

Medley Capital Corporation (NYSE: MCC)

Investor Presentation

Quarter Ended December 31, 2014

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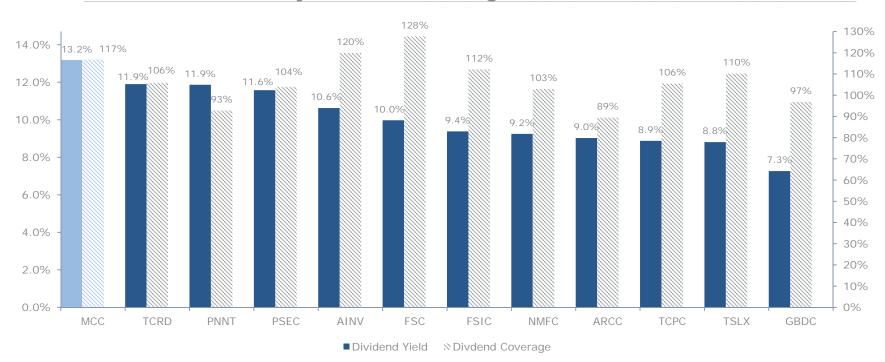
Key Investment Highlights

- 1. Attractive Market Dynamics
- 2. Seasoned Management Team
- 3. Direct Origination Model
- 4. Disciplined Investment Process
- 5. Majority Floating Rate Senior Secured Assets
- 6. Revised Quarterly Dividend Remains Attractive And Is Covered By NII Per Share



Strong Relative Dividend On Current Share Price

 MCC's revised dividend provides an attractive current yield for investors compared to our BDC peers



Current Annualized Dividend Yield On Current Share Price¹ and Quarterly Dividend Coverage From NII Per Share²

Note: AINV, FSC, GBDC, PNNT, PSEC have reported 12/31/14 results as of as of 2/9/2015.

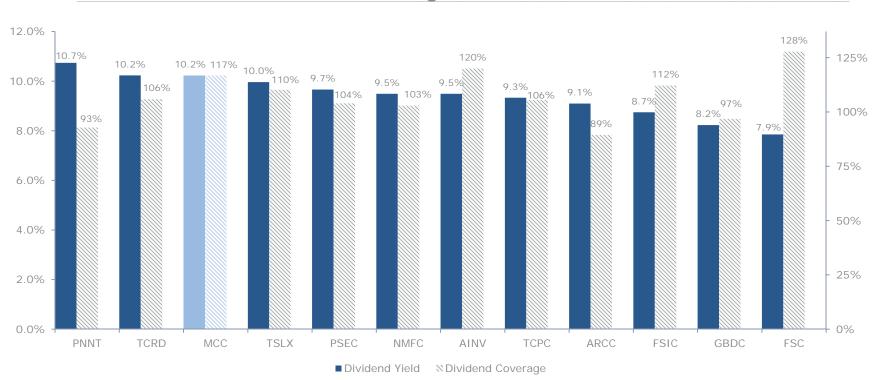
1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/9/2015.

2. Dividend coverage calculated as Quarterly NII per share / recently declared quarterly dividend. Other BDC data as of the most recent publicly available information. MCC quarterly dividend of \$0.30.



Strong Relative Dividend On NAV Per Share

• MCC's revised dividend provides an attractive current yield on NAV for investors compared to our BDC peer median



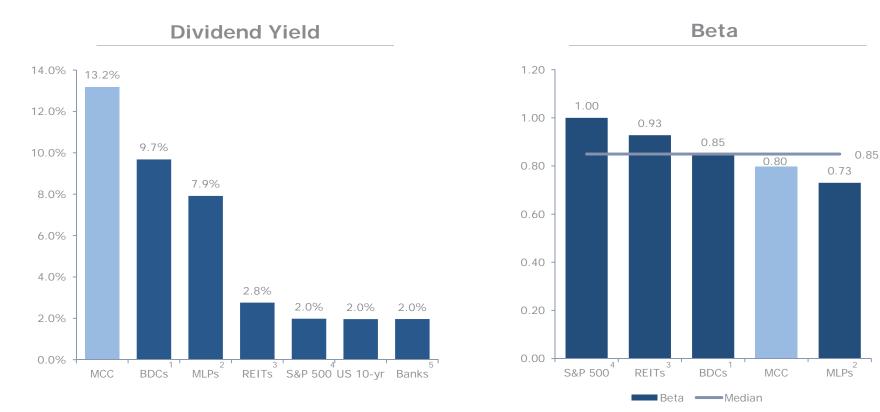
Current Annualized Dividend Yield On NAV Per Share¹ and Quarterly Dividend Coverage From NII Per Share²

1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/9/2015.

2. Dividend coverage calculated as Quarterly NII per share / recently declared quarterly dividend. Other BDC data as of the most recently publicly available information. MCC quarterly dividend of \$0.30.

BDCs Have Delivered Above Average Yields

• BDCs provide investors with an attractive risk-adjusted current yield



Note: Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/9/2015. Betas from Bloomberg as of 12/31/2014.

