liquid assets or otherwise cover such transactions and/or to deposit amounts as premiums or to be held in margin accounts. Such amounts may not otherwise be available to the Trust for investment purposes. The Trust may earn a lower return on its portfolio than it might otherwise earn if it did not have to segregate assets in respect of, or otherwise cover, its derivatives transactions positions.

Interest Rate Risk. Interest rate risk is the risk that credit securities will decline in value because of changes in market interest rates. When market interest rates rise, the market value of fixed income credit securities generally will fall. These risks may be greater in the current market environment because interest rates are near historically low levels. Prevailing interest rates may be adversely impacted by market and economic factors. If interest rates rise the markets may experience increased volatility, which may adversely affect the value and/or liquidity of certain of the Trust’s investments. The prices of longer-term securities fluctuate more than prices of shorter-term securities as interest rates change. The Trust’s use of leverage will tend to increase the interest rate risk to which its Common Shares are subject. The Trust invests primarily in variable and floating rate credit instruments and other structured credit investments, which generally are less sensitive to interest rate changes than fixed rate instruments, but generally will not increase in value if interest rates decline.

Prepayment Risk. The frequency at which prepayments (including voluntary prepayments by the obligors and accelerations due to defaults) occur on bonds and loans will be affected by a variety of factors including the prevailing level of interest rates and spreads as well as economic, demographic, tax, social, legal and other factors. The adverse effects of prepayments may impact the Trust’s portfolio in several ways. During periods of declining interest rates, when the issuer of a security exercises its option to prepay principal earlier than scheduled, the Trust may be required to reinvest the proceeds of such prepayment in lower-yielding securities. Particular investments may experience outright losses, as in the case of an interest-only security in an environment of faster actual or anticipated prepayments. In addition, particular investments may underperform relative to hedges that the Sub-Adviser may have constructed for these investments, resulting in a loss to the Trust’s overall portfolio.

Inflation/Deflation Risk. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Common Shares and distributions can decline. Deflation risk is the risk that prices throughout the economy decline over time — the opposite of inflation. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Trust’s portfolio.

Duration and Maturity Risk. The Trust has no set policy regarding maturity or duration of credit instruments in which it may invest or of the Trust’s portfolio generally. The price of fixed rate securities with longer maturities or duration generally is more significantly impacted by changes in interest rates than those of fixed rate securities with shorter maturities or duration. Therefore, generally speaking, the longer the duration of the Trust’s portfolio, the more exposure the Trust will have to interest rate risk described above. The Sub-Adviser may seek to adjust the portfolio’s duration or maturity based on its assessment of current and projected market conditions and all factors that the Sub-Adviser deems relevant. The Trust may incur costs in seeking to adjust the portfolio average duration or maturity. There can be no assurance that the Sub-Adviser’s assessment of current and projected market conditions will be correct or that any strategy to adjust the portfolio’s duration or maturity will be successful at any given time.

Credit Risk. Credit risk is the risk that an issuer of securities will be unable to pay principal and interest when due, or that the value of the security will suffer because investors believe the issuer is less able to pay.

Non-U.S. Investments Risk. The risk of loss associated with investments in securities of foreign issuers include currency exchange risks, expropriation, or limits on repatriating an investment, government intervention, confiscatory taxation, political, economic or social instability, illiquidity, less efficient markets, price volatility and market manipulation.

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Equity Investments Risk. Incidental to the Trust's investments in credit instruments, the Trust may acquire or hold equity securities, or warrants to purchase equity securities, of a Borrower or issuer. Common equity securities prices fluctuate for a number of reasons, including changes in investors' perceptions of the financial condition of an issuer, the general condition of the relevant stock market and broader domestic and international political and economic events.

Limited Term Risk. Unless the Trust completes an Eligible Tender Offer, and converts to perpetual existence, the Trust will terminate on or about the Termination Date. The Trust should not be confused with a so-called "target date" or "life cycle" fund whose asset allocation becomes more conservative over time as the fund's target date, often associated with retirement, approaches, and does not typically terminate on the target date. In addition, the Trust should not be confused with a "target term" fund whose investment objective is to return the fund's original net asset value on the termination date. **The Trust's investment objective and policies are not designed to seek to return to investors that purchase Common Shares in this offering their initial investment of \$10.00 per Common Share on the Termination Date or in an Eligible Tender Offer, and such investors and investors that purchase Common Shares after the completion of this offering may receive more or less than their original investment upon termination or in an Eligible Tender Offer.**

