

OCTOPUS APOLLO VCT PLC

Resolutions passed, other than those as ordinary business, at the Annual General Meeting of Octopus Apollo VCT plc held on 7 July 2022 at 33 Holborn, London, EC1N 2HT.

Special Business

Resolution 6 (ordinary resolution)

THAT, in addition to existing authorities, the Directors be and are generally and unconditionally authorised in accordance with s551 of the Companies Act 2006 (“the Act”) to exercise all the powers of the Company to allot shares in the Company up to a maximum nominal amount of £155,583 (representing approximately 30% of the Ordinary share capital in issue at the date of this Notice) such authority to expire at the earlier of the conclusion of the Company’s AGM next following the passing of this Resolution and the expiry of 15 months from the passing of the relevant Resolution (unless previously renewed, varied or revoked by the Company in a general meeting but so that such authority allows 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).

Resolution 7 (ordinary resolution)

THAT in addition to existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company up to a maximum nominal amount of £36,302 in connection with the Company’s dividend reinvestment scheme (representing approximately 7% of the Ordinary share capital in issue as at the date of this Notice provided that the authority conferred by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of the Company’s next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by the Company in general meeting) save that this authority shall allow the Company to make, before the expiry of this authority, any offers or agreements which would or might require Shares to be allotted or rights to be granted after such expiry and the directors may allot Shares in pursuance of any such offer or agreement notwithstanding the expiry of such authority.

Resolution 8 (special resolution)

THAT, conditional upon the passing of Resolution 6, and in addition to existing authorities, the Directors of the Company be and are hereby empowered pursuant to s571 of the Act to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority granted by Resolution 6 as if s561 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 s560(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.

The power provided by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of the Company’s next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by the Company in general meeting).

Resolution 9 (special resolution)

THAT, conditional upon the passing of Resolution 7, and in addition to existing authorities, the Directors of the Company be and are hereby empowered pursuant to s571 of the Act to allot or make offers or agreements to allot equity securities (as defined in s560(1) of the said Act) for cash pursuant to the authority granted by Resolution 7 as if s561 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 s560(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.

The power provided by this Resolution shall expire on the date falling 15 months from the date of the passing of this Resolution or, if earlier, the conclusion of the Company's next AGM following the passing of this Resolution (unless previously renewed, varied or revoked by the Company in general meeting).

Resolution 10 (special resolution)

THAT, in addition to existing authorities, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Act) of Ordinary shares of 0.1p each in the Company ('Ordinary shares') provided that:

- (a) the maximum number of Ordinary shares so authorised to be purchased shall not exceed 77,739,642 Ordinary shares, representing approximately 14.99% of the Company's issued share capital at the date of this Notice;
- (b) the minimum price which may be paid for an Ordinary share shall be its nominal value;
- (c) the maximum price, exclusive of expenses, which may be paid for an Ordinary share is an amount equal to
 - (i) 105% of the average of the middle market quotation for an Ordinary share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary share is contracted to be purchased; and
 - (ii) the amount stipulated by Article 5(6) of the Market Abuse Regulation;
- (d) the authority conferred comes to an end at the conclusion of the next AGM of the Company or upon the expiry of 15 months from the passing of this Resolution, whichever is the earlier; and
- (e) that the Company may enter into a contract to purchase its Ordinary shares under this authority prior to the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.

Resolution 11 (ordinary resolution)

THAT the Company shall continue in being.

Registered office
33 Holborn
London
EC1N 2HT



Octopus Company Secretarial
Services Limited
Company Secretary

Date: 07 July 2022