

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2024

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-39653



BLUE OWL CAPITAL INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

86-3906032

(I.R.S. Employer
Identification No.)

399 Park Avenue, New York, NY 10022
(address of principal executive offices)

(212) 419-3000

(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A common stock	OWL	New York Stock Exchange

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Class	Outstanding at October 25, 2024
Class A common stock, par value \$0.0001	568,430,654
Class B common stock, par value \$0.0001	—
Class C common stock, par value \$0.0001	612,974,223
Class D common stock, par value \$0.0001	312,115,409

TABLE OF CONTENTS

	Page
<u>PART I</u>	
<u>FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>7</u>
<u>Item 2.</u>	<u>7</u>
<u>Item 3.</u>	<u>30</u>
<u>Item 4.</u>	<u>31</u>
<u>PART II</u>	<u>32</u>
<u>OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>32</u>
<u>Item 1A.</u>	<u>32</u>
<u>Item 2.</u>	<u>32</u>
<u>Item 3.</u>	<u>32</u>
<u>Item 4.</u>	<u>32</u>
<u>Item 5.</u>	<u>32</u>
<u>Item 6.</u>	<u>32</u>
<u>Signatures</u>	<u>34</u>
<u>Index to Financial Statements</u>	<u>F-1</u>

DEFINED TERMS

Assets Under Management or AUM	Refers to the assets that we manage, and is generally equal to the sum of (i) net asset value (“NAV”); (ii) drawn and undrawn debt; (iii) uncalled capital commitments; (iv) total managed assets for certain Credit and Real Estate products; and (v) par value of collateral for collateralized loan obligations (“CLOs”) and other securitizations.
Annual Report	Refers to our annual report for the year ended December 31, 2023, filed with the SEC on Form 10-K on February 23, 2024.
our BDCs	Refers to the business development companies (“BDCs”) we manage, as regulated under the Investment Company Act of 1940, as amended: Blue Owl Capital Corporation (NYSE: OBDC) (“OBDC”), Blue Owl Capital Corporation II (“OBDC II”), Blue Owl Capital Corporation III (NYSE: OBDE) (“OBDC III”), Blue Owl Technology Finance Corp. (“OTF”), Blue Owl Technology Finance Corp. II (“OTF II”), Blue Owl Credit Income Corp. (“OCIC”) and Blue Owl Technology Income Corp. (“OTIC”).
Blue Owl, the Company, the firm, we, us, and our	Refers to the Registrant and its consolidated subsidiaries.
Blue Owl Carry	Refers to Blue Owl Capital Carry LP.
Blue Owl GP	Refers collectively to Blue Owl Capital GP Holdings LLC and Blue Owl Capital GP LLC, which are directly or indirectly wholly owned subsidiaries of the Registrant that hold the Registrants interests in the Blue Owl Operating Partnerships.
Blue Owl Holdings	Refers to Blue Owl Capital Holdings LP.
Blue Owl Operating Group	Refers collectively to the Blue Owl Operating Partnerships and their consolidated subsidiaries.
Blue Owl Operating Group Units	Refers collectively to a unit in each of the Blue Owl Operating Partnerships.
Blue Owl Operating Partnerships	Refers to Blue Owl Carry and Blue Owl Holdings, collectively.
Blue Owl Securities	Refers to Blue Owl Securities LLC, a Delaware limited liability company. Blue Owl Securities is a broker-dealer registered with the SEC, a member of Financial Industry Regulatory Authority, Inc. (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Blue Owl Securities is wholly owned by Blue Owl and provides distribution services to all Blue Owl platforms.
Business Combination	Refers to the transactions contemplated by the business combination agreement dated as of December 23, 2020 (as the same has been or may be amended, modified, supplemented or waived from time to time), by and among Altimar Acquisition Corporation, Owl Rock Capital Group LLC, Owl Rock Capital Feeder LLC, Owl Rock Capital Partners LP and Neuberger Berman Group LLC, which transactions were completed on May 19, 2021.
Business Combination Date	Refers to May 19, 2021, the date on which the Business Combination was completed.
Class A Shares	Refers to the Class A common stock, par value \$0.0001 per share, of the Registrant.
Class B Shares	Refers to the Class B common stock, par value \$0.0001 per share, of the Registrant.
Class C Shares	Refers to the Class C common stock, par value \$0.0001 per share, of the Registrant.
Class D Shares	Refers to the Class D common stock, par value \$0.0001 per share, of the Registrant.
Credit	Refers to our Credit platform that includes our direct lending strategy, which offers private credit solutions to middle-market companies through differentiated access points across diversified lending, technology lending, first lien lending and opportunistic lending; alternative credit, which targets credit-oriented investments in markets underserved by traditional lenders or the broader capital markets, with deep expertise investing across specialty finance, private corporate credit and equipment leasing; investment grade credit, which focuses on generating capital-efficient investment income through asset-backed finance, private corporate credit, and structured products; and liquid credit, which focuses on the management of CLOs. Our Credit platform also includes our other adjacent investment strategies (e.g. strategic equity and healthcare opportunities).

Fee-Paying AUM or FPAUM	Refers to the AUM on which management fees or FRE performance revenues are earned. For our BDCs, FPAUM is generally equal to total assets (including assets acquired with debt but excluding cash). For our other Credit products, excluding CLOs, FPAUM is generally equal to NAV, investment cost, market value or statutory book value. FPAUM also includes uncalled committed capital for products where we earn management fees on such uncalled committed capital. For CLOs and other securitizations, FPAUM is generally equal to the par value of collateral. For our GP Strategic Capital products, FPAUM for the GP minority stakes strategy is generally equal to capital commitments during the investment period and the cost of unrealized investments after the investment period. For GP Strategic Capitals' other strategies, FPAUM is generally equal to investment cost. For Real Estate, FPAUM is generally equal to a combination of capital commitments and cost of unrealized investments during the investment period and the cost of unrealized investments after the investment period; however, for certain Real Estate products FPAUM is based on NAV, market value or statutory book value.
Financial Statements	Refers to our consolidated financial statements included in this report.
GAAP	Refers to U.S. generally accepted accounting principles.
GP Strategic Capital	Refers to our GP Strategic Capital platform that primarily focuses on acquiring equity stakes in, and providing debt financing to, large, multi-product private equity and private credit firms through two existing investment strategies: GP minority stakes and GP debt financing, and also includes our professional sports minority stakes strategy.
NYSE	Refers to the New York Stock Exchange.
our products	Refers to the products that we manage, including our BDCs, private funds, alternative credit offerings, insurance solutions offerings, CLOs and other securitizations, managed accounts and real estate investment trusts.
Part I Fees	Refers to quarterly performance income on the net investment income of our BDCs and similarly structured products, subject to a fixed hurdle rate. These fees are classified as management fees throughout this report, as they are predictable and recurring in nature, not subject to repayment, and cash-settled each quarter.
Part II Fees	Generally refers to fees from our BDCs and similarly structured products that are paid in arrears as of the end of each measurement period when the cumulative aggregate realized capital gains exceed the cumulative aggregate realized capital losses and aggregate unrealized capital depreciation, less the aggregate amount of Part II Fees paid in all prior years since inception. Part II Fees are classified as performance revenues throughout this report.
Partner Manager	Refers to alternative asset management firms in which the GP Strategic Capital products invest.
Permanent Capital	Refers to AUM in products that have an indefinite term and do not have a requirement to exit investments and return the proceeds to investors after a prescribed period of time. Some of these products, however, may be required or can elect to return all or a portion of capital gains and investment income, and some may have periodic tender offers or redemptions. Permanent Capital includes certain products that are subject to management fee step downs or roll-offs or both over time.
Principals	Refers to our founders and senior members of management who hold, or in the future may hold, Class B Shares and Class D Shares. Class B Shares and Class D Shares collectively represent 80% of the total voting power of all shares.
Real Estate	Refers, unless context indicates otherwise, to our Real Estate platform that primarily focuses on acquiring triple net lease real estate occupied by investment grade and creditworthy tenants and real estate debt finance through two existing investment strategies: net lease and real estate credit.
Registrant	Refers to Blue Owl Capital Inc.
SEC	Refers to the U.S. Securities and Exchange Commission.
Tax Receivable Agreement or TRA	Refers to the Amended and Restated Tax Receivable Agreement, dated as of October 22, 2021, as may be amended from time to time by and among the Registrant, Blue Owl Capital GP LLC, the Blue Owl Operating Partnerships and each of the Partners (as defined therein) party thereto.

AVAILABLE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”) with the SEC. We make available free of charge on our website (www.blueowl.com) our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and other filing as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. We also use our website to distribute company information, including assets under management and performance information, and such information may be deemed material. Accordingly, investors should monitor our website, in addition to our press releases, SEC filings and public conference calls and webcasts.

Also posted on our website in the “Shareholders—Governance” section is the charter for our Audit Committee, as well as our Corporate Governance Guidelines and Code of Business Conduct governing our directors, officers and employees. Information on or accessible through our website is not a part of or incorporated into this report or any other SEC filing. Copies of our SEC filings or corporate governance materials are available without charge upon written request to Blue Owl Capital Inc., 399 Park Avenue, 37th Floor, New York, New York 10022, Attention: Office of the Secretary. Any materials we file with the SEC are also publicly available through the SEC’s website (www.sec.gov).

No statements herein, available on our website or in any of the materials we file with the SEC constitute, or should be viewed as constituting, an offer of any fund.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Exchange Act, which reflect our current views with respect to, among other things, future events, operations and financial performance. You can identify these forward-looking statements by the use of forward-looking words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “seeks,” “approximately,” “predicts,” “projects,” “intends,” “plans,” “estimates,” “anticipates” or the negative version of those words, other comparable words or other statements that do not relate to historical or factual matters. The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Such forward-looking statements are subject to various risks, uncertainties (some of which are beyond our control) or other assumptions relating to our operations, financial results, financial condition, business prospects, growth strategy and liquidity that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. Some of these factors are described under the headings “Part II Other Information - Item 1A. Risk Factors” and “Part I Financial Information - Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These factors should not be construed as exhaustive and should be read in conjunction with the risk factors and other cautionary statements that are included in this report and in our other periodic filings. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from those indicated in these forward-looking statements. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Therefore, you should not place undue reliance on these forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. We do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law.

PART I - FINANCIAL INFORMATION**Item 1. Financial Statements.**

The information required by this item is included in the Financial Statements set forth in the [F-pages](#) of this report.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”), should be read in conjunction with the Financial Statements. For a description of our business, please see “Item 1. Business” in the Annual Report.

2024 Third Quarter Overview

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
Net Income Attributable to Blue Owl Capital Inc.	\$ 29,805	\$ 15,109	\$ 88,841	\$ 36,285
Fee-Related Earnings⁽¹⁾	\$ 326,862	\$ 247,829	\$ 913,035	\$ 718,325
Distributable Earnings⁽¹⁾	\$ 301,007	\$ 229,523	\$ 814,071	\$ 665,553

(1) For the specific components and calculations of these Non-GAAP measures, as well as a reconciliation of these measures to the most comparable measure in accordance with GAAP, see “—Non-GAAP Analysis” and “—Non-GAAP Reconciliations.”

Please see “—GAAP Results of Operations Analysis” and “—Non-GAAP Analysis” for a detailed discussion of the underlying drivers of our results.

Acquisitions

On July 1, 2024, we completed the KAM Acquisition (as defined in Note 1 to our Financial Statements). KAM is a boutique investment management firm focused on providing asset management services to the insurance industry. KAM’s capabilities in investment grade credit and real estate strategies supplement Blue Owl’s existing strength in these asset classes and further accelerate our ability to bring differentiated products and strategies to the market for insurance clients. Our acquisition of KAM enhances our ability to serve the insurance market at scale and marks the official launch of Blue Owl Insurance Solutions. Working seamlessly across our investment platforms, Blue Owl Insurance Solutions combines the focused alternatives approach with expanded industry capabilities to now serve insurance clients across a broader range of their needs. See Note 3 to our Financial Statements for additional information.

On September 30, 2024, we completed the Atalaya Acquisition (as defined in Note 1 to our Financial Statements). Atalaya focuses primarily on asset-based credit investments across consumer and commercial finance, corporate and real estate assets. The completion of the acquisition of Atalaya’s business represents a significant expansion of Blue Owl’s alternative credit presence. See Note 3 to our Financial Statements for additional information.

On October 7, 2024, we announced the IPI Acquisition (as defined in Note 14 to our Financial Statements). The aggregate consideration for the IPI Acquisition will be approximately \$1.0 billion. We will fund the IPI Acquisition through a combination of approximately \$788.6 million in Common Units and corresponding Class C Shares and approximately \$203.8 million in cash, subject to certain closing consideration adjustments.

In addition, in connection with the IPI Acquisition, we will enter into a services agreement with ICONIQ (as defined in Note 14 to our Financial Statements) (the “Services Agreement”), pursuant to which ICONIQ will provide certain services, including investment analysis and investor relations services to us or our subsidiaries. Under the terms of the Services Agreement, in 2026 we expect to issue 14,175,000 Incentive Units, subject to future targets. We also expect to issue in 2027 or 2028 a meaningful amount of additional Incentive Units pursuant to the Services Agreement, subject to the achievement of certain future targets. The Incentive Units will be fully vested upon issuance.

The IPI Acquisition is expected to close in the fourth quarter of 2024 or first quarter of 2025, subject to certain closing conditions including third party consents.

Assets Under Management

Blue Owl AUM: \$234.6 billion FPAUM: \$154.2 billion		
Credit AUM: \$128.4 billion FPAUM: \$89.3 billion	GP Strategic Capital AUM: \$62.0 billion FPAUM: \$35.1 billion	Real Estate AUM: \$44.1 billion FPAUM: \$29.8 billion
Direct Lending AUM: \$91.0 billion FPAUM: \$57.5 billion	GP Minority Stakes AUM: \$58.4 billion FPAUM: \$33.6 billion	Net Lease AUM: \$28.9 billion FPAUM: \$16.1 billion
Alternative Credit AUM: \$10.6 billion FPAUM: \$6.0 billion	GP Debt Financing AUM: \$2.7 billion FPAUM: \$1.2 billion	Real Estate Credit AUM: \$15.2 billion FPAUM: \$13.6 billion
Investment Grade Credit AUM: \$17.3 billion FPAUM: \$16.3 billion	Professional Sports Minority Stakes AUM: \$0.9 billion FPAUM: \$0.3 billion	
Liquid Credit AUM: \$8.0 billion FPAUM: \$8.0 billion		
Other AUM: \$1.6 billion FPAUM: \$1.5 billion		

All amounts shown as of September 30, 2024, totals may not sum due to rounding.

As of September 30, 2024, our AUM was \$234.6 billion, which included \$154.2 billion of FPAUM. As of September 30, 2024, we have \$21.7 billion in AUM not yet paying fees, providing over \$260 million of annualized management fees once deployed. See “—Assets Under Management” for additional information, including important information on how we define these metrics.

Business Environment

Our business is impacted by conditions in the financial markets and economic conditions in the United States, and to a lesser extent, globally.

We believe that our management-fee centric business model and base of Permanent Capital contribute to the resiliency of our earnings and the strength of our business growth, particularly during periods of market uncertainty and volatility, as we have seen over the past few years. During the third quarter of 2024, industry M&A and capital markets activity remained moderately constructive, a continuation of the improvement relative to late 2022 and early 2023.

Over the past twelve months, 91% of our GAAP and FRE management fees were generated by Permanent Capital and the remainder was predominantly from long-dated capital, with no meaningful pressure to our asset base from redemptions. Fundraising and capital deployment contributed to management fee growth of over 25% over the last twelve months. We ended the third quarter of 2024 with substantial available capital to deploy, reporting approximately \$21.7 billion of AUM not yet paying fees.

We continued to execute on our strategic M&A plans in the third quarter, closing our acquisitions of Kuvare Asset Management and Atalaya Capital Management, adding over \$30 billion to AUM. Subsequent to quarter end, we announced our intention to acquire IPI’s business, reflecting a significant step forward in Blue Owl’s presence in the digital infrastructure ecosystem. Pro-forma for IPI, our AUM exceeds a quarter of a trillion dollars. Together, these businesses further diversify our business and further expand Blue Owl’s strong positioning within the largest transformational shifts happening within financial markets.

The third quarter of 2024 was once again a very active quarter for deployment, with \$11 billion of originations, as direct lenders continued to play a significant role in new deals, add-ons and refinancings alongside the syndicated market. For Blue Owl, positive net deployment and ongoing capital raising remained key drivers of higher management fees and the credit quality of our portfolio remained strong.

We continue to see attractive deployment opportunities for our GP Strategic Capital products, as capital needs across the private alternative asset management sector remain elevated. We raised incremental capital in our GP minority stakes strategy from both the Institutional and Private Wealth channels. During the third quarter, Blue Owl GP Stakes III completed a strip sale of certain assets within the fund, providing liquidity for existing investors while offering a creative way for new investors to access to our pool of leading notable Partner Managers.

In Real Estate, we continue to actively deploy capital in our net lease strategy at attractive cap rates behind our four major themes: digital infrastructure, onshoring, healthcare real estate and essential retail. The capital needs in each of these areas remains very significant, and we continue to see strong demand from investors in these products. During the third quarter, we held an early close for our Europe net lease strategy and deployed capital across net lease and real estate credit strategies.

We are continuing to closely monitor developments related to the macroeconomic factors that have contributed to market volatility, and to assess the impact of these factors on financial markets and on our business. Our future results may be adversely affected by slowdowns in fundraising activity and the pace of capital deployment, which could result in delayed management fees. It is currently not possible to predict the ultimate effects of these events on the financial markets, overall economy and our Financial Statements. See “*Item 1A. Risk Factors —Risks Related to Macroeconomic Factors*” in our Annual Report.

Additionally, we intend to continue pursuing strategic acquisitions and investments to accelerate our growth and broaden our product offerings. Our acquisition strategy is centered around driving additional scale or expanding capabilities that complement or augment our existing products.

Assets Under Management

We present information regarding our AUM, FPAUM and various other related metrics throughout this MD&A to provide context around our fee generating revenues results, as well as indicators of the potential for future earnings from existing and new products. Our calculations of AUM and FPAUM may differ from the calculation methodologies of other asset managers, and as a result these measures may not be comparable to similar measures presented by other asset managers. In addition, our calculation of AUM includes amounts that are fee exempt (i.e., not subject to fees).

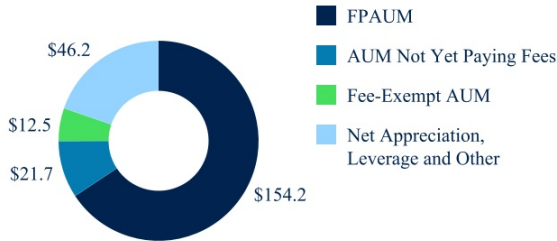
As of September 30, 2024, assets under management related to us, our executives and other employees totaled approximately \$4.4 billion (including \$1.8 billion related to accrued carried interest). A portion of these assets under management are not charged fees.

Composition of Assets Under Management

Our AUM consists of FPAUM, AUM not yet paying fees, fee-exempt AUM and net appreciation and leverage in products on which fees are based on commitments or investment cost. AUM not yet paying fees generally relates to unfunded capital commitments (to the extent such commitments are not already subject to fees), undeployed debt (to the extent we earn fees based on total asset values or investment cost, inclusive of assets purchased using debt) and AUM that is subject to a temporary fee holiday. Fee-exempt AUM represents certain investments by us, our employees, other related parties and third parties, as well as certain co-investment vehicles on which we never earn fees.

Management uses AUM not yet paying fees as an indicator of management fees that will be coming online as we deploy existing assets in products that charge fees based on deployed and not uncalled capital, as well as AUM that is currently subject to a fee holiday that will expire in the future. AUM not yet paying fees could provide over \$260 million of additional annualized management fees once deployed or upon the expiration of the relevant fee holidays.

COMPOSITION OF AUM
as of September 30, 2024
(dollars in billions)



AUM NOT YET PAYING FEES
as of September 30, 2024
(dollars in billions)

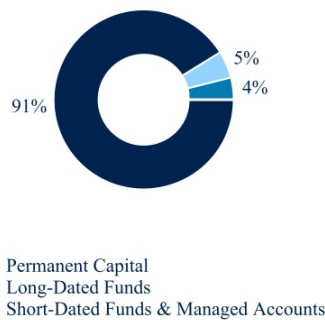


All amounts shown as of September 30, 2024, totals may not sum due to rounding.

Permanency and Duration of Assets Under Management

Our capital base is heavily weighted toward Permanent Capital. We view the permanency and duration of the products that we manage as a differentiator in our industry and as a means of measuring the stability of our future revenues stream. The chart below presents the composition of our management fees by remaining product duration. Changes in these relative percentages will occur over time as the mix of products we offer changes. For example, our Real Estate products have a higher concentration in what we refer to as “long-dated” funds, or funds in which the contractual remaining life is five years or more, which in isolation may cause our percentage of management fees from Permanent Capital to decline.

Management Fees
Nine Months Ended September 30, 2024



Changes in AUM

(dollars in millions)	Three Months Ended September 30, 2024				Three Months Ended September 30, 2023			
	Credit	GP Strategic Capital	Real Estate	Total	Credit	GP Strategic Capital	Real Estate	Total
Beginning Balance	\$ 95,104	\$ 57,844	\$ 39,208	\$ 192,156	\$ 73,793	\$ 50,934	\$ 24,826	\$ 149,553
Acquisitions	27,803	—	4,324	32,127	1,645	—	—	1,645
New capital raised	3,133	3,482	1,271	7,886	2,148	98	680	2,926
Change in debt	2,973	500	(39)	3,434	1,954	—	—	1,954
Distributions	(1,758)	(660)	(739)	(3,157)	(926)	(47)	(184)	(1,157)
Change in value / other	1,188	861	88	2,137	913	413	619	1,945
Ending Balance	\$ 128,443	\$ 62,027	\$ 44,113	\$ 234,583	\$ 79,527	\$ 51,398	\$ 25,941	\$ 156,866

(dollars in millions)	Nine Months Ended September 30, 2024				Nine Months Ended September 30, 2023			
	Credit	GP Strategic Capital	Real Estate	Total	Credit	GP Strategic Capital	Real Estate	Total
Beginning Balance	\$ 84,632	\$ 54,199	\$ 26,856	\$ 165,687	\$ 68,607	\$ 48,510	\$ 21,085	\$ 138,202
Acquisitions	27,803	—	15,174	42,977	1,645	—	—	1,645
New capital raised	9,596	5,432	2,979	18,007	5,617	602	3,369	9,588
Change in debt	8,211	500	696	9,407	3,609	—	696	4,305
Distributions	(4,676)	(1,389)	(1,207)	(7,272)	(2,531)	(1,158)	(600)	(4,289)
Change in value / other	2,877	3,285	(385)	5,777	2,580	3,444	1,391	7,415
Ending Balance	\$ 128,443	\$ 62,027	\$ 44,113	\$ 234,583	\$ 79,527	\$ 51,398	\$ 25,941	\$ 156,866

Credit. The increase in AUM for the nine months ended September 30, 2024 was driven by the following:

- \$27.8 billion driven by the products added in connection with the KAM Acquisition and the Atalaya Acquisition.
- \$8.2 billion new capital raised in direct lending, primarily driven by continued private wealth fundraising in OCIC and OTIC, as well as additional fundraise in other recently launched products.
- \$8.2 billion of additional net debt commitments, primarily in direct lending as we continue to opportunistically manage leverage in our BDCs.
- \$4.7 billion offsetting decrease in distributions, which primarily relates to distributions paid from our BDCs and CLOs. Redemptions and repurchases from these products were not material.
- \$2.9 billion of overall appreciation across the platform, primarily in direct lending.