- 1. BDCs include: AINV, ARCC, FSC, FSIC, GBDC, NMFC, PNNT, PSEC, TCPC, TCRD and TSLX. FSIC, NMFC, TCPC and TSLX were not public at time of MCC IPO and excluded from Beta calculation.
- 2. Dividend Yield MLPs include: ETP, EPD, TEP, APL, DPM, NMM and SDLP. Beta MLPs include: ETP, EPD, TEP, ACMP, APL, DPM, NMM and SDLP. ACMP was acquired and is no longer listed publicly.
- 3. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN.
- 4. S&P 500 Total Return Index.
- 5. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB.



MCC Delivers Attractive Risk Adjusted Return on Equity

• The BDC industry, as well as MCC individually has historically minimized net realized losses relative to other credit-related assets while offering higher return on equity



Note: Credit Ratings based on cumulative average of loss rates over a five year period (1982-2013). Financial data as of 12/31/2014. Source: TIAA-CREF, Moody's Investor Service, Barclays Credit Research.

- 1. MCC and BDC ROE calculation based off of annualized quarterly NII/Average Shareholder Equity. BDCs include: AINV, FSC, GBDC, PNNT, and PSEC.
- 2. Bank ROE calculation based off of LTM Net Income Less Preferred Dividends/Average Shareholder Equity. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB.
- 3. REIT ROE calculation based off of LTM Earnings From Continuing Operations/Average Shareholder Equity. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN.
- 4. Source: Barclays Credit Research.

MCC Presents an Attractive Investment Opportunity

• Attractive ROE with lower leverage levels vs. other yield oriented asset classes

	Price / NAV	Dividend Yield ¹	Leverage ²	ROE ³
MCC	0.78x	13.2%	0.71x	11.5%
BDCs ⁴	0.89x	9.7%	0.77x	9.7%
REITs 5	2.87x	2.8%	0.98x	8.1%
MLPs 6	3.18x	7.9%	1.44x	11.0%
Banks ⁷	1.34x	2.0%	7.47x	8.6%

Note: Market data as of 2/9/2015. Financial data as of 12/31/2014, except where noted below.

1. Dividend yields based upon the most recently declared dividend, annualized to reflect the closing share price as of 2/9/2015. Annualized dividend per share does not include special dividends.

2. MCC and BDC leverage calculated as total debt less SBIC debt divided by total book value. Bank leverage includes deposits.

- 3. MCC and BDC ROE calculation based off of annualized quarterly NII/Average Shareholder Equity.
- 4. BDCs include: AINV, FSC, GBDC, PNNT, and PSEC. For dividend yield, BDCs include: AINV, ARCC, FSC, FSIC, GBDC, NMFC, PNNT, PSEC, TCPC, TCRD and TSLX.

5. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN.

6. MLPs include: ETP, EPD, TEP, APL, DPM, NMM and SDLP.

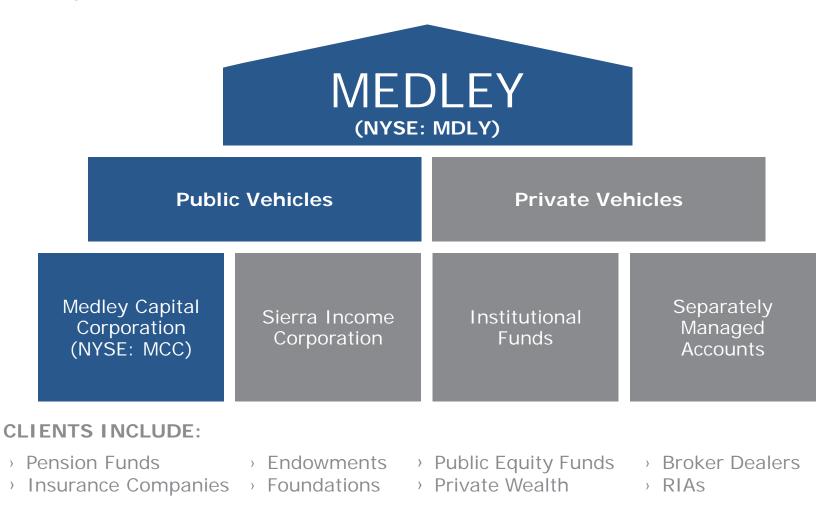
7. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB.

