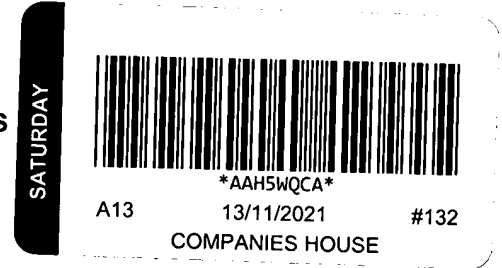


Company Number: 10409029

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**TRAFALGAR ENTERTAINMENT GROUP LIMITED**  
**(the "Company")**



**10 June 2021**

**(the "Circulation Date")**

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

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Companies Act 2006 (the 'Act'), the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares up to a maximum aggregate nominal value of £1,319,194 provided that this authority shall expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), 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 subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act save for any authority conferred by the Company's articles of association.

**SPECIAL RESOLUTION**

2. THAT, subject to the passing of resolution 1 above, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) as if all rights of pre-emption (howsoever arising) did not apply to such allotment, provided that this power shall:
  - a) be limited to the allotment of equity securities up to a maximum aggregate nominal value of £1,319,194; and
  - b) expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 570 of the Act.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:



Signed by  
**BARINGS LLC**, in its capacity as managing member of **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, as general partner of and acting for and on behalf of **BARINGS ASSET-BASED INCOME FUND (US), LP**  
Date: June 10, 2021



Signed by  
**BARINGS LLC**, in its capacity as managing member of **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, as general partner of and acting for and on behalf of **BARINGS ASSET-BASED INCOME FUND (CAYMAN), LP**  
Date: June 10, 2021



Signed by  
**BARINGS INVESTMENT FUND (LUX) GP S.A R.L.**, as general partner of and for and on behalf of **BARINGS INVESTMENT FUND (LUX) SCSp, SICAV-RAIF**, acting in relation to sub-fund **BARINGS INVESTMENT FUND (LUX) - BARINGS ASSET-BASED INCOME FUND (LUX)**, acting by its sub-advisor **BARINGS LLC**  
Date: June 10, 2021

Signed by  
**SIR HOWARD PANTER**  
Date:

Signed by  
**DAME ROSEMARY SQUIRE**  
Date:

Signed by  
**HELEN JOHNSTONE ENRIGHT**  
Date:

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions:

Signed by

**BARINGS LLC**, in its capacity as managing member of **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, as general partner of and acting for and on behalf of **BARINGS ASSET-BASED INCOME FUND (US), LP**

Date:

Signed by

**BARINGS LLC**, in its capacity as managing member of **BARINGS ASSET-BASED INCOME FUND (US) GP, LLC**, as general partner of and acting for and on behalf of **BARINGS ASSET-BASED INCOME FUND (CAYMAN), LP**

Date:

Signed by

**BARINGS INVESTMENT FUND (LUX) GP S.A R.L.**, as general partner of and for and on behalf of **BARINGS INVESTMENT FUND (LUX) SCSp, SICAV-RAIF**, acting in relation to sub-fund **BARINGS INVESTMENT FUND (LUX) - BARINGS ASSET-BASED INCOME FUND (LUX)**, acting by its sub-advisor **BARINGS LLC**

Date:



Signed by

**SIR HOWARD PANTER**

Date: 10.6.21



Signed by

**DAME ROSEMARY SQUIRE**

Date: 10.6.21



Signed by

**HELEN JOHNSTONE ENRIGHT**

Date: 10.6.21

## 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 methods:
  - By Hand: delivering the signed copy to Alexander Schmidt, Trafalgar Entertainment Group Limited, Ashcombe Court, Woolsack Way, Godalming, United Kingdom, GU7 1LQ;
  - Post: returning the signed copy by post to Alexander Schmidt, Trafalgar Entertainment Group Limited, Ashcombe Court, Woolsack Way, Godalming, United Kingdom, GU7 1LQ; or
  - E-mail: by attaching a scanned copy of the signed document and sending it to [aschmidt@trafalgarentertainment.com](mailto:aschmidt@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, by a date falling 28 days after 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. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.