

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL 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 Wednesday, 4 September 2024 at 12 noon, the following resolutions were passed by the requisite majority, in the case of resolutions 1 to 12, as ordinary resolutions and, in the case of resolutions 13, 14, 15 and 16, as special resolutions:**

1. That the Strategic Report, Directors’ Report, the Auditor’s Report and the audited Financial Statements for the year ended 31 March 2024, be received and accepted.
2. That the Directors’ Remuneration Report for the year ended 31 March 2024, be received and approved.
3. That Ms Linda Wilding be elected as a Director of the Company.
4. That Miss Arabella Cecil be re-elected as a Director of the Company.
5. That Mr Peter Hewitt be re-elected as a Director of the Company.
6. That Mr Richard King be re-elected as a Director of the Company.
7. That Mr Neil Mahapatra be re-elected as a Director of the Company.
8. That the Company’s dividend policy for the year ended 31 March 2024 be approved.
9. That KPMG LLP be re-reappointed as Auditor to hold office from the conclusion of the meeting to the conclusion of the next Annual General Meeting at which financial statements are laid.
10. That the Audit Committee be authorised to determine the remuneration of the Auditor of the Company.

**11. AUTHORITY TO ALLOT SHARES**

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 13,026,921 (representing 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 2025, or 15 months from the date of passing this resolution, whichever is

the earlier, 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.

## **12. AUTHORITY TO ALLOT ADDITIONAL SHARES**

THAT, subject to the passing of Resolution 11, 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 a further 13,026,921 (representing 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 2025, 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 11, or any allotment of ordinary shares or grant of rights made, offered or agreed to be made pursuant to such authorities.

## **13. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of Resolution 11, 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 13,026,921 shares (representing 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 2025 (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.

## **14. DISAPPLICATION OF PRE-EMPTION RIGHTS ON ADDITIONAL SHARES ALLOTTED**

THAT, subject to the passing of Resolution 12, 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 a further 13,026,921 shares (representing 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 2025 (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 13.

## **15. AUTHORITY TO REPURCHASE ORDINARY SHARES**

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 19,527,354 (being 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.

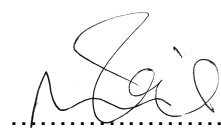
Such authority will expire at the AGM of the Company to be held in 2025, or 15 months from the date of passing this resolution, whichever is the earlier, save that the Company may contract to purchase ordinary shares under the authority thereby conferred prior to the expiry of such authority, which contract 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 share.

## **16. GENERAL MEETINGS**

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

Certified as a true copy

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



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Authorised Signatory  
9 September 2024