Because the assets of the Trust will be liquidated in connection with the termination, the Trust will incur transaction costs in connection with dispositions of portfolio securities. The Trust does not limit its investments to securities having a maturity date prior to the Termination Date and may be required to sell portfolio securities when it otherwise would not, including at times when market conditions are not favorable, which may cause the Trust to lose money. In particular, the Trust's portfolio may still have significant remaining average maturity and duration, and large exposures to below investment grade securities, as the Termination Date approaches, losses due to portfolio liquidation may be significant. Beginning one year before the Termination Date (the "wind-down period"), the Trust may begin liquidating all or a portion of the Trust's portfolio, and may deviate from its investment policies, including its policy of investing at least 80% of its Managed Assets in floating rate credit instruments and other structured credit investments and may not achieve its investment objective. During the wind-down period, the Trust's portfolio composition may change as more of its portfolio holdings are called or sold and portfolio holdings are disposed of in anticipation of liquidation. Rather than reinvesting the proceeds of matured, called or sold securities, the Trust may invest such proceeds in short-term or other lower yielding securities or hold the proceeds in cash, which may adversely affect its performance. The Trust may distribute the proceeds in one or more liquidating distributions prior to the final liquidation, which may cause fixed expenses to increase when expressed as a percentage of assets under management. Upon a termination, it is anticipated that the Trust will have distributed substantially all of its net assets to shareholders, although securities for which no market exists or securities trading at depressed prices, if any, may be placed in a liquidating trust. Common Shareholders will bear the costs associated with establishing and maintaining a liquidating trust, if necessary. Securities placed in a liquidating trust may be held for an indefinite period of time until they can be sold or pay out all of their cash flows. The Trust cannot predict the amount, if any, of securities that will be required to be placed in a liquidating trust.

If the Trust conducts an Eligible Tender Offer, the Trust anticipates that funds to pay the aggregate purchase price of Common Shares accepted for purchase pursuant to the tender offer will be first derived from any cash on hand and then from the proceeds from the sale of portfolio investments held by the Trust. In addition, the Trust may be required to dispose of portfolio investments in connection with any reduction in the Trust's outstanding leverage necessary in order to maintain the Trust's desired leverage ratios following a tender offer. The disposition of portfolio investments by the Trust could cause market prices of such instruments, and hence the net asset value of the Common Shares, to decline. In addition, disposition of portfolio investments will cause the Trust to incur increased brokerage and related transaction expenses. The Trust may receive proceeds from the disposition of portfolio investments that are less than the valuations of such investments by the Trust. It is likely that during the pendency of a tender offer, and possibly for a time thereafter, the Trust will hold a greater than normal percentage of its total assets in cash and cash equivalents, which may impede the Trust's ability to achieve its investment objective and decrease returns to shareholders. If the Trust's tax basis for the investments sold is less than the sale proceeds, the Trust will recognize capital gains, which the Trust will be required to distribute to shareholders. In addition, the Trust's purchase of tendered Common Shares pursuant to a tender offer will have tax consequences for tendering shareholders and may have tax consequences for non-tendering shareholders. The purchase of Common Shares by the Trust pursuant to a tender offer will have the effect of increasing the proportionate interest in the Trust of non-tendering shareholders. All shareholders remaining after a tender offer will be subject to proportionately higher expenses due to the reduction in the Trust's total assets resulting from payment for the tendered Common Shares. Such reduction in the Trust's total assets may also result in less investment flexibility, reduced diversification and greater volatility for the Trust, and may have an adverse effect on the Trust's investment performance. The Trust is not required to conduct an Eligible Tender Offer. If the Trust conducts an Eligible Tender Offer, there can be no assurance that tendered Common Shares will not exceed the Termination Threshold, in which case the Eligible Tender Offer will be terminated, no Common Shares will be repurchased pursuant to the Eligible Tender Offer and the Trust will terminate on or before the Termination Date (subject to possible extensions). Following the completion of an Eligible Tender Offer in which the tendered Common Shares do not exceed the Termination Threshold, the Board of Trustees may eliminate the Termination Date upon the affirmative vote of a majority of the Board of Trustees and without a shareholder vote. Thereafter, the Trust will have a perpetual existence. The Trust is not required to conduct additional tender offers following an Eligible Tender Offer and conversion to perpetual existence. Therefore, remaining shareholders may not have another opportunity to participate in a tender offer. Shares of closed-end management investment companies frequently trade at a discount from their net asset value, and as a result remaining shareholders may only be able to sell their Common Shares at a discount to net asset value.

LIBOR. CLO debt and bank syndicated loans historically used LIBOR as an interest rate benchmark, which is currently being phased out, with new instruments being issued with an alternative rate and all existing instruments tied to LIBOR required to transition by June 30, 2023. Replacement of LIBOR could adversely affect the market value or liquidity of CLO securities and/or loans, and pose tangential risk for markets and assets that do not rely directly on LIBOR. On July 29, 2021, the Alternative Reference Rates Committee formally recommended CME Group's forward-looking Term SOFR rate as the replacement rate for U.S. dollar LIBOR, however, there is uncertainty with respect to replacement of LIBOR with proposed alternative reference rates, and it is possible that different markets might adopt different rates, resulting in multiple rates at the same time and a potential mismatch between CLO securities and underlying collateral, the effects of which are uncertain at this time, and could include increased volatility or illiquidity. In addition, operational and technology challenges during the transition from LIBOR as well as inconsistent communication from issuers could result in delayed investment analyses and reduced investment opportunities.

Additional Risks. For additional risks relating to investments in the Trust, please see "Risks" in the Trust's prospectus, which is publicly available on the EDGAR Database on the SEC website at <http://www.sec.gov>.