

Company Number: 04221489

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS
OF
SENECA GROWTH CAPITAL VCT PLC**

At the Annual General Meeting of Seneca Growth Capital VCT Plc (the "Company") held on Thursday 22 May 2025 at the offices of Seneca Partners Limited at 9 The Parks, Haydock WA12 0JQ the following resolutions were duly passed:

SPECIAL BUSINESS

Resolution 9 – Ordinary Resolution

THAT, in addition to 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 the powers of the Company to allot:

1. B ordinary shares of 1p each in the capital of Company ("B shares") up to an aggregate nominal amount of £350,000 in connection with offer(s) for subscription;
2. B shares for cash and otherwise than pursuant to sub-paragraph 1. above, up to an aggregate nominal amount of £100,000; and
3. ordinary shares of 1p each in the capital of Company ("Ordinary Shares") for cash, up to an aggregate nominal amount of £4,058

provided that this authority shall expire at the later of the conclusion of the Company's next Annual General Meeting following the passing of this resolution and the expiry of 15 months from the passing of this resolution (unless previously revoked, varied or extended by the Company in a general meeting) but so that such authority shall allow the Company to make offers or agreements before the expiry thereof which would or might require relevant securities to be allotted after the expiry of such authority and the Directors shall be entitled to allot shares pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired.

Resolution 10 – Special Resolution

THAT the Company be and is hereby generally and unconditionally authorised within the meaning of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of B shares provided that:

1. the maximum number of B shares hereby authorised to be purchased is an amount equal to 14.99% of the issued B share capital of the Company from time to time;
2. the minimum price which may be paid for a B share is 1 pence per share, the nominal amount thereof;
3. the maximum price which may be paid for a B share is an amount equal to the higher of:
 - i. 105% of the average of the middle market prices shown in the quotations for a B share in The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased; and
 - ii. the amount stipulated by Article 5(6) of Market Abuse Regulation (596/2014/EU) (as such Regulations forms part of UK law as amended);
4. the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the conclusion of the Company's next Annual General Meeting following the passing of this resolution and the date which is 15 months after the date on which this resolution is passed; and
5. the Company may make a contract or contracts to purchase its own B shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of its own B shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

SPECIAL BUSINESS

Resolution 11 – Special Resolution

THAT, in addition to existing authorities, the Directors pursuant to section 570(1) of the Act be and are hereby empowered to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority referred to in Resolution 8 as if section 561(1) of the Act did not apply to any such allotments and so that:

- a. reference to allotment in this resolution shall be construed in accordance with section 560(2) of the Act; and
- b. the power conferred by this resolution shall enable the Company to make any offer or agreement before the expiry of the said power which would or might require equity securities to be allotted after the expiry of the said power and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding the expiry of such power,

and this power, unless previously varied, revoked or renewed, shall come to an end at the conclusion of the Annual General Meeting of the Company next following the passing of this resolution or, if earlier, on the expiry of 15 months from the passing of this resolution.

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Certified a true copy of original



J Carslake
For and on behalf of
ISCA Administration Services Limited
Company Secretary