

**Riverstone Credit Opportunities Income PLC Announces Results of Annual General Meeting
held on 19 May 2021**

Full text of the resolutions and summary of the results

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

1. To receive and adopt the Report of the Directors and the audited accounts of the Company for the financial period ended 31 December 2020 together with the Independent Auditor's Report on those audited accounts (the "**Annual Report and Accounts**").
2. To approve the Directors' Remuneration Report contained within the Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy set out on page 34 of the Directors' Remuneration Report contained within the Annual Report and Accounts.
4. To appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next annual general meeting at which the Annual Report and Accounts are laid before the meeting.
5. To authorise the Board of Directors to determine the remuneration of Ernst & Young LLP.
6. To re-elect Reuben Jeffery, III as a Director of the Company.
7. To re-elect Emma Davies as a Director of the Company.
8. To re-elect Edward Cumming-Bruce as a Director of the Company.
9. **THAT**, the Directors of the Company are generally and unconditionally authorised to exercise the powers conferred upon them by Article 136 of the Articles of Association to offer Shareholders in the Company who have elected to received them, an allotment of ordinary shares, certified as fully paid, instead of the whole or any part of any cash dividend paid by the Directors or declared by the Company in a general meeting (as the case may be) from the date of the passing of this Resolution until the conclusion of the next annual general meeting of the Company, and the Directors are permitted to do all acts and things required or permitted to be done in Article 136 of the Articles of Association of the Company.
10. **THAT** in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 Companies Act 2006, to exercise all the powers of the Company to allot equity securities in the capital of the Company and to grant rights to subscribe for, or to convert any security into, equity securities in the Company up to an aggregate nominal amount equal to \$305,151.13.

The authority hereby conferred on the Directors shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, which is the earlier, save that under this authority the Company may, before such expiry, make offers or

enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer of agreement as if the authority conferred hereby had not expired.

To consider and, if thought fit, to pass the following resolutions as **special resolutions**:

11. **THAT**, subject to the passing of Resolution 10 above, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006, to allot equity securities (within the meaning of section 560 Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561(1) Companies Act 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities in connection with an offer of equity securities:
 - (a) to holders of ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements or securities represented by depositary receipts, 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 or any other matter.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred had not expired.

12. **THAT**, subject to the passing of Resolution 10 above, in addition to the authority granted by Resolution 11, but in substitution for all other subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 Companies Act 2006, to allot equity securities (within the meaning of section 560 Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 10 or by way of a sale of treasury shares, as if section 561(1) Companies Act 2006 did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities in connection with an offer of equity securities up to an aggregate nominal amount of \$1,545.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution is passed, whichever is the earlier, save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

13. **THAT** the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 Companies Act 2006, to make market purchases (within the meaning of section 693(4) Companies Act 2006) of ordinary shares of one penny each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:
- a. the maximum number of ordinary shares hereby authorised to be purchased is 13,722,652;
 - b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is one cent;
 - c. the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be not more than the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date 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 of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out;
 - d. the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution, or the date which falls 15 months after the date on which this Resolution 13 is passed, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and
 - e. the Company may at any time prior to the expiry of such authority enter into such a contract or contracts under which a purchase of ordinary shares under such authority will or may be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

Results of Poll
RIVERSTONE CREDIT
OPPORTUNITIES INCOME
PLC

Annual General Meeting, 19-MAY-2021 14:00
ORDINARY
SHARES

Resolution	In Favour Votes	Discretion Votes	Against Votes	Withheld Votes
1	44,158,793	0	0	4,000
2	44,158,793	0	0	4,000
3	40,158,793	0	4,000,000	4,000
4	44,158,793	0	0	4,000
5	44,158,793	0	0	4,000
6	42,974,526	0	0	1,188,267
7	42,974,526	0	0	1,188,267
8	42,974,526	0	0	1,188,267
9	44,156,414	0	2,379	4,000
10	39,952,831	0	4,205,962	4,000
11	39,955,210	0	4,203,583	4,000
12	39,955,210	0	4,203,583	4,000
13	44,158,793	0	0	4,000