



DATE: DECEMBER 17, 2020

SUBJECT: MVC CAPITAL, INC. - ANTICIPATED ADJUSTMENT
OPTION SYMBOL: MVC
NEW SYMBOL: BBDC1
DATE: 12/24/20???

Contract Adjustment

DATE: Effective the opening of the business day after the merger is consummated. Contract adjustment is anticipated to occur on or about December 24, 2020.

OPTION SYMBOL: MVC changes to BBDC1

STRIKE DIVISOR: 1

CONTRACTS MULTIPLIER: 1

NEW MULTIPLIER: 100 (e.g., a premium of 1.50 yields \$150; a strike of 10 yields \$1,000.00)

NEW DELIVERABLE PER CONTRACT:

- 1) 94 Barings BDC, Inc. (BBDC) Common Shares, subject to adjustment as described in the Proxy
- 2) Cash in lieu of 0.024 fractional BBDC Common Shares, subject to adjustment as described in the Proxy.
- 3) \$39.49 Cash (\$0.39492 x 100), subject to adjustment as described in the Proxy

CUSIP: BBDC: 06759L103

PRICING

Until the cash in lieu amount is determined, the underlying price for BBDC1 will be determined as follows if the terms are unchanged:

$$\text{BBDC1} = 0.94024 (\text{BBDC}) + 0.39492$$

DELAYED SETTLEMENT

OCC will delay settlement of the BBDC and cash portion of the BBDC1 deliverable until the final merger consideration and cash in lieu of fractional BBDC shares, if any, are determined. Upon determination of the final merger consideration and cash in lieu amount, if any, OCC will require Put exercisers and Call assignees to deliver the appropriate number of shares and cash amount.

BACKGROUND

On December 23, 2020, Shareholders of MVC Capital, Inc. (MVC) will vote concerning the proposed merger with Barings BDC, Inc. (BBDC). If the merger is approved and consummated, each existing MVC Common Share will be converted into the right to receive 0.94024 BBDC Common Shares plus \$0.39492 Cash, subject to adjustment as described in the MVC/BBDC Proxy/Prospectus dated November 24, 2020 ("Proxy"). Cash will be paid in lieu of fractional BBDC shares, if any.

DISCLAIMER

This Information Memo provides an unofficial summary of the terms of corporate events affecting listed options or futures prepared for the convenience of market participants. OCC accepts no responsibility for the accuracy or completeness of the summary, particularly for information which may be relevant to investment decisions. Option or futures investors should independently ascertain and evaluate all information concerning this corporate event(s).

The determination to adjust options and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article VI, Sections 11 and 11A. The determination to adjust futures and the nature of any adjustment is made by OCC pursuant to OCC By-Laws, Article XII, Sections 3, 4, or 4A, as applicable. For both options and futures, each adjustment decision is made on a case by case basis. Adjustment decisions are based on information available at the time and are subject to change as additional information becomes available or if there are material changes to the terms of the corporate event(s) occasioning the adjustment.

ALL CLEARING MEMBERS ARE REQUESTED TO IMMEDIATELY ADVISE ALL BRANCH OFFICES AND CORRESPONDENTS ON THE ABOVE.

For questions regarding this memo, call Investor Services at 1-888-678-4667 or email investorservices@theocc.com. Clearing Members may contact Member Services at 1-800-544-6091 or, within Canada, at 1-800-424-7320, or email memberservices@theocc.com.