
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 4, 2018

Triangle Capital Corporation

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

814-00733
(Commission
File Number)

06-1798488
(IRS Employer
Identification No.)

3700 Glenwood Avenue, Suite 530, Raleigh, North Carolina
(Address of Principal Executive Offices)

27612
(Zip Code)

Registrant's telephone number, including area code: (919) 719-4770

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01. Other Events.**Press Release**

On April 4, 2018, Triangle Capital Corporation (the "Company") issued a press release announcing the execution of (i) an Asset Purchase Agreement by and between the Company and an affiliate of Benefit Street Partners L.L.C. ("Benefit Street"), pursuant to which, subject to stockholder approval, the Company will sell its December 31, 2017 investment portfolio to funds advised by Benefit Street, and (ii) a Stock Purchase and Transaction Agreement by and between the Company and Barings LLC ("Barings"), pursuant to which, subject to stockholder approval, the Company will enter into an investment advisory agreement for Barings to become the investment adviser to the Company. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Investor Presentation

The Company and Barings have prepared an investor presentation for use on a joint conference call to be held by the Company and Barings at 9:00 a.m. ET on April 4, 2018. A copy of the investor presentation is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release, dated April 4, 2018</u>
99.2	<u>Investor Presentation, dated April 4, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Triangle Capital Corporation

Date: April 4, 2018

By: /s/ Steven C. Lilly

Steven C. Lilly
Chief Financial Officer



3700 Glenwood Ave., Ste. 530
Raleigh, NC 27612

**TRIANGLE CAPITAL CORPORATION ANNOUNCES SALE
OF INVESTMENT PORTFOLIO AND SIMULTANEOUS
EXTERNALIZATION TRANSACTION**

RALEIGH, NC – April 4, 2018, Triangle Capital Corporation (NYSE: TCAP) ("Triangle" or the "Company") announced today that it has entered into an asset purchase agreement with an affiliate of Benefit Street Partners L.L.C. ("BSP") under which the Company will sell its December 31, 2017 investment portfolio to funds advised by BSP for \$981.2 million in cash. Simultaneously therewith, the Company entered into a stock purchase and transaction agreement with Barings LLC ("Barings"), through which Barings will become the investment adviser to the Company in exchange for a payment by Barings of \$85.0 million, or \$1.78 per share, directly to the Company's shareholders. In addition, Barings will make an investment of \$100.0 million in newly issued shares of the Company's common stock at net asset value at closing. Furthermore, Barings has committed to purchase up to \$50.0 million worth of shares of the Company's common stock in the open market at a price up to and including the then-current net asset value for a period of two years post-closing, after which Barings has agreed to use any funds remaining to purchase shares from the Company at the greater of the then current net asset value and market price. Barings' total financial commitment to the transaction is \$235.0 million. Immediately following the closing of these transactions, the Company will launch a \$50.0 million issuer tender to purchase shares of its common stock at prices up to and including net asset value per share.

The sale of the December 31, 2017 investment portfolio to BSP and the \$85.0 million shareholder payment by Barings represent total cash consideration to the Company and to Triangle shareholders, net of the repayment of outstanding debt, of \$691.2 million, or approximately \$14.48 per share as of December 31, 2017, and 1.08x Triangle's December 31, 2017 net asset value per share. Net of estimated transaction expenses, other one-time charges and the repayment of outstanding debt, the sale of the Company's December 31, 2017 investment portfolio and the \$85.0 million shareholder payment represents total cash consideration to the Company and to Triangle shareholders of \$658.6 million, or approximately \$13.80 per share as of December 31, 2017, and 1.03x Triangle's December 31, 2017 net asset value. The \$13.80 per share total cash consideration to the Company and to Triangle shareholders represents a 26% premium to the April 3, 2018 closing market price of the Company's common stock.