COMPANY OVERVIEW



Medley's Platform

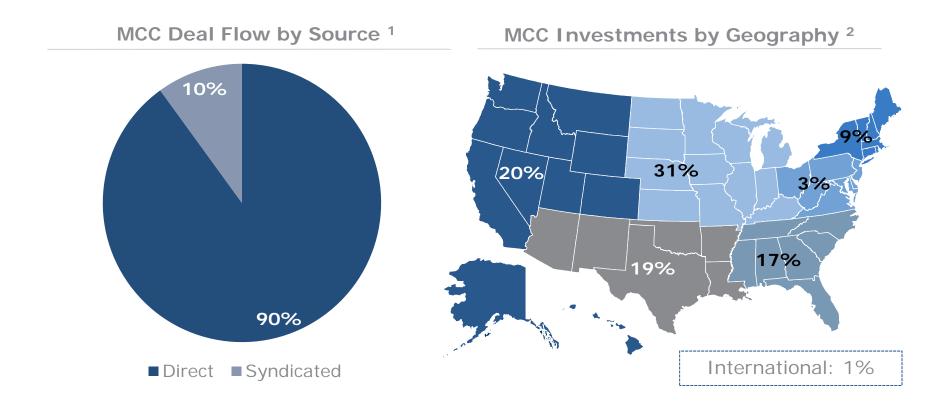
• Medley is a <u>CREDIT-FOCUSED</u> direct lender to the middle market





Investment Process – National Origination Platform

- Seasoned 80+ person team
- Institutionalized direct origination and underwriting process

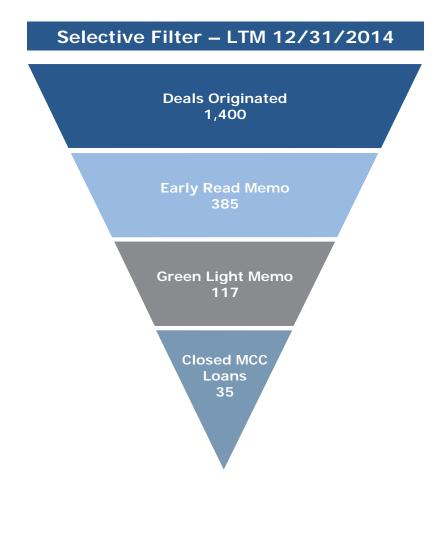


1. Based on fair value of investment portfolio at 12/31/2014.

2. Based on location of borrower headquarters.



Investment Process – Disciplined



Portfolio Construction

Senior Secured

• UCC (lien) filings / Cash control / Covenants

Broadly diversified

• Sector / Collateral / Position size / Geography

Thorough diligence

- Deep underwriting by internal team
- Third-party financial review and independent appraisals

Active Credit Monitoring

Frequent Borrower Contact

- Monthly calls
- Quarterly onsite visits

Monthly Review

- Financial review
- Compliance certificates from borrowers

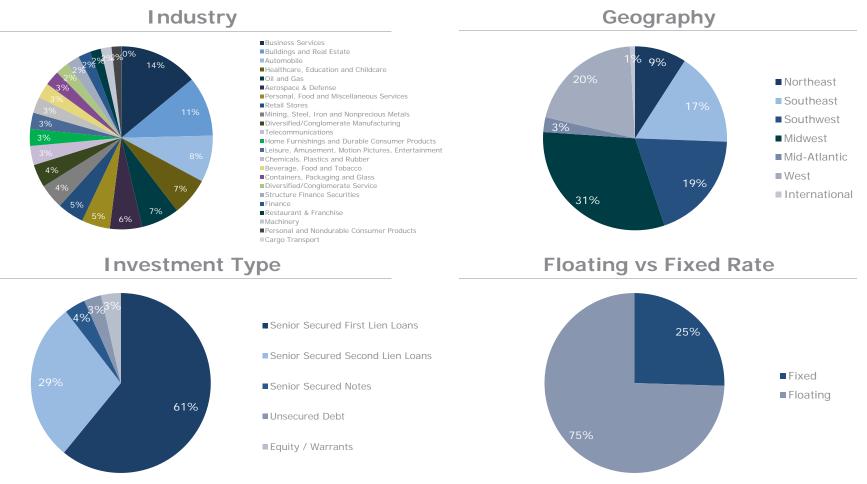
External checks and balances

- Independent valuation and collateral analysis
- Third-party loan servicing
- Outside legal counsel



Highly Diversified Senior Secured Floating Rate Portfolio

• MCC has a diversified portfolio of 76 companies with a 12.5% weighted average yield¹



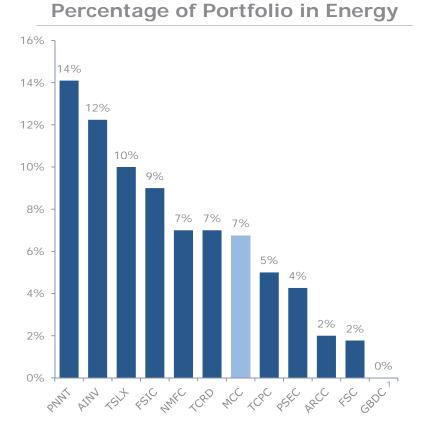
Note: Portfolio data as of 12/31/2014.

1. Represents annualized portfolio yield to maturity, excluding fees, while utilizing industry standard forward LIBOR curve assumptions.