GP Strategic Capital. The increase in AUM for the nine months ended September 30, 2024 was driven by new capital raised of \$5.4 billion, primarily in our sixth flagship minority equity stakes product and our new mid-cap minority equity stakes product, and overall appreciation primarily in our GP minority stakes strategy of \$3.3 billion.

Real Estate. The increase in AUM for the nine months ended September 30, 2024 was driven by \$15.2 billion of products added in connection with the Prima Acquisition (as defined in Note 1 to our Financial Statements) and the KAM Acquisition, as well as new capital raised of \$3.0 billion across various products, primarily Blue Owl Real Estate Net Lease Trust (“ORENT”), our real estate investment trust, and Blue Owl Real Estate Fund VI (“OREF VI”), our triple net-lease drawdown product.

Changes in FPAUM

(dollars in millions)	Three Months Ended September 30, 2024				Three Months Ended September 30, 2023			
	Credit	GP Strategic Capital	Real Estate	Total	Credit	GP Strategic Capital	Real Estate	Total
Beginning Balance	\$ 63,736	\$ 32,788	\$ 25,025	\$ 121,549	\$ 52,077	\$ 28,462	\$ 13,084	\$ 93,623
Acquisitions	22,841	—	4,053	26,894	1,645	—	—	1,645
New capital raised / deployed	3,500	2,420	1,425	7,345	603	161	997	1,761
Fee basis step down	—	—	—	—	—	(1)	—	(1)
Distributions	(1,621)	(98)	(824)	(2,543)	(860)	—	(179)	(1,039)
Change in value / other	845	6	86	937	835	—	197	1,032
Ending Balance	\$ 89,301	\$ 35,116	\$ 29,765	\$ 154,182	\$ 54,300	\$ 28,622	\$ 14,099	\$ 97,021

(dollars in millions)	Nine Months Ended September 30, 2024				Nine Months Ended September 30, 2023			
	Credit	GP Strategic Capital	Real Estate	Total	Credit	GP Strategic Capital	Real Estate	Total
Beginning Balance	\$ 57,074	\$ 31,075	\$ 14,547	\$ 102,696	\$ 49,041	\$ 28,772	\$ 10,997	\$ 88,810
Acquisitions	22,841	—	13,483	36,324	1,645	—	—	1,645
New capital raised / deployed	11,350	4,133	3,283	18,766	3,625	387	3,354	7,366
Fee basis step down	—	—	—	—	—	(334)	—	(334)
Distributions	(4,325)	(98)	(1,292)	(5,715)	(2,357)	(203)	(471)	(3,031)
Change in value / other	2,361	6	(256)	2,111	2,346	—	219	2,565
Ending Balance	\$ 89,301	\$ 35,116	\$ 29,765	\$ 154,182	\$ 54,300	\$ 28,622	\$ 14,099	\$ 97,021

Credit. The increase in FPAUM for the nine months ended September 30, 2024 was driven by the following:

- \$22.8 billion driven by the products added in connection with the KAM Acquisition and the Atalaya Acquisition.
- \$10.3 billion new capital raised in direct lending, primarily driven by continued private wealth fundraising in OCIC, OTIC.
- \$4.3 billion offsetting decrease in distributions, which primarily relate to dividends paid from our BDCs and CLOs. Redemptions and repurchases from these products were not material.
- \$2.4 billion of overall appreciation across the platform, primarily in direct lending.

GP Strategic Capital. The increase in FPAUM for the nine months ended September 30, 2024 was driven by new capital raised of \$4.1 billion, primarily in our sixth flagship minority equity stakes product and our new mid-cap minority equity stakes product.

Real Estate. The increase in FPAUM for the nine months ended September 30, 2024 was driven by the \$13.5 billion of products added in connection with the Prima Acquisition and the KAM Acquisition, as well as capital raised and deployed of \$3.3 billion, primarily in ORENT and OREF VI.

Product Performance

Product performance for certain of our products is included throughout this discussion with analysis to facilitate an understanding of our results of operations for the periods presented. The performance information of our products reflected is not indicative of Blue Owl’s performance. An investment in Blue Owl is not an investment in any of our products. Past performance is not indicative of future results. As with any investment, there is always the potential for gains as well as the possibility of losses. There can be no assurance that any of these products or our other existing and future products will achieve similar returns. Multiple of invested capital (“MoIC”) and internal rate of return (“IRR”) data has not been presented for products that have launched within the last two years as such information is generally not meaningful (“NM”).

Credit

(dollars in millions)	Year of Inception	AUM	Capital Raised (4)	Invested Capital (5)	Realized Proceeds (6)	Unrealized Value (7)	Total Value	MoIC		IRR	
								Gross (8)	Net (9)	Gross (10)	Net (11)
Direct Lending											
Blue Owl Capital Corporation (1)	2016	\$ 15,071	\$ 5,977	\$ 5,977	\$ 3,369	\$ 5,994	\$ 9,363	1.84x	1.59x	13.7 %	9.8 %
Blue Owl Capital Corporation II (1)(2)	2017	\$ 2,756	\$ 1,228	\$ 1,197	\$ 503	\$ 1,186	\$ 1,689	NM	1.43x	NM	7.4 %
Blue Owl Capital Corporation III (1)	2020	\$ 4,826	\$ 1,841	\$ 1,841	\$ 555	\$ 1,919	\$ 2,474	1.43x	1.37x	13.9 %	12.0 %
Blue Owl Credit Income Corp. (1) (2)	2020	\$ 25,257	\$ 12,436	\$ 11,551	\$ 1,428	\$ 11,847	\$ 13,275	NM	1.17x	NM	11.2 %
Blue Owl Technology Finance Corp. (1)	2018	\$ 7,354	\$ 3,350	\$ 3,350	\$ 890	\$ 3,521	\$ 4,411	1.45x	1.36x	11.8 %	9.1 %
Blue Owl Technology Finance Corp. II (1)	2021	\$ 7,890	\$ 4,171	\$ 2,292	\$ 237	\$ 2,408	\$ 2,645	1.22x	1.16x	16.5 %	11.7 %
Blue Owl Technology Income Corp. (1)(2)	2022	\$ 5,681	\$ 2,797	\$ 2,578	\$ 289	\$ 2,641	\$ 2,930	NM	1.15x	NM	11.6 %
Blue Owl First Lien Fund Levered (3)	2018	\$ 1,636	\$ 986	\$ 912	\$ 570	\$ 677	\$ 1,247	1.45x	1.38x	10.7 %	8.8 %
Blue Owl First Lien Fund Unlevered (3)	2019	\$ 84	\$ 175	\$ 156	\$ 106	\$ 84	\$ 190	1.27x	1.22x	6.6 %	5.3 %

- (1) Information presented in the AUM through Total Value columns for these vehicles is presented on a quarter lag due to these vehicles being public filers with the SEC and not yet filing their quarterly information as of our filing date. Additional information related to these vehicles can be found in their filings with the SEC, which are not part of this report.
- (2) For the purposes of calculating Gross IRR, the expense support provided to the fund would be impacted when assuming a performance excluding management fees (including Part I Fees) and Part II Fees, and therefore is not meaningful for OBDC II, OCIC and OTIC.
- (3) Blue Owl First Lien Fund is comprised of three feeder funds: Onshore Levered, Offshore Levered and Insurance Unlevered. The gross and net MoIC and IRR presented in the chart are for Onshore Levered and Insurance Unlevered as those are the largest of the levered and unlevered feeder funds. The gross and net MoIC for the Offshore Levered feeder fund is 1.43x and 1.32x, respectively. The gross and net IRR for the Offshore Levered feeder is 10.1% and 7.4%, respectively. All other values for Blue Owl First Lien Fund Levered are for Onshore Levered and Offshore Levered combined. AUM is presented as the aggregate of the three Blue Owl First Lien Fund feeders. Blue Owl First Lien Fund Unlevered Investor equity and note commitments are both treated as capital for all values.
- (4) Includes reinvested dividends and share repurchases, if applicable.
- (5) Invested capital includes capital calls, reinvested dividends and periodic investor closes, as applicable.
- (6) Realized proceeds represent the sum of all cash distributions to investors.
- (7) Unrealized value represents the product’s NAV. There can be no assurance that unrealized values will be realized at the valuations indicated.
- (8) Gross MoIC is calculated by adding total realized proceeds and unrealized values of a product’s investments and dividing by the total amount of invested capital. Gross MoIC is calculated before giving effect to management fees (including Part I Fees) and Part II Fees, as applicable.
- (9) Net MoIC measures the aggregate value generated by a product’s investments in absolute terms. Net MoIC is calculated by adding total realized proceeds and unrealized values of a product’s investments and dividing by the total amount of invested capital. Net MoIC is calculated after giving effect to management fees (including Part I Fees) and Part II Fees, as applicable, and all other expenses.
- (10) Gross IRR is an annualized since inception gross internal rate of return of cash flows to and from the product and the product’s residual value at the end of the measurement period. Gross IRRs are calculated before giving effect to management fees (including Part I Fees) and Part II Fees, as applicable.
- (11) Net IRRs are calculated consistent with gross IRRs, but after giving effect to management fees (including Part I Fees) and Part II Fees, as applicable, and all other expenses. An individual investor’s IRR may differ from the reported IRR based on the timing of capital transactions.

GP Strategic Capital

<i>(dollars in millions)</i>	Year of Inception	AUM	Capital Raised	Invested Capital (2)	Realized Proceeds (3)	Unrealized Value (4)	Total Value	MoIC		IRR		
								Gross (5)	Net (6)	Gross (7)	Net (8)	
GP Minority Stakes (1)												
Blue Owl GP Stakes I	2011	\$ 785	\$ 1,284	\$ 1,266	\$ 773	\$ 585	\$ 1,358	1.22x	1.07x	3.6 %	1.1 %	
Blue Owl GP Stakes II	2014	\$ 2,987	\$ 2,153	\$ 1,961	\$ 963	\$ 2,230	\$ 3,193	1.94x	1.63x	13.8 %	9.4 %	
Blue Owl GP Stakes III	2015	\$ 9,878	\$ 5,318	\$ 3,275	\$ 3,447	\$ 5,545	\$ 8,992	3.36x	2.75x	29.4 %	22.9 %	
Blue Owl GP Stakes IV	2018	\$ 15,926	\$ 9,041	\$ 6,533	\$ 4,884	\$ 8,129	\$ 13,013	2.40x	1.99x	59.4 %	38.8 %	
Blue Owl GP Stakes V	2020	\$ 13,845	\$ 12,852	\$ 5,917	\$ 2,196	\$ 4,593	\$ 6,789	1.30x	1.15x	31.7 %	14.5 %	

- (1) Information presented in the Invested Capital through IRR columns for these vehicles is presented on a quarter lag and is exclusive of investments made by the related carried interest vehicles of the respective products.
- (2) Invested capital includes capital calls.
- (3) Realized proceeds represent the sum of all cash distributions to investors.
- (4) Unrealized value represents the product's NAV. There can be no assurance that unrealized values will be realized at the valuations indicated.
- (5) Gross MoIC is calculated by adding total realized proceeds and unrealized values of a product's investments and dividing by the total amount of invested capital. Gross MoIC is calculated before giving effect to management fees and carried interest, as applicable.
- (6) Net MoIC measures the aggregate value generated by a product's investments in absolute terms. Net MoIC is calculated by adding total realized proceeds and unrealized values of a product's investments and dividing by the total amount of invested capital. Net MoIC is calculated after giving effect to management fees and carried interest, as applicable, and all other expenses.
- (7) Gross IRR is an annualized since inception gross internal rate of return of cash flows to and from the product and the product's residual value at the end of the measurement period. Gross IRRs are calculated before giving effect to management fees and carried interest, as applicable.
- (8) Net IRR is an annualized since inception net internal rate of return of cash flows to and from the product and the product's residual value at the end of the measurement period. Net IRRs reflect returns to all investors. Net IRRs are calculated after giving effect to management fees and carried interest, as applicable, and all other expenses. An individual investor's IRR may differ from the reported IRR based on the timing of capital transactions.

Real Estate

<i>(dollars in millions)</i>	Year of Inception	AUM	Capital Raised	Invested Capital (3)	Realized Proceeds (4)	Unrealized Value (5)	Total Value	MoIC		IRR		
								Gross (6)	Net (7)	Gross (8)	Net (9)	
Net Lease												
Blue Owl Real Estate Fund IV (1)	2017	\$ 1,066	\$ 1,250	\$ 1,260	\$ 1,493	\$ 473	\$ 1,966	1.73x	1.56x	22.7 %	18.8 %	
Blue Owl Real Estate Net Lease Property Fund	2019	\$ 6,351	\$ 3,587	\$ 4,029	\$ 1,457	\$ 3,463	\$ 4,920	1.25x	1.22x	9.8 %	8.7 %	
Blue Owl Real Estate Fund V (1)	2020	\$ 4,163	\$ 2,500	\$ 2,500	\$ 892	\$ 2,504	\$ 3,396	1.46x	1.36x	23.4 %	18.7 %	
Blue Owl Real Estate Net Lease Trust (2)	2022	\$ 5,858	\$ 3,732	\$ 3,738	\$ 143	\$ 3,506	\$ 3,649	NM	NM	NM	NM	
Blue Owl Real Estate Fund VI (1)	2023	\$ 6,625	\$ 5,163	\$ 818	\$ 26	\$ 791	\$ 817	NM	NM	NM	NM	

- (1) Information presented in the Invested Capital through IRR columns for these vehicles is presented on a quarter lag.
- (2) Information presented in the AUM through Total Value columns for this vehicle is presented on a quarter lag due to the vehicle being a public filer with the SEC and not yet filing its quarterly information as of our filing date. Additional information related to this vehicle can be found in its filings with the SEC, which are not part of this report.
- (3) Invested capital includes investments by the general partner, capital calls, dividends reinvested, callable capital which has been reinvested and periodic investor closes, as applicable.
- (4) Realized proceeds represent the sum of all cash distributions to all investors.
- (5) Unrealized value represents the fund's NAV. There can be no assurance that unrealized values will be realized at the valuations indicated.
- (6) Gross MoIC is calculated by adding total realized proceeds and unrealized values of a product's investments and dividing by the total amount of invested capital. Gross MoIC is calculated before giving effect to management fees and carried interest, as applicable.
- (7) Net MoIC measures the aggregate value generated by a product's investments in absolute terms. Net MoIC is calculated by adding total realized proceeds and unrealized values of a product's investments and dividing by the total amount of invested capital. Net MoIC is calculated after giving effect to management fees and carried interest, as applicable, and all other expenses.
- (8) Gross IRR is an annualized since inception gross internal rate of return of cash flows to and from the product and the product's residual value at the end of the measurement period. Gross IRRs are calculated before giving effect to management fees and carried interest, as applicable.
- (9) Net IRR is an annualized since inception net internal rate of return of cash flows to and from the product and the product's residual value at the end of the measurement period. Net IRRs reflect returns to all investors. Net IRRs are calculated after giving effect to management fees and carried interest, as applicable, and all other expenses. An individual investor's IRR may differ from the reported IRR based on the timing of capital transactions.

GAAP Results of Operations Analysis
Three Months Ended September 30, 2024, Compared to the Three Months Ended September 30, 2023

<i>(dollars in thousands)</i>	Three Months Ended September 30,		\$ Change
	2024	2023	
Revenues			
Management fees, net (includes Part I Fees of \$140,676 and \$97,621)	\$ 523,309	\$ 386,009	\$ 137,300
Administrative, transaction and other fees	77,289	43,641	33,648
Performance revenues	280	—	280
Total Revenues, Net	600,878	429,650	171,228
Expenses			
Compensation and benefits	271,107	213,976	57,131
Amortization of intangible assets	68,674	56,724	11,950
General, administrative and other expenses	121,329	65,485	55,844
Total Expenses	461,110	336,185	124,925
Other Loss			
Net gains (losses) on investments	3,748	(1,227)	4,975
Interest and dividend income	12,213	5,686	6,527
Interest expense	(34,102)	(19,672)	(14,430)
Change in TRA liability	6,849	35	6,814
Change in warrant liability	(6,300)	(2,050)	(4,250)
Change in earnout liability	(10,056)	(2,074)	(7,982)
Total Other Loss	(27,648)	(19,302)	(8,346)
Income Before Income Taxes	112,120	74,163	37,957
Income tax expense	12,796	10,652	2,144
Consolidated Net Income	99,324	63,511	35,813
Net income attributable to noncontrolling interests	(69,519)	(48,402)	(21,117)
Net Income Attributable to Blue Owl Capital Inc.	\$ 29,805	\$ 15,109	\$ 14,696

Revenues, Net

Management Fees. The increase in management fees was primarily due to the drivers below. See Note 9 to our Financial Statements for additional details on our GAAP management fees by strategy.

- Credit increased \$99.3 million, including an increase in Part I Fees of \$42.5 million, due to continued fundraising and deployment of capital primarily within new and existing direct lending products, as well as management fees from products relating to the KAM Acquisition of \$13.3 million.
- GP Strategic Capital increased \$21.3 million, primarily driven by fundraising in our sixth flagship minority equity stakes product.
- Real Estate increased \$16.7 million, attributable to continued fundraising and deployment of capital within new and existing Real Estate products, primarily ORENT and OREF VI, as well as management fees from products relating to the Prima Acquisition of \$4.9 million and the KAM Acquisition of \$3.5 million.

Administrative, Transaction and Other Fees. The increase in administrative, transaction and other fees was driven primarily by the following:

- \$15.5 million increase in fee income earned for services provided to portfolio companies, reflecting an increase in volume of transactions on which we earn such fees.
- \$9.4 million increase in dealer manager revenues, due primarily to growth in the distribution of OCIC and ORENT.
- \$8.4 million increase in administrative fees, driven by a higher level of reimbursable compensation expenses due to the growth of our products and business overall.

Expenses

Compensation and Benefits. Compensation and benefits expenses increased primarily due to the following:

- \$61.1 million increase, driven by higher compensation to existing employees, as well as increased headcount due to our continued growth.
- \$2.6 million increase in equity-based compensation, primarily due to a \$22.7 million increase in our recurring annual equity grants driven in part by additional grants made during the fourth quarter of 2023 in connection with year-end bonus compensation, partially offset by a \$19.1 million decrease in acquisition-related equity-based compensation primarily due to the settlement of the Second Oak Street Earnout (as described in Note 3 to the financial statements in our Annual Report) in January 2024.
- \$6.6 million offsetting decrease in acquisition-related cash compensation, primarily due to the settlement of the Second Oak Street Earnout in January 2024.

Amortization of Intangible Assets. Amortization of intangible assets increased \$12.0 million reflecting the increase in intangible assets as a result of the KAM Acquisition and Prima Acquisition.

General, Administrative and Other Expenses. General, administrative and other expenses increased primarily due to the following:

- \$35.2 million increase in Transaction Expenses, primarily due to the KAM Acquisition and Atalaya Acquisition.
- \$10.0 million increase in distribution costs, primarily related to our Credit and Real Estate Products.
- \$9.6 million increase in reimbursed expenses, primarily related to dealer manager expenses, due to growth in our products and business overall.
- The remaining net change was across various categories, primarily in office-related and other expenses driven by our continued growth.

Other Loss

Interest and Dividend Income. The increase in interest and dividend income was driven by dividend income from the preferred equity investment made in April 2024 in Kuvare UK Holdings.

Interest Expense. The increase in interest expense was driven by higher average debt outstanding due to the issuance of the 6.250% Senior Notes due 2034 (the “2034 Notes”) during the second quarter of 2024.

Change in Earnout Liability. The change in the earnout liability for the current year period was driven by the change in the fair value of the KAM Earnouts (as described in Note 3 to our Financial Statements).

Income Tax Expense

The change in income tax expense was due to higher pre-tax income in the current period as a result of the drivers discussed above. Please see Note 11 to our Financial Statements for a discussion of the significant tax differences that impacted our effective tax rate.

Net Income Attributable To Noncontrolling Interests

Net income attributable to noncontrolling interests primarily represents the allocation to Common Units (as defined in Note 1 to our Financial Statements) of their pro rata share of the Blue Owl Operating Group’s post-Business Combination net income due to the drivers discussed above. The Common Units represent approximately 61% and 67% weighted average economic interest in the Blue Owl Operating Group for the three months ended September 30, 2024 and September 30, 2023, respectively. The decrease in the Common Units’ interest in the Blue Owl Operating Group was primarily due to exchanges of Common Units for Class A Shares, as well as Class A Shares issued in connection with the Prima and KAM Acquisitions.