Commenting on the two proposed transactions, E. Ashton Poole, Chairman and Chief Executive Officer of Triangle, said, "The announcement of the transactions with BSP and Barings represents the culmination of a thorough strategic review process by our Board of Directors which commenced in early November of last year. The sale of our December 31, 2017 investment portfolio for cash to BSP and the externalization of the Triangle platform by Barings delivers significant value to Triangle's shareholders and accelerates the Company's strategic transition to a senior-focused lender to the lower and middle markets. With over \$304 billion of assets under management and more than 650 investment professionals, Barings possesses the scale, scope, resources and credit discipline to be successful in today's competitive direct lending environment. We are gratified that a firm with the resources and reputation of Barings actively sought out a partnership with Triangle."

Triangle's Board of Directors has unanimously approved the asset purchase agreement, the stock purchase and transaction agreement and the transactions contemplated thereby, including the investment advisory agreement pursuant to which Barings will act as the Company's investment adviser, and, subject to certain conditions, will recommend that Triangle's shareholders approve the same, along with certain other elements of the transactions. Triangle intends to hold a special meeting of shareholders as soon as practicable to obtain the requisite shareholder approvals. The transactions are also subject to certain other closing conditions.

In conjunction with the closing of the proposed transactions, Triangle will announce the redemption of the Company's 6.375% Notes due December 15, 2022 (NYSE: TCCA) with an aggregate principal amount outstanding of \$80.5 million and the Company's 6.375% Notes due March 15, 2022 (NYSE: TCCB) with an aggregate principal amount outstanding of \$86.25 million. Both series of Notes will be redeemed, following at least 30 days' notice prior to the date determined for redemption, at a price equal to the outstanding principal amount of the Notes plus accrued interest to the date of redemption.

Based on the terms of the asset purchase agreement under which BSP is deemed to have acquired the economics of Triangle's investment portfolio at the signing thereof, the Company expects to discontinue paying a quarterly dividend starting with the second quarter of 2018. The transactions are expected to close in June or July of 2018, at which time shareholders will receive the payment of \$1.78 per share as part of the Barings externalization transaction.

Houlihan Lokey Capital Inc. served as financial adviser and Eversheds Sutherland (US) LLP served as legal counsel to Triangle. Ropes & Gray LLP acted as legal counsel to BSP. Wells Fargo Securities LLC served as financial adviser and Dechert LLP served as legal counsel to Barings.

Conference Call and Webcast Information

Triangle and Barings will hold a joint conference call to discuss the transactions today, April 4, 2018, at 9:00 a.m. ET.

A presentation outlining the transactions will be posted to the Investor Relations section of Triangle's website at <http://ir.tcap.com/events-and-presentations>.

To listen to the call, please dial 877-312-5521 or 253-237-1143 approximately 10 minutes prior to the start of the call and enter confirmation code 4099416. A taped replay will be made available approximately two hours after the conclusion of the call and will remain available until April 8, 2018. To access the replay, please dial 855-859-2056 or 404-537-3406 and enter the passcode 4099416.

The call will also be available via a live webcast on the Investor Relations section of Triangle's [website at http://ir.tcap.com/events-and-presentations](http://ir.tcap.com/events-and-presentations). Access the website 15 minutes prior to the start of the call to download and install any necessary audio software. An archived webcast replay will be available on Triangle's website until May 4, 2018.

About Triangle Capital Corporation

Triangle Capital Corporation (www.TCAP.com) invests capital in established companies in the lower middle market to fund growth, changes of control and other corporate events. Triangle offers a wide variety of debt and equity investment structures including first lien, unitranche, second lien, and mezzanine with equity components. Triangle's investment objective is to seek attractive returns by generating current income from debt investments and capital appreciation from equity related investments. Triangle's investment philosophy is to partner with business owners, management teams and financial sponsors to provide flexible financing solutions. Triangle typically invests \$5.0 million to \$50.0 million per transaction in companies with annual revenues between \$20.0 million and \$300.0 million and EBITDA between \$5.0 million and \$75.0 million.

Triangle has elected to be treated as a business development company under the Investment Company Act of 1940. Triangle has elected to be treated as a regulated investment company under the Internal Revenue Code of 1986.