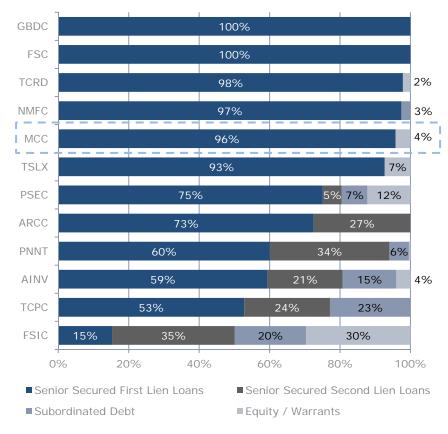


Oil & Gas Exposure

• MCC oil and gas exposure is in line with its BDC peers



Energy Portfolio Assets by Security



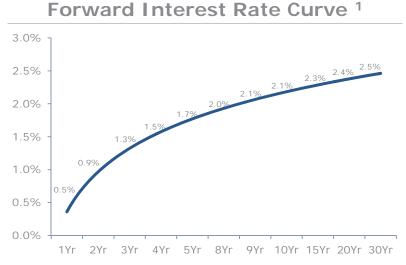
Note: MCC, AINV, FSC, GBDC, PNNT and PSEC financial data as of 12/31/2014. Other BDC financial data as of 9/30/2014. 1. GBDC has one position in the oil and gas vertical that represents 0.01% of its total portfolio.



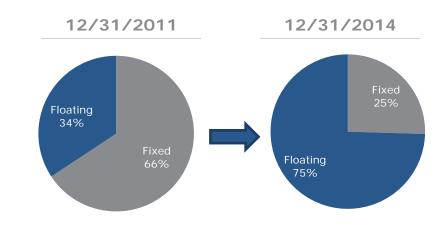
Well Positioned for a Rising Rate Environment

- Positioned for a rising interest rate environment
- 75% of the portfolio is floating rate
- 34% of interest bearing liabilities are fixed rate

Basis Point Change	Interest Income Change	Interest Expense Change	NI I Change	% NH Change
100	\$2,400	\$4,900	\$(2,500)	-3.2%
200	10,000	9,800	200	0.3%
300	18,800	14,600	4,200	5.4%
400	27,700	19,500	8,200	10.5%
500	36,500	24,400	12,100	15.5%



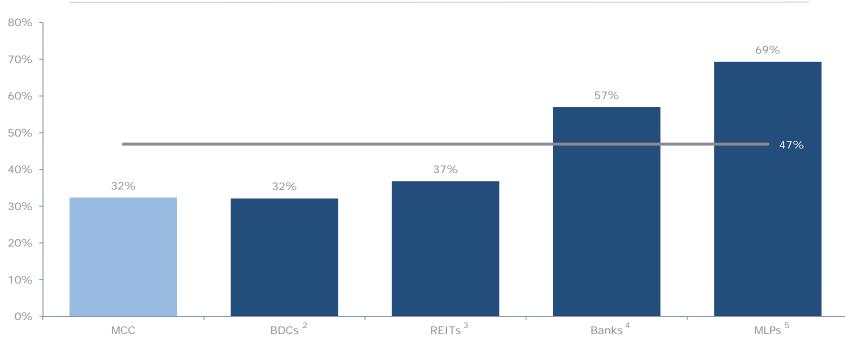
Fixed vs. Floating



Note: Metrics in thousands of USD. Data as of 12/31/2014. 1. Forward LIBOR rate curve as of 2/6/2015.

Expense Margins across Comparable Asset Classes

- MCC's cost structure is consistent with most of its BDC peers
- BDCs offer low expenses compared to other assets classes, providing investors with outsized returns



Expense Margins as a % of Total Revenue ¹

Note: MCC financial data as of 12/31/2014. BDC, REIT, Bank and MLP data as of 9/30/2014.

1. LTM expenses exclude interest expense, depreciation and amortization.

- 2. BDCs include: AINV, ARCC, FSC, FSIC, GBDC, NMFC, PNNT, PSEC, TCPC, TCRD and TSLX.
- 3. REITs include: SPG, PSA, HCP, VTR, EQR, BXP, PLD, VNO, AVB and HCN.
- 4. Banks include: BAC, C, WFC, JPM, USB, STI, MTB, COF, CMA, HBAN, PNC, ZION, KEY, RF and FITB. Gross revenue includes interest expense.
- 5. MLPs include: ETP, EPD, TEP, ACMP, APL, DPM, NMM and SDLP.