Nine Months Ended September 30, 2024, Compared to the Nine Months Ended September 30, 2023

<i>(dollars in thousands)</i>	Nine Months Ended September 30,		\$ Change
	2024	2023	
Revenues			
Management fees, net (includes Part I Fees of \$390,279 and \$275,423)	\$ 1,436,961	\$ 1,116,663	\$ 320,298
Administrative, transaction and other fees	224,592	120,404	104,188
Performance revenues	2,513	506	2,007
Total Revenues, Net	1,664,066	1,237,573	426,493
Expenses			
Compensation and benefits	723,001	619,875	103,126
Amortization of intangible assets	181,603	243,532	(61,929)
General, administrative and other expenses	291,535	173,101	118,434
Total Expenses	1,196,139	1,036,508	159,631
Other Loss			
Net gains on investments	9,545	2,415	7,130
Interest and dividend income	30,755	16,081	14,674
Interest expense	(89,301)	(57,208)	(32,093)
Change in TRA liability	4,890	8,187	(3,297)
Change in warrant liability	(17,950)	(3,550)	(14,400)
Change in earnout liability	(10,711)	(4,912)	(5,799)
Total Other Loss	(72,772)	(38,987)	(33,785)
Income Before Income Taxes	395,155	162,078	233,077
Income tax expense	45,764	22,494	23,270
Consolidated Net Income	349,391	139,584	209,807
Net income attributable to noncontrolling interests	(260,550)	(103,299)	(157,251)
Net Income Attributable to Blue Owl Capital Inc.	\$ 88,841	\$ 36,285	\$ 52,556

Revenues, Net

Management Fees. The increase in management fees was primarily due to the drivers below. See Note 9 to our Financial Statements for additional details on our GAAP management fees by strategy.

- Credit increased \$233.7 million, including an increase in Part I Fees of \$112.0 million, due to continued fundraising and deployment of capital primarily within new and existing Credit products.
- GP Strategic Capital increased \$42.7 million, primarily driven by fundraising in our sixth flagship minority equity stakes product.
- Real Estate increased \$43.9 million, attributable to continued fundraising and deployment of capital within new and existing Real Estate products, primarily OREF VI and ORENT, as well as management fees from products relating to the Prima Acquisition of \$6.3 million and KAM Acquisition of \$3.5 million.

Administrative, Transaction and Other Fees. The increase in administrative, transaction and other fees was driven primarily by the following:

- \$54.4 million increase in fee income earned for services provided to portfolio companies, reflecting an increase in volume of transactions on which we earn such fees.
- \$27.2 million increase in dealer manager revenues, due primarily to growth in the distribution of OCIC and ORENT.
- \$22.1 million increase in administrative fees, driven by a higher level of reimbursable compensation expenses due to growth of our products and business overall.

Expenses

Compensation and Benefits. Compensation and benefits expenses increased, primarily due to the following:

- \$138.1 million increase, driven by higher compensation to existing employees, as well as increased headcount due to our continued growth.
- \$15.8 million offsetting decrease in equity-based compensation, primarily reflecting a \$56.4 million decrease in acquisition-related equity-based compensation primarily due to the settlement of the Second Oak Street Earnout (as described in Note 3 to the financial statements in our Annual Report) in January 2024, partially offset by an \$41.2 million increase in our other recurring annual equity grants driven by the additional grants made during the fourth quarter of 2023 in connection with year-end bonus compensation.
- \$19.2 million offsetting decrease in acquisition-related cash compensation, primarily due to the settlement of the Second Oak Street Earnout in January 2024.

Amortization of Intangible Assets. Amortization of intangible assets decreased \$61.9 million, primarily due to increased trademarks amortization taken in the prior year period as a result of corporate actions that resulted in a shorter useful life.

General, Administrative and Other Expenses. General, administrative and other expenses increased, primarily driven by the following:

- \$51.2 million increase in Transaction Expenses, primarily due to the KAM Acquisition, Atalaya Acquisition and Prima Acquisition.
- \$34.2 million increase in distribution costs, primarily related to our Credit and Real Estate products.
- \$28.0 million increase in reimbursed expenses, primarily related to dealer manager expenses, due to growth in our products and business overall.
- The remaining net change was across various categories, primarily in office-related and other expenses driven by our continued growth.

Other Loss

Interest and Dividend Income. The increase in interest and dividend income was driven by dividend income from the preferred equity investment made in April 2024 in Kuvare UK Holdings.

Interest Expense. The increase in interest expense was driven by higher average debt outstanding, reflecting the issuance of the 2034 Notes during the second quarter of 2024.

Change in Warrant Liability. The change in the warrant liability for the current and prior period was driven by the increase in the price of our Class A Shares.

Change in Earnout Liability. The change in the earnout liability for the current year period was driven by the change in the fair value of the KAM Earnouts (as described in Note 3 to our Financial Statements).

Income Tax Expense

The increase in income tax expense was due to higher pre-tax income in the current period as a result of the drivers discussed above. Please see Note 11 to our Financial Statements for a discussion of the significant tax differences that impacted our effective tax rate.

Net Income Attributable To Noncontrolling Interests

Net income attributable to noncontrolling interests primarily represents the allocation to Common Units (as defined in Note 1 to our Financial Statements) of their pro rata share of the Blue Owl Operating Group's net income or loss due to the drivers discussed above. The Common Units represented an approximately 64% and 68% weighted average economic interest in the Blue Owl Operating Group for the nine months ended September 30, 2024 and September 30, 2023, respectively. The decrease in the Common Units' interest in the Blue Owl Operating Group was primarily due to exchanges of Common Units for Class A Shares, as well as Class A Shares issued in connection with the Prima and KAM Acquisitions.

Non-GAAP Analysis

In addition to presenting our results in accordance with GAAP, we present certain other financial measures that are not presented in accordance with GAAP. Management uses these measures in budgeting and to assess the operating results of our business, and we believe that this information enhances the ability of stockholders to analyze our performance from period to period. These non-GAAP financial measures supplement and should be considered in addition to and not in lieu of our GAAP results, and such measures should not be considered as indicative of our liquidity. Our non-GAAP measures may not be comparable to other similarly titled measures used by other companies. Please see “—*Non-GAAP Reconciliations*” for reconciliations of these measures to the most comparable measures prepared in accordance with GAAP.

Fee-Related Earnings and Related Components

Fee-Related Earnings is a supplemental non-GAAP measure of our core operating performance used to make operating decisions and assess our core operating results, focusing on whether our core revenue streams, primarily consisting of management fees, are sufficient to cover our core operating expenses. FRE performance revenues refers to the GAAP performance revenues that are measured and eligible to be received on a recurring basis and not dependent on realization events from the underlying investments. Management also reviews the components that comprise Fee-Related Earnings (i.e., FRE revenues and FRE expenses) on the same basis used to calculate Fee-Related Earnings, and such components are also non-GAAP measures and have been identified with the prefix “FRE” in the tables and discussion below.

Fee-Related Earnings exclude various items that are required for the presentation of our results under GAAP, including the following: noncontrolling interests in the Blue Owl Operating Partnerships; equity-based compensation expense; compensation expenses related to capital contributions in certain subsidiary holding companies that are in-turn paid as compensation to certain employees, as such contributions are not included in Fee-Related Earnings or Distributable Earnings; amortization of acquisition-related earnouts; amortization of intangible assets; “Transaction Expenses” as defined below; expense support payments and subsequent reimbursements; net gains (losses) on investments; net losses on retirement of debt; interest and dividend income; interest expense; changes in TRA, warrant and earnout liabilities; and taxes. Transaction Expenses are expenses incurred in connection with the Business Combination and other acquisitions and strategic transactions, including subsequent adjustments related to such transactions, that were not eligible to be netted against consideration or recognized as acquired assets and assumed liabilities in the relevant transactions. FRE revenues and FRE expenses also exclude DE performance revenues and related compensation expense, as well as revenues and expenses related to amounts reimbursed by our products, including administrative fees and dealer manager reallocated commissions, that have no impact to our bottom line operating results, and therefore FRE revenues and FRE expenses do not represent our total revenues or total expenses in any given period. DE performance revenues refers to GAAP performance revenues that are not FRE performance revenues.

Distributable Earnings

Distributable Earnings is a supplemental non-GAAP measure of operating performance that equals Fee-Related Earnings plus or minus, as relevant, DE performance revenues and related compensation, interest and dividend income, interest expense, as well as amounts payable for taxes and payments made pursuant to the TRA. Amounts payable for taxes presents the current income taxes payable, excluding the impact of tax contingency-related accrued expenses or benefits, as such amounts are included when paid or received, related to the respective period’s earnings, assuming that all Distributable Earnings were allocated to the Registrant, which would occur following the exchange of all Blue Owl Operating Group Units for Class A Shares. Current income taxes payable and payments made pursuant to the TRA reflect the benefit of tax deductions that are excluded when calculating Distributable Earnings (e.g., equity-based compensation expenses, Transaction Expenses, tax goodwill, etc.). If these tax deductions were to be excluded from amounts payable for taxes, Distributable Earnings would be lower and our effective tax rate would appear to be higher, even though a lower amount of income taxes would have been paid or payable for a period’s earnings. We make these adjustments when calculating Distributable Earnings to more accurately reflect the net realized earnings that are expected to be or become available for distribution or reinvestment into our business. Management believes that Distributable Earnings can be useful as a supplemental performance measure to our GAAP results assessing the amount of earnings available for distribution.

Margins

GAAP Margin is calculated as income before income taxes, divided by total revenues. FRE Margin is a supplemental non-GAAP measure that equals Fee-Related Earnings before net (income) loss allocated to noncontrolling interests, divided by FRE revenues. Management believes that FRE Margin can be useful as a supplemental performance measure used to make operating decisions and assess our core operating results.

Fee-Related Earnings and Distributable Earnings Summary

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
FRE revenues	\$ 568,327	\$ 412,771	\$ 1,574,881	\$ 1,191,650
FRE expenses	231,104	161,840	636,016	468,202
Net income allocated to noncontrolling interests included in Fee-Related Earnings	(10,361)	(3,102)	(25,830)	(5,123)
Fee-Related Earnings	\$ 326,862	\$ 247,829	\$ 913,035	\$ 718,325
Distributable Earnings	\$ 301,007	\$ 229,523	\$ 814,071	\$ 665,553

Fee-Related Earnings and Distributable Earnings for the three months ended September 30, 2024 increased as a result of higher FRE revenues in Credit, GP Strategic Capital and Real Estate, partially offset by higher FRE expenses, as further discussed below. Fee-Related Earnings and Distributable Earnings for the nine months ended September 30, 2024 increased as a result of higher FRE revenues in Credit, GP Strategic Capital and Real Estate, partially offset by higher FRE expenses, as further discussed below.

FRE Revenues

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Credit Platform				
Direct lending	\$ 296,974	\$ 219,297	\$ 830,296	\$ 630,373
Alternative credit	671	—	671	—
Investment grade credit	13,260	—	13,260	—
Liquid credit	7,750	6,590	21,285	20,244
Other	6,555	—	18,809	—
Management Fees, Net	325,210	225,887	884,321	650,617
Administrative, transaction and other fees	31,192	14,722	97,170	40,755
FRE performance revenues	280	—	643	—
FRE Revenues - Credit Platform	356,682	240,609	982,134	691,372
GP Strategic Capital Platform				
GP minority stakes	152,633	132,498	431,908	393,218
GP debt financing	6,120	4,613	17,199	11,990
Professional sports minority stakes	757	683	2,721	1,650
Management Fees, Net	159,510	137,794	451,828	406,858
Administrative, transaction and other fees	1,974	1,321	5,224	3,830
FRE Revenues - GP Strategic Capital Platform	161,484	139,115	457,052	410,688
Real Estate Platform				
Net lease	41,246	32,987	123,433	89,386
Real estate credit	8,459	—	9,815	—
Management Fees, Net	49,705	32,987	133,248	89,386
FRE performance revenues	—	—	1,870	—
Administrative, transaction and other fees	456	60	577	204
FRE Revenues - Real Estate Platform	50,161	33,047	135,695	89,590
Total FRE Revenues	\$ 568,327	\$ 412,771	\$ 1,574,881	\$ 1,191,650

FRE Management Fees. For the three months ended September 30, 2024, the increase in FRE management fees was primarily driven by the following:

- Credit FRE management fees increased \$99.3 million, including an increase in Part I Fees of \$42.5 million, due to continued fundraising and deployment of capital primarily within new and existing direct lending products, as well as management fees from products relating to the KAM Acquisition of \$13.3 million.
- GP Strategic Capital FRE management fees increased \$21.7 million, primarily driven by fundraising in our sixth flagship minority equity stakes product.
- Real Estate FRE management fees increased \$16.7 million, attributable to continued fundraising and deployment of capital within new and existing Real Estate products, primarily ORENT and OREF VI, as well as management fees from products relating to the Prima Acquisition of \$4.9 million and the KAM Acquisition of \$3.5 million.

FRE Management Fees. For the nine months ended September 30, 2024, the increase in FRE management fees was primarily driven by the following:

- Credit FRE management fees increased \$233.7 million, including an increase in Part I Fees of \$112.0 million, due to continued fundraising and deployment of capital primarily within new and existing Credit products.
- GP Strategic Capital FRE management fees increased \$45.0 million, primarily driven by fundraising in our sixth flagship minority equity stakes product.
- Real Estate FRE management fees increased \$43.9 million, attributable to continued fundraising and deployment of capital within new and existing Real Estate products, primarily OREF VI and ORENT, as well as management fees from products relating to the Prima Acquisition of \$6.3 million and KAM Acquisition of \$3.5 million.

FRE Administrative, Transaction and Other Fees. For the three and nine months ended September 30, 2024, the increase in FRE administrative, transaction and other fees was driven primarily by an increase of \$15.5 million and \$54.4 million, respectively, in fee income earned for services provided to portfolio companies, reflecting an increase in volume of transactions on which we earn such fees.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
FRE compensation and benefits	\$ 171,916	\$ 116,197	\$ 458,784	\$ 335,418
FRE general, administrative and other expenses	59,188	45,643	177,232	132,784
Total FRE Expenses	\$ 231,104	\$ 161,840	\$ 636,016	\$ 468,202

FRE Compensation and Benefits. For the three and nine months ended September 30, 2024, FRE compensation and benefits expenses increased, driven by higher compensation to existing employees, as well as increased headcount due to our continued growth.

FRE General, Administrative and Other Expenses. For the three months ended September 30, 2024, FRE general, administrative and other expenses increased, driven by the following:

- \$10.4 million increase primarily in office-related and other expenses due to increased headcount and our continued growth.
- The remaining net change was across various categories, driven by our continued growth.

FRE General, Administrative and Other Expenses. For the nine months ended September 30, 2024, FRE general, administrative and other expenses increased, driven by the following:

- \$28.3 million increase primarily in office-related and other expenses due to increased headcount and our continued growth.
- \$7.1 million increase in occupancy costs, driven by additional leased space to accommodate our continued growth.
- \$6.7 million increase in distribution costs, primarily related to our Real Estate products.
- The remaining net change was across various categories, driven by our continued growth.

Non-GAAP Reconciliations

The table below presents the reconciliation of the non-GAAP measures presented throughout this MD&A. Please see “—Non-GAAP Analysis” for important information regarding these measures.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
GAAP Net Income Attributable to Class A Shares	\$ 29,805	\$ 15,109	\$ 88,841	\$ 36,285
Net income attributable to noncontrolling interests	69,519	48,402	260,550	103,299
Income tax expense	12,796	10,652	45,764	22,494
GAAP Income Before Income Taxes	112,120	74,163	395,155	162,078
Strategic Revenue-Share Purchase consideration amortization	11,116	10,659	32,436	30,198
DE performance revenues	—	—	—	(506)
DE performance revenues compensation	—	—	—	177
Equity-based compensation - other	58,898	36,185	145,203	104,017
Equity-based compensation - acquisition related	2,077	21,192	6,343	62,768
Equity-based compensation - Business Combination grants	16,632	17,597	51,741	52,290
Acquisition-related cash earnout amortization	—	6,567	—	19,163
Capital-related compensation	732	1,894	2,326	5,452
Amortization of intangible assets	68,674	56,724	181,603	243,532
Transaction Expenses	43,186	8,000	63,021	11,817
Expense support	(3,860)	(1,352)	(11,735)	(6,525)
Net gains (losses) on investments	(3,748)	1,227	(9,545)	(2,415)
Change in TRA liability	(6,849)	(35)	(4,890)	(8,187)
Change in warrant liability	6,300	2,050	17,950	3,550
Change in earnout liability	10,056	2,074	10,711	4,912
Interest and dividend income	(12,213)	(5,686)	(30,755)	(16,081)
Interest expense	34,102	19,672	89,301	57,208
Fee-Related Earnings Before Noncontrolling Interests	337,223	250,931	938,865	723,448
Net income allocated to noncontrolling interests included in Fee-Related Earnings	(10,361)	(3,102)	(25,830)	(5,123)
Fee-Related Earnings	326,862	247,829	913,035	718,325
DE performance revenues	—	—	—	506
DE performance revenues compensation	—	—	—	(177)
Interest and dividend income	12,213	5,686	30,755	16,081
Interest expense	(34,102)	(19,672)	(89,301)	(57,208)
Taxes and TRA payments	(3,966)	(4,320)	(40,418)	(11,974)
Distributable Earnings	\$ 301,007	\$ 229,523	\$ 814,071	\$ 665,553

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
GAAP Revenues	\$ 600,878	\$ 429,650	\$ 1,664,066	\$ 1,237,573
Strategic Revenue-Share Purchase consideration amortization	11,116	10,659	32,436	30,198
DE performance revenues	—	—	—	(506)
Reimbursed expenses	(43,667)	(27,538)	(121,621)	(75,615)
FRE Revenues	\$ 568,327	\$ 412,771	\$ 1,574,881	\$ 1,191,650

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
GAAP Compensation and Benefits	\$ 271,107	\$ 213,976	\$ 723,001	\$ 619,875
DE performance revenues compensation	—	—	—	(177)
Equity-based compensation - other	(58,898)	(36,185)	(145,203)	(104,017)
Equity-based compensation - acquisition related	(2,077)	(21,192)	(6,343)	(62,768)
Equity-based compensation - Business Combination grants	(16,632)	(17,597)	(51,741)	(52,290)
Acquisition-related cash earnout amortization	—	(6,567)	—	(19,163)
Capital-related compensation	(732)	(1,894)	(2,326)	(5,452)
Reimbursed expenses	(20,852)	(14,344)	(58,604)	(40,590)
FRE Compensation and Benefits	\$ 171,916	\$ 116,197	\$ 458,784	\$ 335,418

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
GAAP General, Administrative and Other Expenses	\$ 121,329	\$ 65,485	\$ 291,535	\$ 173,101
Transaction Expenses	(43,186)	(8,000)	(63,021)	(11,817)
Expense support	3,860	1,352	11,735	6,525
Reimbursed expenses	(22,815)	(13,194)	(63,017)	(35,025)
FRE General, Administrative and Other Expenses	\$ 59,188	\$ 45,643	\$ 177,232	\$ 132,784

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
Income Before Income Taxes	\$ 112,120	\$ 74,163	\$ 395,155	\$ 162,078
GAAP Revenues	600,878	429,650	1,664,066	1,237,573
GAAP Margin	19 %	17 %	24 %	13 %
Fee-Related Earnings Before Noncontrolling Interests	337,223	250,931	938,865	723,448
FRE Revenues	568,327	412,771	1,574,881	1,191,650
FRE Margin	59 %	61 %	60 %	61 %

Liquidity and Capital Resources

Overview

We rely on management fees as the primary source of our operating liquidity. From time to time we may rely on the use of our Revolving Credit Facility between management fee collection dates, which generally occur on a quarterly basis. We may also rely on our Revolving Credit Facility for liquidity needed to fund acquisitions, which we may replace with longer-term financing, subject to market conditions.

We ended the third quarter of 2024 with \$115.9 million of cash and cash equivalents and approximately \$1.6 billion available under our Revolving Credit Facility. Based on management's experience and our current level of liquidity and assets under management, we believe that our current liquidity position and cash generated from management fees will continue to be sufficient to meet our anticipated working capital needs for at least the next 12 months.

Over the short and long term, we may use cash and cash equivalents, issue additional debt or equity securities, or may seek other sources of liquidity to:

- Grow our existing investment management business.
- Expand into, or acquire, businesses that are complementary to our existing investment management business or other strategic growth initiatives.
- Pay operating expenses, including cash compensation to our employees.
- Repay debt obligations and interest thereon.

- Opportunistically repurchase Class A Shares on the open market, as well as pay withholding taxes on net settled, vested RSUs.
- Pay income taxes and amounts due under the TRA.
- Pay dividends to holders of our Class A Shares, as well as make corresponding distributions to holders of Common Units at the Blue Owl Operating Group level.
- Fund debt and equity investment commitments to existing or future products.

Debt Obligations

As of September 30, 2024, our long-term debt obligations consisted of \$59.8 million aggregate principal amount of 7.397% Senior Notes due 2028 (the “2028 Notes”), \$700.0 million aggregate principal amount of 3.125% Senior Notes due 2031 (the “2031 Notes”), \$400.0 million aggregate principal amount of 4.375% Senior Notes due 2032 (the “2032 Notes”), \$1.0 billion aggregate principal amount of the 2034 Notes and \$350.0 million aggregate principal amount of 4.125% Senior Notes due 2051 (the “2051 Notes” and, collectively with the 2028 Notes, the 2031 Notes, the 2032 Notes and the 2034 Notes, the “Notes”). We also had \$90.0 million outstanding under our Revolving Credit Facility as of September 30, 2024. Subsequent to the quarter ended September 30, 2024, the full amount outstanding under our Revolving Credit Facility was repaid.

We expect to use cash on hand to pay interest and principal due on our financing arrangements over time, which would reduce amounts available for dividends and distributions to our stockholders. We may choose to refinance all or a portion of any amounts outstanding on or prior to their respective maturity dates by issuing new debt, which could result in higher borrowing costs. We may also choose to repay borrowing by using proceeds from the issuance of equity or other securities, which would dilute stockholders. See Note 7 to our Financial Statements and Note 4 to the financial statements in our Annual Report for additional information regarding our debt obligations.

In September 2024, the Issuer (as defined in Note 7 to our Financial Statements) commenced an offer to exchange the Notes for newly issued registered notes with substantially similar terms of the respective series of Notes sought to be exchanged (the “Exchange Notes”). The Exchange Notes settled on October 28, 2024 and approximately 99.8% of the Notes had been validly tendered, which consisted of \$59.8 million aggregate principal amount of 2028 Notes, \$697.2 million aggregate principal amount of 2031 Notes, \$397.3 million aggregate principal amount of 2032 Notes, \$999.4 million aggregate principal amount of 2034 Notes and \$350.0 million aggregate principal amount of 2051 Notes.

Tax Receivable Agreement

As discussed in Note 8 to our Financial Statements, we made a payment under the TRA and may in the future be required to make additional payments. As of September 30, 2024, assuming no material changes in the relevant tax law and that we generate sufficient taxable income to realize the full tax benefit of the increased amortization resulting from the increase in tax basis of certain Blue Owl Operating Group assets, we expect to pay approximately \$1.3 billion under the TRA (such amount excludes the adjustment to fair value for the portion classified as contingent consideration). Future cash savings and related payments under the TRA in respect of subsequent exchanges of Blue Owl Operating Group Units for Class A or B Shares would be in addition to these amounts.