About Barings LLC

Barings is a \$304+ billion global financial services firm dedicated to meeting the evolving investment and capital needs of their clients. Barings builds lasting partnerships that leverage their distinctive expertise across traditional and alternative asset classes to deliver innovative solutions and exceptional service. Part of MassMutual, Barings maintains a strong global presence with over 1,800 associates and offices in 16 countries. Learn more at www.baring.com.

About Benefit Street Partners L.L.C

Benefit Street Partners L.L.C. is a leading credit-focused alternative asset management firm with over \$24 billion in assets under management. BSP manages assets across a broad range of complementary credit strategies including private/opportunistic debt, liquid loans, high yield, special situations, long-short liquid credit and commercial real estate debt. BSP is in partnership with Providence Equity Partners L.L.C., a leading global private equity firm with more than \$50 billion in capital under management. The BSP platform was established in 2008 and is based in New York. For further information, please visit www.benefitstreetpartners.com.

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Cautionary Statement Regarding Forward-Looking Statements

This press release contains "forward-looking" statements, including statements regarding the proposed transactions. All statements, other than historical facts, including but not limited to statements regarding the expected timing of the closing of the proposed transactions; the ability of the parties to complete the proposed transactions considering the various closing conditions; the expected benefits of the proposed transactions such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of Triangle following completion of the proposed transactions; and any assumptions underlying any of the foregoing, are forward-looking statements. Forward-looking statements concern future circumstances and results and other statements that are not historical facts and are sometimes identified by the words "may," "will," "should," "potential," "intend," "expect," "endeavor," "seek," "anticipate," "estimate," "overestimate," "underestimate," "believe," "could," "project," "predict," "continue," "target" or other similar words or expressions. Forward-looking statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove to be incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the transactions may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the proposed transactions, may require conditions, limitations or restrictions in connection with such approvals or that the required approvals by the shareholders of Triangle may not be obtained; (2) the risk that the transactions contemplated by the asset purchase agreement and the stock purchase and transaction agreement may not be completed in the time frame expected by parties, or at all; (3) unexpected costs, charges or expenses resulting from the proposed transactions; (4) uncertainty of the expected financial performance of Triangle following completion of the proposed

transactions; (5) failure to realize the anticipated benefits of the proposed transactions, including as a result of delay in completing the proposed transactions; (6) the ability of Triangle and/or Barings to implement its business strategy; (7) the occurrence of any event that could give rise to termination of the agreements; (8) the risk that shareholder litigation in connection with the proposed transactions may affect the timing or occurrence of the contemplated transactions or result in significant costs of defense, indemnification and liability; (9) evolving legal, regulatory and tax regimes; (10) changes in general economic and/or industry specific conditions; and (11) other risk factors as detailed from time to time in Triangle's reports filed with the Securities and Exchange Commission ("SEC"), including Triangle's annual report on Form 10-K for the year ended December 31, 2017, periodic quarterly reports on Form 10-Q, periodic current reports on Form 8-K and other documents filed with the SEC.

Any forward-looking statements speak only as of the date of this press release. Triangle does not undertake any obligation to update any forward-looking statements, whether as a result of new information or developments, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

Additional Information and Where to Find It

In connection with the proposed transactions, Triangle plans to file with the SEC and mail to its shareholders a proxy statement on Schedule 14A (the "Proxy Statement"). The Proxy Statement will contain important information about Triangle, Barings, BSP, the proposed transactions and related matters. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT TRIANGLE, BARINGS, BSP, THE PROPOSED TRANSACTIONS AND RELATED MATTERS. Investors and security holders will be able to obtain the Proxy Statement and other documents filed with the SEC by Triangle, free of charge, from the SEC's web site at www.sec.gov and from Triangle's web site at www.TCAP.com. Investors and security holders may also obtain free copies of the Proxy Statement and other documents filed with the SEC from Triangle by contacting its Investor Relations Department at 919-747-8615.