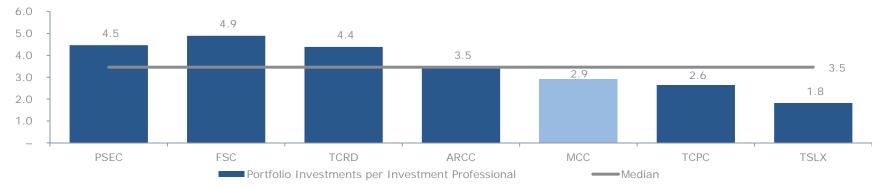
One of the Highest Number of Professionals to Asset Ratios in the Industry

 Medley has made a significant investment to build out the team ahead of portfolio growth



Number of Investment Professionals Per \$100M in AUM¹

Number of Portfolio Companies Per Investment Professional ¹



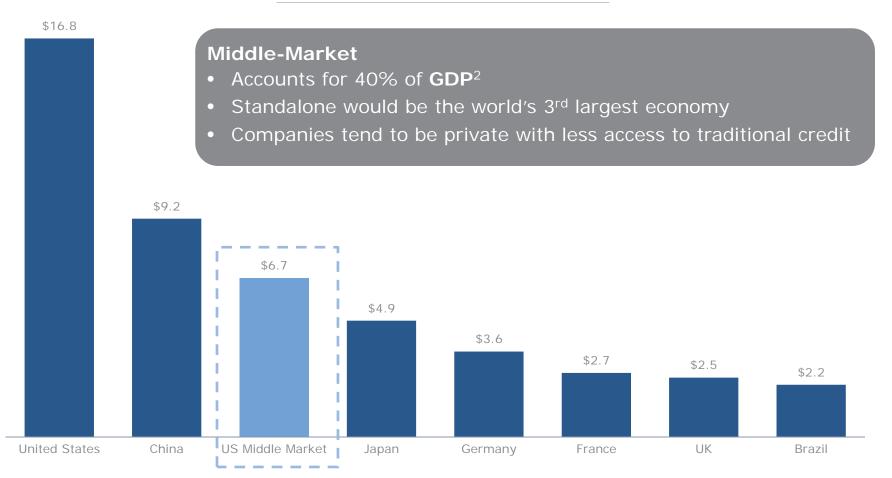
1. Based on professionals stated on each company's website. Does not include Associates and Analysts. Employee data as of 2/6/2015. BDC portfolio data as of the most recent publicly available information.

Attractive Industry Dynamics



The Opportunity – Middle-Market is Substantial

2013 Top GDPs¹

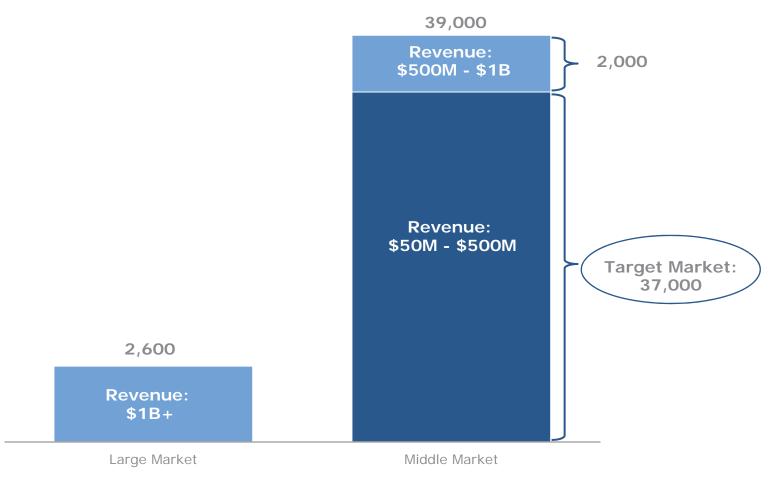


Note: Metrics in trillions of USD.

International Monetary Fund, World Economic Outlook Database, June 2014. Deloitte, Mid Market Perspectives – 2013 Report on America's Economic Engine. 2.

The Opportunity – Large Number of Borrowers

Number of Businesses by Market¹

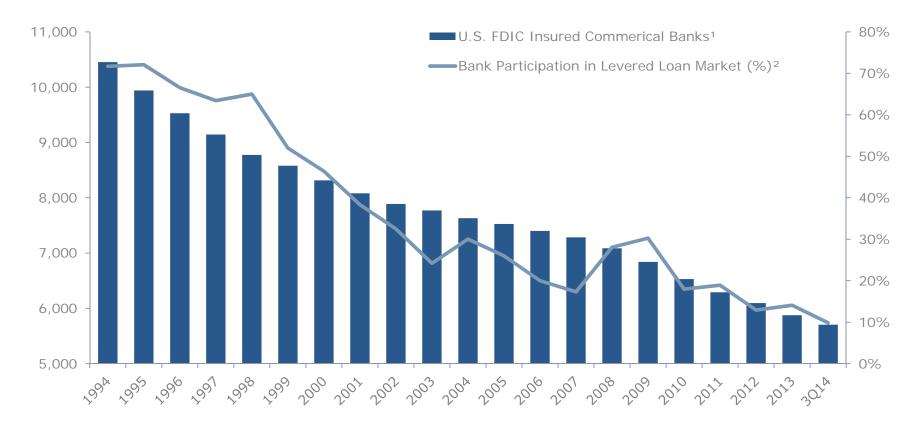


1. U.S. Census Bureau, 2007 Economic Census.



Powerful Secular Trends

- Banks continue to shift toward large borrowers
- Regulatory environment is a headwind for banks in the middle-market

