

BARINGS BDC, INC.
CORPORATE GOVERNANCE GUIDELINES

I. Role of the Board

1.1 General

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Barings BDC, Inc. (the “Company”), to assist the Board in the exercise of its responsibilities.

1.2 Major Responsibilities

The Board of Directors, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. The Board has delegated the management of the business and affairs of the Company to Barings LLC (the “Adviser”) pursuant to an Advisory Agreement and an Administration Agreement both dated August 2, 2018. The Board represents the stockholders’ interest in obtaining meaningful financial returns on their investment in the Company and shall oversee the Adviser’s management of the Company’s assets consistent with the investment objective and strategy approved by the Board (currently, investments in senior secured private debt investments in middle market companies). The Board shall review and approve the Adviser’s services and fees annually and shall evaluate that the Adviser is capably executing its responsibilities. In performing its duties, the primary responsibility of the Board is to exercise its business judgment in the best interests of the Company’s stockholders.

The major responsibilities of the Board include:

-) Reviewing and affirming general policies and goals of the Company.
-) Providing general oversight of the business.
-) Reviewing and approving the compensation philosophy of the Company and specific compensation of Company executive officers and managing Directors, if any.
-) Approving corporate strategy and major management initiatives.
-) Providing oversight of legal, financial and ethical conduct.
-) Electing and, when necessary, replacing the Chief Executive Officer and other officers of the Company as necessary.
-) Evaluating Board processes and performance.

All major decisions are to be considered by the Board as a whole.

II. Selection and Composition of the Board

2.1 Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required by Board members in the context of the current make-up of the Board. This assessment should include issues of diversity, contribution to the meetings, the ability to work with other Directors and skills such as operational experience, financial market knowledge, investment management experience or background, etc. - all in the context of an assessment of the perceived needs of the Board at a given point in time.

2.2 Selection of New Directors

The Nominating and Corporate Governance Committee or the Independent Directors of the Board should be responsible for selecting new members and in recommending them for election by the stockholders. The Board expects the screening process to involve the direct input from the Chairman of the Board, the Chief Executive Officer and Chief Financial Officer.

2.3 Extending the Invitation to a Potential Director to Join the Board

The invitation to join the Board should be extended by the Board itself, acting through the Chairman of the Board.

III. Board Leadership

3.1 Selection of Chairman and CEO

The Board should be free to make this choice any way that seems best for the Company at a given point in time. The Board does not have a firm policy, one way or the other, on whether or not the role of the Chief Executive and Chairman should be separate and, if it is to be separate, whether the Chairman should be selected from the Independent Directors (defined in 4.3 below) or be an officer of the Company or Adviser.

3.2 Collective Responsibility

All outside Directors are expected to be active participants and share collective responsibility in the Board's activities. As such, the Board believes there should be a limit to the number of other Boards of which an outside Director should be a member.

That limit, in the Board's estimation, is three (3) so that no member of the Board can serve on more than a total of three (3) public boards (excluding the Company and mutual fund complexes) unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee. Provided however, that if a Board member is also the CEO or CFO of another company, the total number of other Boards (excluding the Company) cannot exceed two (2) public boards unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

IV. Board Composition and Performance

4.1 Size

Consistent with the Company's Bylaws, the Board believes that the size of the Board should generally be within a range of one (1) to twelve (12).

It is the sense of the Board that the current size is appropriate for the Company at this time. However, a somewhat larger or smaller size may be appropriate from time to time in order to accommodate specific circumstances.

4.2 Mix of Inside and Outside Directors

As a matter of legal regulation and policy, there must be a majority of independent Directors on the Board. The Board is willing to have members of management, in addition to the Chief Executive Officer, as Directors.

4.3 Definition of What Constitutes Independence for Outside Directors

A Director of the Company shall be considered an "Independent Director" if, in accordance with the New York Stock Exchange listing standards, the Director is not an "interested person" of the Company, as defined in Section 2(a)(19) of the 1940 Act.

The Board believes, in addition to satisfying the applicable independence standards required by the Securities Exchange Commission, the Investment Company Act of 1940, the New York Stock Exchange's listing standards, or other applicable law, there should be no current relationship between any outside Director and the Company that could be reasonably construed in any way to compromise any Board member being designated independent.

4.4 Former Chief Executive Officer's Board Membership

The Board believes this is a matter to be decided in each individual instance. It is assumed that when the Chief Executive Officer resigns from that position, he/she should submit his/her resignation from the Board at the same time.

4.5 Term Limits

The Board shall be divided into three classes, designated Class I, Class II and Class III, as nearly equal in number as possible, and the term of office of directors of one class shall expire at each annual meeting of stockholders, and in all cases as to each director such term shall extend until his or her successor shall be elected and shall qualify or until his or her earlier resignation, removal from office, death or incapacity. The Board does not believe it should establish terms limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its philosophy and, therefore, provide an increasing contribution to the Board as a whole.

4.6 Retirement Age

It is the sense of the Board that the Directors should submit an offer to resign from service on the Board at the time of their 80th birthday. It is not the sense of the Board that in every instance that Directors who turn the age of 80 while serving on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board, acting through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances and to allow for one or more additional terms beyond the term in which the Director turns 80 years of age. If the Nominating and Corporate Governance Committee does not accept the resignation of such Director, the Director should resubmit an offer of resignation from service on the Board prior to the end of each term thereafter which the Nominating and Corporate Governance Committee shall consider and accept or reject.