Participants in the Solicitation

Triangle, Barings and BSP and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the shareholders of Triangle common stock in respect of the proposed transactions. Information regarding Triangle's directors and executive officers is available in its definitive proxy statement for Triangle's 2018 annual meeting of shareholders filed with the SEC on March 1, 2018 (the "TCAP 2018 Proxy Statement"), as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of the TCAP 2018 Proxy Statement. Information about the respective directors

and executive officers of Barings and BSP will be set forth in the Proxy Statement if and when it is filed with the SEC. Other information regarding the interests of the participants in the proxy solicitation will be included in the Proxy Statement if and when it becomes available. These documents can be obtained, or will be available, free of charge from the sources indicated above.

Contacts

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Triangle Capital Corporation

Barings LLC

Strategic Transaction Investor Presentation

April 4, 2018

This presentation contains forward-looking statements, including statements regarding the proposed transactions. All statements, other than historical facts, including statements regarding the expected timing of the closing of the proposed transactions; the ability of the parties to complete the proposed transactions considering the various closing conditions; the expected benefits of the proposed transactions such as improved operations, enhanced revenues and cash flow, growth potential, market profile and financial strength; the competitive ability and position of Triangle Capital Corporation ("TCAP") following completion of the proposed transactions; and any assumptions underlying any of the foregoing, are forward-looking statements. Additional factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, (1) that one or more closing conditions to the transactions may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the proposed transactions, may require conditions, limitations or restrictions in connection with such approvals or that the required approvals by the shareholders of TCAP may not be obtained; (2) the risk that the transactions contemplated by the asset purchase agreement and the stock purchase and transaction agreement may not be completed in the time frame expected by parties, or at all; (3) unexpected costs, charges or expenses resulting from the proposed transactions; (4) uncertainty of the expected financial performance of TCAP following completion of the proposed transactions; (5) failure to realize the anticipated benefits of the proposed transactions, including as a result of delay in completing the proposed transactions; (6) the ability of TCAP and/or Barings to implement its business strategy; (7) the occurrence of any event that could give rise to termination of the agreements; (8) the risk that shareholder litigation in connection with the proposed transactions may affect the timing or occurrence of the proposed transactions or result in significant costs of defense, indemnification and liability; (9) evolving legal, regulatory and tax regimes; (10) changes in general economic and/or industry specific conditions; and (11) other risk factors as detailed from time to time in TCAP's reports filed with the Securities and Exchange Commission ("SEC"), including TCAP's annual report on Form 10-K for the year ended December 31, 2017, periodic quarterly reports on Form 10-Q, periodic current reports on Form 8-K and other documents filed with the SEC.

Any forward-looking statements speak only as of the date of this press release. TCAP does not undertake any obligation to update any forward-looking statements, whether as a result of new information or developments, future events or otherwise, except as required by law.

The stated targeted returns included herein are based on a variety of factors and assumptions and involve significant elements of subjective judgment and analysis. The targeted returns are subject to uncertainties and are based upon assumptions which may prove to be invalid and may change without notice. TCAP believes the assumptions referred to above are reasonable under current circumstances; however, there can be no assurance that targeted returns will be achieved.

Available Information and Where to Find It

This communication relates to certain matters that are expected to be submitted as proposals for the consideration and approval of stockholders of Triangle Capital Corporation (the "Proposals"). In connection with the Proposals, Triangle Capital Corporation intends to file relevant materials with the SEC, including a proxy statement on Schedule 14A ("Proxy Statement"). STOCKHOLDERS OF TRIANGLE CAPITAL CORPORATION ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING ANY PROXY STATEMENT, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSALS. Investors and stockholders will be able to obtain the documents filed by Triangle Capital Corporation with the SEC free of charge at the SEC's website (<http://www.sec.gov>), at the Company's website (<http://www.tcap.com>), or by writing to the Triangle Capital Corporation at 3700 Glenwood Avenue, Suite 530 Raleigh, NC 27612, (919) 747-8615.

Participants in the Solicitations

Each of Triangle Capital Corporation and Barings LLC and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the stockholders of Triangle Capital Corporation in connection with the Proposals. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of Triangle Capital Corporation's stockholders in connection with the Proposals will be contained in the Proxy Statement when such document becomes available. This document may be obtained free of charge from the sources indicated above.