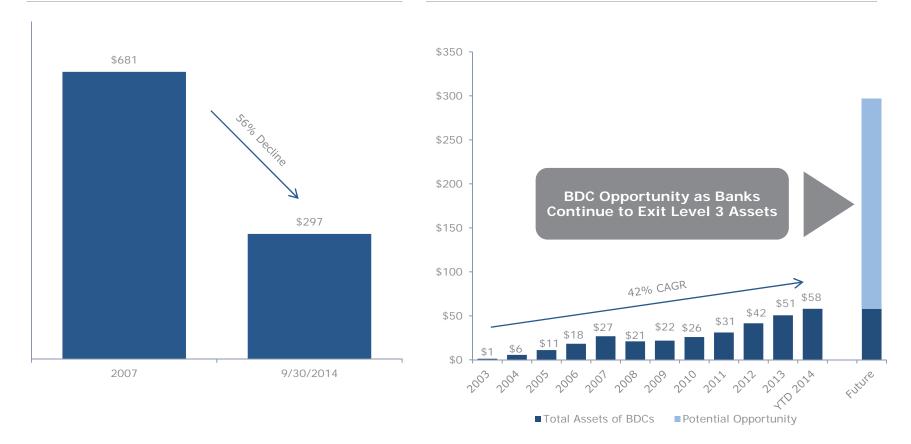


Federal Deposit Insurance Corporation, represents number of commercial banking institutions insured by the FDIC as of September 30, 2014.
S&P LCD's Leveraged Lending Review – 3Q14.

Regulatory Pressure Continues for Banks

Level 3 Assets for Financial Firms ¹

Total Assets of Publicly Traded BDCs²



1. Financial firms include: BAC, C, CS, DB, GS, JPM, MS, WFC, Bear Stearns, Countrywide Financial, Merrill Lynch & Washington Mutual. Metrics in billions of USD.

 BDCs include: ACAS, ACSF, AINV, ARCC, BKCC, CMFN, CPTA, FDUS, FSC, FSIC, FSFR, GAIN, GARS, GBDC, GLAD, GSVC, HCAP, HRZN, HTCG, KCAP, KIPO, MAIN, MCC, MCGC, MRCC, MVC, NGPC, NMFC, OFS, PFLT, PNNT, PSEC, SAR, SCM, SLRC, SUNS, TCAP, TCPC, TCRD, TICC, TINY, TPVG, TSLX and WHF. Metrics in billions of USD. Total assets as of 9/30/2014.

MCC Financial Results



Performance Overview

- Quarterly dividend of \$0.30 per share for quarter ending 12/31/14
- Diversified portfolio with weighted average loan-to-value of 58.9% through MCC's debt
- 12.5% portfolio yield as of 12/31/14¹
- FY Q4 2014 gross investment originations of \$93.9 million
- Total debt/credit facility commitments of \$771.0 million consisting of:
 - \$346.0 million revolving credit facility
 - \$171.5 million senior secured term loan
 - \$40.0 million of 7.125% senior notes due 2019
 - \$63.5 million of 6.125% senior notes due 2023
 - \$150.0 million of 10 year SBA debentures²
- MCC Board of Directors has approved a \$30.0M share repurchase program

^{1.} Represents annualized portfolio yield to maturity, excluding fees, while utilizing industry standard forward LIBOR curve assumptions.

^{2.} SBA regulations currently limit the amount that we may borrow to a maximum of \$150 million based upon at least \$75 million in regulatory capital. As of December 8, 2014, we have \$65.0 million in regulatory capital which allows us to borrow up to \$130 million from SBA.



Financial & Portfolio Highlights

Financial Highlights

	1:	2/31/14	9/30/14	6/30/14	3/31/14	-	12/31/13
Net investment income per share	\$	0.35	\$ 0.37	\$ 0.41	\$ 0.38	\$	0.42
Net realized gains (losses)	\$	-	\$ (0.01)	\$ 0.02	\$ -	\$	-
Net unrealized gains (losses)	\$	(0.66)	\$ (0.18)	\$ (0.10)	\$ (0.09)	\$	(0.07)
Provision for taxes on unrealized per share	\$	0.00	\$ (0.02)	\$ -	\$ (0.01)	\$	-
Net income per share ¹	\$	(0.31)	\$ 0.16	\$ 0.33	\$ 0.28	\$	0.36
Net asset value per share	\$	11.74	\$ 12.43	\$ 12.65	\$ 12.69	\$	12.68

Portfolio Highlights

- \$1,222.7 million total fair value of investments as of December 31, 2014
- \$93.9 million gross originations during quarter ended December 31, 2014
- \$223.7 million of backlog as of December 8, 2014²

