

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

FORM 10-K/A  
(Amendment No. 1)

(Mark One)

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

FOR THE FISCAL YEAR ENDED December 31, 2024

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

COMMISSION FILE NUMBER: 814-01180

**Runway Growth Finance Corp.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation)  
**205 N. Michigan Ave., Suite 4200**  
**Chicago, Illinois**  
(Address of principal executive offices)

**47-5049745**  
(I.R.S. Employer Identification No.)

**60601**  
(Zip Code)

**(312) 698-6902**

(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
Common Stock, par value \$0.01 per share	RWAY	Nasdaq Global Select Market LLC
7.50% Notes due 2027	RWAYL	Nasdaq Global Select Market LLC
8.00% Notes due 2027	RWAYZ	Nasdaq Global Select Market LLC

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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, 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

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the Registrant's common stock held by non-affiliates of the Registrant as of the last day of the Registrant's most recently completed second fiscal quarter was approximately \$322 million based upon the last close price of \$11.76 reported for such date on the Nasdaq Global Select Market LLC.

There were 37,347,428 shares of the Registrant's common stock outstanding as of March 18, 2025.

Auditor Firm ID: 34

Auditor Name: Deloitte & Touche LLP

Auditor Location: New York, New York

**Documents Incorporated by Reference:** Portions of the registrant's Proxy Statement for its 2025 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K are incorporated by reference into Part III of this Form 10-K.

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## EXPLANATORY NOTE

Runway Growth Finance Corp. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Amendment”) to the Company’s annual report on Form 10-K for the year ended December 31, 2024 (the “Form 10-K”), filed with the Securities and Exchange Commission on March 20, 2025 (the “Original Filing”).

This Amendment is being filed for the purpose of correcting the Report of RSM US LLP included in the Original Filing (the “Report”) to correct the administrative error related to the date the Report was issued. The changes made to the Report do not in any way change the conclusions expressed in the Report included in the Form 10-K.

Additionally, the Company is filing herewith a consent of Deloitte & Touche LLP to incorporate by reference into the Registration Statement on Form N-2 (File No. 333-284781) of its report dated March 20, 2025, relating to the consolidated financial statements of the Company, and the related notes, appearing in the Form 10-K.

The cover page attached hereto has been updated to reflect the Amendment and to state the Company’s intent to incorporate by reference portions of the Company’s proxy statement for its 2025 annual meeting of stockholders into Part III of its Form 10-K.

As required by Rule 12b-15 under Securities Exchange Act of 1934, as amended, the Amendment includes certifications from the Company’s principal executive officer and principal financial officer dated as of the filing of this Amendment. As this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. The Company is not including new certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment.

The Amendment does not affect any other items in the Original Filing, including the Company’s financial statements and the notes to the financial statements. Except as otherwise indicated, the Amendment speaks as of the date of the Original Filing and reflects only the changes discussed above. Accordingly, this Amendment should be read in conjunction with the Original Filing.

**PART II**

**Item 8. Consolidated Financial Statements and Supplementary Data.**

**Index to Audited Consolidated Financial Statements**

**The following document is being filed as part of this Amendment:**

[Report of Independent Registered Public Accounting Firm \(RSM US LLP; Chicago, Illinois, PCAOB ID No. 49\)](#)

**The following documents were included in the Original Filing:**

[Report of Independent Registered Public Accounting Firm \(Deloitte & Touche LLP; New York, New York, PCAOB ID No. 34\)](#)

[Consolidated Statements of Assets and Liabilities as of December 31, 2024 and 2023](#)

[Consolidated Statements of Operations for the years ended December 31, 2024, 2023 and 2022](#)

[Consolidated Statements of Changes in Net Assets for the years ended December 31, 2024, 2023 and 2022](#)

[Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022](#)

[Consolidated Schedules of Investments as of December 31, 2024 and 2023](#)

[Notes to Consolidated Financial Statements](#)

## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Runway Growth Finance Corp.