The summary descriptions and other information included herein are intended only for informational purposes and convenient reference. The information contained herein is not intended to provide, and should not be relied upon for, accounting, legal or tax advice or investment recommendations.

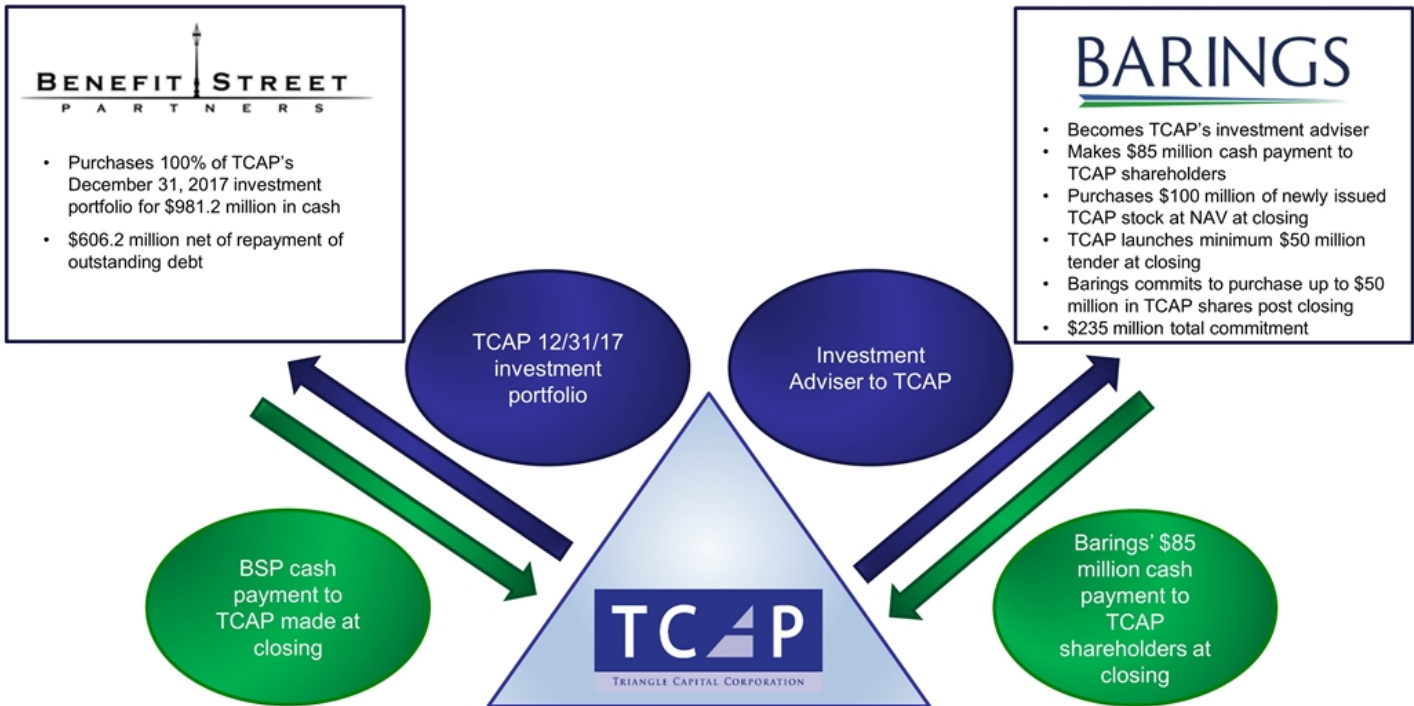
No representation or warranty, express or implied, is made as to the accuracy or completeness of the information contained herein, and nothing shall be relied upon as a promise or representation as to the future performance of Triangle Capital Corporation.

Unless otherwise stated, all Barings data presented herein is as of December 31, 2017. This presentation contains forward-looking statements based on estimates, projections, beliefs and assumptions of Barings' management at the time of such statements and are not guarantees of future performance.