Payments under the TRA are anticipated to increase the tax basis adjustment and, consequently, result in increasing annual amortization deductions in the taxable years of and after such increases to the original basis adjustments, and potentially will give rise to increasing tax savings with respect to such years and correspondingly increasing payments under the TRA.

The obligation to make payments under the TRA is an obligation of Blue Owl GP, and any other corporate taxpaying entities that in the future may hold GP Units (as defined in Note 1 to our Financial Statements) and not of the Blue Owl Operating Group. We may need to incur debt to finance payments under the TRA to the extent the Blue Owl Operating Group does not distribute cash to the Registrant or Blue Owl GP in an amount sufficient to meet our obligations under the TRA.

The actual increase in tax basis of the Blue Owl Operating Group assets resulting from an exchange or from payments under the TRA, as well as the amortization thereof and the timing and amount of payments under the TRA, will vary based upon a number of factors, including the following:

- The amount and timing of our taxable income will impact the payments to be made under the TRA. To the extent that we do not have sufficient taxable income to utilize the amortization deductions available as a result of the increased tax basis in the Blue Owl Operating Partnerships’ assets, payments required under the TRA would be reduced.

- The price of our Class A Shares at the time of any exchange will determine the actual increase in tax basis of the Blue Owl Operating Partnerships' assets resulting from such exchange; payments under the TRA resulting from future exchanges, if any, will be dependent in part upon such actual increase in tax basis.
- The composition of the Blue Owl Operating Group assets at the time of any exchange will determine the extent to which we may benefit from amortizing the increased tax basis in such assets and thus will impact the amount of future payments under the TRA resulting from any future exchanges.
- The extent to which future exchanges are taxable will impact the extent to which we will receive an increase in tax basis of the Blue Owl Operating Group assets as a result of such exchanges, and thus will impact the benefit derived by us and the resulting payments, if any, to be made under the TRA.
- The tax rates in effect at the time any potential tax savings are realized, which would affect the amount of any future payments under the TRA.

Depending upon the outcome of these and other factors, payments that we may be obligated to make under the TRA in respect of exchanges could be substantial. In light of the numerous factors affecting our obligation to make payments under the TRA, the timing and amounts of any such actual payments are not reasonably ascertainable.

Share Repurchases and RSUs Withheld for Tax Withholding

On May 4, 2022, our Board authorized the repurchase of up to \$150.0 million of Class A Shares (the "Program"). Under the Program, repurchases may be made from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual numbers repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. The Program may be changed, suspended or discontinued at any time and will terminate upon the earlier of (i) the purchase of all shares available under the Program or (ii) December 31, 2024. There were no repurchases made under the Program during the three and nine months ended September 30, 2024 and 2023.

Additionally, pursuant to the terms of our RSU agreements, upon the vesting of RSUs to employees, we may net settle awards to satisfy employee tax withholding obligations. In such instances, we cancel a number of RSUs equivalent in value to the amount of tax withholding payments that we make on behalf of employees out of available cash. During the three and nine months ended September 30, 2024, 950,196 RSUs with a fair value of \$16.8 million and 1,951,014 RSUs with a fair value of \$34.9 million, respectively, were withheld to satisfy tax withholding obligations. During the three and nine months ended September 30, 2023, 542,167 RSUs with a fair value of \$6.4 million and 901,113 RSUs with a fair value of \$11.2 million, respectively, were withheld to satisfy tax withholding obligations.

Earnout Liability

The Oak Street Cash Earnouts and the Wellfleet Earnouts (each as defined in Note 3 in our Annual Report), and the KAM Earnouts (as defined in Note 3 to the Financial Statements) are classified as liabilities in our consolidated statements of financial position and represent the fair value of the obligation to make future cash payments if the respective triggering events occur. As we approach each triggering event, we generally would expect the respective liabilities to increase due to the passage of time and meeting certain revenue thresholds, which would result in mark-to-market losses being recognized in our consolidated statements of operations. To the extent we have insufficient cash on hand or that we opt to, we may rely on debt or equity financing to facilitate these transactions in the future. For additional information on these earnout liabilities, see Note 1 and Note 3 to the Financial Statements, as well as Note 3 to the financial statements in our Annual Report.

The Prima Earnouts and Atalaya Earnouts (each defined in Note 3 to the Financial Statements) are payable in Class A Shares or Common Units. As we approach each Triggering Event, we generally would expect the respective liabilities to increase due to the passage of time and the achievement of certain revenue thresholds, which would result in mark-to-market losses being recognized in our consolidated statements of operations.

Dividends and Distributions

Starting in 2023, we moved to a fixed quarterly dividend based on our expected annual Distributable Earnings for the current fiscal year, which will be reassessed on an annual basis. For the third quarter of 2024, we declared a dividend of \$0.18 to holders of record as of the close of business on November 11, 2024, which will be paid on November 22, 2024. We set the target annual dividend for fiscal year 2024 at \$0.72 per Class A Share (representing a fixed quarterly dividend of \$0.18 per Class A Share), subject to the approval of the Board each quarter on or prior to each quarterly distribution date and in compliance with Delaware law, and such dividends are paid following the end of each quarter.

We intend to increase our fixed dividend each year, in line with our expected growth in Distributable Earnings. When setting our dividend, our Board considers Blue Owl's share of Distributable Earnings, and makes adjustments as necessary or appropriate to provide for the conduct of our business, to make appropriate investments in our business and products, including funding of GP commitments and potential strategic transactions; to provide for future cash requirements such as tax-related payments, operating reserves, fixed asset purchases, purchases under the Company's share repurchase program and dividends to stockholders for any ensuing quarter; or to comply with applicable law and the Company's contractual obligations. All of the foregoing is subject to the qualification that the declaration and payment of any dividends are at the sole discretion of our Board, and our Board may change our dividend policy at any time, including, without limitation, to reduce or eliminate dividends entirely.

The Blue Owl Operating Partnerships will make cash distributions ("Tax Distributions") to the partners of such partnerships, including to Blue Owl GP, if we determine that the taxable income of the relevant partnership will give rise to taxable income for its partners. Generally, Tax Distributions will be computed based on our estimate of the taxable income of the relevant partnership allocable to a partner multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, New York State and New York City income tax rates prescribed for an individual or corporate resident in New York City (taking into account certain assumptions set forth in the relevant partnership agreements). Tax Distributions will be made only to the extent distributions from the Blue Owl Operating Partnerships for the relevant year were otherwise insufficient to cover the estimated assumed tax liabilities.

Holders of our Class A and B Shares may not always receive distributions or may receive lower distributions on a per share basis at a time when we, indirectly through Blue Owl GP, and holders of our Common Units are receiving distributions on their interests, as distributions to the Registrant and Blue Owl GP may be used to settle tax and TRA liabilities, if any, and other obligations.

Dividends are expected to be treated as qualified dividends under current law to the extent of the Company's current and accumulated earnings and profits, with any excess dividends treated as a return of capital to the extent of a stockholder's basis, and any remaining excess generally treated as gain realized on the sale or other disposition of stock.

Risks to our Liquidity

Our ability to obtain financing provides us with additional sources of liquidity. Any new financing arrangement that we may enter into may have covenants that impose additional limitations on us, including with respect to making distributions, entering into business transactions or other matters, and may result in increased interest expense. If we are unable to secure financing on terms that are favorable to us, our business may be adversely impacted. No assurance can be given that we will be able to issue new debt, enter into new credit facilities or issue equity or other securities in the future on attractive terms or at all.

Adverse market conditions, including from unexpectedly high and persistent inflation, an increasing interest rate environment, geopolitical events, and the current instability experienced by some financial institutions, may negatively impact our liquidity. Cash flows from management fees may be impacted by a slowdown or a decline in fundraising and deployment, as well as declines in the value of investments held in certain of our products. We hold the majority of our cash balances with a single highly rated financial institution and such balances are in excess of Federal Deposit Insurance Corporation insured limits. See "Item 1A. Risk Factors — Risks Related to Macroeconomic Factors" in our Annual Report.

Cash Flows Analysis

<i>(dollars in thousands)</i>	Nine Months Ended September 30,		
	2024	2023	\$ Change
<i>Net cash provided by (used in):</i>			
Operating activities	\$ 675,536	\$ 640,796	\$ 34,740
Investing activities	(591,865)	(94,110)	(497,755)
Financing activities	(71,929)	(538,070)	466,141
Net Change in Cash and Cash Equivalents	\$ 11,742	\$ 8,616	\$ 3,126

Operating Activities. Our net cash flows from operating activities are generally comprised of management fees, less cash used for operating expenses, including interest paid on our debt obligations. One of our largest operating cash outflows generally relates to bonus expense, which are generally paid out during the first quarter of the year following the expense.

Net cash flows from operating activities increased from the prior year period due to higher management fees, partially offset by higher operating expenses, in particular higher bonus payments made during the first quarter related to the prior year.

Included in the nine months ended September 30, 2024 were the cash outflows of the portion of the Second Oak Street Earnout classified as contingent consideration in excess of the acquisition-date fair value that settled in January 2024; the amount paid up to the acquisition-date fair value was included in financing activities and the remainder (i.e., accretion since the acquisition date) was included in operating activities.

Included in the nine months ended September 30, 2023 were the cash outflows of the portion of the First Oak Street Earnout classified as contingent consideration that settled in January 2023; the amount paid up to the acquisition-date fair value was included in financing activities and the remainder (i.e., accretion since the acquisition date) was included in operating activities.

Investing Activities. Cash flows from investing activities for the nine months ended September 30, 2024 were primarily related to cash consideration paid in connection with the KAM Acquisition and Atalaya Acquisition, a preferred equity investment in Kuvare UK Holdings, investments in our products and cash outflows for office space-related leasehold improvements. In addition, investment activities included inflows from repayments on our interest-bearing revolving promissory note receivable from a product we manage that was fully repaid.

Cash flows from investing activities for the nine months ended September 30, 2023, were primarily related to purchases of investments in our Real Estate products, cash outflows related to office space-related leasehold improvements, as well as cash consideration paid in connection with the Par Four Acquisition (as defined in Note 1 to our Financial Statements). In addition, investment activities included inflows from repayments on our notes receivable.

Financing Activities. Cash flows from financing activities for the nine months ended September 30, 2024 were primarily related to the issuance of our 2034 Notes and borrowing and repayment activity under our Revolving Credit Facility, which borrowings were used to finance the Prima Acquisition, the KAM Acquisition and the Atalaya Acquisition. In addition, we had distributions on our Common Units (noncontrolling interests) and dividends on our Class A Shares. Included in the nine months ended September 30, 2024 was a portion of the cash outflows related to the Second Oak Street Earnout classified as contingent consideration that settled in January 2024, as discussed above, as well as amounts paid under the TRA.

Cash flows from financing activities for the nine months ended September 30, 2023 were primarily driven by dividends on our Class A Shares and related distributions on our Common Units (noncontrolling interests). In addition, we had borrowings and repayments under our Revolving Credit Facility, as well as the issuance of our 2028 Notes, which borrowings were used to finance working capital needs and general capital purposes. Included in the nine months ended September 30, 2023, were a portion of the cash outflows related to the First Oak Street Earnout classified as contingent consideration that settled in January 2023.

Critical Accounting Estimates

We prepare our Financial Statements in accordance with U.S. GAAP. In applying many of these accounting principles, we make estimates that affect the reported amounts of assets, liabilities, revenues and expenses in the Financial Statements. We base our estimates on historical experience and other factors that we believe are reasonable under the circumstances. These estimates, however, are subjective and subject to change, and actual results may differ materially from our current estimates due to the inherent nature of these estimates, including geopolitical, macro-environmental and other uncertainty. For a summary of our significant accounting policies, see Note 2 to our Financial Statements and the financial statements in our Annual Report.

Estimation of Fair Values

Investments Held by our Products

The fair value of the investments held by our products in our Credit and Real Estate platforms is the primary input to the calculation for the majority of our management fees. Management fees from our GP Strategic Capital and other Real Estate products are generally based on commitments or investment cost, so our management fees are generally not impacted by changes in the estimated fair values of investments held by these products. However, to the extent that management fees are calculated based on investment cost of the product's investments, the amount of fees that we may charge will increase or decrease from the effect of changes in the cost basis of the product's investments, including potential impairment losses. In the absence of observable market prices, we use valuation methodologies applied on a consistent basis and assumptions that we believe market participants would use to determine the fair value of the investments. For investments where little market activity exists, the determination of fair value is based on the best information available, our own assumptions, a significant degree of judgment, and the consideration of a combination of internal and external factors.

Our products generally value their investments at fair value, as determined in good faith by each product's respective board of directors or valuation committee, as applicable, based on, among other things, the input of third party valuation firms and taking into account the nature and realizable value of any collateral, an investee's ability to make payments and its earnings, the markets in which the investee operates, comparison to publicly traded companies, discounted cash flows, current market interest rates and other relevant factors. Because such valuations are inherently uncertain, the valuations may fluctuate significantly over time due to changes in market conditions. These valuations would, in turn, have corresponding proportionate impacts on the amount of management fees that we may earn from certain products on which revenues are based on the fair value of investments.

TRA Liability

We carry a portion of our TRA liability at fair value, as it is contingent consideration related to the Dyal Acquisition. The valuation of this portion of the TRA liability is mostly sensitive to our expectation of future cash savings that we may ultimately realize related to our tax goodwill and other intangible assets deductions. We then apply a discount rate that we believe is appropriate given the nature of and expected timing of payments of the liability. A decrease in the discount rate assumption would result in an increase in the fair value estimate of the liability, which would have a correspondingly negative impact on our GAAP results of operations. However, payments under the TRA are ultimately only made to the extent we realize the offsetting cash savings on our income taxes due to the tax goodwill and other intangibles deduction. See Note 4 to our Financial Statements for additional details.

Earnout Liability

The fair value of our earnout liability was determined using various significant unobservable inputs, including a discount rate and our best estimate of expected volatility and expected holding periods. Changes in the estimated fair values of this liability may have a material impacts on our results of operations in any given period, as any increases in this liability has a corresponding negative impact on our GAAP results of operations. See Note 4 to our Financial Statements for additional details.

Preferred Equity Investment

We have elected the fair value option on our preferred equity investment. The valuation of the preferred equity investment considers our best estimate of future cash flow, including timing of repayment, which is discounted considering the risk free rate and credit assumptions related to the underlying issuer. A decrease in the expected cash flows or increase in the discount rate assumptions would result in a decrease in the fair value of the preferred equity investment, which would have a correspondingly negative impact on our GAAP results of operations. These assumptions require a significant amount of judgment and could have a material impact on the valuation. See Note 4 to our Financial Statements for additional details.

Equity-based Compensation

The grant-date fair values of our RSU and Incentive Unit (both defined in Note 1 to our Financial Statements) grants, as well as the compensation-classified earnouts are generally determined using our Class A Share price on the grant date, adjusted for the lack of dividend participation during the vesting period, and the application of a discount for lack of marketability on RSUs and Incentive Units that are subject to post-vesting transfer restrictions. The higher these discounts, the lower the compensation expense taken over time for these grants.

Deferred Tax Assets

Substantially all of our deferred tax assets relate to goodwill and other intangible assets deductible for tax purposes, as well as payments expected to be made under the TRA. In accordance with relevant tax rules, we expect to take substantially all of these goodwill and other intangible deductions over a 15-year period following the applicable transaction. To the extent we generate insufficient taxable income to take the full deduction in any given year, we will generate a net operating loss (“NOL”) that is available for us to use over an indefinite carryforward period in order to fully realize the deferred tax assets.

When evaluating the realizability of deferred tax assets, all evidence—both positive and negative—is considered. This evidence includes, but is not limited to, expectations regarding future earnings, future reversals of existing temporary tax differences and tax planning strategies. We did not take into account any tax planning strategies when arriving at this conclusion; however, the other assumptions underlying the taxable income estimates are based on our near-term operating model. If we experience a significant decline in AUM for any extended time during the period for which these estimates relate and we do not otherwise experience offsetting growth rates in other periods, we may not generate taxable income sufficient to realize the deferred tax assets and may need to record a valuation allowance. However, given the indefinite carryforward period available for NOLs and the conservative estimates used to prepare the taxable income projections, the sensitivity of our estimates and assumptions are not likely to have a material impact on our conclusion that a valuation allowance is not needed.

Acquisitions

Purchase Price Allocation

We account for business combinations using the acquisition method of accounting, under which the purchase price of the acquisition is allocated to the assets acquired and liabilities assumed, with any excess consideration allocated to goodwill, using the fair values determined by management as of the acquisition date.

Management’s determination of the fair value of assets acquired and liabilities assumed at the acquisition date is based on the best information available and may incorporate management’s own assumptions and involve significant judgment. We use our best estimates and assumptions to accurately assign fair value to the tangible and identifiable intangible assets acquired and liabilities assumed at the acquisition date. Assumptions in valuing certain intangible assets include, but are not limited to, future expected cash inflows and outflows, future fundraising and timing of new product launches, discount rates, revenue volatility and income tax rates. Our estimates for future cash flows are based on historical data, internal estimates and external sources, and are based on assumptions that are consistent with the plans and estimates we use to manage the underlying assets acquired. We estimate the useful lives of intangible assets based on the expected period over which we anticipate generating substantially all of the economic benefit from the asset. We base our estimates on assumptions we believe to be reasonable but that are unpredictable and inherently uncertain. Unanticipated events and circumstances may occur that could affect the accuracy or validity of such assumptions, estimates or actual results.

Impairment Testing of Goodwill and Other Intangible Assets

Our ongoing accounting for goodwill and other intangible assets requires us to make significant estimates and assumptions when evaluating these assets for impairment. We generally undertake a qualitative review of factors that may indicate whether an impairment exists. We take into account factors such as the adverse impacts to FPAUM and management fees and general economic conditions that require judgement in deciding whether a quantitative analysis should be undertaken. Our evaluation for indicators of impairment may not capture a potential impairment, which could result in an overstatement of the carrying values of goodwill and other intangible assets. We also estimate the useful lives of our finite-lived intangible assets for purposes of amortization. The useful lives are based on our judgment of the expected future economic benefits of the assets. Changes in estimated useful lives could result in significant changes to the amount of amortization expense recognized in future periods.

Variable Interest Entities

The determination of whether to consolidate a variable interest entity (“VIE”) under GAAP requires a significant amount of judgment concerning the degree of control over an entity by its holders of variable interests. To make these judgments, we conduct an analysis, on a case-by-case basis, of whether we are the primary beneficiary and are therefore required to consolidate an entity. We continually reconsider whether we should consolidate a VIE. Upon the occurrence of certain events, such as modifications to organizational documents and investment management agreements of our products, we will reconsider our conclusion regarding the status of an entity as a VIE. Our judgement when analyzing the status of an entity and whether we consolidate an entity could have a material impact on individual line items within our Financial Statements, as a change in our conclusion would have the effect of grossing up the assets, liabilities, revenues and expenses of the entity being evaluated. In light of the relevantly insignificant direct and indirect investments into our products, the likelihood of a reasonable change in our estimation and judgement would likely not result in a change in our conclusions to consolidate or not consolidate any VIEs to which we have exposure.

Impact of Changes in Accounting on Recent and Future Trends

We believe that none of the changes to GAAP that went into effect during the nine months ended September 30, 2024, or that have been issued but that we have not yet adopted, are expected to materially impact our future trends.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Our primary exposure to market risk is the indirect impact that movements in the fair value of investments in products has on our management fees. In our Credit products, our management fees are generally based on the fair value of the gross assets held by such products, and therefore changes in the fair value of those assets impact the management fees we earn in any given period. These management fees will be increased (or reduced) in direct proportion to the effect of changes in the market value of our investments in the related funds. The proportion of our management fees that are based on fair value is dependent on the number and types of investment funds in existence and the current stage of each fund’s life cycle. Management fees from our GP Strategic Capital and Real Estate products, however, are generally based on capital commitments or investment cost, and therefore management fees are not materially impacted by changes in fair values of the underlying investments held by those products. To the extent that management fees are calculated based on investment cost of the product’s investments, the amount of fees that we may charge will increase or decrease from the effect of changes in the cost basis of the product’s investments, including potential impairment losses.

Interest Rate Risk

Our Notes bear interest at fixed rates. Borrowings under our Revolving Credit Facility bear interest at a variable rate based on SOFR (or an alternative base rate at our option). An increase or decrease in interest rates by 100 basis points is not expected to have a material impact on our interest expense.

We are also subject to interest rate risk through the investments we hold in our products. An increase in interest rates would be expected to negatively affect the fair value of investments that accrue interest income at fixed rates and therefore negatively impact net change in unrealized gains on investments of the relevant product. The actual impact is dependent on the average duration and the amount of such holdings. Conversely, investments that accrue interest at variable rates would be expected to benefit from an increase in interest rates because these investments would generate higher levels of current income. This would positively impact interest and dividend income but have an offsetting decrease in the fair value of the investments and negatively impact the net change in unrealized gains of the products. An increase in interest rates would also be expected to result in an increase in borrowing costs in any of our products that borrow funds based on floating rates. In the cases where our products pay management fees based on NAV or total assets (including assets purchased with leverage), we would expect our management fees (including Part I Fees) to experience a change in direction and magnitude corresponding to that experienced by the underlying product.

Credit Risk

We generally endeavor to minimize our risk of exposure by limiting to reputable financial institutions the counterparties with which we enter into financial transactions. As of September 30, 2024 and December 31, 2023, we held the majority of our cash balances with a single highly rated financial institution and such balances are in excess of Federal Deposit Insurance Corporation insured limits. We seek to mitigate this exposure by monitoring the credit standing of these financial institutions. See “Item 1A. Risk Factors — Risks Related to Macroeconomic Factors” in our Annual Report.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired objectives.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2024. Based upon that evaluation and subject to the foregoing, our principal executive officer and principal financial officer concluded that, as of September 30, 2024, the design and operation of our disclosure controls and procedures were effective to accomplish their objectives at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We may from time to time be involved in litigation and claims incidental to the conduct of our business. Our business is also subject to extensive regulation, which may result in regulatory proceedings against us. See “Item 1A. Risk Factors” in our Annual Report. We are not currently subject to any pending legal (including judicial, regulatory, administrative or arbitration) proceedings that we expect to have a material impact on our Financial Statements. However, given the inherent unpredictability of these types of proceedings and the potentially large and/or indeterminate amounts that could be sought, an adverse outcome in certain matters could have a material effect on our financial results in any particular period. See Note 8 to our Financial Statements for additional information.