### Opinion on the Financial Statements

We have audited the accompanying consolidated statement of assets and liabilities of Runway Growth Finance Corp. and its subsidiary (the Company), including the consolidated schedule of investments, as of December 31, 2023, the related consolidated statements of operations, changes in net assets, and cash flows for each of the two years in the period ended December 31, 2023, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations, changes in net assets and cash flows for each of the two years in the period ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of investments owned as of December 31, 2023, by correspondence with the custodians and other appropriate procedures where replies were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ RSM US LLP

We served as the Company's auditor from 2015 to January 23, 2025.

Chicago, Illinois  
March 7, 2024

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

The following documents are filed or incorporated by reference as part of the Company's Annual Report on Form 10-K:

#### (a) Consolidated Financial Statements

(1) Consolidated Financial Statements:

[Report of Independent Registered Public Accounting Firm \(Deloitte & Touche LLP; New York, New York, PCAOB ID No. 34\)\\*\\*](#)  
[Report of Independent Registered Public Accounting Firm \(RSM US LLP; Chicago, Illinois, PCAOB ID No. 49\) \\*](#)  
[Consolidated Statements of Assets and Liabilities as of December 31, 2024 and 2023 \\*\\*](#)  
[Consolidated Statements of Operations for the years ended December 31, 2024, 2023 and 2022 \\*\\*](#)  
[Consolidated Statements of Changes in Net Assets for the years ended December 31, 2024, 2023 and 2022 \\*\\*](#)  
[Consolidated Statements of Cash Flows for the years ended December 31, 2024, 2023 and 2022 \\*\\*](#)  
[Consolidated Schedules of Investments as of December 31, 2024 and 2023 \\*\\*](#)  
[Notes to Consolidated Financial Statements \\*\\*](#)

\* Filed herewith.

\*\* Filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024, filed on March 20, 2025.

#### Exhibits

The following exhibits are filed as part of this report or hereby incorporated by reference to exhibits previously filed with the SEC:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Articles of Amendment and Restatement<sup>(1)</sup></a>
<a href="#">3.2</a>	<a href="#">Articles of Amendment<sup>(13)</sup></a>
<a href="#">3.3</a>	<a href="#">Second Amended and Restated Bylaws<sup>(13)</sup></a>
<a href="#">4.1</a>	<a href="#">Description of Securities<sup>(9)</sup></a>
<a href="#">4.2</a>	<a href="#">Indenture, dated July 28, 2022, by and between Runway Growth Finance Corp. and U.S. Bank Trust Company, National Association, as trustee<sup>(19)</sup></a>
<a href="#">4.3</a>	<a href="#">First Supplemental Indenture, dated July 28, 2022, by and between Runway Growth Finance Corp. and U.S. Bank Trust Company, National Association, as trustee<sup>(19)</sup></a>
<a href="#">4.4</a>	<a href="#">Form of Global Note 7.50% Note Due 2027 (included as part of Exhibit 4.3)<sup>(19)</sup></a>
<a href="#">4.5</a>	<a href="#">Second Supplemental Indenture, dated December 7, 2022, by and between Runway Growth Finance Corp. and U.S. Bank Trust Company, National Association, as trustee<sup>(20)</sup></a>
<a href="#">4.6</a>	<a href="#">Form of Global Note 8.00% Note Due 2027 (included as part of Exhibit 4.5)<sup>(20)</sup></a>