- On November 1, 2017, TCAP announced its Board of Directors was initiating a review of certain strategic alternatives
- The strategic review was based on the rapidly changing dynamics within the private credit asset class in general and the BDC industry specifically
- The primary goals of TCAP's decision to review strategic alternatives were to:
 - Maximize shareholder value
 - Partner with an organization having the scale, scope and resources to help TCAP accelerate its transition to a senior-focused provider of capital to the lower and middle-markets
- The results of the Board's strategic process are outlined on the following pages

Summary of Certain Key Transaction Terms

Total Value to TCAP and to Shareholders	<ul style="list-style-type: none"> Triangle Capital and its shareholders will receive: <ol style="list-style-type: none"> Cash proceeds of \$981.2 million from the sale of 100% of TCAP's 12/31/17 investment portfolio to funds advised by Benefit Street Partners L.L.C. ("BSP") \$85 million or \$1.78 per share cash payment to shareholders from Barings LLC in connection with becoming TCAP's investment adviser Net of repayment of outstanding debt, total cash consideration to TCAP and its shareholders of \$14.48 per share, or 1.08x net asset value, based on 12/31/17 financials Net of estimated transaction expenses, other one-time charges and repayment of outstanding debt, total cash consideration of \$13.80 per share, or 1.03x net asset value, based on 12/31/17 financials
Barings' Equity Commitment	<ul style="list-style-type: none"> \$100 million equity investment in the BDC at net asset value at closing
After Market Support	<ul style="list-style-type: none"> Two-part after market support plan: <ol style="list-style-type: none"> Minimum \$50 million issuer tender offer initiated at close, with shares purchased at a price up to and including net asset value Barings committed to purchase \$50 million of shares, at prices up to and including net asset value, for two years following the close of the transaction
Timing	<ul style="list-style-type: none"> Expect to file proxy statement in April 2018 Closing expected in June or July 2018, subject to shareholder approvals and other closing conditions
Go-Forward Strategy	<ul style="list-style-type: none"> Barings initially will invest cash proceeds in a liquid debt portfolio, which will be transitioned to a private senior debt portfolio within 2 years



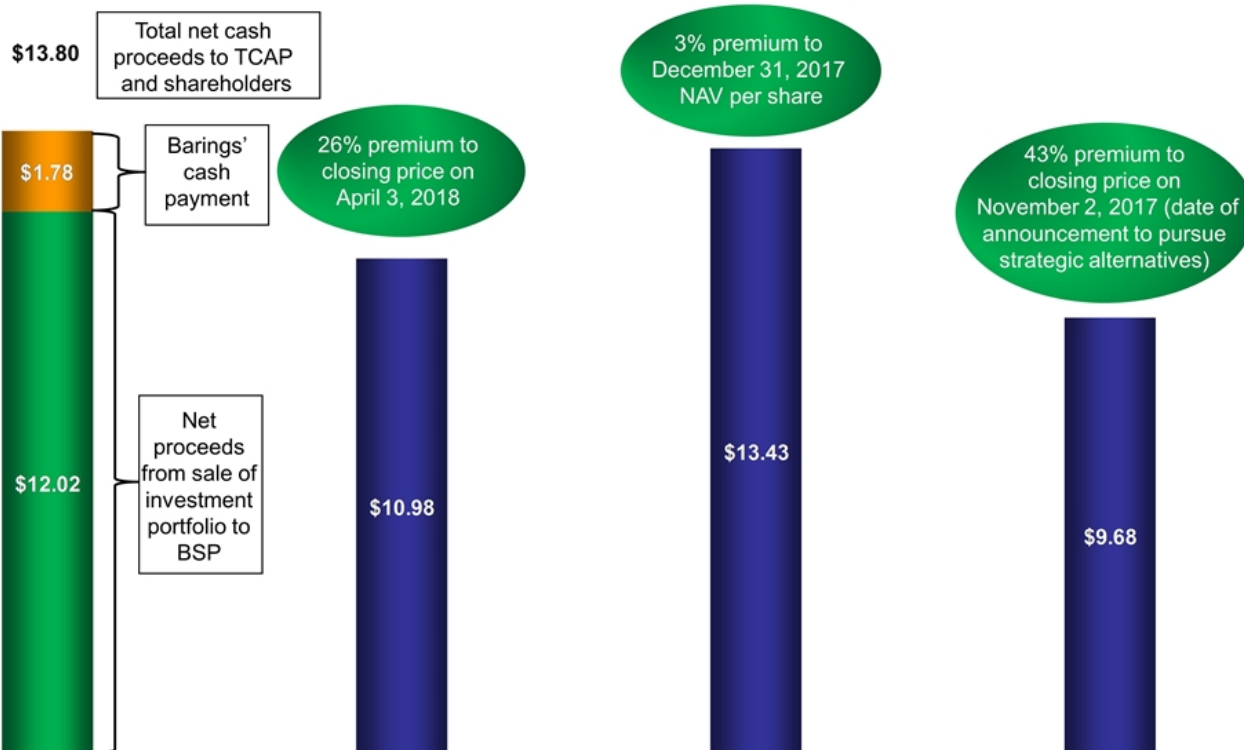
The announced transaction represents \$14.48 in total cash consideration, including \$1.78 paid directly to TCAP shareholders

