

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL BUSINESS RESOLUTIONS**  
**of**  
**ODYSSEAN INVESTMENT TRUST PLC**  
**(the "Company")**

Company Number. 11121934

**At the Annual General Meeting of the Company duly called and held at the offices of Odyssean Capital LLP at 6 Stratton Street, Mayfair, London W1J 8LD on Tuesday, 22 September 2020 at 12 noon, the following resolutions were passed by the requisite majority, in the case of resolution 9 and 10, as ordinary resolutions and, in the case of resolutions 11, 12, 13 and 14, as special resolutions:**

**9** THAT the Directors be 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 up to 8,798,221 (representing approximately 10% of the ordinary shares in issue as at the date of the Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company's AGM to be held in 2021, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.

**10** THAT, subject to the passing of Resolution 9, the Directors be 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 up to 8,798,221 (representing approximately 10% of the ordinary shares in issue as at the date of the Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution, such authority to expire at conclusion of the Company's AGM to be held in 2021, unless renewed, varied or revoked by the Company in a general meeting, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require ordinary shares to be allotted in pursuance of such offer or agreement as if such authority had not expired. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot ordinary shares but without prejudice to the authority granted to the Directors pursuant to Resolution 9, or any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.

**11** THAT, subject to the passing of Resolution 9, the Directors be generally empowered (pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act")) to allot ordinary shares and to sell ordinary shares from treasury for cash as if

section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to 8,798,221 shares (representing approximately 10% of the ordinary shares in issue as at the date of the Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company's AGM to be held in 2021 (unless previously revoked, varied or renewed by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired.

**12** THAT, subject to the passing of Resolution 10, the Directors be generally empowered (pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act")) to allot ordinary shares and to sell ordinary shares from treasury for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the issue of up to 8,798,221 shares (representing approximately 10% of the ordinary shares in issue as at the date of the Notice, excluding treasury shares) or, if changed, 10% of the ordinary shares in issue immediately following the passing of this resolution. This power will expire at the conclusion of the Company's AGM to be held in 2021 (unless previously revoked, varied or renewed by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require ordinary shares to be allotted or sold from treasury after the expiry of such power and the Directors may allot or sell from treasury ordinary shares in pursuance of such an offer or agreement as if such power had not expired. This resolution is in addition to the authority granted pursuant to, but without prejudice to that granted to, the Directors in resolution 11 above.

**13** THAT, the Company be 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 ordinary shares provided that the maximum number of ordinary shares authorised to be purchased will be up to 14.99% of the ordinary shares in issue at the date of the Notice (excluding treasury shares) or, if changed, 14.99% of the ordinary shares in issue immediately following the passing of this resolution. The minimum price which may be paid for an ordinary share is £0.01. The maximum price which may be paid for an ordinary share must not be more than the higher of:

- (i) 5% above the average of the mid-market value of the ordinary shares for the five business days before the purchase is made; or
- (ii) the higher of the price of the last independent trade and the highest current independent bid for the ordinary shares on the trading venue where the purchase is carried out.

Such authority will expire at the AGM of the Company to be held in 2021, save that the Company may contract to purchase ordinary shares under the authority thereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase ordinary shares in pursuance of such contract. This resolution revokes and replaces all unexercised authorities previously granted to the Directors to make market purchases of ordinary shares.

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

By order of the Board

**Frostrow Capital LLP**  
**Company Secretary**