- [9.1](#) [Voting Proxy of OCM Growth Holdings, LLC in favor of Runway Growth Credit Fund Inc.](#)<sup>(3)</sup>
- [10.1](#) [Second Amended and Restated Investment Advisory Agreement between Runway Growth Credit Fund Inc. and Runway Growth Capital LLC, as the investment adviser](#)<sup>(4)</sup>
- [10.2](#) [Third Amended and Restated Investment Advisory Agreement between Runway Growth Finance Corp. and Runway Growth Capital LLC, as the investment adviser](#)<sup>(26)</sup>
- [10.3](#) [Amended and Restated Administration Agreement between Runway Growth Credit Fund Inc. and Runway Administrator Services, LLC, as the administrator](#)<sup>(12)</sup>
- [10.4](#) [Stockholder Agreement between Runway Growth Credit Fund Inc. and OCM Growth Holdings, LLC](#)<sup>(1)</sup>
- [10.5](#) [Custody Agreement between Runway Growth Credit Fund Inc. and U.S. Bank National Association, as the custodian dated as of December 16, 2016](#)<sup>(1)</sup>
- [10.6](#) [First Amendment to Custody Agreement between Runway Growth Finance Corp. and U.S. Bank National Association, as the custodian, dated as of August 3, 2023](#)<sup>(23)</sup>
- [10.7](#) [Amended and Restated Dividend Reinvestment Plan](#)<sup>(17)</sup>
- [10.8](#) [Form of Indemnification Agreement](#)<sup>(5)</sup>
- [10.9](#) [Trademark License Agreement by and between Runway Growth Capital LLC and the Runway Growth Finance Corp.](#)<sup>(16)</sup>
- [10.10](#) [Transfer Agent Agreement by and between American Stock Transfer & Trust Company, LLC and the Registrant](#)<sup>(7)</sup>
- [10.11](#) [Credit Agreement, dated as of May 31, 2019, by and among the Company, as borrower, KeyBank National Association, as administrative agent and syndication agent, CIBC Bank USA, as documentation agent, U.S. Bank National Association, as paying agent, the guarantors from time to time party thereto, and the lenders from time to time party thereto](#)<sup>(8)</sup>
- [10.12](#) [First Amendment to Credit Agreement, dated as of November 10, 2020, among the Company, as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; and U.S. Bank National Association, as paying agent](#)<sup>(10)</sup>
- [10.13](#) [Second Amendment to Credit Agreement, dated as of December 2, 2020, among the Company, as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; MUFG Union Bank, N.A., as co-documentation agent and lender; and U.S. Bank National Association, as paying agent](#)<sup>(11)</sup>
- [10.14](#) [Third Amendment to Credit Agreement, dated as of June 1, 2021, among the Company, as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; MUFG Union Bank, N.A., as co-documentation agent and lender; and U.S. Bank National Association, as paying agent](#)<sup>(14)</sup>
- [10.15](#) [Fourth Amendment to Credit Agreement, dated as of August 3, 2021, among Runway Growth Credit Fund Inc., as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; MUFG Union Bank, N.A. as co-documentation agent and lender; and U.S. Bank National Association, as paying agent](#)<sup>(12)</sup>