Sale of 12/31/17 Investment Portfolio to Funds Advised by BSP

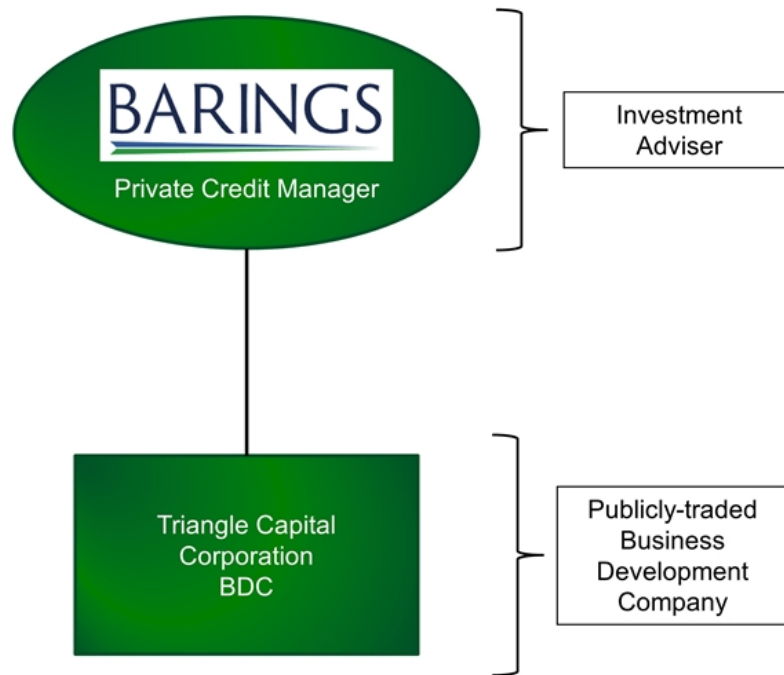
- 100% cash transaction
 - Monetizes the value of the portfolio
 - Accelerates TCAP's transition to a senior-focused provider of capital to the lower and middle-markets

Barings as External Manager

- Access to a premier global investment manager with \$300+ billion of assets under management and 650+ investment professionals
- Stable and consistent run-rate dividend yield based on lower risk/volatility senior secured private debt strategy
- Attractive management and incentive fee structure
- Significant alignment of interest between Barings manager and shareholders given Barings significant pro forma ownership of TCAP



TCAP shareholders are receiving a meaningful premium to the current trading price, the Company's December 31, 2017 net asset value per share and the closing price per share on November 2, 2017



The announced transaction accelerates TCAP's transition to a senior secured debt focused BDC backed by the significant resources and disciplined credit oversight of Barings

