

Company number: 10747219

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
of
GABELLI MERGER PLUS⁺ TRUST PLC
Passed 8 September 2022

At the General Meeting of the Company held on Thursday 8 September 2022, the following SPECIAL resolutions were duly passed as Special Business at the meeting:

SPECIAL RESOLUTIONS

RESOLUTION 1 – TO AUTHORISE THE COMPANY TO MAKE MARKET PURCHASES OF ITS OWN ORDINARY SHARES.

1. THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of \$0.01 each in the capital of the Company (the “**Ordinary Shares**”) pursuant to the Tender Offers and/or the Additional Tender Offer (each as defined in the circular of the Company published on or around the date of this Notice (the “**Circular**”)), provided that:
 - (i) the maximum number of Ordinary Shares authorised to be acquired pursuant to this resolution is 20 million Ordinary Shares;
 - (ii) the minimum price which may be paid for any Ordinary Share is \$0.01;
 - (iii) the maximum price which may be paid for any Ordinary Share: (a) under the Tranche One Tender Offer shall be an amount equal to the Tranche One Tender Price (each as defined in the Circular); (b) under the Tranche Two Tender Offer shall be an amount equal to the Tranche Two Tender Price (each as defined in the Circular); and, (c) under the Additional Tender Offer shall be the tender price fixed pursuant to the Additional Tender Offer;
 - (iv) this authority shall expire on the fifth anniversary of the date of the passing of this resolution, unless previously renewed, varied or revoked by the Company in a general meeting; and
 - (v) 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 would or might require the Company to purchase its Ordinary Shares pursuant to any such contract as if the power conferred hereby had not expired.

RESOLUTION 2 – AUTHORITY TO ALLOT ORDINARY SHARES

2. THAT:

- 2.1. the directors of the Company 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 ordinary shares in the capital of the Company (the “**Ordinary Shares**”) up to an aggregate nominal value of \$511,910.30, such authority to expire on the fifth anniversary of the date of the passing of this resolution (unless the authority is previously revoked, varied or

extended by the Company in general meeting) but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired; and the directors of the Company be and are hereby empowered, pursuant to sections 570 and 573 of the Act, to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority referred to in resolution 2.1 above as if section 561(1) of the Act did not apply to any allotment which is the subject of, and provided that this power shall expire upon the expiry of, the authority conferred by resolution 2.1 above (unless the authority is previously revoked, varied or extended by the Company in general meeting), but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities pursuant to any such offer or agreement as if the authority had not expired.

By order of the Board

DocuSigned by:

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For and on behalf of Kin Company Secretarial Limited
Company Secretary, Gabelli Merger Plus+ Trust plc
Dated: 08 September 2022

Registered office:

3 St. James's Place
London
SW1A 1NP