

COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS
of
FINSBURY GROWTH & INCOME TRUST PLC
(the "Company")
Company Number SC013958

At the Annual General Meeting of the Company duly convened on Tuesday, 28 January 2025 at 12 noon, the following resolutions were passed by the requisite majority, in the case of resolutions 1 to 12 as ordinary resolutions and in the case of resolutions 13 to 16 as special resolutions:

ORDINARY RESOLUTIONS

- 1. To receive the Annual Report and Financial Statements for the year ended 30 September 2024.**
- 2. To re-elect James Ashton as a Director of the Company.**
- 3. To re-elect Kate Cornish-Bowden as a Director of the Company.**
- 4. To re-elect Sandra Kelly as a Director of the Company.**
- 5. To re-elect Pars Purewal as a Director of the Company.**
- 6. To re-elect Lorna Tilbian as a Director of the Company.**
- 7. To receive and approve the Directors' Remuneration Report for the year ended 30 September 2024.**
- 8. To appoint Deloitte LLP as Auditor to the Company, to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which Financial Statements are laid before the Company.**
- 9. To authorise the Audit Committee to determine the remuneration of the Auditor of the Company.**
- 10. To receive and approve the Company's Dividend Policy, as set out in the Annual Report.**
- 11. THAT the Articles of Association set out in the document produced to this meeting and signed by the Chairman of the meeting for the purposes of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.**
- 12. THAT in substitution for all existing authorities the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to a maximum aggregate nominal amount of £3,748,966.75, being 10% of the issued share capital as at the date on which this resolution is passed, and representing 14,995,867 Ordinary shares of 25 pence each in the Company (the "Ordinary Shares"), the number representing 10% of the issued share capital of the Company at the date on which this resolution is passed, provided that this authority shall expire at the conclusion of the AGM of the Company to be held in 2026 or 15 months from the date of passing this resolution, whichever is the earlier, unless previously revoked, varied or**

renewed by the Company in a general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

13. THAT in substitution for all existing powers (but in addition to any power conferred on them by resolution 14 set out in the notice convening the AGM at which this resolution is proposed ("Notice of AGM")) the Directors be and are hereby generally empowered pursuant to Section 570 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 12 set out in the Notice of AGM or otherwise as if Section 561(1) of the Act did not apply to any such allotment:

- (a) pursuant to an offer of equity securities open for acceptance for a period fixed by the Directors where the equity securities respectively attributable to the interests of holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements in connection with the issue as the Directors may consider necessary, appropriate or expedient to deal with equity securities representing fractional entitlements or to deal with legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange, or any other matter whatsoever; and
- (b) otherwise than pursuant to sub-paragraph (a) above an aggregate nominal value of £3,748,966.75, being 10% of the issued share capital as at the date on which this resolution is passed, and representing 14,995,867 Ordinary Shares, the number representing 10% of the issued share capital of the Company at the date of the meeting at which this resolution is passed, and provided further that
 - (i) the number of equity securities to which this power applies shall be reduced from time to time by the number of treasury shares which are sold pursuant to any power conferred on the Directors by resolution 14 set out in the Notice of AGM; and
 - (ii) no allotment of equity securities shall be made under this power which would result in Ordinary Shares being issued at a price which is less than the higher of the Company's estimated cum or ex income net asset value per Share as at the latest practicable time before such allotment of equity securities as determined by the Directors in their reasonable discretion, and such power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might otherwise require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

14. THAT in substitution of all existing powers (but in addition to any power conferred on them by resolution 13 set out in the Notice of AGM) the Directors be and are hereby generally empowered pursuant to Section 570 of the Act to sell relevant shares (within the meaning of Section 560 of the Act) if, immediately before the sale, such shares are held by the Company as treasury shares (as defined in Section 724 of the Act ("Treasury Shares")), for cash as if Section 561(1) of the Act did not apply to any such sale provided that this power shall be limited to the sale of relevant shares having an aggregate nominal value of £3,748,966.75, being 10% of the issued share capital of the Company as at the date on which this resolution is passed, and representing 14,995,867 Ordinary Shares, the number representing 10% of the issued share capital of the Company at the date of the meeting at which this resolution is

passed, and provided further that the number of relevant shares to which this power applies shall be reduced from time to time by the number of Ordinary Shares which are allotted for cash as if Section 561(1) of the Act did not apply pursuant to the power conferred on the Directors by resolution 13 set out in the Notice of AGM, and such power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 15 months from the date of passing this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in a general meeting and provided that the Company shall be entitled to make, prior to the expiry of such authority, an offer or agreement which would or might otherwise require Treasury shares to be sold after such expiry and the Directors may sell Treasury Shares pursuant to such offer or agreement as if the power conferred hereby had not expired.

15. THAT the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make one or more market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares (either for retention as Treasury Shares or for future reissue, resale, transfer or cancellation) provided that:

- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is 22,478,805, the number representing 14.99% of the issued share capital of the Company at the date of the meeting at which this resolution is passed;
- (ii) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 25 pence;
- (iii) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Share is purchased and (ii) the higher of the last independent trade in an Ordinary Share and the highest then current independent bid for Ordinary Shares on the London Stock Exchange as stipulated in Article 5(1) of Regulation No. 2233/2003 of the European Commission (Commission Regulation of 22 December 2003 implementing the Market Abuse Directive as regards exemption for buyback programmes and stabilisation of financial instruments Buyback and Stabilisation Regulation (Commission Delegated Regulation (EU) 2016/1052));
- (iv) this authority shall expire at the conclusion of the AGM of the Company to be held in 2026 or, if earlier, on the expiry of 15 months from the date of the passing of this resolution unless such authority is renewed prior to such time; and
- (v) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiration of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

16. THAT any General Meeting of the Company (other than the AGM of the Company) shall be called by notice of at least 14 clear days provided that the authority shall expire on the conclusion of the next AGM of the Company, or, if earlier, on the expiry of 15 months from the date of the passing of this resolution.

Certified as a true copy

For and on behalf of
Frostrow Capital LLP
Company Secretary

Victoria Hale

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Authorised Signatory