

Company number: 10409029

THE COMPANIES ACT 2006

WRITTEN RESOLUTION OF

TRAFALGAR ENTERTAINMENT GROUP LIMITED (THE "COMPANY")

7 May 2021 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution 1 is passed as an ordinary resolution and the following resolution 2 is passed as a special resolution (the "**Resolutions**").

Ordinary Resolution

Authority to allot

- 1 **THAT**, in accordance with Article 9.1, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to:
 - 1.1 6,112,620 A ordinary shares of £1.00 each in the capital of the Company (or, if any more senior class of shares in the capital of the Company is in issue on the relevant date, shares of that most senior class then in issue); plus
 - 1.2 1,251,487 B ordinary shares of £1.00 each in the capital of the Company.

This authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

Disapplication of pre-emption rights

- 2 **THAT**, pursuant to Article 9.4, and subject to the passing of Resolution 1, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 1, and the provisions of Articles 9.2 and 9.3 shall not apply to such grant of right to subscribe for, or allotment of, such equity securities.

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AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions. The undersigned, being the shareholders of the Company and entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by **BARINGS ASSET-BASED INCOME FUND (US)**, LP acting by its general partner, **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, acting by its managing member, **BARINGS LLC**, acting by:)



Name: Michael Baumstein

Signed by **BARINGS ASSET-BASED INCOME FUND (CAYMAN)**, LP acting by its general partner, **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, acting by its managing member, **BARINGS LLC**, acting by:)



Name: Michael Baumstein

Signed by **BARINGS INVESTMENT FUND (LUX) SCSp**, SICAV-RAIF, acting in relation to sub-fund **BARINGS ASSET-BASED INCOME FUND (LUX)**, represented and acting through its general partner **BARINGS INVESTMENT FUND (LUX) GP S.A R.L.**, itself represented by:)

Name: _____

AGREEMENT

Please read the notes at the end of this document before signing your agreement to the Resolutions. The undersigned, being the shareholders of the Company and entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by **BARINGS ASSET-BASED INCOME FUND (US)**, LP acting by its general partner, **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, acting by its managing member, **BARINGS LLC**, acting by:)

.....
Name:

Signed by **BARINGS ASSET-BASED INCOME FUND (CAYMAN)**, LP acting by its general partner, **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, acting by its managing member, **BARINGS LLC**, acting by:)

.....
Name:

Signed by **BARINGS INVESTMENT FUND (LUX) SCSp, SICAV-RAIF**, acting in relation to sub-fund **BARINGS ASSET-BASED INCOME FUND (LUX)**, represented and acting through its general partner **BARINGS INVESTMENT FUND (LUX) GP S.A R.L.**, itself represented by:)



Name: Alan Behen

Signed by **SIR HOWARD PANTER**

)
)

H. Panter

Signed by **DAME ROSEMARY SQUIRE**

)
)

R. Squire

Signed by **HELEN JOHNSTONE ENRIGHT**

)
)

H. Enright

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to ahill@trafalgarentertainment.com
2. If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless within 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.