4.7 Compensation Review

It is appropriate for the senior management of the Company to report once a year to the Compensation Committee the status of the Company's Board compensation in relation to other equivalent-sized BDCs and/or closed-end funds. All elements of Board compensation, if any, should be determined by the Compensation Committee.

4.8 Executive Sessions of Independent Directors

The Independent Directors of the Board will meet in regularly scheduled executive sessions at which only Independent Directors are present. In addition, members of the Board who are employees of the Adviser will be excused from Board or Committee meetings when appropriate.

4.9 Access to Outside Advisors

The Board has the authority to hire outside advisors/counsel should members feel that this is advisable.

4.10 Assessing the Board's Performance

The Board collectively should review its performance, and each committee's performance annually. This assessment should specifically review areas in which the Board and/or management believe a better contribution could be made.

4.11 Election of Directors

If an incumbent Director fails to receive the required vote for re-election, then, within 90 days following certification of the shareholder vote, the Board will act to determine whether to accept the Director's resignation. The Board may consider any factors it deems relevant in deciding whether to accept a Director's resignation. Thereafter, the Board will promptly disclose its decision-making process and decision regarding whether to accept the Director's resignation offer (or the reason(s) for rejecting the resignation offer, if applicable) in

a Current Report on Form 8-K furnished to the Securities and Exchange Commission. No Director who, in accordance with this Policy, is required to tender his or her resignation, shall participate in the Board's deliberations or determination with respect to accepting or rejecting his or her own resignation as a Director.

V. Board Relationship to Senior Management

5.1 Regular Attendance of Non-Directors at Board Meetings

The Board welcomes the regular attendance at each Board meeting of non-Board members who are members of management of the Adviser or its affiliates.

5.2 Access to Management

Board members have complete access to the Company's management. Furthermore, the Board encourages the management to, from time to time, bring individuals into Board meetings who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent individuals with future potential that management believes should be given exposure to the Board.

VI. Board Meetings

6.1 Selection of Agenda Items

The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

6.2 Materials Distributed in Advance

Information and data that is important to the Board's understanding of the business should be distributed in writing to the Board before the Board meets. Management will make every attempt to see that this material is as brief as possible while still providing the desired information.

6.3 Presentations

As a general rule, presentations on specific subjects should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions in which the subject matter is too sensitive to put on paper, the presentation will be discussed at the meeting, with sufficient time for discussion.

6.4 Board Member Expectations

Each Director is expected to be familiar with the Company's business and public disclosures, to review in advance of Board meetings related materials distributed to the Board and to attend

and participate in meetings of the Board and meetings of committees of which such Director is a member.

The proceedings and deliberations of the Board and its committees are confidential. Each Director will maintain the confidentiality of the information received in connection with his or her service as a Director.

6.5 Frequency of Meetings

The Board currently plans to meet at least quarterly at regularly scheduled meetings each year, with additional meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. Members of the Board or any committee may participate in a meeting of the Board or of a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other except to the extent as may be prohibited by applicable laws.

VII. Committee Matters

7.1 Committee Charters

Each committee will have a written charter outlining its responsibilities. Amendments to Charters will be adopted by the Board based on the recommendation of the applicable committee.

7.2 Number, Structure and Independence

The current Committee structure: Audit, Nominating and Corporate Governance and Compensation of the Company seem appropriate. The Board shall select the chairperson of each committee.

The Board believes, consistent with applicable New York Stock Exchange listing standards, that committee membership for the Audit, Nominating and Corporate Governance and Compensation Committees should consist only of Independent Directors.

There will, from time to time, be occasions in which the Board may want to form a new Committee or disband a current Committee depending upon the circumstances.

7.3 Assignment and Rotation of Members

The Nominating and Corporate Governance Committee is responsible, after consultation with the Chief Executive Officer and with consideration of the desires of individual Board members, for the recommendation for assignment of Board members to various Committees.

7.4 Frequency and Length of Meetings

Each Committee's Chairman, in consultation with each Committee's members, will determine the frequency and length of the meetings of his or her Committee.

7.5 Agendas

The Chairman of each Committee, in consultation with the appropriate members of senior management and staff, will develop each Committee's agenda.

VIII. Leadership Development

Succession Planning

The Chairman of the Compensation Committee and the Chief Executive Officer should establish a mechanism so that, on a continuing basis, the Chief Executive Officer's recommendation of a successor should he/she retire or be unexpectedly disabled can be made available to the Board.

IX. Miscellaneous

9.1 Director Orientation and Continuing Education

Each new Director shall be given a thorough orientation with respect to his or her duties as a Director. The orientation of new Directors will include background material, meetings with senior management and visits to the Company office. Each new Director and each new member of any Board committee also shall cooperate in fulfilling any additional orientation guidelines that may be recommended generally or on an ad hoc basis by the Nominating and Corporate Governance Committee to help assure that such Director has the necessary skills to perform his or her responsibilities as a Director and/or new member of any Board committee.

Each Director also shall cooperate in fulfilling all applicable continuing education guidelines established and periodically updated by the Nominating and Corporate Governance Committee.

9.2 Disclosure of this Policy

This policy and the committee charters will be posted on the Company's website and also will be available in print to shareholders requesting them. Such availability on the Company's website and in print will be noted in the Company's annual report to shareholders and/or the annual proxy statement.

APPROVED: February 25, 2019