Asset Mix by Investment Type

Asset Mix by Rating

Asset Class	12/31/14	9/30/14	6/30/14	3/31/14	12/31/13	Rating	12/31/14	9/30/14	6/30/14	3/31/14	12/31/13
Senior Secured 1st Lien	64.3%	64.5%	65.1%	69.0%	64.0%	1	7.1%	5.2%	4.0%	3.6%	4.3%
Senior Secured 2nd Lien	29.0%	28.8%	31.1%	29.7%	35.4%	2	88.3%	90.1%	88.1%	88.7%	88.4%
Unsecured Debt	3.1%	3.1%	2.2%	0.1%	0.1%	3	3.3%	1.5%	6.3%	6.4%	5.9%
Equity/Warrants	3.6%	3.6%	1.6%	1.2%	0.5%	4	-	-	1.2%	0.9%	0.9%
Equity/warrants	5.070	3.070	1.070	1.270	0.576	5	1.3%	3.2%	0.4%	0.4%	0.5%

1. May not foot due to rounding.

2. Backlog represents transactions that Management reasonably expects to close in the coming ninety days.

Select Financial & Portfolio Information

	As of and for the Three Months Ended (dollars in millions, except per share data)									
		12/31/14		9/30/14		6/30/14		3/31/14		12/31/13
Net investment income per share - basic & diluted Net realized and unrealized gains per share - basic & diluted ¹ GAAP EPS - basic & diluted ² Dividend declared per share	\$	0.35 (0.66) (0.31) 0.30	\$	0.37 (0.17) 0.20 0.37	\$	0.41 (0.08) 0.33 0.37	\$	0.38 (0.10) 0.28 0.37	\$	0.42 (0.07) 0.36 0.37
Stockholders' equity Net asset value per share	\$	689.8 11.74	\$	732.0 12.46	\$	661.2 12.65	\$	587.2 12.69	\$	509.9 12.68
Market Capitalization ³	\$	542.7	\$	693.6	\$	682.8	\$	629.9	\$	556.8
Common stock data: High Price ⁴ Low Price ⁴ Closing Price	\$	11.79 8.84 9.24	\$	13.29 11.78 11.81	\$	13.83 12.30 13.06	\$	14.72 13.41 13.61	\$	14.64 13.38 13.85
Investments at fair value	\$	1,222.7	\$	1,247.5	\$	1,043.0	\$	959.0	\$	818.5
% Floating Rate % Fixed Rate % Equity and other non-interest earning		72.4% 24.8% 2.8%		24.7% 70.3% 5.0%		65.1% 33.7% 1.2%		62.9% 36.3% 0.8%		59.9% 39.5% 0.6%
Number of Portfolio Companies		76		79		74		69		63
Gross originations for the quarter Realizations/amortizations for the quarter Net originations for the quarter	\$	93.9 80.2 13.7	\$	299.4 89.5 209.9	\$	206.8 117.4 89.4	\$	170.7 29.8 140.9	\$	160.6 92.0 68.6

Note: Basic and diluted per share data reflects weighted average common shares outstanding of 58,733,284 as of 12/31/14, 54,876,588 as of 9/30/14, 50,503,492 as of 6/30/14, 43,883,259 as of 3/31/14 and 40,162,592 as of 12/31/13.

1. Inclusive of provision for taxes of \$210,950 for the quarter ended 12/31/14, \$1,205,600 for the quarter ended 9/30/14, \$69,687 for the quarter ended 6/30/14 and \$316,858 for the quarter ended 3/31/14.

2. May not foot due to rounding.

3. Reflects common shares out standing of 58,733,284 and a closing price of \$9.24 as of 12/31/14, 58,733,284 and a closing share price of \$11.81 as of 9/30/14, 52,283,712 and a closing share price of \$13.06 as of 6/30/14, 46,283,712 and a closing share price of \$13.61 as of 3/31/14, 40,199,813 and a closing share price of \$13.85 as of 12/31/13.

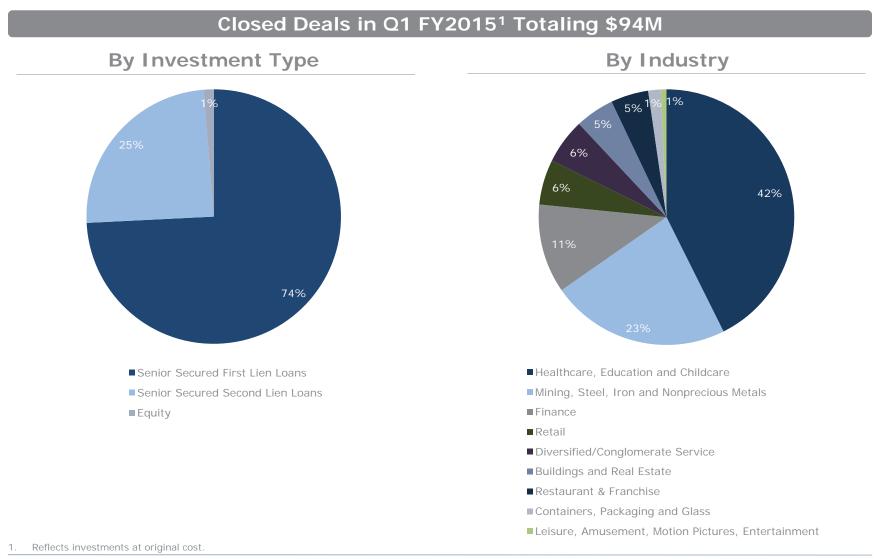
4. Reflects the high and low closing share price during the periods ended 12/31/14, 9/30/2014, 6/30/2014, 3/31/14, and 12/31/13, respectively.

