

Company number: 10747219

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**GABELLI MERGER PLUS<sup>+</sup> TRUST PLC**  
**Passed 5 December 2024**

At the Annual General Meeting of the Company held on Thursday 5 December 2024, the following 2 ORDINARY resolutions and 4 SPECIAL resolutions were duly passed as Special Business at the meeting:

**ORDINARY RESOLUTIONS**

**RESOLUTION 13 – AUTHORITY TO ALLOT SHARES UNDER SECTION 551 COMPANIES ACT 2006**

13. THAT in addition to all existing authorities:

- a. 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 \$45,542, such authority to expire at the conclusion of next year’s AGM (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
- b. the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot 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.
- c. the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot Special Voting Loyalty 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).]

**RESOLUTION 14 – AUTHORITY FOR DIRECTORS TO ISSUE AND ALLOT SPECIAL VOTING LOYALTY SHARES**

14. THAT the Directors of the Company be and are hereby authorised to exercise all powers of the Company, as granted by all existing authorities (including by resolution 13 above), to allot new Ordinary Shares and Special Voting Loyalty shares for purposes of making acquisitions

## **SPECIAL RESOLUTIONS**

### **RESOLUTION 15 – AUTHORITY TO ALLOT ORDINARY SHARES AND/OR SELL ORDINARY SHARES HELD BY THE COMPANY AS TREASURY SHARES**

15.THAT, in addition to all existing authorities, the Directors of the Company be and are hereby empowered in accordance with section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution 13(a) and, in accordance with section 573 of the Act, to sell any Ordinary Shares held by the Company as treasury shares (“treasury shares”) for cash, in each case, as if section 561 of the Act did not apply to any such allotment or sale, such power in respect of the authority given by resolution 13(a) to be limited:

- a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
  - i. to holders of Ordinary Shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise considers necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- b. otherwise than pursuant to resolution 15(a) above, to the allotment of equity securities and sale of treasury shares up to an aggregate nominal amount of \$26,021 (being 20% of the total number of voting rights of the Company at the latest practicable date prior to the publication of this Notice);
- c. such that no allotment of securities shall be made which would result in Ordinary Shares being issued or sold from treasury at a price which is less than the higher of the Company’s cum or ex income net asset value per Ordinary Share at the latest practicable date before such allotment of equity securities as determined by the Directors in their reasonable discretion; and
- d. such power, unless renewed, to apply until the expiry of the powers in resolution 13(a) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

### **RESOLUTION 16 – TO AUTHORISE THE COMPANY TO ALLOT EQUITY SECURITIES**

16.THAT, in addition to all existing authorities, 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 13(b) above as if section 561 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 13(b) 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.

#### **RESOLUTION 17 – AUTHORISATION FOR THE COMPANY TO MAKE MARKET PURCHASES OF ITS OWN SHARES**

17.THAT, in addition to all existing authorities, the Company is authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its Ordinary Shares, provided that:

- a. the maximum number of Ordinary Shares hereby authorised to be purchased is 1,301,039 (being 10% of the total number of voting rights of the Company);
- b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal amount of that share; and
- c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:
  - i. an amount equal to 5% above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and
  - ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time, such authority, unless renewed or extended, to apply until the conclusion of next year's AGM but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

#### **RESOLUTION 18 – AUTHORISATION FOR GENERAL MEETINGS TO BE CALLED ON 14 DAYS NOTICE**

18.THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

  
John Birch (Dec 5, 2024 14:02 GMT)

Mr J Birch  
Co-Chairman  
For and on behalf of  
Gabelli Merger Plus+ Trust plc

# AGM Special Business 2024 - National Storage Mechanism Filing

Final Audit Report

2024-12-05

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