Barings is a Leading Global Investment Manager with \$300+ Billion of Assets



Headquartered in Charlotte, NC with over 1,800 professionals globally

Trusted and Experienced Global Investment Manager

- 1,000+ institutional investors plus investors in publicly traded closed-end funds
- Significant experience managing private and public funds (NYSE: BGH since 2012, NYSE: MCI since 1970, NYSE: MPV since 1988)
- Robust infrastructure with strong finance and accounting, audit, investor relations
- Private finance team supported by industry research analysts, legal, risk and compliance, and operational support

Barings Is Aligned with Shareholders

\$235 Million Commitment to Shareholders

- \$85 million to TCAP shareholders at closing
- \$100 million equity investment into BDC at net asset value at closing
 - Post close, minimum \$50 million issuer tender offer with shares purchased at a price up to and including net asset value
- Up to \$50 million over first two years post close to support secondary stock purchases at prices up to and including net asset value

Shareholder Friendly Fee Structure

- Incentive fee hurdle rate aligned with Barings dividend target
- 1.0% management fee in 2018, 1.125% in 2019, 1.375% beginning in 2020
- 20.0% incentive fee over 8.0% hurdle, three-year look-back beginning 2020

Experienced Team	<ul style="list-style-type: none"> Over 50 professionals in U.S., with our Managing Directors averaging over 20 years of industry experience
Extensive Track Record	<ul style="list-style-type: none"> Over \$13.5 billion invested since 1992 in 600+ companies across credit and economic cycles
Robust Origination	<ul style="list-style-type: none"> Closed over \$2.5 billion of new loans in 2017 with 61 different sponsors. Barings has SEC exemptive relief allowing for co-investments across funds, including TCAP
Capital Solutions	<ul style="list-style-type: none"> Scale enables us to commit, lead, and hold large amounts of debt, which can benefit all of Barings investors
Disciplined Approach	<ul style="list-style-type: none"> Rigorous credit analysis, portfolio monitoring, cross-discipline ESG committee, independent valuation committee, internal and external annual audits
Strong Unlevered Realized Returns¹	<ul style="list-style-type: none"> Senior Secured: 8.1% gross IRR Mezzanine/Junior Capital: 14.9% gross IRR
Aligned Interests	<ul style="list-style-type: none"> Barings' parent, MassMutual, invests capital alongside our investors

1. Represents unlevered gross return of realized investments made by Barings' Private Finance Group since inception through September 30, 2017. Inception of senior loan strategy in 2012 and mezzanine in 1992. Gross IRR shown as investments were made with Barings' proprietary balance sheet and allocated across various funds/accounts with differing fee structures, therefore uniform fees and expenses are not applicable. PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

Dividend Yield Target 8.0%+ Long Term

Go-Forward Strategy – Private Debt

- Senior secured debt focused strategy
- Target minimum 8.0%+ dividend yield

Transition Period – Liquid Debt

- Cash invested in liquid loans, high yield bonds, and other liquid assets
- Systematically convert into private senior secured debt
- Lower management fee during transition from liquid portfolio to private senior secured debt portfolio
- Initially target 6.0%+ dividend yield, increasing to 8.0%+ as more invested in private debt¹

1. There is no guarantee the targeted dividend yield will be achieved. Dividend yield on book value

Seeking Low Volatility

- Senior secured debt focused strategy
- Target asset returns consistent with Barings historical returns¹
- Benefits of Senior Focused Strategy
 - Attractive yields with lower volatility without reliance upon equity gains
 - Floating rate loans afford potential yield upside in rising interest rate environment²
 - Moderate leverage and loan to value reduces volatility
 - Covenants provide lender protections
 - Ability for the BDC to borrow at attractive rates and terms

1. Based on Barings' Private Finance Group historical investment experience in senior secured debt. 2. A decreasing interest rate environment may lower gross yields
PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

- TCAP is targeting a proxy filing with the SEC in April
- The record date for the \$85 million, or \$1.78 per share, payment to shareholders will be the Closing Date
- Anticipated transaction closing in June or July 2018, following shareholder approval and satisfaction of other applicable closing conditions
- Upon closing, Barings plans to rename TCAP and to obtain a new ticker for the BDC



BARINGS