

CEDL III Sarl

Société à responsabilité limitée

Registered office: Airport Center Luxembourg 5, Heienhaff,

L-1736 Senningerberg, Grand Duchy of Luxembourg

R.C.S. Luxembourg: B222614

(the “**Company**”)

WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE COMPANY

The sole shareholder of the Company, Alcentra European Direct Lending Fund III (Holding) SCSp, a Limited Partnership organised under the laws of Luxembourg, and having its registered office at Airport Center Luxembourg 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg, being the registered holder of the entire issued share capital of the Company, considering itself fully convened and exercising the powers conferred to the sole shareholder, hereby passes the following as resolutions in writing:

FIRST RESOLUTION

The sole shareholder hereby resolves that the previous resolution dated 21 September 2022, whereby the managers of the Company was amended to reflect the resignation of Joerg Oster as Manager of the Company and the Appointment of Peter Dickinson as Manager of the Company as of 3 October 2022, is hereby withdrawn and replaced by the below resolutions.

SECOND RESOLUTION

The sole shareholder resolves to appoint Peter Dickinson born on 1 March 1966 in Nuneaton, United Kingdom, with professional address at Airport Center Luxembourg 5, Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg as a new manager of the Company with effect from 18 January 2023, for an indefinite period.

THIRD RESOLUTION

The sole shareholder acknowledges and accepts the formal resignation of Joerg Oster as manager of the Company (the “**Resigning Manager**”), with effect from 18 January 2023, without compensation for loss of office.

FOURTH RESOLUTION

The sole shareholder resolves to grant discharge to the Resigning Manager from the date of his appointment until the date of his resignation in respect to the carrying out of his duties.

Following the above appointment and resignation, the board of managers of the Company is now constituted by the following members:

- **Peter Dickinson**
- **Jens Hoellermann**
- **Simon Barnes**

FIFTH RESOLUTION

The sole shareholder resolves to authorise and empower any Manager or employee of the Company, or of Sanne Group (Luxembourg) S.A. in its capacity as the Company's administrator, to make appropriate amendments regarding the above changes to the Company's statutory records, and to make any necessary filings with the Luxembourg authorities.

SIXTH RESOLUTION

The shareholder resolves to authorise and empower Sanne Fiduciary Services Limited as the appointed Listing Sponsor, to liaise with the International Stock Exchange's ("**TISE**") continuing obligations team as necessary, to make appropriate amendments regarding the above changes and provide any necessary paperwork as required in order to update the TISE of the aforesaid changes.

Signed in Luxembourg on 10 January 2023.

Alcentra European Direct Lending Fund III (Holding) SCSp
By Clareant EDL III GP Sarl



Name: Jens Hoellermann & Simon Barnes

Title: Managers