Item 1A. Risk Factors.

Some factors that could cause our actual results to differ materially from those results in this report are described as risks in our Annual Report. Any of these factors could materially and adversely affect our business, financial condition, results of operations and cash flows. As of the date of this report, there have been no material changes to the risk factors previously disclosed in our Annual Report. We may, however, disclose changes to such factors or disclose additional factors from time to time in our future filings with the SEC.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

Rule 10b5-1 Trading Plans

During the fiscal quarter ended September 30, 2024, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any “non-Rule 10b5-1 trading arrangement.”

Item 6. Exhibits

See Exhibit Index on the following page.

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Domestication of Altimar Acquisition Corporation (incorporated by reference to Exhibit 3.1 of Blue Owl Capital Inc. Current Report on Form 8-K filed on May 21, 2021)
3.2	Certificate of Incorporation of Blue Owl Capital Inc., as amended (incorporated by reference to Exhibit 3.1 of Blue Owl Capital Inc. Current Report on Form 10-Q filed on May 5, 2022)
3.3	Amended and Restated Bylaws of Blue Owl Capital Inc. (incorporated by reference to Exhibit 3.2 of Blue Owl Capital Inc. Quarterly Report on Form 10-Q filed on November 9, 2021)
4.1	Registration Rights and Lock-Up Agreement, dated July 1, 2024, by and among Blue Owl Capital Inc., Makena Strategic Opportunities Fund -- KH, LLC, KIS Holdings Ltd., KIS Participation LP, Kuvare Insurance Services LLC and other sellers party thereto (incorporated by reference to Exhibit 4.1 of Blue Owl Capital Inc. Current Report on Form 8-K filed on July 2, 2024)
4.2	Indenture dated as of June 10, 2021 among Blue Owl Finance LLC, as issuer, the guarantors named therein and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 of Blue Owl Capital Inc. Current Report on Form 8-K filed on June 10, 2021)
4.3	Sixth Supplemental Indenture, dated as of September 10, 2024, among Blue Owl Finance LLC, as issuer, the guarantors named therein and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.2 of Blue Owl Capital Inc. Current Report on Form 8-K filed on September 10, 2024)
10.1	Second Amendment to the Amended and Restated Credit Agreement, dated as of July 23, 2024, by and among Blue Owl Finance LLC, the guarantors party thereto, the several banks and other financial institutions or entities party thereto and MUFG Bank, Ltd. (incorporated by reference to Exhibit 10.1 of Blue Owl Capital Inc. Current Report on Form 8-K filed on July 23, 2024)
31.1*	Certification of the Co-Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of the Co-Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.3*	Certification of the Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of the Co-Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of the Co-Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.3**	Certification of the Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101*	Interactive data files pursuant to Rule 405 of Regulation S-T, formatted in Inline XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Financial Condition as of September 30, 2024 and December 31, 2023, (ii) the Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023, (iii) the Consolidated Statements of Changes in Stockholders' Equity for the three and nine months ended September 30, 2024 and 2023, (iv) the Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023 and (v) the Notes to the Consolidated Financial Statements
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
<hr/>	
*	Filed herewith
**	Furnished herewith. This certification is not deemed filed by the SEC and is not to be incorporated by reference in any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings

SIGNATURES

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

Date: November 6, 2024

Blue Owl Capital Inc.

By: /s/ Alan Kirshenbaum
Alan Kirshenbaum
Chief Financial Officer

INDEX TO FINANCIAL STATEMENTS

	<u>Page</u>
Consolidated Statements of Financial Condition as of September 30, 2024 and December 31, 2023	F-2
Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023	F-3
Consolidated Statements of Changes in Stockholders' Equity for the three and nine months ended September 30, 2024 and 2023	F-4
Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023	F-6
Notes to Consolidated Financial Statements	F-7

Blue Owl Capital Inc.
Consolidated Statements of Financial Condition (Unaudited)
(Dollars in Thousands, Except Per Share Data)

	September 30, 2024	December 31, 2023
Assets		
Cash and cash equivalents	\$ 115,902	\$ 104,160
Due from related parties	525,520	367,136
Investments (includes \$380,044 and \$78,779 at fair value and \$186,640 and \$337,595 of investments in the Company's products, respectively)	456,222	344,265
Operating lease assets	291,304	281,669
Strategic Revenue-Share Purchase consideration, net	384,645	417,081
Deferred tax assets	1,042,492	781,694
Intangible assets, net	2,974,405	2,110,008
Goodwill	4,704,465	4,224,153
Other assets, net	256,899	187,455
Total Assets	\$ 10,751,854	\$ 8,817,621
Liabilities		
Debt obligations, net	\$ 2,547,511	\$ 1,681,241
Accrued compensation	340,171	370,726
Operating lease liabilities	356,488	319,532
TRA liability (includes \$110,502 and \$116,398 at fair value, respectively)	1,189,407	879,509
Warrant liability, at fair value	40,550	22,600
Earnout liability, at fair value	150,852	92,909
Deferred tax liabilities	40,629	34,419
Accounts payable, accrued expenses and other liabilities	207,284	138,754
Total Liabilities	4,872,892	3,539,690
Commitments and Contingencies (Note 8)		
Stockholders' Equity		
Class A Shares, par value \$0.0001 per share, 2,500,000,000 authorized, 568,254,126 and 464,425,386 issued and outstanding, respectively	57	46
Class C Shares, par value \$0.0001 per share, 1,500,000,000 authorized, 612,974,223 and 632,486,822 issued and outstanding, respectively	61	63
Class D Shares, par value \$0.0001 per share, 350,000,000 authorized, 312,115,409 and 317,089,623 issued and outstanding, respectively	31	32
Additional paid-in capital	3,057,762	2,410,982
Accumulated deficit	(1,054,156)	(882,884)
Total Stockholders' Equity Attributable to Blue Owl Capital Inc.	2,003,755	1,528,239
Stockholders' equity attributable to noncontrolling interests	3,875,207	3,749,692
Total Stockholders' Equity	5,878,962	5,277,931
Total Liabilities and Stockholders' Equity	\$ 10,751,854	\$ 8,817,621

The accompanying notes are an integral part of these consolidated financial statements.

Blue Owl Capital Inc.
Consolidated Statements of Operations (Unaudited)
(Dollars in Thousands, Except Per Share Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Revenues				
Management fees, net (includes Part I Fees of \$140,676, \$97,621, \$390,279 and \$275,423 respectively)	\$ 523,309	\$ 386,009	\$ 1,436,961	\$ 1,116,663
Administrative, transaction and other fees	77,289	43,641	224,592	120,404
Performance revenues	280	—	2,513	506
Total Revenues, Net	600,878	429,650	1,664,066	1,237,573
Expenses				
Compensation and benefits	271,107	213,976	723,001	619,875
Amortization of intangible assets	68,674	56,724	181,603	243,532
General, administrative and other expenses	121,329	65,485	291,535	173,101
Total Expenses	461,110	336,185	1,196,139	1,036,508
Other Loss				
Net gains (losses) on investments	3,748	(1,227)	9,545	2,415
Interest and dividend income	12,213	5,686	30,755	16,081
Interest expense	(34,102)	(19,672)	(89,301)	(57,208)
Change in TRA liability	6,849	35	4,890	8,187
Change in warrant liability	(6,300)	(2,050)	(17,950)	(3,550)
Change in earnout liability	(10,056)	(2,074)	(10,711)	(4,912)
Total Other Loss	(27,648)	(19,302)	(72,772)	(38,987)
Income Before Income Taxes	112,120	74,163	395,155	162,078
Income tax expense	12,796	10,652	45,764	22,494
Consolidated Net Income	99,324	63,511	349,391	139,584
Net income attributable to noncontrolling interests	(69,519)	(48,402)	(260,550)	(103,299)
Net Income Attributable to Blue Owl Capital Inc.	\$ 29,805	\$ 15,109	\$ 88,841	\$ 36,285
Earnings per Class A Share				
Basic	\$ 0.05	\$ 0.03	\$ 0.17	\$ 0.08
Diluted	\$ 0.04	\$ 0.03	\$ 0.15	\$ 0.07
Weighted-Average Class A Shares				
Basic ⁽¹⁾	575,249,883	466,376,329	531,422,518	460,691,359
Diluted	1,491,724,950	482,573,913	542,350,192	1,432,190,782

(1) Included in the weighted-average Class A Shares outstanding are RSUs that have vested but have not been settled in Class A Shares. These RSUs do not participate in dividends until settled in Class A Shares. See Note 12.

The accompanying notes are an integral part of these consolidated financial statements.

Blue Owl Capital Inc.
Consolidated Statements of Changes in Stockholders' Equity (Unaudited)
(Dollars in Thousands, Except Per Share Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Class A Shares Par Value				
Beginning balance	\$ 54	\$ 45	\$ 46	\$ 45
Shares delivered on vested RSUs	—	—	1	—
Class A Shares issued in connection with Prima Acquisition	—	—	1	—
Class A Shares issued in connection with Kuvare Acquisition	2	—	2	—
Class C Shares and Common Units exchanged for Class A Shares	1	1	7	1
Ending Balance	\$ 57	\$ 46	\$ 57	\$ 46
Class C Shares Par Value				
Beginning balance	\$ 59	\$ 63	\$ 63	\$ 63
Settlement of Oak Street Earnout Securities	—	—	1	1
Common Units and Class C Shares issued in connection with Prima Acquisition	—	—	1	—
Common Units and Class C Shares issued in connection with Atalaya Acquisition	2	—	2	—
Class C Shares and Common Units exchanged for Class A Shares	(1)	—	(7)	(1)
Shares delivered on vested Common Units	1	—	1	—
Class D Shares exchanged for Class C Shares	—	1	—	1
Ending Balance	\$ 61	\$ 64	\$ 61	\$ 64
Class D Shares Par Value				
Beginning balance	\$ 32	\$ 32	\$ 32	\$ 32
Class D Shares and Common Units exchanged for Class A Shares	(1)	—	(1)	—
Ending Balance	\$ 31	\$ 32	\$ 31	\$ 32
Additional Paid-in Capital				
Beginning balance	\$ 2,729,472	\$ 2,359,830	\$ 2,410,982	\$ 2,293,903
Offering costs related to shares issued in connection with acquisitions	(245)	—	(245)	—
Equity classified contingent consideration in connection with Wellfleet Acquisition	—	—	—	(969)
Deferred taxes on capital transactions	3,412	10,440	287,526	20,600
TRA liability on capital transactions	(26,709)	(1,628)	(342,899)	(25,151)
Equity-based compensation	7,183	3,745	18,370	11,308
Withholding taxes on vested RSUs	(5,753)	(2,064)	(12,066)	(3,619)
Reallocation between additional paid-in capital and noncontrolling interests due to changes in Blue Owl Operating Group ownership	(67,064)	8,476	168,801	82,727
Class A Shares issued in connection with Prima Acquisition	—	—	109,827	—
Class A Shares issued in connection with Kuvare Acquisition	417,466	—	417,466	—
Ending Balance	\$ 3,057,762	\$ 2,378,799	\$ 3,057,762	\$ 2,378,799
Accumulated Deficit				
Beginning balance	\$ (982,742)	\$ (788,525)	\$ (882,884)	\$ (689,345)
Cash dividends declared on Class A Shares	(101,219)	(63,710)	(260,113)	(184,066)
Comprehensive income	29,805	15,109	88,841	36,285
Ending Balance	\$ (1,054,156)	\$ (837,126)	\$ (1,054,156)	\$ (837,126)
Total Stockholders' Equity Attributable to Blue Owl Capital Inc.	\$ 2,003,755	\$ 1,541,815	\$ 2,003,755	\$ 1,541,815

Blue Owl Capital Inc.
Consolidated Statements of Changes in Stockholders' Equity (Unaudited)
(Dollars in Thousands, Except Per Share Data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Stockholders' Equity Attributable to Noncontrolling Interests				
Beginning balance	\$ 3,471,271	\$ 3,800,075	\$ 3,749,692	\$ 3,944,188
Equity-based compensation	64,070	64,198	179,239	190,078
Contributions	8,323	15,700	23,297	35,477
Distributions	(179,073)	(139,176)	(558,251)	(406,334)
Withholding taxes on vested RSUs	(11,075)	(4,313)	(22,822)	(7,572)
Reallocation between additional paid-in capital and noncontrolling interests due to changes in Blue Owl Operating Group ownership	67,064	(8,477)	(168,801)	(82,727)
Common Units and Class C Shares issued in connection with Prima Acquisition	—	—	27,195	—
Common Units and Class C Shares issued in connection with Atalaya Acquisition	385,108	—	385,108	—
Comprehensive income	69,519	48,402	260,550	103,299
Ending Balance	\$ 3,875,207	\$ 3,776,409	\$ 3,875,207	\$ 3,776,409
Total Stockholders' Equity	\$ 5,878,962	\$ 5,318,224	\$ 5,878,962	\$ 5,318,224
Cash Dividends Paid per Class A Share	\$ 0.18	\$ 0.14	\$ 0.50	\$ 0.41
Number of Class A Shares				
Beginning balance	537,618,016	454,557,594	464,425,386	445,131,351
Shares delivered on vested RSUs	1,192,011	485,639	2,511,026	992,489
Class A Shares issued in connection with Prima Acquisition	—	—	6,352,047	—
Class A Shares issued in connection with Kuvare Acquisition	23,519,636	—	23,519,636	—
Class C Shares and Common Units exchanged for Class A Shares	4,085,924	543,557	68,201,817	9,462,950
Class D Shares and Common Units exchanged for Class A Shares	1,838,539	—	3,244,214	—
Ending Balance	568,254,126	455,586,790	568,254,126	455,586,790
Number of Class C Shares				
Beginning balance	586,663,972	633,520,277	632,486,822	629,402,505
Common Units and Class C Shares issued in connection with Prima Acquisition	—	—	1,572,883	—
Common Units and Class C Shares issued in connection with Atalaya Acquisition	20,016,013	—	20,016,013	—
Class C Shares and Common Units exchanged for Class A Shares	(4,085,924)	(543,557)	(68,201,817)	(9,462,950)
Shares delivered on vested Common Units	8,650,162	1,046,973	12,333,157	1,046,973
Class D Shares exchanged for Class C Shares	1,730,000	1,370,000	1,730,000	1,370,000
Settlement of Oak Street Earnout Units	—	—	13,037,165	13,037,165
Ending Balance	612,974,223	635,393,693	612,974,223	635,393,693
Number of Class D Shares				
Beginning balance	315,683,948	319,132,127	317,089,623	319,132,127
Class D Shares and Common Units exchanged for Class A Shares	(1,838,539)	—	(3,244,214)	—
Class D Shares exchanged for Class C Shares	(1,730,000)	(1,370,000)	(1,730,000)	(1,370,000)
Ending Balance	312,115,409	317,762,127	312,115,409	317,762,127

The accompanying notes are an integral part of these consolidated financial statements.

Blue Owl Capital Inc.
Consolidated Statements of Cash Flows (Unaudited)
(Dollars in Thousands)

	Nine Months Ended September 30,	
	2024	2023
Cash Flows from Operating Activities		
Consolidated net income	\$ 349,391	\$ 139,584
Adjustments to reconcile consolidated net income to net cash from operating activities:		
Amortization of intangible assets	181,603	243,532
Equity-based compensation	203,287	219,075
Depreciation and amortization of fixed assets	11,707	7,406
Amortization of debt discounts and deferred financing costs	5,205	3,619
Non-cash lease expense	27,148	16,581
Payment of earnout liability in excess of acquisition-date fair value	(13,808)	(7,406)
Net gains on investments, net of dividends on equity-method investments	(2,271)	(2,415)
Change in TRA liability	(4,890)	(8,187)
Change in warrant liability	17,950	3,550
Change in earnout liability	10,711	4,912
Deferred income taxes	29,004	7,147
Changes in operating assets and liabilities:		
Due from related parties	(151,869)	12,116
Strategic Revenue-Share Purchase consideration	32,436	30,198
Other assets, net	(23,724)	(4,198)
Accrued compensation	(36,993)	(34,510)
Accounts payable, accrued expenses and other liabilities	40,649	9,792
Net Cash (Used in) Provided by Operating Activities	675,536	640,796
Cash Flows from Investing Activities		
Purchases of fixed assets	(50,269)	(34,372)
Purchases of investments	(310,130)	(68,000)
Proceeds from investment sales and maturities	203,944	34,507
Cash consideration paid for acquisitions, net of cash acquired	(435,410)	(26,245)
Net Cash (Used in) Provided by Investing Activities	(591,865)	(94,110)
Cash Flows from Financing Activities		
Offering costs related to the Acquisitions	(245)	—
Proceeds from debt obligations	2,040,000	819,800
Debt issuance costs	(24,915)	(5,689)
Repayments of debt obligations, including retirement costs	(1,155,000)	(700,000)
Payment of earnout liability, up to acquisition-date fair value	(79,981)	(79,134)
Equity-classified awards settled in cash	—	(3,186)
Payments under the TRA	(28,166)	—
Withholding taxes on vested RSUs	(34,888)	(11,191)
Dividends paid on Class A Shares	(260,113)	(184,066)
Contributions from noncontrolling interests	29,630	31,730
Distributions to noncontrolling interests	(558,251)	(406,334)
Net Cash Provided by (Used in) Financing Activities	(71,929)	(538,070)
Net Increase (Decrease) in Cash and Cash Equivalents	11,742	8,616
Cash and cash equivalents, beginning of period	104,160	68,079
Cash and Cash Equivalents, End of Period	\$ 115,902	\$ 76,695
Supplemental Information		
Cash paid for interest	\$ 49,433	\$ 47,482
Cash paid for income taxes	\$ 18,271	\$ 13,882

The accompanying notes are an integral part of these consolidated financial statements.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

1. ORGANIZATION

Blue Owl Capital Inc. (the “Registrant”), a Delaware corporation, together with its consolidated subsidiaries (collectively, the “Company” or “Blue Owl”), is a global alternative asset manager. Anchored by a strong Permanent Capital base, the Company deploys private capital across Credit, GP Strategic Capital and Real Estate platforms on behalf of institutional and private wealth clients.

The Company’s primary sources of revenues are management fees, which are generally based on the amount of the Company’s fee-paying assets under management. The Company generates substantially all of its revenues in the United States. The Company operates through one operating and reportable segment. This single reportable segment reflects how the chief operating decision makers allocate resources and assess performance under the Company’s “one-firm approach,” which includes operating collaboratively across product lines, with predominantly a single expense pool.

The Company conducts its operations through Blue Owl Capital Holdings LP (“Blue Owl Holdings”) and Blue Owl Capital Carry LP (“Blue Owl Carry”). Blue Owl Holdings and Blue Owl Carry are referred to, collectively, as the “Blue Owl Operating Partnerships,” and collectively with their consolidated subsidiaries, as the “Blue Owl Operating Group.” The Registrant holds its controlling financial interests in the Blue Owl Operating Group indirectly through Blue Owl Capital GP Holdings LLC and Blue Owl Capital GP LLC (collectively, “Blue Owl GP”), which are directly or indirectly wholly owned subsidiaries of the Registrant.

Business Combination, Including Dyal Acquisition

On May 19, 2021, the Business Combination was completed resulting from transactions contemplated by the business combination agreement dated as of December 23, 2020 (as the same has been or may be amended, modified, supplemented or waived from time to time), by and among Altimar Acquisition Corporation, Owl Rock Capital Group LLC, Owl Rock Capital Feeder LLC, Owl Rock Capital Partners LP and the Dyal Capital Partners business acquired from Neuberger Berman Group LLC (the “Dyal Acquisition”).

Oak Street Acquisition

On December 29, 2021, the Company completed its acquisition of Blue Owl Real Estate Capital, LLC (f/k/a Oak Street Real Estate Capital, LLC) and its advisory business (the “Oak Street Acquisition”).

Wellfleet Acquisition

On April 1, 2022, the Company completed its acquisition of Blue Owl Liquid Credit Partners (f/k/a Wellfleet Credit Partners, LLC), a manager of collateralized loan obligations (“CLOs”) (the “Wellfleet Acquisition”).

Par Four Acquisition

On August 15, 2023, the Company acquired the rights to certain CLO management agreements, related assets and personnel from Par Four CLO Management LLC (the “Par Four Acquisition”).

CHI Acquisition

On December 1, 2023, the Company acquired the rights to investment management agreements, investor relationships, related assets and personnel from Cowen Healthcare Investments (the “CHI Acquisition”).

Prima Acquisition

On June 6, 2024, the Company completed its acquisition of Prima Capital Advisors Holdings LLC (“Prima”) (the “Prima Acquisition”).

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

KAM Acquisition

On July 1, 2024, the Company completed its acquisition of Kuvare Insurance Services LP (d/b/a Kuvare Asset Management) (“KAM”), a boutique investment management firm focused on providing asset management services to the insurance industry (the “KAM Acquisition”).

Atalaya Acquisition

On September 30, 2024, the Company acquired the rights to investment management agreements, investor relationships, related assets and personnel from Atalaya Capital Management LP (“Atalaya”) and Atalaya’s other investment advisor affiliates and subsidiaries (the “Atalaya Acquisition,” and collectively with the Dyal Acquisition, Oak Street Acquisition, Wellfleet Acquisition, Par Four Acquisition, CHI Acquisition, Prima Acquisition and KAM Acquisition, the “Acquisitions”).

Registrant’s Capital Structure

The following table presents the number of shares of the Registrant, RSUs and warrants that were outstanding as of September 30, 2024:

	September 30, 2024
Class A Shares	568,254,126
Class C Shares	612,974,223
Class D Shares	312,115,409
RSUs	27,778,399
Private Placement Warrants	5,000,000

Class A Shares—Shares of Class A common stock that are publicly traded. Class A Stockholders are entitled to dividends declared on the Class A Shares by the Registrant’s board of directors (the “Board”). As of September 30, 2024, the Class A Shares and Class C Shares (collectively, the “Low-Vote Shares”) represent a combined 20% of the total voting power of all shares.

Class B Shares—Shares of Class B common stock that are not publicly traded. Class B Stockholders are entitled to dividends in the same amount per share as declared on Class A Shares. As of September 30, 2024, the Class B Shares and Class D Shares (collectively, the “High-Vote Shares”) represent a combined 80% of the total voting power of all shares.