- [10.16](#) [Master Note Purchase Agreement, dated December 10, 2021, by and among Runway Growth Finance Corp. and the Purchasers signatory thereto<sup>\(15\)</sup>](#)
- [10.17](#) [First Supplement to Note Purchase Agreement, dated April 13, 2023, by and between Runway Growth Finance Corp. and the Purchasers party thereto<sup>\(22\)</sup>](#)
- [10.18](#) [Fifth Amendment to Credit Agreement, dated as of October 19, 2021, among Runway Growth Finance Corp., as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; MUFG Union Bank, N.A. as co-documentation agent and lender; and U.S. Bank National Association, as paying agent<sup>\(17\)</sup>](#)
- [10.19](#) [Amended and Restated Credit Agreement, dated as of April 20, 2022, among Runway Growth Finance Corp., as borrower; the financial institutions party thereto as lenders; KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent and lender; MUFG Union Bank, N.A. as co-documentation agent and lender; and U.S. Bank National Association, as paying agent<sup>\(18\)</sup>](#)
- [10.20](#) [Second Amendment to the Amended and Restated Credit Agreement, dated as of January 4, 2023, among Runway Growth Finance Corp., as borrower; the financial institutions parties thereto as lenders; and KeyBank National Association, as administrative agent and lender; CIBC Bank USA, as documentation agent; MUFG Union Bank, Ltd \(as successor-in-interest to MUFG Union Bank, N.A.\), as documentation agent; and U.S. Bank Trust Company, National Association, as paying agent<sup>\(21\)</sup>](#)
- [10.21](#) [Third Amendment to the Amended and Restated Credit Agreement, dated as of March 24, 2023, among Runway Growth Finance Corp., as borrower, the financial institutions party thereto as lenders, KeyBank National Association, as administrative and lender, CIBC Bank USA, as documentation, MUFG Bank, Ltd. \(as successor in interest to MUFG Bank, N.A.\), as co-documentation agent, and U.S. Bank Trust Company, National Association, as paying agent<sup>\(28\)</sup>](#)
- [10.22](#) [Fourth Amendment to the Amended and Restated Credit Agreement, dated as of December 4, 2023, among Runway Growth Finance Corp., as borrower, the financial institutions party thereto as lenders, KeyBank National Association, as administrative agent and lender, CIBC Bank USA, as documentation agent, MUFG Bank, Ltd. \(as successor in interest to MUFG Union Bank, N.A.\), as co-documentation agent, and U.S. Bank Trust Company, National Association, as paying agent<sup>\(24\)</sup>](#)
- [10.23](#) [Joinder Agreement and Facility Amount Increase, dated as of December 4, 2023, among Runway Growth Finance Corp., as borrower, the financial institutions party thereto as lenders, and KeyBank National Association, as administrative agent<sup>\(24\)</sup>](#)
- [10.24](#) [Fifth Amendment to the Amended and Restated Credit Agreement, dated as of November 22, 2024, among Runway Growth Finance Corp., as borrower, the financial institutions party thereto as lenders, KeyBank National Association, as administrative agent and lender, CIBC Bank USA, as documentation agent, MUFG Bank, Ltd. \(as successor in interest to MUFG Union Bank, N.A.\), as co-documentation agent, and U.S. Bank Trust Company, National Association, as paying agent<sup>\(28\)</sup>](#)
- [10.25](#) [Sixth Amendment to the Amended and Restated Credit Agreement, dated as of March 18, 2025, among Runway Growth Finance Corp., as borrower, the financial institutions party thereto as lenders, KeyBank National Association, as administrative agent and lender, CIBC Bank USA, as documentation agent, MUFG Bank, Ltd. \(as successor in interest to MUFG Union Bank, N.A.\), as co-documentation agent, and U.S. Bank Trust Company, National Association, as paying agent<sup>\(29\)</sup>](#)
- [11.1](#) [Computation of Per Share Earnings \(Included in the notes to the consolidated financial statements contained in this report\)<sup>\(29\)</sup>](#)

<a href="#">14.1</a>	<a href="#">Joint Code of Ethics<sup>(25)</sup></a>
<a href="#">19.1</a>	<a href="#">Insider Trading Policy and Procedures<sup>(29)</sup></a>
21.1	List of Subsidiaries: P3 Holdco LLC – Delaware
<a href="#">23.1</a>	<a href="#">Consent of RSM US LLP<sup>(29)</sup></a>
<a href="#">23.2</a>	<a href="#">Consent of Deloitte &amp; Touche LLP*</a>
<a href="#">31.1</a>	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended*</a>
<a href="#">31.2</a>	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended*</a>
<a href="#">32.1</a>	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002<sup>(29)</sup></a>
<a href="#">32.2</a>	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002<sup>(29)</sup></a>
<a href="#">97.1</a>	<a href="#">Policy Relating to Recovery of Erroneously Awarded Compensation<sup>(29)</sup></a>
101.INS	Inline XBRL Instance Document-the instance document does not appear in the Interactive Data File as its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104	Cover page formatted as Inline XBRL and contained in Exhibit 101

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\* Filed herewith.

