

**BARINGS BDC, INC. (“BBDC”)
BARINGS CAPITAL INVESTMENT CORPORATION (“BCIC”)
BARINGS PRIVATE CREDIT CORPORATION (“BPCC”)
(each a “Company”)**

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Charter is intended to serve as guidelines and as a component of the flexible framework within which the relevant Board of Director (the “Board”) of BBDC, BCIC and BPCC, assisted by each of their committees, oversees the affairs of the relevant Company. While it should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the relevant Company’s articles of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

A Nominating and Governance Committee (each a “Committee”) shall be appointed by the relevant Board to (1) identify and recommend for nomination individuals qualified to become Board members, consistent with the criteria approved by the relevant Board; (2) recommend to the relevant Board members for each Board committee; (3) recommend and oversee the annual evaluation of the relevant Board; and (4) review and recommend governance policies and the Code of Business Conduct and Ethics of the relevant Company.

Each Committee shall perform such other duties as assigned by the relevant Board, and shall make regular reports to the relevant Board. Each Committee shall have the sole authority to retain at the relevant Company’s expense such consultants or advisors as the relevant Committee may deem necessary or appropriate to carry out its duties under this Charter. Each Committee shall have the sole authority to retain and terminate any search firm to be used to identify any director candidate, including sole authority to approve the search firm’s fees and other retention terms.

Each Committee may form, and delegate authority to, subcommittees when appropriate, as determined by such Committee.

II. Composition of the Committees

Each Committee shall have no fewer than three (3) members, including a chairperson. The size of each Committee shall be designated annually by the relevant Board. All members of each Committee will meet the independence standards established by the listing standards of the New York Stock Exchange and other applicable law or regulation.

The members of each Committee and such Committee’s chairperson shall be appointed by the relevant Board and shall continue to serve until their successors are elected and qualified, or until their earlier resignation or removal. The relevant Board may remove any member of a Committee, and may remove the chairperson from the position of chairperson, with or without cause, at any time. The chairperson shall convene and chair all sessions of a Committee, set agendas for Committee meetings, determine the information needs of a Committee and be

responsible for communicating all decisions and recommendations of a Committee to the Board in a timely manner. Each Committee Chairperson shall also serve as the lead independent Director of the relevant Company with respect to interactions with Independent Directors' counsel and management.

III. Committee Meetings

Each Committee shall meet as often as necessary or appropriate to fulfill its duties upon the notice provided for meetings of the relevant Board but not less than one (1) time per year in a regular session. A majority of a Committee shall constitute a quorum and a Committee shall act only on the affirmative vote of a majority of the members present at a meeting, or by unanimous written consent, when deemed necessary or desirable by a Committee or its chairperson.

Each Committee may direct appropriate members of the relevant Company's investment adviser to prepare draft agendas and related background information for each committee meeting and may invite such members of management and other persons to its meetings as it may deem desirable or appropriate.

IV. Recommendations for Membership on Other Committees

Each Committee shall recommend to the relevant Board the membership and chairs of the various other committees of the relevant Board.

All members of the relevant Board committees shall meet the standards of independence as required by the listing standards of the New York Stock Exchange and other applicable law or regulation.

In recommending a candidate for Audit Committee membership, each Committee shall provide to the relevant Board such Committee's assessment of whether such candidate would be an "audit committee financial expert," as defined by the rules of the Securities and Exchange Commission.

V. Review of Charter and Committee Evaluation

Each Committee shall review the adequacy of this Charter annually and recommend changes, if necessary, to the relevant Board.

Each Committee shall review annually its performance and recommend changes, if appropriate.

VI. Corporate Governance

Each Committee shall at least annually review and reassess the adequacy of the Corporate Governance Guidelines and Code of Business Conduct and Ethics of the relevant Company and propose changes, if appropriate, to the relevant Board for approval.

Each Committee shall review periodically with the relevant Company's counsel: (1) new legislation, regulations and other developments relating to corporate governance, and (2) the

compliance process relating to executive officer and director compliance with the Corporate Governance Guidelines and Code of Business Conduct and Ethics and recommend to the relevant Board any remedial actions deemed necessary or appropriate.

VII. Identification of Prospective Board Members and Nomination of Directors

Each Committee shall recommend to the relevant Board (1) nominees to fill any vacancies created on the relevant Board; and (2) prior to the annual meeting of stockholders, a slate of nominees for election and reelection as directors by the stockholders of the relevant Company at the annual meeting.

Each Committee will review and consider candidates who may be suggested by any director or executive officer of the relevant Company, or by any stockholder if the suggestion is made in accordance with the relevant Company's articles of incorporation, bylaws and applicable law.

In considering possible candidates for nomination, each Committee shall be guided by the following: (1) the composition of the relevant Board shall include a majority of independent directors as determined by the New York Stock Exchange and other applicable law or regulation; (2) each director shall be chosen with consideration of the relevant Board's current composition, including overall business expertise, gender, cultural and racial diversity, and commitment to the relevant Company's view that such diversity in qualified Board members is a valuable component of good corporate governance; (3) each director nominee shall be of the highest character and integrity and possess an inquiring mind, vision and the ability to work well with others; (4) each director shall be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director; (5) each shall possess experience which would be of particular importance to the relevant Company; (6) each shall have sufficient time to devote to the affairs of the relevant Company, including consistent attendance of the relevant Board and committee meetings and advance review of materials; (7) each director nominee shall understand his or her responsibility to act in the best interests of the relevant Company and all of its stockholders; and (8) the composition of the relevant Board shall be diversified.

VIII. Board Evaluation

Each Committee shall evaluate annually the structure of the relevant Board and all committees to assure that the skills and experiences of the directors are being deployed in the best interests of the relevant Company.

Each Committee shall annually evaluate the relevant Board's and the committees' performance and recommend to the relevant Board any changes which would improve the ability of the relevant Board to oversee more effectively the business and affairs of the relevant Company. This evaluation process will include a process that solicits from each Board member his or her assessment of the relevant Board's performance.

Last Approved: March 23, 2021 (BBDC and BCIC); [•], 2021 (BPCC)