Class C Shares—Shares of Class C common stock that are not publicly traded. Class C Stockholders do not participate in the earnings of the Registrant, as the holders of such shares participate in the economics of the Blue Owl Operating Group through their direct and indirect holdings of Common Units and Incentive Units (as defined below and subject to limitations on unvested units). For every Common Unit held directly or indirectly by non-Principals, one Class C Share is issued to grant a corresponding voting interest in the Registrant. The Class C Shares are Low-Vote Shares as described above.

Class D Shares—Shares of Class D common stock that are not publicly traded. Class D Stockholders do not participate in the earnings of the Registrant, as the holders of such shares participate in the economics of the Blue Owl Operating Group through their direct or indirect holdings of Common Units and Incentive Units (subject to limitations on unvested units). For every Common Unit held directly and indirectly by Principals, one Class D Share is issued to grant a corresponding voting interest in the Registrant. The Class D Shares are High-Vote Shares as described above.

RSUs—The Company grants Class A restricted share units (“RSUs”) to its employees and independent Board members. An RSU entitles the holder to receive a Class A Share, or cash equal to the fair value of a Class A Share at the election of the Board, upon completion of a requisite service period. RSUs granted to date do not accrue dividend equivalents. No RSUs were issued prior to the Business Combination. RSU grants are accounted for as equity-based compensation. See Note 10 and the Company’s Annual Report for additional information.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Warrants—The Company has warrants outstanding that were issued in connection with the Business Combination (“Private Placement Warrants”). The Private Placement Warrants currently have a strike price of \$11.12 and will expire on May 19, 2026.

Blue Owl Operating Partnerships’ Capital Structure

The following table presents the interests outstanding of the Blue Owl Operating Group that were outstanding as of September 30, 2024, which interests are collectively referred to as “Blue Owl Operating Group Units”:

Units	September 30, 2024
GP Units	568,254,126
Common Units	925,089,632
Incentive Units	26,235,408

GP Units—The Registrant indirectly holds a general partner interest and all of the GP Units in each of the Blue Owl Operating Partnerships. The GP Units are general partner interests in the Blue Owl Operating Partnerships that represent the Registrant’s economic ownership in the Blue Owl Operating Group. For each Class A Share and Class B Share outstanding, the Registrant indirectly holds an equal number of GP Units. References to GP Units refer collectively to a GP Unit in each of the Blue Owl Operating Partnerships. References to GP Units also include Common Units (as defined below) acquired and held directly or indirectly by the Registrant as a result of the Acquisitions and Common Units exchanged for Class A Shares.

Common Units—Common Units are limited partner interests held by certain members of management, employees and other third parties in the Blue Owl Operating Partnerships. Subject to certain restrictions, Common Units are exchangeable on a one-for-one basis for either Class A Shares (if held by a non-Principal) or Class B Shares (if held by a Principal). Common Unit exchanges may be settled in cash at the election of the Company’s Exchange Committee (currently composed of independent members of the Board), and only if funded from proceeds of a new permanent equity offering. References to Common Units refer collectively to a Common Unit in each of the Blue Owl Operating Partnerships, but excludes any Common Units held directly or indirectly by the Registrant. Upon an exchange of Common Units for an equal number of Class A Shares or Class B Shares, a corresponding number of Class C Shares or Class D Shares, respectively, will be cancelled. Common Unitholders are entitled to distributions in the same amount per unit as declared on GP Units.

Incentive Units—Incentive Units are Class P limited partner interests in the Blue Owl Operating Partnerships granted to certain members of management, employees and consultants (collectively, “Incentive Unit Grantees”) and are generally subject to vesting conditions, as further discussed in Note 10 to the Financial Statements and Note 8 to the financial statements in our Annual Report. Incentive Units are held indirectly through Blue Owl Management Vehicle LP on behalf of Incentive Unit Grantees. A vested Incentive Unit may convert into a Common Unit upon becoming economically equivalent on a tax basis to a Common Unit. Once vested, Incentive Unitholders are entitled to distributions in the same amount per unit as declared on GP Units and Common Units. Unvested Incentive Unitholders generally are not entitled to distributions; however, consistent with other Blue Owl Operating Group Units, unvested Incentive Units receive taxable income allocations that may subject holders to tax liabilities. As a result, Incentive Unitholders (consistent with other Blue Owl Operating Group Units) may receive tax distributions on unvested units to cover a portion or all of such tax liabilities.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Share Repurchases and RSUs Withheld for Tax Withholding

On May 4, 2022, the Company's Board authorized the repurchase of up to \$150.0 million of Class A Shares. Under the repurchase program (the "Program"), repurchases may be made from time to time in open market transactions, in privately negotiated transactions or otherwise. The timing and the actual numbers repurchased will depend on a variety of factors, including legal requirements, price and economic and market conditions. The Program may be changed, suspended or discontinued at any time and will terminate upon the earlier of (i) the purchase of all shares available under the Program or (ii) December 31, 2024. There were no repurchases made under the Program during the three and nine months ended September 30, 2024 and 2023.

Pursuant to the terms of the Company's RSU awards, upon the vesting of RSUs to employees, the Company net settles awards to satisfy employee tax withholding obligations. In such instances, the Company cancels a number of RSUs equivalent in value to the amount of tax withholding payments that the Company is making on behalf of employees out of available cash.

The following table presents RSUs withheld to satisfy tax withholding obligations during each of the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Number of RSUs withheld to satisfy tax withholding obligations	950,196	542,167	1,951,014	901,113

Acquisitions-Related Earnouts

In connection with the Oak Street Acquisition, the Company agreed to make additional payments of cash ("Oak Street Cash Earnout") and Common Units and corresponding Class C Shares (collectively, the "Oak Street Earnout Units" and collectively with the Oak Street Cash Earnout, the "Oak Street Earnouts") in two tranches upon the occurrence of certain "Oak Street Triggering Events." The Oak Street Triggering Events were based on achieving a certain level of quarterly management fee revenues from the Company's Real Estate products. In January 2023, the Oak Street Triggering Event occurred with respect to the First Oak Street Earnout. In January 2024, the Oak Street Triggering Event occurred with respect to the Second Oak Street Earnout. See Note 3 to the financial statements in the Company's Annual Report for additional information.

In connection with the Wellfleet Acquisition, the Company agreed to make additional payments of cash ("Wellfleet Earnout Cash") and Class A Shares ("Wellfleet Earnout Shares" and collectively with the Wellfleet Earnout Cash, the "Wellfleet Earnouts") to the sellers in three tranches at each anniversary following the closing of the transaction for three years, contingent upon the continued employment of certain employees associated with the Wellfleet Acquisition ("Wellfleet Triggering Events"). In April 2023, the Company modified the Wellfleet Earnout Shares arrangement, such that the settlement of the Wellfleet Earnout Shares would be in cash at each payment date, including the settlement of the First Wellfleet Earnouts during the second quarter of 2023. In April 2024, the Wellfleet Triggering Event occurred with respect to the Second Wellfleet Earnout. See Note 3 to the financial statements in the Company's Annual Report for additional information.

In connection with the Prima Acquisition, KAM Acquisition and Atalaya Acquisition, the Company agreed to deliver additional consideration to the sellers upon the occurrence of certain triggering events. See Note 3 for additional information.

Common Unit Exchanges

From time to time, the Company exchanges Common Units and Class C Shares for an equal number of Class A Shares. As a result of these exchanges, the Company reallocates equity from noncontrolling interests to the Company's additional paid-in capital and records additional deferred tax assets and TRA liability in connection with the exchanges. See the consolidated statements of changes in stockholders' equity for these amounts.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These unaudited, interim, consolidated financial statements (“Financial Statements”) are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) as set forth in the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification (“ASC”). All intercompany transactions and balances have been eliminated in consolidation. The notes are an integral part of the Company’s Financial Statements. In the opinion of management, all adjustments necessary for a fair presentation of the Company’s Financial Statements have been included and are of a normal and recurring nature. The Company’s comprehensive income is comprised solely of consolidated net income (i.e., the Company has no other comprehensive income). These interim Financial Statements should be read in conjunction with the annual report for the year ended December 31, 2023, filed with the SEC on Form 10-K (“Annual Report”).

During the third quarter of 2024, the Company revised certain Credit platform investment strategies presented in Note 9. Prior period amounts have been reclassified to conform to the current period presentation.

For details about Blue Owl’s significant accounting policies, see Note 2 to the consolidated financial statements in the Company’s Annual Report.

Preferred Equity Investment

The Company has elected the fair value option for its preferred equity investment in Kuvare UK Holdings in order to simplify the accounting for this instrument, and therefore changes in unrealized gains or losses are included in current-period earnings within net gains (losses) on investments in the consolidated statements of operations. Dividends compound quarterly, are payable when declared, and are included within interest and dividend income in the consolidated statements of operations. Additional disclosures related to fair value are included in Note 4.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make assumptions and estimates that affect the amounts reported in the Financial Statements. The most critical of these estimates are related to (i) the fair value of the investments held by the products the Company manages, as for many products, this impacts the amount of revenues the Company recognizes each period; (ii) the fair value of the preferred equity investment and equity-based compensation grants; (iii) the fair values of liabilities with respect to the TRA (the portion considered contingent consideration) and earnout liabilities; (iv) the estimate of future taxable income, which impacts the realizability and carrying amount of the Company’s deferred income tax assets; (v) the fair value of net identifiable assets acquired in business combinations, as well as the determination of whether amounts paid or payable represent consideration or compensation and (vi) the qualitative and quantitative assessments of whether impairments of intangible assets and goodwill exist. Inherent in such estimates and judgements relating to future cash flows, which include the Company’s interpretation of current economic indicators and market valuations, are assumptions about the Company’s strategic plans with regard to its operations. While management believes that the estimates utilized in preparing the Financial Statements are reasonable and prudent, actual results could differ materially from those estimates.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

New Accounting Pronouncements

The Company considers the applicability and impact of all ASUs issued by the FASB. ASUs not listed below were not applicable, not expected to have a material impact on the Company's Financial Statements when adopted or did not have a material impact on the Company's Financial Statements upon adoption.

Standard	Description	Effective Date and Method of Adoption	Impact on Financial Statements
ASU 2023-07 - Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures	<p>The guidance requires incremental disclosures related to a public entity's reportable segment disclosure requirements. The amendments are as follows:</p> <ul style="list-style-type: none"> • Introduce a new requirement to disclose significant segment expenses regularly provided to the chief operating decision maker ("CODM"). • Extend certain annual disclosures to interim periods. • Clarify single reportable segment entities must apply ASC 280 in its entirety. • Require disclosure of the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources. • Permit more than one measure of segment profit or loss to be reported under certain conditions. <p>The guidance does not change the definition of a segment, the method for determining segments, or the criteria for aggregating operating segments into reportable segments.</p>	<p>Effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024.</p> <p>A public entity should apply the amendments in this update retrospectively to all prior periods presented in the financial statements.</p> <p>The Company plans to adopt the ASU beginning with the 2024 Form 10-K.</p>	<p>The Company is currently evaluating the impact of the required disclosures for entities with a single reportable segment, as well as the nature of other new quantitative and qualitative disclosures in the ASU.</p>
ASU 2023-09—Income Taxes (Topic 740): Improvements to Income Tax Disclosures	<p>The ASU enhances income tax disclosures for public business entities by requiring entities to disclose:</p> <ul style="list-style-type: none"> • A tabular rate reconciliation using both percentages and amounts, broken out into specific categories with certain reconciling items at or above 5% of the statutory (i.e. expected) tax further broken out by nature and/or jurisdiction. • Income taxes paid (net of refunds received), broken out between federal (national), state/local and foreign, and amounts paid to individual jurisdictions when 5% or more of the total income taxes are paid. <p>The ASU also includes other amendments, such as replacing the term 'public entity' with 'public business entity' and the removal of certain disclosures.</p>	<p>For public business entities, the amendments in this update are effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The amendments in this update should be applied on a prospective basis. Retrospective application is permitted.</p> <p>The Company plans to adopt the ASU beginning with the 2025 Form 10-K.</p>	<p>The guidance will result in enhanced disclosures that will improve the transparency of income tax disclosures by requiring consistent categories and greater disaggregation of information in the rate reconciliation, as well as income taxes paid disaggregated by jurisdiction.</p>

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

3. ACQUISITIONS AND INTANGIBLE ASSETS, NET**Prima Acquisition**

The following table presents the consideration and net identifiable assets acquired and goodwill, subject to post-closing adjustments, related to the Prima Acquisition:

(dollars in thousands)

Consideration	
Equity consideration ⁽¹⁾	\$ 137,022
Cash consideration ⁽²⁾	27,696
Earnout consideration ⁽³⁾	18,600
Total Consideration	\$ 183,318
Net Identifiable Assets Acquired and Goodwill	
Assets acquired:	
Cash and cash equivalents	\$ 158
Due from related parties	2,005
Operating lease assets	456
Deferred tax assets	4,243
Intangible assets - Investment management agreements	108,000
Other assets, net	302
Total assets acquired	115,164
Liabilities assumed:	
Operating lease liabilities	456
Deferred tax liabilities	1,730
Accounts payable, accrued expenses and other liabilities	3,943
Total liabilities assumed	6,129
Net Identifiable Assets Acquired	\$ 109,035
Goodwill⁽⁴⁾	\$ 74,283

(1) Represents Class A Shares, Common Units and corresponding Class C Shares issued to Prima selling stockholders. The value of the Common Units was based on the price of the Company's Class A Shares, as Common Units are exchangeable on a one-to-one basis for Class A Shares.

(2) Includes cash consideration paid for seller-related transaction expenses and indebtedness.

(3) Represents the fair value of contingent consideration payable to sellers related to the Prima Earnouts.

(4) Goodwill represents the amount of total consideration in excess of net identifiable assets acquired. Approximately \$14.0 million of the goodwill and intangible assets recognized are expected to be deductible by the Blue Owl Operating Partnerships for tax purposes.

The acquired investment management agreements had a weighted-average amortization period of 11.4 years from the date of acquisition.

Prima's results are included in the Company's consolidated results starting from the date the acquisition closed, June 6, 2024. For the three and nine months ended September 30, 2024, the Company's consolidated results included \$4.9 million and \$6.3 million, respectively, of GAAP revenues related to the acquired business. Given the Company operates through one operating and reportable segment, the impact of the Prima Acquisition to GAAP consolidated net income is not tracked on a standalone basis. The Company incurred \$9.3 million of acquisition-related costs, which costs were included within general, administrative and other expenses in the Company's consolidated statements of operations.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Prima Earnouts

In connection with the Prima Acquisition, the sellers are entitled to receive additional consideration of up to \$35.0 million (the "Prima Earnouts"), based on the performance of the acquired business during the earnout period, which period extends from the closing date to the fourth anniversary of the closing (the "Prima Earnout Period"). Earnout payments are contingent on the acquired business achieving specified revenue milestones during any rolling 12-month period ("LTM Earnout Period") within the Earnout Period (the achievement of any such milestone, a "Prima Triggering Event"); provided that the first LTM Earnout Period will not occur until after June 6, 2025. The Prima Earnouts will be settled in Class A Shares and Common Units with corresponding Class C Shares.

KAM Acquisition

The following table presents the consideration and net identifiable assets acquired and goodwill, subject to post-closing adjustments, related to the KAM Acquisition:

(dollars in thousands)

Consideration	
Equity consideration ⁽¹⁾	\$ 417,474
Cash consideration ⁽²⁾	322,747
Earnout consideration ⁽³⁾	102,000
Total Consideration	\$ 842,221
Net Identifiable Assets Acquired and Goodwill	
Assets acquired:	
Cash and cash equivalents	\$ 10,741
Deferred tax assets	1,749
Intangible assets - Investment management agreements	568,000
Other assets, net	8,307
Total assets acquired	588,797
Liabilities assumed:	
Accrued compensation	6,180
Deferred tax liabilities	3,364
Accounts payable, accrued expenses and other liabilities	5,121
Total liabilities assumed	14,665
Net Identifiable Assets Acquired	\$ 574,132
Goodwill⁽⁴⁾	\$ 268,089

(1) Represents Class A Shares issued to KAM selling stockholders.

(2) Includes cash consideration paid for seller-related transaction expenses and indebtedness.

(3) Represents the fair value of contingent consideration payable to sellers related to the KAM Earnouts.

(4) Goodwill represents the amount of total consideration in excess of net identifiable assets acquired. Approximately \$531.0 million of the goodwill and intangible assets recognized are expected to be deductible by the Blue Owl Operating Partnerships for tax purposes.

The acquired investment management agreements had a weighted-average amortization period of 15.6 years from the date of acquisition.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

KAM's results are included in the Company's consolidated results starting from the date the acquisition closed, July 1, 2024. For the three and nine months ended September 30, 2024, the Company's consolidated results included \$17.8 million of GAAP revenues related to the acquired business. Given the Company operates through one operating and reportable segment, the impact of the KAM Acquisition to GAAP consolidated net income is not tracked on a standalone basis. The Company incurred \$35.9 million of acquisition-related costs, which costs were included within general, administrative and other expenses in the Company's consolidated and combined statements of operations.

KAM Earnouts

In connection with the KAM Acquisition, the sellers are entitled to receive additional consideration of up to \$250.0 million (the "KAM Earnouts"), based on the acquired business achieving specified revenue growth milestones in each of calendar years 2025, 2026 and 2027 (each, a "KAM Earnout Period," and the achievement of any such milestone, a "KAM Triggering Event"). The KAM Earnouts will be paid in cash following the conclusion of each respective KAM Earnout Period.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Atalaya Acquisition

The following table presents the consideration and net identifiable assets acquired and goodwill, subject to post-closing adjustments, related to the Atalaya Acquisition:

(dollars in thousands)

Consideration⁽¹⁾	
Equity consideration ⁽²⁾	\$ 385,108
Cash consideration ⁽³⁾	105,666
Earnout liability ⁽⁴⁾	15,000
Total Consideration	\$ 505,774
Net Identifiable Assets Acquired and Goodwill	
Assets acquired:	
Due from related parties	\$ 4,510
Intangible assets:	
Investment management agreements	360,000
Investor relationships	10,000
Total intangible assets	370,000
Other assets, net	472
Total assets acquired	374,982
Liabilities assumed:	
Deferred tax liabilities	4,831
Accounts payable, accrued expenses and other liabilities	2,317
Total liabilities assumed	7,148
Net Identifiable Assets Acquired	\$ 367,834
Goodwill⁽⁵⁾	\$ 137,940

(1) A product managed by the Company received 20% of the consideration presented above as a result of a passive, minority stake it held in the business acquired.

(2) Represents Common Units issued to sellers at fair value, which was based on the price of the Company's Class A Shares, as Common Units are exchangeable on a one-to-one basis for Class A Shares.

(3) Includes \$9.8 million of cash consideration paid in October 2024.

(4) Represents the fair value of contingent consideration payable to non-employee sellers related to the Atalaya Earnouts.

(5) Goodwill represents the amount of total consideration in excess of net identifiable assets acquired. Approximately \$100.7 million of the goodwill and intangible assets recognized are expected to be deductible by the Blue Owl Operating Partnerships for tax purposes.

The acquired investment management agreements and investor relationships had a weighted-average amortization period of 13.9 years and 7.2 years, respectively, from the date of acquisition.

Atalaya's results are included in the Company's consolidated results starting from the date the acquisition closed, September 30, 2024. For the three and nine months ended September 30, 2024, the Company's consolidated results included \$0.7 million of GAAP revenues related to the acquired business. Given the Company operates through one operating and reportable segment, the impact of the Atalaya Acquisition to GAAP consolidated net income is not tracked on a standalone basis. The Company incurred \$12.5 million of acquisition-related costs, which costs were included within general, administrative and other expenses in the Company's consolidated and combined statements of operations.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Atalaya Earnouts

In connection with the Atalaya Acquisition, the sellers are entitled to receive additional consideration of up to \$350.0 million (the "Atalaya Earnouts"), based on the acquired business achieving specified revenue milestones in each of calendar years 2026 and 2028 (the achievement of any such milestone, an "Atalaya Triggering Event"). The Atalaya Earnouts payments are payable in two equal tranches: up to \$175.0 million in 2027 based on 2026 revenues, and up to \$175.0 million in 2029 based on 2028 revenues. There is also a catch-up mechanism in place if the 2027 payment is less than \$175.0 million.

If total payments for the Atalaya Earnouts exceed \$175.0 million, at least \$50.0 million (or any remaining unpaid amount) will be reallocated from the Atalaya Earnout to non-seller employees in the form of RSUs. The Atalaya Earnouts will be paid to sellers in the form of Common Units with corresponding Class C Shares. Approximately 80% of these payments will be made to sellers that are subject to ongoing employment arrangements with the Company, and as such, these amounts have been classified as compensation and are being expensed over the expected service period. The remaining 20% will be payable to a non-employee seller, and these amounts have been classified as contingent consideration, with the fair value of the obligation presented as an earnout liability in the table above.

Intangible Assets, Net

The following table summarizes the Company's intangible assets, net:

<i>(dollars in thousands)</i>	September 30, 2024	December 31, 2023	Remaining Weighted-Average Amortization Period as of September 30, 2024
<i>Intangible assets, gross:</i>			
Investment management agreements	\$ 3,260,420	\$ 2,224,420	12.5 years
Investor relationships	470,300	460,300	7.7 years
Total intangible assets, gross	3,730,720	2,684,720	
<i>Accumulated amortization:</i>			
Investment management agreements	(620,336)	(471,104)	
Investor relationships	(135,979)	(103,608)	
Total accumulated amortization	(756,315)	(574,712)	
Total Intangible Assets, Net	\$ 2,974,405	\$ 2,110,008	

The following table presents expected future amortization of finite-lived intangible assets as of September 30, 2024:

<i>(dollars in thousands)</i>	Amortization
Period	
October 1, 2024 to December 31, 2024	\$ 76,490
2025	299,322
2026	285,481
2027	269,871
2028	264,391
Thereafter	1,778,850
Total	\$ 2,974,405

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Pro Forma Financial Information

Unaudited pro forma revenues were \$623.9 million and \$474.9 million for the three months ended September 30, 2024 and 2023, and \$1.8 billion and \$1.4 billion for the nine months ended September 30, 2024 and 2023, respectively. Unaudited pro forma consolidated net income attributable to Class A stockholders was \$29.9 million and \$14.8 million for the three months ended September 30, 2024 and 2023, respectively, and \$88.8 million and \$34.9 million for the nine months ended September 30, 2024 and 2023, respectively. This pro forma financial information was computed by combining the historical financial information of the Company and Prima, KAM and Atalaya as though these acquisitions were consummated on January 1, 2023. These pro forma amounts assume a consistent ownership structure, annual effective tax rates and amortization of the fair value of acquired assets as of each respective acquisition date. The pro forma information does not reflect the potential benefits of cost and funding synergies, opportunities to earn additional revenues, or other factors, and therefore does not represent what the actual revenues and net income would have been had the businesses actually been combined as of the dates above.