Balance Sheet

				(dollars in the	ousa	As of nds, except pe	er sh	are data)		
		12/31/14		9/30/14		6/30/14		3/31/14		12/31/13
ASSETS		(Unaudited)		(Audited)		(Unaudited)		(Unaudited)		(Unaudited)
Investments at fair value										
Non-control/non-affiliate investments	\$	1,162,864	\$	1,185,859	\$	1,033,052	\$	949,197	\$	809,125
Control investments		38,244		38,244		-		-		-
Affiliate investments		21,635		21,435		9,998		9,805		9,333
Total investments at fair value		1,222,743		1,245,538		1,043,050		959,002		818,458
Cash		41,814		36,731		17,113		22,673		46,142
Interest receivable		12,959		13,096		13,523		12,377		9,052
Deferred financing costs, net		11,389		11,688		10,965		8,375		8,875
Receivable for paydown of investments Other assets		7,651 1,937		14,290 2,803		15,175 774		1,365 1,070		2,186 648
		,		· · · · · ·						
TOTAL ASSETS	\$	1,298,493	\$	1,324,146	\$	1,100,600	\$	1,004,862	\$	885,361
LIABILITIES Revolving credit facility payable	\$	216,000	\$	146,500	\$	85,583	\$	136,200	\$	95,900
Term loan payable	φ	171,500	φ	171,500	φ	171,500	Ψ	120,000	φ	120,000
Notes payable		103,500		103,500		103,500		103,500		103,500
SBA debentures payable		100,000		100,000		48,000		44,000		44,000
Payable for investments originated, purchased and participated				54,995		15,897		1,176		
Management and incentive fees payable, net		10,882		10,445		9,767		8,217		7,923
Interest and fees payable		1,843		2,096		1,347		1,276		1,402
Accounts payable, accrued expenses and other liabilities		4,958		5,253		3,774		3,253		2,740
TOTAL LIABILITIES	\$	608,683	\$	594,289	\$	439,368	\$	417,622	\$	375,465
NET ASSETS Common stock, par value \$.001 per share, 100,000,000										
common shares authorized, 58,733,284 common shares issued and outstanding as of December 31, 2014		59		59		52		46		40
Capital in excess of par value		739,443		739,443		665,420		40 588,677		506,687
Accumulated undistributed net investment income		20,333		21,674		15,169		13,820		14,359
Accumulated undistributed net realized gain (loss) from investments		(217)		- 21,074		887		73		45
Net unrealized appreciation (depreciation) on investments		(69,808)		(31,319)		(20,296)		(15,376)		(11,235)
Total net assets		689,810		729,857		661,232		587,240		509,896
TOTAL LIABILITIES AND NET ASSETS	\$	1,298,493	\$	1,324,146	\$	1,100,600	\$	1,004,862	\$	885,361
NET ASSET VALUE PER SHARE	\$	11.74	\$	12.43	\$	12.65	\$	12.69	\$	12.68



Transaction Summary





Corporate Information

Board of Directors

Corporate Officers

BROOK TAUBE Chairman & Chief Executive Officer Chairman & Chief Executive Officer

SETH TAUBE Director

BROOK TAUBE

JEFF TONKEL Director

KARIN HIRTLER-GARVEY Independent Director

JOHN E. MACK Independent Director

ARTHUR AINSBERG Independent Director

RICHARD A. DORFMAN Independent Director

RICHARD T. ALLORTO, JR. Chief Financial Officer & Secretary

JOHN FREDERICKS Chief Compliance Officer

Research Coverage

BARCLAYS CAPITAL INC. Mark C. DeVries - (212)-526-9484

BB&T CAPITAL MARKETS Vernon Plack - (804)-780-3257

CREDIT SUISSE Douglas Harter - (212)-538-5983

GILFORD SECURITIES Casey Alexander - (212)-940-9276

JANNEY CAPITAL MARKETS John Rogers - (202)-955-4316

JMP SECURITIES Christopher York - (415)-835-8965

KEEFE, BRUYETTE & WOODS Greg Mason- (314)-342-2194

LADENBURG THALMANN & CO. Mickey Schleien- (305)-572-4131

MAXIM GROUP Michael Diana- (212)-895-3641

MLV & CO. Christopher Nolan (646)-412-7690

NATIONAL SECURITIES Christopher R. Testa (212)-417-7447

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Securities Listing

NYSE: MCC (Common Stock) MCQ (Senior Notes Due 2019) MCV (Senior Notes Due 2023)

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