

# **COMPANIES ACT 2006**

## **COMPANY LIMITED BY SHARES**

### **ORDINARY AND SPECIAL RESOLUTIONS of CC JAPAN INCOME & GROWTH TRUST PLC (the “Company”)**

**Company Number 09845783**

At the Annual General Meeting of the Company duly called and held at  
The offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH  
on Monday, 3 March 2025 at 12.00 noon, the following resolutions were passed by the requisite  
majority, in the case of resolutions 1 to 11 as ordinary resolutions and in the case of resolutions 12  
to 14 as special resolutions:

1. To receive the Company's Annual Report and Accounts for the year ended 31 October 2024, with the reports of the Directors and auditors thereon.
2. To approve the Directors' Remuneration Implementation Report included in the Annual Report for the year ended 31 October 2024.
3. To re-elect June Aitken as a Director of the Company.
4. To re-elect Kate Cornish-Bowden as a Director of the Company.
5. To re-elect Craig Cleland as a Director of the Company.
6. To re-elect John Charlton-Jones as a Director of the Company.
7. That the Company continues in existence as an investment company for a further three year period.
8. To authorise the Directors to declare and pay dividends on a semi-annual basis.
9. To re-appoint Johnston Carmichael LLP as Independent Auditor to the Company.
10. To authorise the Directors to fix the remuneration of the auditors until the conclusion of the next Annual General Meeting of the Company.
11. That the Directors be and are hereby generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused) to exercise all powers of the Company to allot relevant securities (as defined in section 551 of the Companies Act 2006) up to an aggregate nominal amount equal to £134,730.61 PROVIDED THAT the Directors may not allot relevant securities of an aggregate nominal amount more than 10% of the nominal value of the issued ordinary share capital (excluding Treasury shares) at the date of the Annual General Meeting and that this authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2026 or, if earlier, on the expiry of 15 months from the passing of this resolution (the “section 551 period”) but so that the Directors may, at any time prior to the expiry of the section 551 period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the section 551 period and the Directors may allot relevant securities in the pursuance of such an offer or agreement as if the authority granted by this resolution had not expired.
12. That, subject to the passing of resolution 11, in substitution for any existing power under section 570 of the Companies Act 2006 but without prejudice to the exercise of any such power prior to the date hereof, the Directors be and are hereby empowered, pursuant to section 570 of that Act, to allot and make offers or agreements to allot equity securities (as defined in section 560 of that Act) and/or sell equity securities held as Treasury shares pursuant to section 573 of that Act, in each case for cash pursuant to the authority and for the period of the authority conferred by resolution 11, up to an

aggregate nominal amount of £134,730.61 as if section 561(1) of that Act did not apply to such allotment (subject to a maximum of 10% of the aggregate nominal value of the issued ordinary share capital at the date of this resolution).

13. 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 market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 1p each, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased shall be 20,196,118 (representing 14.99 per cent of the Company's issued ordinary share capital (excluding shares held in Treasury) at the date of the notice of this meeting);
- (b) the minimum price (exclusive of any expenses) which may be paid for an ordinary share is 1p;
- (c) the maximum price (excluding expenses) which may be paid for an ordinary share is not more than the higher of (i) 5 per cent above the average of the middle market quotations for the ordinary shares for the five business days immediately before the day on which it purchases that share and (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2026 or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to 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 ordinary shares pursuant to any such contract.

14. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 days' notice, provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution.

Certified as a true copy

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



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Authorised Signatory  
3 March 2025