4. INVESTMENTS AND FAIR VALUE DISCLOSURES

The following table presents the components of the Company's investments:

<i>(dollars in thousands)</i>	September 30, 2024	December 31, 2023
Preferred equity investment, at fair value	\$ 263,395	\$ —
Equity investments in the Company's products, at fair value	111,221	76,258
Equity investments in the Company's products, equity method	62,491	51,316
Loans, at amortized cost (includes \$7,500 and \$207,500 of investments in the Company's products, respectively)	13,687	214,170
Investments in the Company's CLOs, at fair value	5,428	2,521
Total	\$ 456,222	\$ 344,265

Fair Value Measurements Categorized within the Fair Value Hierarchy

Fair value represents the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date (i.e., an exit price). The Company and the products it manages hold a variety of assets and liabilities, certain of which are not publicly traded or that are otherwise illiquid. Significant judgement and estimation go into the assumptions that drive the fair value of these assets and liabilities. The fair value of these assets and liabilities may be estimated using a combination of observed transaction prices, prices from third parties (including independent pricing services and relevant broker quotes), models or other valuation methodologies based on pricing inputs that are neither directly nor indirectly market observable. Due to the inherent uncertainty of valuations of assets and liabilities that are determined to be illiquid or do not have readily ascertainable fair values, the estimates of fair value may differ from the values ultimately realized, and those differences can be material.

GAAP prioritizes the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of assets and liabilities and the specific characteristics of the financial assets and liabilities. Financial assets and liabilities with readily available, actively quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and lesser degree of judgment used in measuring fair value.

Financial assets and liabilities measured at fair value are classified and disclosed into one of the following categories based on the observability of inputs used in the determination of fair values:

- Level I – Quoted prices that are available in active markets for identical financial assets or liabilities as of the reporting date.
- Level II – Valuations obtained from independent third-party pricing services, the use of models or other valuation methodologies based on pricing inputs that are either directly or indirectly market observable as of the measurement date. These financial assets and liabilities exhibit higher levels of liquid market observability as compared to Level III financial assets and liabilities.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Reconciliation of Fair Value Measurements Categorized within Level III

Unrealized gains and losses on the Company's assets and liabilities carried at fair value on a recurring basis are included within other loss in the consolidated statements of operations. There were no transfers in or out of Level III. The following table sets forth a summary of changes in the fair value of the Level III measurements for the three and nine months ended September 30, 2024 and 2023:

	Level III Assets		
	Preferred Equity	CLOs	Total
Three Months Ended September 30, 2024 <i>(dollars in thousands)</i>			
Beginning balance	\$ 253,581	\$ 5,915	\$ 259,496
Net gains (losses)	9,814	(487)	9,327
Ending Balance	\$ 263,395	\$ 5,428	\$ 268,823
Change in net unrealized gains (losses) on assets still recognized at the reporting date	\$ 9,814	\$ (487)	\$ 9,327

	Level III Assets		
	Preferred Equity	CLOs	Total
Nine Months Ended September 30, 2024 <i>(dollars in thousands)</i>			
Beginning balance	\$ —	\$ 2,521	\$ 2,521
Purchases	253,585	3,700	257,285
Net gains (losses)	9,810	(793)	9,017
Ending Balance	\$ 263,395	\$ 5,428	\$ 268,823
Change in net unrealized gains (losses) on assets still recognized at the reporting date	\$ 9,810	\$ (793)	\$ 9,017

	Level III Assets	
	CLOs	Total
Three Months Ended September 30, 2023 <i>(dollars in thousands)</i>		
Beginning balance	\$ 2,430	\$ 2,430
Net gains	278	278
Ending Balance	\$ 2,708	\$ 2,708
Change in net unrealized gains on assets still recognized at the reporting date	\$ 278	\$ 278

	Level III Assets	
	CLOs	Total
Nine Months Ended September 30, 2023 <i>(dollars in thousands)</i>		
Beginning balance	\$ 2,843	\$ 2,843
Net losses	(135)	(135)
Ending Balance	\$ 2,708	\$ 2,708
Change in net unrealized losses on assets still recognized at the reporting date	\$ (135)	\$ (135)

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Three Months Ended September 30, 2024
(dollars in thousands)

	Level III Liabilities			Total
	TRA Liability	Warrant Liability	Earnout Liability	
Beginning balance	\$ 110,290	\$ 34,250	\$ 23,334	\$ 167,874
Issuances	—	—	117,000	117,000
Net losses	212	6,300	10,114	16,626
Ending Balance	\$ 110,502	\$ 40,550	\$ 150,448	\$ 301,500
Change in net unrealized losses on liabilities still recognized at the reporting date	\$ 212	\$ 6,300	\$ 10,114	\$ 16,626

Nine Months Ended September 30, 2024
(dollars in thousands)

	Level III Liabilities			Total
	TRA Liability	Warrant Liability	Earnout Liability	
Beginning balance	\$ 116,398	\$ 22,600	\$ 92,119	\$ 231,117
Issuances	—	—	135,600	135,600
Settlements	(8,551)	—	(87,875)	(96,426)
Net losses	2,655	17,950	10,604	31,209
Ending Balance	\$ 110,502	\$ 40,550	\$ 150,448	\$ 301,500
Change in net unrealized losses on liabilities still recognized at the reporting date	\$ 2,851	\$ 17,950	\$ 10,357	\$ 31,158

Three Months Ended September 30, 2023
(dollars in thousands)

	Level III Liabilities			Total
	TRA Liability	Warrant Liability	Earnout Liability	
Beginning balance	\$ 112,830	\$ 10,050	\$ 88,752	\$ 211,632
Net (gains) losses	(35)	2,050	2,007	4,022
Ending Balance	\$ 112,795	\$ 12,100	\$ 90,759	\$ 215,654
Change in net unrealized (gains) losses on liabilities still recognized at the reporting date	\$ (35)	\$ 2,050	\$ 2,007	\$ 4,022

Nine Months Ended September 30, 2023
(dollars in thousands)

	Level III Liabilities			Total
	TRA Liability	Warrant Liability	Earnout Liability	
Beginning balance	\$ 120,587	\$ 8,550	\$ 172,070	\$ 301,207
Settlements	—	—	(86,250)	(86,250)
Net (gains) losses	(7,792)	3,550	4,939	697
Ending Balance	\$ 112,795	\$ 12,100	\$ 90,759	\$ 215,654
Change in net unrealized (gains) losses on liabilities still recognized at the reporting date	\$ (7,792)	\$ 3,550	\$ 4,815	\$ 573

Valuation Methodologies for Fair Value Measurements Categorized within Levels II and III
Preferred Equity Investment

The fair value of the preferred equity investment is determined using a discounted cash flow model, which estimates the present value of future expected cash flows. The key inputs in this model include the projected cash flows attributable to the preferred interest and the discount rate. The expected cash flows are based on management's forecasts and projections, taking into consideration market conditions and redemption of the preferred interest. The discount rate applied reflects the time value of money and the risks associated with the preferred interest, which includes assumptions about the risk-free rate, credit risk, and market volatility. This investment is generally classified as Level III.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Equity Investments in the Company's Products

The fair value of equity investments in the Company's products is determined based on the published net asset value of these investments, as such values are the price at which contributions and redemptions are effectuated on a monthly basis. These investments are generally classified as Level II. The remaining balance is generally redeemable on a monthly basis at the Company's option.

CLOs

The fair value of CLOs are determined based on inputs from independent pricing services. These investments are classified as Level III. The Company obtains prices from independent pricing services that utilize discounted cash flows, which take into account unobservable significant inputs, such as yield, prepayments and credit quality.

TRA Liability

The TRA related to the Dyal Acquisition is considered contingent consideration and is measured at fair value based on discounted future cash flows. The remaining TRA liability on the Company's consolidated statements of financial condition is not measured at fair value.

Warrant Liability

The Company uses a Monte Carlo simulation model to value the Private Placement Warrants. The Company estimates the volatility of its Class A Shares based on the volatility implied by our peer group. The risk-free interest rate is based on U.S. Treasuries for a maturity similar to the expected remaining life of the warrants. The expected term of the warrants is assumed to be equivalent to their remaining contractual term.

Earnout Liability

As of September 30, 2024, the earnout liability was comprised of contingent consideration payable for the Wellfleet Earnouts, Prima Earnouts, KAM Earnouts and Atalaya Earnouts. As of December 31, 2023, the earnout liability was comprised of contingent consideration payable for the Oak Street Cash Earnout and the Wellfleet Earnouts.

The Company uses a Monte Carlo simulation model to value certain earnouts where revenue milestones need to be achieved before a payment is due. These models consider current progress towards revenue targets, as well as forecasts, to simulate a range of outcomes based on market inputs such as volatility. For other earnouts, the Company uses a discounted cash flow model, which estimates the present value of future expected cash flows. The key inputs in this model include the projected cash flows attributable to the respective earnout and the discount rate.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Quantitative Inputs and Assumptions for Fair Value Measurements Categorized within Level III

The following table summarizes the quantitative inputs and assumptions used for the Company's Level III measurements as of September 30, 2024:

<i>(dollars in thousands)</i>	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range	Weighted Average	Impact to Valuation from an Increase in Input
Assets						
Preferred equity	\$ 263,395	Discounted cash flow	Discount Rate	13 % - 13%	13 %	Decrease
CLOs	5,428	Discounted cash flow	Yield	10 % - 18%	13 %	Decrease
Total Assets, at Fair Value	\$ 268,823					
Liabilities						
TRA liability	\$ 110,502	Discounted cash flow	Discount Rate	12 % - 12%	12 %	Decrease
Warrant liability	40,550	Monte Carlo Simulation	Volatility	28 % - 28%	28 %	Increase
Earnout liability:						
	145,625	Monte Carlo Simulation	Volatility	20 % - 38%	26 %	Increase
	4,823	Discounted cash flow	Discount Rate	6 % - 6%	6 %	Decrease
	<u>150,448</u>					
Total Liabilities, at Fair Value	\$ 301,500					

The following table summarizes the quantitative inputs and assumptions used for the Company's Level III measurements as of December 31, 2023:

<i>(dollars in thousands)</i>	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range	Weighted Average	Impact to Valuation from an Increase in Input
Assets						
CLOs	\$ 2,521	Discounted cash flow	Yield	15 % - 19%	17 %	Decrease
Liabilities						
TRA liability	\$ 116,398	Discounted cash flow	Discount Rate	11 % - 11%	11 %	Decrease
Warrant liability	22,600	Monte Carlo Simulation	Volatility	31 % - 31%	31 %	Increase
Earnout liability	92,119	Discounted cash flow	Discount Rate	6 % - 16%	15 %	Decrease
Total Liabilities, at Fair Value	\$ 231,117					

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Fair Value of Other Financial Instruments

As of September 30, 2024, the fair value of the Company's debt obligations was approximately \$2.4 billion compared to a carrying value of \$2.5 billion, of which \$2.3 billion of the fair value would have been categorized as Level II within the fair value hierarchy and the remainder as Level III. As of December 31, 2023, the fair value of the Company's debt obligations was approximately \$1.4 billion compared to a carrying value of \$1.7 billion, of which \$1.2 billion of the fair value would have been categorized as Level II within the fair value hierarchy and the remainder as Level III. Management estimates that the carrying value of the Company's other financial instruments, which are not carried at fair value, approximated their fair values as of September 30, 2024 and December 31, 2023, respectively, and such fair value measurements are categorized as Level III within the fair value hierarchy.

5. LEASES

The Company primarily has non-cancelable operating leases for its headquarters in New York and various other offices. The operating lease for the Company's headquarters does not include any renewal options; however, certain of the Company's other leases contain renewal and early termination options that the Company has determined are not reasonably certain of being exercised.

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Lease Cost				
Operating lease cost	\$ 9,738	\$ 9,995	\$ 30,636	\$ 27,321
Short term lease cost	398	65	560	193
Net Lease Cost	\$ 10,136	\$ 10,060	\$ 31,196	\$ 27,514

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Supplemental Lease Cash Flow Information				
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows for operating leases ⁽¹⁾	\$ 6,087	\$ 4,250	\$ 4,594	\$ 10,933
Right-of-use assets obtained in exchange for lease obligations:				
Operating leases	\$ 9,938	\$ 1,361	\$ 33,430	\$ 79,150

(1) The amount presented above for the three and nine months ended September 30, 2024, includes \$3.1 million and \$18.6 million of tenant improvement allowances received from the lessor, respectively.

Lease Term and Discount Rate	September 30, 2024	December 31, 2023
Weighted-average remaining lease term:		
Operating leases	12.0 years	12.5 years
Weighted-average discount rate:		
Operating leases	5.6 %	5.4 %

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

(dollars in thousands)

Future Maturity of Operating Lease Payments	Operating Leases
October 1, 2024 to December 31, 2024	\$ 2,009
2025	40,422
2026	43,624
2027	42,374
2028	43,101
Thereafter	331,170
Total Lease Payments	502,700
Imputed interest	(146,212)
Total Lease Liabilities	\$ 356,488

Amounts presented in the table above are presented net of tenant improvement allowances and reflect the impacts of rent holiday periods.

The Company has future operating lease payments of approximately \$0.4 million related to leases that have not commenced that were entered into as of September 30, 2024. Such lease payments are not included in the table above or the Company's consolidated statements of financial condition as operating lease assets and operating lease liabilities. These operating lease payments are anticipated to commence in the fourth quarter of 2024 and continue for approximately 2 years.

6. OTHER ASSETS, NET

(dollars in thousands)

	September 30, 2024	December 31, 2023
Fixed assets, net:		
Leasehold improvements	\$ 171,117	\$ 127,612
Furniture and fixtures	26,858	13,823
Computer hardware and software	8,544	8,328
Accumulated depreciation and amortization	(26,635)	(14,870)
Fixed assets, net	179,884	134,893
Receivables	30,741	15,853
Prepaid expenses	20,487	7,212
Unamortized debt issuance costs on revolving credit facilities	10,246	9,265
Other assets	15,541	20,232
Total	\$ 256,899	\$ 187,455

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

7. DEBT OBLIGATIONS, NET

The following tables summarize outstanding debt obligations of the Company. Such descriptions do not give recognition to the impact of the Exchange Offers (as defined below):

September 30, 2024					
<i>(dollars in thousands)</i>	Maturity Date	Aggregate Facility Size	Outstanding Debt	Amount Available	Net Carrying Value
2028 Notes	5/26/2028	\$ 59,800	\$ 59,800	\$ —	\$ 56,857
2031 Notes	6/10/2031	700,000	700,000	—	688,361
2032 Notes	2/15/2032	400,000	400,000	—	393,423
2034 Notes	4/18/2034	1,000,000	1,000,000	—	980,669
2051 Notes	10/7/2051	350,000	350,000	—	338,201
Revolving Credit Facility	7/23/2029	1,725,000	90,000	1,628,424	90,000
Total		\$ 4,234,800	\$ 2,599,800	\$ 1,628,424	\$ 2,547,511

December 31, 2023					
<i>(dollars in thousands)</i>	Maturity Date	Aggregate Facility Size	Outstanding Debt	Amount Available	Net Carrying Value
2028 Notes	5/26/2028	\$ 59,800	\$ 59,800	\$ —	\$ 58,390
2031 Notes	6/10/2031	700,000	700,000	—	687,163
2032 Notes	2/15/2032	400,000	400,000	—	392,766
2051 Notes	10/7/2051	350,000	350,000	—	337,922
Revolving Credit Facility	6/29/2028	1,550,000	205,000	1,338,300	205,000
Total		\$ 3,059,800	\$ 1,714,800	\$ 1,338,300	\$ 1,681,241

2034 Notes

On April 18, 2024 and June 6, 2024, the Company, through its indirect subsidiary, Blue Owl Finance LLC (the “Issuer”), issued \$1.0 billion aggregate principal amount of 6.250% Senior Notes due 2034 (the “2034 Notes”). The 2034 Notes bear interest at a rate of 6.250% per annum and mature on April 18, 2034. Interest on the 2034 Notes will be payable semi-annually in arrears on April 18 and October 18 of each year, commencing October 18, 2024.

The 2034 Notes are fully and unconditionally guaranteed, jointly and severally, by the Registrant, Blue Owl Operating Partnerships and certain of the Registrant’s other subsidiaries. The guarantees are unsecured and unsubordinated obligations of the guarantors. All or a portion of the 2034 Notes may be redeemed at the Company’s option in whole, at any time, or in part, from time to time, prior to their stated maturity, subject to a make-whole redemption price; provided, however, that if the Company redeems any amounts on or after January 18, 2034, the redemption price for the 2034 Notes will be equal to 100% of the principal amount of the amounts redeemed, in each case, plus any accrued and unpaid interest. If a change of control repurchase event occurs, the 2034 Notes are subject to repurchase by the Company at a repurchase price in cash equal to 101% of the aggregate principal amount repurchased plus any accrued and unpaid interest. The 2034 Notes also provide for customary events of default and acceleration.

In connection with the issuance of the 2034 Notes, the Registrant and certain other subsidiaries were added as guarantors to the 2028 Notes, 2031 Notes, 2032 Notes and 2051 Notes.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Revolving Credit Facility

On December 7, 2021, the Company, through its indirect finance subsidiary, Blue Owl Finance LLC, entered into a revolving credit facility (the “Revolving Credit Facility”), which was amended in June 2023 to increase total borrowing capacity to \$1.6 billion and extend the maturity date to June 29, 2028, and was further amended in July 2024 to increase total borrowing capacity to \$1.725 billion and extend the maturity date to July 23, 2029. Amounts available for the Revolving Credit Facility presented in the tables above are reduced by outstanding letters of credit related to certain leases. Borrowings under the Revolving Credit Facility bear interest at the Company’s discretion at a rate (a) per annum of adjusted-term secured overnight financing rate (“SOFR”) plus a margin of 0.875% to 1.375%, plus 0.1% term SOFR adjustment, or (b) the greater of the (i) prime rate, (ii) New York Fed Bank Rate plus 0.50% or (iii) adjusted-term SOFR plus 1%, plus a margin of 0.00% to 0.375%. The Company is subject to an undrawn commitment fee rate of 0.08% to 0.2% of the daily amount of available revolving commitment. The borrowing rates for balances outstanding under the Revolving Credit Facility as of September 30, 2024 and December 31, 2023 were 8.75% and 6.96%, respectively.

For a description of terms of the other debt obligations presented in the tables above as well as related financial covenants, see Note 4 to the financial statements in the Company’s Annual Report.

8. COMMITMENTS AND CONTINGENCIES

Tax Receivable Agreement

Pursuant to the TRA, the Company will pay 85% of certain tax benefits, if any, that it realizes (or in certain cases is deemed to realize) as a result of any increases in tax basis of the assets of the Blue Owl Operating Group related to the Business Combination and any subsequent exchanges of Blue Owl Operating Group Units for shares of the Registrant or cash.

Payments under the TRA will continue until all such tax benefits have been utilized or expired unless (i) the Company exercises its right to terminate the TRA and pays recipients an amount representing the present value of the remaining payments, (ii) there is a change of control or (iii) the Company breaches any of the material obligations of the TRA, in which case all obligations will generally be accelerated and due as if the Company had exercised its right to terminate the TRA. In each case, if payments are accelerated, such payments will be based on certain assumptions, including that the Company will have sufficient taxable income to fully utilize the deductions arising from the increased tax deductions.

The estimate of the timing and the amount of future payments under the TRA involves several assumptions that do not account for the significant uncertainties associated with these potential payments, including an assumption that the Company will have sufficient taxable income in the relevant tax years to utilize the tax benefits that would give rise to an obligation to make payments.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

During the nine months ended September 30, 2024, the Company made a TRA payment of \$28.2 million (including \$2.8 million to related parties). The table below presents management's estimate as of September 30, 2024, of the maximum amounts that would be payable under the TRA assuming that the Company will have sufficient taxable income each year to fully realize the expected tax savings. In light of the numerous factors affecting the Company's obligation to make such payments, the timing and amounts of any such actual payments may differ materially from those presented in the table.

<i>(dollars in thousands)</i>	Potential Payments Under the Tax Receivable Agreement
October 1, 2024 to December 31, 2024	\$ —
2025	53,713
2026	66,911
2027	81,478
2028	100,489
Thereafter	1,004,965
Total Payments	1,307,556
Less adjustment to fair value for contingent consideration	(118,149)
Total TRA Liability	\$ 1,189,407

Unfunded Product Commitments

As of September 30, 2024, the Company had unfunded investment commitments to its products of \$54.5 million, which is exclusive of commitments that employees and other related parties have directly to the Company's products, and which the Company expects to fund over the next several years.

Indemnification and Guarantee Arrangements

In the normal course of business, the Company enters into contracts that contain indemnities or guarantees for related parties of the Company, including the Company's products, as well as persons acting on behalf of the Company or such related parties and third parties. The terms of the indemnities and guarantees vary from contract to contract and the Company's maximum exposure under these arrangements cannot be determined or the risk of material loss is remote, and therefore no amounts have been recorded in the consolidated statements of financial condition. As of September 30, 2024, the Company has not had prior claims or losses pursuant to these arrangements.

