

EXHIBIT B1

**FORM OF TRANSFEROR CERTIFICATE FOR TRANSFER OF RULE 144A GLOBAL
NOTE OR CERTIFICATED NOTE TO REGULATION S GLOBAL NOTE**

Citibank, N.A.
480 Washington Boulevard, 16th Floor
Jersey City, New Jersey 07310
Attn: Securities Window – OCP CLO 2026-49, Ltd.

Re: OCP CLO 2026-49, Ltd. (the "Issuer") and OCP CLO 2026-49 LLC (the "Co-Issuer" and together with the Issuer, the "**Co-Issuers**") [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Notes due [2038][2039] (the "**Notes**")

Reference is hereby made to the Indenture dated as of March 18, 2026 (as amended from time to time in accordance with the terms thereof, the "Indenture") among the Co-Issuers and Citibank, N.A., as Collateral Trustee. Capitalized terms used but not defined herein shall have the meanings given them in the Indenture.

This letter relates to U.S. \$ _____ aggregate principal amount of Notes which are held in the form of a [Rule 144A Global [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Note][Certificated [Class[A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Note [with the Depository] in the name of [_____] (the "**Transferor**") to effect the transfer of the Notes in exchange for an equivalent beneficial interest in a Regulation S Global [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Note.

In connection with such transfer, and in respect of such Notes, the Transferor does hereby certify that such Notes are being transferred to [_____] (the "**Transferee**") in accordance with Regulation S under the United States Securities Act of 1933, as amended (the "**Securities Act**") and the transfer restrictions set forth in the Indenture and the Offering Circular defined in the Indenture relating to such Notes and that:

- a. the offer of the Notes was not made to a person in the United States;
- b. at the time the buy order was originated, the Transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the Transferee was outside the United States;
- c. no directed selling efforts have been made in contravention of the requirements of Rule 903 or 904 of Regulation S, as applicable;
- d. the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- e. the Transferee is not a U.S. Person.

The Transferor understands that the Co-Issuers, the Collateral Trustee and their counsel will rely upon the accuracy and truth of the foregoing representations, and the Transferor hereby consents to such reliance.

(Name of Transferor)

By: _____
Name:
Title:

Dated: _____, _____

cc: OCP CLO 2026-49, Ltd.
c/o Appleby Global Services (Cayman) Limited
Suite 210
2nd Floor, Windward III
Regatta Office Park, PO Box 500
Grand Cayman KY1-1106, Cayman Islands
Attention: The Directors

OCP CLO 2026-49 LLC
c/o Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711

EXHIBIT B3

**FORM OF TRANSFEROR CERTIFICATE FOR TRANSFER OF REGULATION S
GLOBAL NOTE OR CERTIFICATED NOTE TO RULE 144A GLOBAL NOTE**

Citibank, N.A.
480 Washington Boulevard, 16th Floor
Jersey City, New Jersey 07310
Attn: Securities Window – OCP CLO 2026-49, Ltd.

Re: OCP CLO 2026-49, Ltd. (the "**Issuer**") and OCP CLO 2026-49 LLC (the "**Co-Issuer**" and together with the Issuer, the "**Co-Issuers**") [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Notes due [2038][2039] (the "**Notes**")

Reference is hereby made to the Indenture dated as of March 18, 2026 (as amended from time to time in accordance with the terms thereof, the "**Indenture**") among the Co-Issuers and Citibank, N.A., as Collateral Trustee. Capitalized terms used but not defined herein shall have the meanings given them in the Indenture.

This letter relates to U.S. \$[] aggregate principal amount of Notes which are held in the form of a Regulation S Global [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Note in the name of [] (the "**Transferor**") to effect the transfer of the Notes in exchange for an equivalent beneficial interest in a Rule 144A Global [Class [A][B-1][B-2][C][D-1][D-2][E]][Subordinated] Note.

In connection with such transfer, and in respect of such Notes, the Transferor does hereby certify that such Notes are being transferred to _____ (the "**Transferee**") in accordance with (i) the transfer restrictions set forth in the Indenture and the Offering Circular relating to such Notes and (ii) Rule 144A under the United States Securities Act of 1933, as amended, and it reasonably believes that the Transferee is purchasing the Notes for its own account or an account with respect to which the Transferee exercises sole investment discretion, the Transferee and any such account is a Qualified Institutional Buyer, in a transaction meeting the requirements of Rule 144A and in accordance with any applicable securities laws of any state of the United States or any other jurisdiction.

The Transferor understands that the Co-Issuers, the Collateral Trustee and their counsel will rely upon the accuracy and truth of the foregoing representations, and the Transferor hereby consents to such reliance.

(Name of Transferor)

By: _____

Name:

Title:

Dated: _____, _____

cc: OCP CLO 2026-49, Ltd.
c/o Appleby Global Services (Cayman) Limited
Suite 210
2nd Floor, Windward III
Regatta Office Park, PO Box 500
Grand Cayman KY1-1106, Cayman Islands
Attention: The Directors

OCP CLO 2026-49 LLC
c/o Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711