

Registration number: 04560726

NOTICE OF RESOLUTIONS
of
BARINGS EMERGING EMEA OPPORTUNITIES PLC

Passed 21 January 2021

At the Annual General Meeting of the above-named Company, duly convened and held on 21 January 2021, the following Resolutions were passed:-

ORDINARY BUSINESS

ORDINARY RESOLUTION

11. THAT:

in substitution for any existing authority, the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or convert any security into shares in the Company (within the meaning of Section 551 of the Companies Act 2006 (the "Act")) up to an aggregate nominal amount of £122,439, (being approximately 10% of the issued share capital of the Company as at 9 December 2020 being the latest practicable date prior to the publication of this notice of meeting, excluding shares held in treasury at that date) PROVIDED THAT this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make one or more offers or agreements which would or might require relevant securities to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot relevant securities or grant rights to subscribe for or convert securities into shares in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

12. THAT:

subject to the passing of resolution 11 above, the Directors of the Company be and are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (as defined within Section 560 of the Act) for cash under the authority given by that resolution and/or to transfer treasury shares where such a transfer is treated as an allotment of equity securities under Section 560(3) of the Act, in each case free of the restriction in Section 561(1) of the Act, such power to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) in the case of the authority granted under resolution 11 of the Notice and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under Section 560(3)

of the Act, to the allotment or such transfer (in each case otherwise than under paragraph (a) above) up to a nominal amount of £122,439,

such power to apply until the earlier of the conclusion of the annual general meeting of the Company in 2022 or 20 April 2022, but during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended.

13. THAT:

the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 10 pence each in the capital of the Company (the “shares”) provided that:

(a) the maximum number of shares hereby authorised to be purchased shall be 1,835,361 (being approximately 14.99% of the issued share capital of the Company as at 9 December 2020 being the latest practicable date prior to the publication of this notice of meeting, excluding shares held in treasury);

(b) the minimum price (exclusive of any expenses) which may be paid for a share is 10 pence;

(c) the maximum price (exclusive of any expenses) which may be paid for a share is an amount equal to the highest of:

(i) 105% of the average of the middle market quotations for a share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is purchased; or

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;

(d) the authority hereby conferred shall expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2022 or 20 April 2022, unless such authority is renewed prior to such time;

(e) the Company may make a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority which will be or may be executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract; and

(f) all shares purchased pursuant to the said authority shall be either:

(i) cancelled immediately upon completion of the purchase; or

(ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Act.

14. THAT:

a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.