Litigation

From time to time, the Company is involved in legal actions in the ordinary course of business. Although there can be no assurance of the outcome of such legal actions, in the opinion of management, the Company does not have a potential liability related to any current legal proceeding or claim that would individually or in the aggregate materially affect its results of operations, financial condition or cash flows.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

9. REVENUES

The following table presents a disaggregated view of the Company's revenues:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
Credit Platform				
Direct lending	\$ 296,974	\$ 219,297	\$ 830,296	\$ 630,373
Alternative credit	671	—	671	—
Investment grade credit	13,260	—	13,260	—
Liquid credit	7,750	6,590	21,285	20,244
Other	6,555	—	18,809	—
Management Fees, Net	325,210	225,887	884,321	650,617
Administrative, transaction and other fees	59,123	31,246	173,966	84,170
Performance revenues	280	—	643	—
Total GAAP Revenues - Credit Platform	384,613	257,133	1,058,930	734,787
GP Strategic Capital Platform				
GP minority stakes	152,633	132,498	431,908	393,218
GP debt financing	6,120	4,613	17,199	11,990
Professional sports minority stakes	757	683	2,721	1,650
Strategic Revenue-Share Purchase consideration amortization	(11,116)	(10,659)	(32,436)	(30,198)
Management Fees, Net	148,394	127,135	419,392	376,660
Administrative, transaction and other fees	10,755	8,846	31,668	26,451
Total GAAP Revenues - GP Strategic Capital Platform	159,149	135,981	451,060	403,111
Real Estate Platform				
Net lease	41,246	32,987	123,433	89,386
Real estate credit	8,459	—	9,815	—
Management Fees, Net	49,705	32,987	133,248	89,386
Administrative, transaction and other fees	7,411	3,549	18,958	9,783
Performance revenues	—	—	1,870	506
Total GAAP Revenues - Real Estate Platform	57,116	36,536	154,076	99,675
Total GAAP Revenues	\$ 600,878	\$ 429,650	\$ 1,664,066	\$ 1,237,573

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

The table below presents the beginning and ending balances of the Company's management fees, performance revenues and administrative, transaction and other fees receivable and unearned management fees. Substantially all of the amounts receivable are collected during the following quarter. A liability for unearned management fees is generally recognized when management fees are paid to the Company in advance. The entire change in unearned management fees shown below relates to amounts recognized as revenues in the current year period. Management fees are primarily included within due from related parties and a portion is also included within other assets in the Company's consolidated statements of financial condition. Performance revenues and administrative, transaction and other fees receivable are included within due from related parties and unearned management fees are included within accounts payable, accrued expenses and other liabilities in the Company's consolidated statements of financial condition.

<i>(dollars in thousands)</i>	Nine Months Ended September 30,	
	2024	2023
Management Fees Receivable		
Beginning balance	\$ 243,203	\$ 262,059
Ending balance	\$ 332,326	\$ 226,321
Administrative, Transaction and Other Fees Receivable		
Beginning balance	\$ 42,059	\$ 44,060
Ending balance	\$ 76,838	\$ 46,990
Performance Revenues Receivable		
Beginning balance	\$ 2,975	\$ 1,132
Ending balance	\$ 228	\$ —
Unearned Management Fees		
Beginning balance	\$ 9,398	\$ 9,389
Ending balance	\$ 10,054	\$ 9,196

The table below presents the changes in the Company's Strategic Revenue-Share Purchase consideration. The consideration paid in 2021, which includes \$455.0 million paid in Class A Shares and \$50.2 million in cash, is being amortized as a reduction of management fees, net in the Company's consolidated statements of operations over a weighted-average period of 12 years, which represents the average period over which the related customer revenues are expected to be recognized.

<i>(dollars in thousands)</i>	Nine Months Ended September 30,	
	2024	2023
Beginning Balance	\$ 417,081	\$ 457,939
Amortization	(32,436)	(30,198)
Ending Balance	\$ 384,645	\$ 427,741

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

10. EQUITY-BASED COMPENSATION

The Company grants equity-based compensation awards in the form of RSUs and Incentive Units to its management, employees, consultants and independent members of the Board under the Amended and Restated 2021 Omnibus Equity Incentive Plan, approved by stockholders on June 13, 2024 (“A&R 2021 Equity Incentive Plan”). The A&R 2021 Equity Incentive Plan, among other things, (i) increased the number of Class A Shares authorized for issuance under the previously amended Equity Incentive 2021 Plan from 101,230,522 shares to 171,930,614 shares and (ii) added an “evergreen” provision that provides for an automatic increase to the total number of Class A Shares subject to the A&R 2021 Equity Incentive Plan on the first day of each fiscal year beginning in calendar year 2025, and ending in and including 2034, by a number of Class A Shares equal to the positive difference, if any, of (a) 5% of the aggregate number of Class A Shares and Class B Shares, in each case, outstanding on the last day of the immediately preceding fiscal year (assuming that all Blue Owl Operating Group Units have converted on a one-for-one basis into Class A Shares) minus (b) the aggregate number of shares that were available for the issuance of future awards under the A&R 2021 Equity Incentive Plan on such last day of the immediately preceding fiscal year, unless the administrator should decide to increase the number of shares covered by the A&R 2021 Equity Incentive Plan by a lesser amount on any such date.

Equity-based compensation awards are generally subject to a three to five-year requisite service period, although certain grants are immediately vested at grant. The total number of Class A Shares and Blue Owl Operating Group Units, collectively, that may be issued under the A&R 2021 Equity Incentive Plan is 171,930,614, of which 84,303,798 remain available as of September 30, 2024. To the extent that an award expires or is canceled, forfeited, terminated, surrendered, exchanged or withheld to cover tax withholding obligations, the unissued awards will again be available for grant under the A&R 2021 Equity Incentive Plan.

The table below presents information regarding equity-based compensation expense.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<i>(dollars in thousands)</i>				
<i>Acquisition related</i>				
Oak Street Earnout Units	\$ —	\$ 20,310	\$ —	\$ 60,267
Wellfleet Earnout Shares	1,508	882	4,933	2,501
Total acquisition related	1,508	21,192	4,933	62,768
Incentive Units	57,036	42,104	144,898	118,950
RSUs	19,063	11,678	53,456	37,357
Equity-Based Compensation Expense	\$ 77,607	\$ 74,974	\$ 203,287	\$ 219,075
Corresponding tax benefit	\$ 696	\$ 180	\$ 1,961	\$ 652
Fair value of RSUs settled in Class A Shares	\$ 21,110	\$ 5,702	\$ 44,925	\$ 12,408
Fair value of RSUs withheld to satisfy tax withholding obligations	\$ 16,828	\$ 6,365	\$ 34,888	\$ 11,179

11. INCOME TAXES

The computation of the effective tax rate and provision at each interim period requires the use of certain estimates and significant judgment including, but not limited to, the expected operating income for the year, projections of the proportion of income that is subject to tax, permanent differences between the Company’s GAAP earnings and taxable income, and the likelihood of recovering deferred tax assets existing as of the balance sheet date. The estimates used to compute the provision for income taxes may change throughout the year as new events occur, additional information is obtained or as tax laws and regulations change. Accordingly, the effective tax rate for future interim periods may vary materially.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

The Registrant is a domestic corporation for U.S. federal income tax purposes and is subject to U.S. federal and state and local corporate-level income taxes on its share of taxable income from the Blue Owl Operating Group. Further, the Registrant's income tax provision and related income tax assets and liabilities are based on, among other things, an estimate of the impact of exchanges of Common Units for Class A Shares, inclusive of an analysis of tax basis and state tax implications of the Blue Owl Operating Group and their underlying assets and liabilities. The Company's estimate is based on the most recent information available. The tax basis and state impact of the Blue Owl Operating Group and their underlying assets and liabilities are based on estimates subject to finalization of the Company's tax returns. The Blue Owl Operating Partnerships, are partnerships for U.S. federal income tax purposes and taxable entities for certain state and local taxes, such as New York City UBT.

The Company had an effective tax rate of 11.4% and 11.6% for the three and nine months ended September 30, 2024, respectively, and 14.4% and 13.9% for the three and nine months ended September 30, 2023, respectively. The effective tax rates differed from the statutory rate primarily due to the portion of income allocated to noncontrolling interests, nondeductible compensation and state and local taxes.

The Company regularly evaluates the realizability of its deferred tax asset and may recognize or adjust any valuation allowance when it is more-likely-than-not that all or a portion of the deferred tax asset may not be realized. As of September 30, 2024, the Company has not recorded any valuation allowances.

The Company files its tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the tax years that remain open under the statute of limitations may be subject to examinations by the appropriate tax authorities. The Company is generally no longer subject to state or local examinations by tax authorities for tax years prior to 2019.

In connection with and subsequent to the Business Combination, the Company recorded to additional paid-in capital various adjustments to deferred tax assets and liabilities, as well as related impacts to the TRA liability, related to capital transactions. These adjustments primarily resulted from differences between the Company's GAAP and tax basis in its investment in the Blue Owl Operating Partnerships, as well as portions related to the TRA liability that may eventually lead to additional tax basis in the Blue Owl Operating Partnerships upon future TRA payments. The deferred tax assets will be recovered as the basis is amortized. See the Company's consolidated statements of changes in stockholders' equity for these amounts.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

12. EARNINGS PER SHARE

The table below presents the Company's treatment for basic and diluted earnings per share for instruments outstanding of the Registrant and the Blue Owl Operating Group. Potentially dilutive instruments are only considered in the calculation to the extent they would be dilutive.

	Basic	Diluted
Class A Shares ⁽¹⁾	Included	Included
Class B Shares	None outstanding	None outstanding
Class C Shares and Class D Shares	Non-economic voting shares of the Registrant	Non-economic voting shares of the Registrant
Vested RSUs ⁽¹⁾	Contingently issuable shares	Contingently issuable shares
Unvested RSUs	Excluded	Treasury stock method
Warrants ⁽²⁾	Excluded	Treasury stock method
Wellfleet Earnout Shares ⁽³⁾	Excluded	Excluded
<i>Potentially Dilutive Instruments of the Blue Owl Operating Group:</i>		
Vested Common Units and Incentive Units ⁽⁴⁾	Excluded	If-converted method
		The Company first applies the treasury stock method to determine the number of units that would have been issued, then applies the if-converted method to the resulting number of units
Unvested Incentive Units ⁽⁴⁾	Excluded	Contingently issuable shares
Oak Street Earnout Units ⁽⁵⁾	Excluded	If-converted method
		Contingently issuable shares
Prima Earnouts ⁽⁶⁾	Excluded	If-converted method (for earnouts issuable in Common Units)
Atalaya Earnouts ⁽⁷⁾	Excluded	Contingently issuable shares If-converted method

- (1) Included in the weighted-average Class A Shares outstanding are RSUs that have vested but have not been settled in Class A Shares. These RSUs do not participate in dividends until settled in Class A Shares. These vested RSUs totaled 11,700,172 and 11,959,362 for the three and nine months ended September 30, 2024, and 11,393,389 and 10,927,643 for the three and nine months ended September 30, 2023.
- (2) The treasury stock method for warrants, which are carried at fair value, includes adjusting the numerator for changes in fair value impacting net income for the period.
- (3) During the second quarter of 2023, the Company modified the Wellfleet Earnout Shares arrangement such that settlement of the Wellfleet Earnout Shares would be in cash at each payment date. As a result of the modification, Wellfleet Earnout Shares are excluded from basic and diluted earnings per share for three and nine months ended September 30, 2024 and 2023.
- (4) The if-converted method for these instruments includes adding back to the numerator any related income or loss allocations to noncontrolling interest, as well as any incremental tax expense had the instruments converted into Class A Shares as of the beginning of the period.
- (5) The Second Oak Street Earnouts and the First Oak Street Earnouts were settled as common units during the three months ended March 31, 2024 and 2023, respectively. As of September 30, 2023, the Oak Street Triggering Events with respect to the Second Oak Street Earnout Units had not occurred nor were these units issuable by the Registrant (they would be issued as Common Units of the Blue Owl Operating Group), and therefore such units have not been included in the calculation of basic earnings per share for the three and nine months ended September 30, 2023. However, had September 30, 2023 also been the end of the contingency period for the Second Oak Street Earnout Units, the Oak Street Triggering Event would have occurred, and therefore the Second Oak Street Earnout Units have been included in the calculation of diluted earnings per share for the three and nine months ended September 30, 2023.
- (6) As of September 30, 2024, the Prima Triggering Event with respect to the Prima Earnouts had not occurred nor are these earnouts issuable by the Registrant, and therefore such earnouts have not been included in the calculation of basic earnings per share for the three and nine months ended September 30, 2024. Had September 30, 2024 also been the end of the contingency period for the Prima Earnouts, the Prima Triggering Event would have not occurred and therefore the Prima Earnouts have not been included in the calculation of diluted earnings per share for the three and nine months ended September 30, 2024.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

(7) As of September 30, 2024, the Atalaya Triggering Event with respect to the Atalaya Earnouts had not occurred nor are these earnouts issuable by the Registrant, and therefore such earnouts have not been included in the calculation of basic earnings per share for the three and nine months ended September 30, 2024. Had September 30, 2024 also been the end of the contingency period for the Atalaya Earnouts, the Atalaya Triggering Event would have not occurred and therefore the Atalaya Earnouts have not been included in the calculation of diluted earnings per share for the three and nine months ended September 30, 2024.

Three Months Ended September 30, 2024	Net Income Attributable to Class A Shares	Weighted-Average Class A Shares Outstanding	Earnings Per Class A Share	Weighted-Average Number of Antidilutive Instruments
(dollars in thousands, except per share amounts)				
Basic	\$ 29,805	575,249,883	\$ 0.05	
<i>Effect of dilutive securities:</i>				
Unvested RSUs	—	9,429,072		—
Warrants	(2,397)	1,864,502		—
Vested Common Units	39,005	905,181,493		—
Vested Incentive Units	—	—		8,059,675
Unvested Incentive Units	—	—		21,533,293
Diluted	\$ 66,413	1,491,724,950	\$ 0.04	
(dollars in thousands, except per share amounts)				
Nine Months Ended September 30, 2024	Net Income Attributable to Class A Shares	Weighted-Average Class A Shares Outstanding	Earnings Per Class A Share	Weighted-Average Number of Antidilutive Instruments
Basic	\$ 88,841	531,422,518	\$ 0.17	
<i>Effect of dilutive securities:</i>				
Unvested RSUs	—	9,135,488		—
Warrants	(6,412)	1,792,186		—
Vested Common Units	—	—		923,735,043
Vested Incentive Units	—	—		8,457,957
Unvested Incentive Units	—	—		23,969,944
Diluted	\$ 82,429	542,350,192	\$ 0.15	

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Three Months Ended September 30, 2023	Net Income Attributable to Class A Shares	Weighted-Average Class A Shares Outstanding	Earnings Per Class A Share	Weighted-Average Number of Antidilutive Instruments
(dollars in thousands, except per share amounts)				
Basic	\$ 15,109	466,376,329	\$ 0.03	
<i>Effect of dilutive securities:</i>				
Unvested RSUs	—	5,491,852		—
Warrants	(663)	222,129		—
Vested Common Units	—	—		953,172,293
Vested Incentive Units	—	—		9,380,431
Unvested Incentive Units	—	—		24,891,476
Oak Street Earnout Units	—	10,483,603		—
Diluted	\$ 14,446	482,573,913	\$ 0.03	
(dollars in thousands, except per share amounts)				
Basic	\$ 36,285	460,691,359	\$ 0.08	
<i>Effect of dilutive securities:</i>				
Unvested RSUs	—	5,159,344		—
Warrants	(1,136)	34,602		—
Vested Common Units	69,963	957,654,570		—
Vested Incentive Units	—	—		8,036,109
Unvested Incentive Units	—	—		24,940,033
Oak Street Earnout Units	—	8,650,907		—
Diluted	\$ 105,112	\$ 1,432,190,782	\$ 0.07	

13. RELATED PARTY TRANSACTIONS

The majority of the Company's revenues, including all management fees and certain administrative, transaction and other fees, are earned from the products it manages, which are related parties of the Company.

The Company also has arrangements in place with products that it manages, whereby certain costs are initially paid by the Company and subsequently are reimbursed by the products. These amounts are included within due from related parties in the Company's consolidated statements of financial condition.

<i>(dollars in thousands)</i>	September 30, 2024	December 31, 2023
Management fees	\$ 332,326	\$ 243,203
Performance revenues	228	2,975
Administrative fees	76,838	42,059
Other expenses paid on behalf of the Company's products and other related parties	116,128	78,899
Due from Related Parties	\$ 525,520	\$ 367,136

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

Administrative Fees

Administrative fees represent allocable compensation and other expenses incurred by the Company, pursuant to administrative and other agreements, that are reimbursed by the products it manages and other related parties. These administrative fees are included within administrative, transaction and other fees on the consolidated statements of operations and totaled \$26.5 million and \$74.4 million for the three and nine months ended September 30, 2024, respectively, and \$15.8 million and \$44.0 million for the three and nine months ended September 30, 2023, respectively.

Dealer Manager Revenues

Dealer manager revenues represent commissions earned from certain of the Company's products for distribution services provided. These dealer manager revenues are included within administrative, transaction and other fees on the consolidated statements of operations and totaled \$21.6 million and \$58.5 million for the three and nine months ended September 30, 2024, respectively, and \$12.2 million and \$31.2 million for the three and nine months ended September 30, 2023, respectively. Substantially all of these dealer manager revenues are subsequently paid out to third party broker-dealers, and such payments are recorded within general, administrative and other expenses on the consolidated statements of operations.

Expense Support and Caps Arrangements

The Company is party to expense support and cap arrangements with certain of the products it manages. Pursuant to these arrangements, the Company may absorb certain expenses of these products when in excess of stated expense caps or until such products reach certain profitability, cash flow or fundraising thresholds. In certain cases, the Company is able to recover these expenses once certain profitability, cash flow or fundraising thresholds are met. The Company recorded net expenses (recoveries) related to these arrangements of \$(3.8) million and \$(11.6) million for the three and nine months ended September 30, 2024 respectively, and \$(0.8) million and \$(5.8) million for the three and nine months ended September 30, 2023, respectively. These net expenses (recoveries) are included in general, administrative and other expenses within the consolidated statements of operations.

Aircraft Reimbursements

In the normal course of business, the Company reimburses certain related parties for business use of their aircraft based on current market rates. Personal use of the aircraft is not charged to the Company. The Company recorded expenses for these aircraft reimbursements of \$0.6 million and \$2.3 million for the three and nine months ended September 30, 2024, respectively, and \$0.9 million and \$2.3 million for the three and nine months ended September 30, 2023, respectively.

Promissory Notes

On August 8, 2022, the Company entered into an interest-bearing revolving promissory note with a product it manages, allowing the product to borrow from the Company up to an aggregate of \$250.0 million. On November 9, 2023, the promissory note was amended to maintain the total borrowing capacity of \$250.0 million upon repayment of borrowings and established a maturity date of June 30, 2024. As of June 30, 2024, this promissory note was fully repaid. The promissory note bore interest at a rate of SOFR plus 1.55%, subject to change based on credit rating and leverage ratio. The Company recorded \$5.4 million of interest income for the nine months ended September 30, 2024. As of September 30, 2023, \$225.0 million was outstanding under this promissory note and the Company recorded \$4.4 million and \$12.8 million of interest income for the three and nine months ended September 30, 2023, respectively. Interest was payable monthly in arrears and settled in cash or equity in the related product.

Blue Owl Capital Inc.
Notes to Consolidated Financial Statements (Unaudited)
September 30, 2024

On November 15, 2022, the Company entered into an interest-bearing revolving promissory note with a product it manages, allowing the product to borrow from the Company up to an aggregate of \$15.0 million. The promissory note bears interest at a rate of SOFR plus 4.75%, with any such interest amounts capitalized monthly. Any unpaid principal balance and unpaid accrued interest may be prepaid in full or in part any time prior to maturity in January 2026. As of September 30, 2024, \$7.5 million was outstanding under this promissory note and the Company recorded \$0.2 million and \$0.6 million of interest income for the three and nine months ended September 30, 2024, respectively. As of September 30, 2023, \$7.5 million was outstanding under this promissory note and the Company recorded \$0.2 million and \$0.5 million of interest income for the three and nine months ended September 30, 2023, respectively.

14. SUBSEQUENT EVENTS

Dividend

On October 31, 2024, the Company announced a cash dividend of \$0.18 per Class A Share. The dividend is payable on November 22, 2024, to holders of record as of the close of business on November 11, 2024.

Acquisitions

On October 7, 2024, the Company announced its entry into a definitive agreement to acquire substantially all of the assets of IPI Partners, LLC (the “IPI Acquisition”), a joint venture between an affiliate of ICONIQ Capital, LLC (“ICONIQ”) and an affiliate of Iron Point Partners. The aggregate consideration for the IPI Acquisition will be approximately \$1.0 billion. The Company will fund the IPI Acquisition through a combination of approximately \$788.6 million in Common Units and corresponding Class C Shares and approximately \$203.8 million in cash, subject to certain closing consideration adjustments.

In addition, in connection with the IPI Acquisition, the Company will enter into a services agreement with ICONIQ (the “Services Agreement”), pursuant to which ICONIQ will provide certain services, including investment analysis and investor relations services to the Company or its subsidiaries. Under the terms of the Services Agreement, in 2026 the Company expects to issue 14,175,000 Incentive Units, subject to future targets. The Company also expects to issue in 2027 or 2028 a meaningful amount of additional Incentive Units pursuant to the Services Agreement, subject to the achievement of certain future targets. The Incentive Units will be fully vested upon issuance.

The IPI Acquisition is expected to close in the fourth quarter of 2024 or first quarter of 2025, subject to certain closing conditions including third party consents.

**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Douglas I. Ostrover, Co-Chief Executive Officer of Blue Owl Capital Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Blue Owl Capital Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 6, 2024

/s/ Douglas I. Ostrover

Douglas I. Ostrover

Co-Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Marc S. Lipschultz, Co-Chief Executive Officer of Blue Owl Capital Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Blue Owl Capital Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: November 6, 2024

/s/ Marc S. Lipschultz

Marc S. Lipschultz

Co-Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Alan Kirshenbaum, Chief Financial Officer of Blue Owl Capital Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Blue Owl Capital Inc. (the “Registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the Registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the Registrant’s internal control over financial reporting that occurred during the Registrant’s most recent fiscal quarter (the Registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant’s internal control over financial reporting; and
5. The Registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant’s auditors and the audit committee of the Registrant’s board of directors (or persons performing equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant’s internal control over financial reporting.

Date: November 6, 2024

/s/ Alan Kirshenbaum

Alan Kirshenbaum

Chief Financial Officer (Principal Financial Officer)

**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the "Report") by Blue Owl Capital Inc. (the "Registrant"), I, Douglas I. Ostrover as Co-Chief Executive Officer of the Registrant hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 6, 2024

/s/ Douglas I. Ostrover

Douglas I. Ostrover

Co-Chief Executive Officer (Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF THE CO-CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the "Report") by Blue Owl Capital Inc. (the "Registrant"), I, Marc S. Lipschultz as Co-Chief Executive Officer of the Registrant hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 6, 2024

/s/ Marc S. Lipschultz

Marc S. Lipschultz

Co-Chief Executive Officer (Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (the "Report") by Blue Owl Capital Inc. (the "Registrant"), I, Alan Kirshenbaum as Chief Financial Officer of the Registrant hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: November 6, 2024

/s/ Alan Kirshenbaum

Alan Kirshenbaum

Chief Financial Officer (Principal Financial Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.