

deemed not to be outstanding with respect to a vote (or other right to approve, consent, waive or direct) to (i) terminate the Portfolio Advisory Agreement or remove the Portfolio Advisor, in each case, pursuant to the Portfolio Advisory Agreement (other than pursuant to a key person event as defined therein), and (ii) waive an event described in the Portfolio Advisory Agreement as a basis for termination of the Portfolio Advisory Agreement and removal of the Portfolio Advisor. The Voting-Restricted Preferred Shares have voting rights with respect to all other matters as to which Preferred Shareholders are entitled to vote as specified in the Transaction Agreements.

Additional Preferred Shares

Subject to the consent of the Portfolio Advisor but without the approval of any Preferred Shareholder (except as provided below), the Issuer may, at any time or from time to time after the Preferred Share Issuance Date, increase the Aggregate Capital Commitment and issue Preferred Shares additional to the Preferred Shares to any Preferred Share Purchasers on the Preferred Share Issuance Date or to any other purchaser that, with the approval of the Issuer, becomes a party to and agrees to be bound by the PS Purchase Agreement as an additional Preferred Share Purchaser thereunder; **provided that** if such additional issuance would result in the Initial Majority Preferred Shareholders ceasing to be the Majority Preferred Shareholders, the Initial Majority Preferred Shareholders shall have consented to such admittance prior to (and as a condition to) giving effect to such admittance. The issue price of such Additional Preferred Shares at the time of issuance of the Additional Preferred Shares will be determined in accordance with the PS Issuing and Paying Agency Agreement.

Use of Proceeds

The proceeds of the Contributions of Preferred Shares and any Additional Preferred Shares, net of expenses, will be applied by the Issuer to further acquisitions of Collateral Obligations (and, pending such application, Eligible Investments).

Intended Refinancing

The Initial Facility is expected to be redeemed with the proceeds from the issuance of rated tranching Refinancing Securities in connection with a Refinancing. The Portfolio Advisor will negotiate the terms of any Refinancing on behalf of the Issuer and the Co-Issuers may enter into any such Refinancing whose terms are approved by the Majority Preferred Shareholders and the Portfolio Advisor.

Asset Sourcing

The Issuer, acting through the Portfolio Advisor, is expected to also continue to source Collateral Obligations through third-party issuers, originators and dealers unaffiliated with the Issuer, the Portfolio Advisor or the Initial Facility Lenders or other third parties, including