

**WORLDWIDE HEALTHCARE TRUST PLC (the "Company")**  
**Company Number. 3023689**

**At the Annual General Meeting of the Company duly called and held at Saddlers' Hall, 40 Gutter Lane, London EC2V 6BR on Tuesday, 18 July 2023 from 12.30 p.m., the following resolutions were passed by the requisite majority, in the case of resolutions 1 to 14 as ordinary resolutions and in the case of resolutions 15 to 18 as special resolutions:**

1. That the Report of the Directors and the audited accounts for the year ended 31 March 2023, together with the Report of the Auditors thereon be received and adopted.
2. That a final dividend for the year ended 31 March 2023 of 24.0p per ordinary share be declared.
3. That the Company's dividend policy as, set out on page 27 of the Annual Report for the year ended 31 March 2023 be received, adopted and approved.
4. That Mr Humphrey van der Klugt be re-elected as a Director.
5. That Mr Doug McCutcheon be re-elected as a Director.
6. That Mr Sven Borho be re-elected as a Director.
7. That Dr Bina Rawal be re-elected as a Director.
8. That Mr Tim Livett be elected as a Director.
9. That Ms Jo Parfrey be elected as a Director.
10. That PricewaterHouseCoopers LLP be re-appointed as Auditor to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which accounts are laid and to authorise the Audit Committee to determine their remuneration.
11. That the Directors' Remuneration Report for the year ended 31 March 2023 be approved.
12. That the Directors' Remuneration Policy for the year ended 31 March 2023 be approved.

**13. PROPOSED SHARE SPLIT**

THAT each of the issued ordinary shares of 25p each in the capital of the Company (including for the avoidance of doubt ordinary shares held in treasury) be and is hereby sub-divided into ten ordinary shares of 2.5p each (the "New Ordinary Shares") having the rights and being subject to the restrictions and obligations set out in the articles of association of the Company, provided that such sub-division shall be conditional on, and shall take effect on, the New Ordinary Shares being admitted to the Official List of the Financial Conduct Authority and to trading on the main market of the London Stock Exchange, which is expected to occur at 8.00 a.m. on 27 July 2023 (or such other time and/or date as the Directors may in their absolute discretion determine).

**14. AUTHORITY TO ALLOT SHARES**

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 equal to 10% of the issued share capital of the Company at 5 June 2023 (or, if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed), provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 or 15 months from the date of passing this resolution, whichever is the 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 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.

## **15. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT in substitution for all existing powers (and in addition to any power conferred on them by resolution 16 set out in the notice convening the Annual General Meeting at which this resolution is proposed ("Notice of Annual General Meeting")) the Directors be and are hereby generally empowered pursuant to Section 570 of the Companies Act 2006 (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 14 set out in the Notice of Annual General Meeting 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 shares in the capital of the Company ("Shares") are proportionate (as nearly as may be) to the respective numbers of 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;
- (b) provided that (otherwise than pursuant to sub-paragraph (a) above) this power shall be limited to the allotment of equity securities up to an aggregate nominal value equal to 10% of the issued share capital of the Company at 5 June 2023 (or, if changed, the number representing 10% of the issued share capital of the Company at the date 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 16 set out in the Notice of Annual General Meeting and (ii) no allotment of equity securities shall be made under this power which would result in Shares being issued at a price which is less than the net asset value per Share as at the latest practicable date before such allotment of equity securities as determined by the Directors in their reasonable discretion; and

and such power shall expire at the conclusion of the next Annual General Meeting 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.

## **16. DISAPPLICATION OF PRE-EMPTION RIGHTS - TREASURY SHARES**

THAT in substitution for all existing powers (and in addition to any power conferred on them by resolution 15 set out in the Notice of Annual General Meeting) the Directors

be and are hereby generally empowered pursuant to Section 570 of the Companies Act 2006 (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:

- (a) this power shall be limited to the sale of relevant shares having an aggregate nominal value equal to 10% of the issued share capital of the Company at 5 June 2023 (or, if changed, the number representing 10% of the issued share capital of the Company at the date at which this resolution is passed) and provided further that the number of relevant shares to which power applies shall be reduced from time to time by the number of 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 15 set out in the Notice of Annual General Meeting,

and such power shall expire at the conclusion of the next Annual General Meeting 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 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.

## **17. AUTHORITY TO REPURCHASE ORDINARY SHARES**

THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25 pence each in the capital of the Company ("Shares") (either for retention as treasury shares for future reissue, resale, transfer or cancellation), provided that:

- (a) the maximum aggregate number of Shares authorised to be purchased shall be that number of shares which is equal to (i) unless and until resolution 13 ("Resolution 13") in the notice convening the Annual General Meeting at which this resolution is proposed becomes unconditional to 14.99% of the issued share capital of the Company as of the value of the date of the passing of this resolution and (ii) if Resolution 13 becomes unconditional to 14.99% of the issued share capital of the Company immediately following Resolution 13 becoming unconditional;
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is 25 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to the greater of (i) 105% of the average of the middle market quotations for a 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 price of the last independent trade in shares and the highest then current independent bid for shares on the London Stock Exchange as stipulated in Article 5(6) the Market Abuse Regulation (EU) No. 596/2014 (which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018);
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 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
- (e) the Company may make a contract to purchase Shares under this authority before the expiry of such authority which will or may be executed wholly or partly after the

expiration of such authority and may make a purchase of Shares in pursuance of any such contract.

#### **18. GENERAL MEETINGS**

THAT the Directors be authorised to call general meetings (other than the Annual General Meeting of the Company on not less than 14 clear days' notice, such authority to expire on the conclusion of the next Annual General Meeting of the Company, or, if earlier, on the expiry of 15 months from the date of the passing of the resolution.



Certified as a true copy

For and on behalf of  
**Frostrow Capital LLP**  
**Company Secretary**

.....  
Authorised Signatory  
20 July 2023