- (1) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on December 19, 2016.
- (2) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on June 14, 2017.
- (3) Previously filed as an exhibit to the Company’s Annual Report on Form 10-K filed with the SEC on March 29, 2017.
- (4) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on May 28, 2021.
- (5) Previously filed as an exhibit to the Company’s Registration Statement on Form 10 (File No. 000-55544) filed with the SEC on February 12, 2016.
- (6) Previously filed as an exhibit to the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 9, 2017.
- (7) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on December 28, 2018.
- (8) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on June 06, 2019.
- (9) Previously filed as an exhibit to the Company’s Annual Report on Form 10-K filed with the SEC on March 20, 2020.
- (10) Previously filed as an exhibit to the Company’s Quarterly Report on Form 10-Q filed with the SEC on November 12, 2020.
- (11) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on December 4, 2020.
- (12) Previously filed as an exhibit to the Company’s Quarterly Report on Form 10-Q filed with the SEC on August 5, 2021.
- (13) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on August 19, 2021.
- (14) Previously filed as an exhibit to the Company’s Registration Statement on Form N-2 (File No. 333-259824) filed with the SEC on September 27, 2021.
- (15) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on December 13, 2021.
- (16) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on September 23, 2021.
- (17) Previously filed as an exhibit to the Company’s Annual Report on Form 10-K filed with the SEC on March 14, 2022.
- (18) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on April 20, 2022.
- (19) Previously filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on July 28, 2022.

- (20) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on December 7, 2022.
- (21) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on January 9, 2023.
- (22) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on April 14, 2023.
- (23) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2023.
- (24) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on December 6, 2023.
- (25) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on January 29, 2025.
- (26) Previously filed as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on January 31, 2025.
- (27) Previously filed as an exhibit to the Company's Registration Statement on Form N-2 filed with the SEC on February 7, 2025.
- (28) Previously filed as an exhibit to the Company's Registration Statement on Form N-2/A filed with the SEC on March 19, 2025.
- (29) Previously filed as an exhibit to the Company's Annual Report on Form 10-K filed with the SEC on March 20, 2025.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**RUNWAY GROWTH FINANCE CORP.**

Date: March 27, 2025

By:  
/s/ R. David Spreng  
R. David Spreng  
President and Chief Executive Officer  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 27, 2025

By:  
/s/ R. David Spreng  
R. David Spreng  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: March 27, 2025

By:  
/s/ Thomas B. Raterman  
Thomas B. Raterman  
Chief Financial Officer, Chief Operating Officer, Treasurer and Secretary  
(Principal Financial and Accounting Officer)

Date: March 27, 2025

By:  
/s/ Ted Goldthorpe  
Ted Goldthorpe  
Chairman of the Board of Directors

Date: March 27, 2025

By:  
/s/ Gary Kovacs  
Gary Kovacs  
Director

Date: March 27, 2025

By:  
/s/ Catherine Frey  
Catherine Frey  
Director

Date: March 27, 2025

By:  
/s/ Julie Persily  
Julie Persily  
Director

Date: March 27, 2025

By:  
/s/ Jennifer Kwon Chou  
Jennifer Kwon Chou  
Director

Date: March 27, 2025

By:  
/s/ Robert Warshauer  
Robert Warshauer  
Director

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Date: March 27, 2025

By:  
/s/ Alexander Duka  
Alexander Duka  
Director

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement of Runway Growth Finance Corp. (the “Company”) on Form N-2 (File No. 333-284781) of our report dated March 20, 2025, relating to the consolidated financial statements of the Company appearing in this Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

New York, New York  
March 27, 2025

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**Certification of Chief Executive Officer  
pursuant to Rule 13a-14 under the Exchange Act of 1934, as adopted  
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, R. David Spreng, as Chief Executive Officer, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K of Runway Growth Finance Corp.;
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 report;

Date: March 27, 2025

/s/ R. David Spreng  
\_\_\_\_\_  
R. David Spreng  
Chief Executive Officer  
(Principal Executive Officer)  
Runway Growth Finance Corp.

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**Certification of Chief Financial Officer  
pursuant to Rule 13a-14 under the Exchange Act of 1934, as adopted  
pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Thomas B. Raterman, as Chief Financial Officer, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K of Runway Growth Finance Corp.;
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 report;

Date: March 27, 2025

/s/ Thomas B. Raterman  
\_\_\_\_\_  
Thomas B. Raterman  
Chief Financial Officer  
(Principal Financial Officer)  
Runway Growth Finance Corp.

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