

Company Number 01571089

**The Companies Act 2006
Public Company Limited by Shares**

**ICG ENTERPRISE TRUST PLC
(the "Company")**

At the Annual General Meeting of the Company held at Procession House, 55 Ludgate Hill, London EC4M 7JW on 24 June 2025 at 3.30 p.m., the ordinary resolution numbered 12 and the special resolutions numbered 13, 14, 15 and 16 below were all passed:

ORDINARY RESOLUTION

12. Authority to allot shares

a. accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,097,883 (representing 20,972,883 ordinary shares of 10p each, such amount being equivalent to one-third of the issued ordinary share capital (excluding shares held as treasury shares) as at 30 April 2025, being the latest practicable date prior to the publication of this notice) and this authority shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 24 September 2026, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired; and

b. all unexercised authorities and powers previously conferred under section 551 of that Act are hereby revoked.

SPECIAL RESOLUTIONS

13. Disapplication of pre-emption rights

subject to the passing of resolution 12 above, the directors be authorised, pursuant to section 570 and section 573 of the Companies Act 2006, to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred by this resolution 13 above and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale provided that this power shall be limited to:

a. the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record dates as the directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (a) of this resolution 13) to any person or persons up to an aggregate nominal amount of £635,541 (representing 6,355,419 ordinary shares of 10p each, such amount being equivalent to approximately 10% of the issued ordinary share capital excluding shares held as treasury

shares as at 30 April 2025, being the latest practicable date prior to the publication of this notice);

and this authority shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, at the close of business on 24 September 2026, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired.

14. Authority to purchase shares

the Company be generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the directors may determine, provided that:

a. the maximum number of shares which may be purchased is 9,526,773 (being approximately 14.99% of the issued ordinary share capital (excluding shares held as treasury shares) as at 30 April 2025, being the latest practicable date prior to the publication of this notice);

b. the minimum price (excluding expenses) which may be paid for each ordinary share is 10p;

c. the maximum price (excluding expenses) which may be paid for any such ordinary share is an amount equal to the highest of (a) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and (b) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases made under this authority conferred by this resolution 14 will be carried out;

d. this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 24 September 2026 unless previously renewed, varied or revoked by the Company in general meeting; and

e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

15. General meeting on a minimum of 14 days' notice

a general meeting other than an Annual General Meeting may be called on not less than 14 days' notice.

16. Amendment to the Articles of Association

that the Articles of Association produced to the meeting and signed by the Chair of the meeting for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association with effect from the conclusion of the meeting.



Andrew Lewis

Signed for and on behalf of ICG FMC Limited

Company Secretary

Dated: 24 June 2025