



Riverstone Credit
Opportunities Income Plc

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

It contains proposals relating to Riverstone Credit Opportunities Income Plc (the “Company”) on which you are being asked to vote. If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek immediately your own personal financial advice from your independent financial adviser, stockbroker, bank manager, solicitor, accountant, or from another appropriately qualified and duly authorised independent adviser, and if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Riverstone Credit Opportunities Income Plc, please send this document and the accompanying documents at once to the purchaser or transferee or to the stockbroker, banker or other agent through whom the sale or transfer was affected for onward transmission to the purchaser or transferee.

RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC

(Incorporated in England and Wales with company number 11874946 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting to be held at 14:00 p.m. (BST) on Thursday, 21 May 2026 at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG is set out at the end of this document.

Shareholders are requested to return the Form of Proxy accompanying this document for use at the Annual General Meeting. To be valid, the Form of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL as soon as possible and, in any event, not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026. Alternatively, Shareholders may submit proxies electronically not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com>.

Your attention is drawn to the letter from the Chairman of Riverstone Credit Opportunities Income Plc, which is set out in Part I of this document and which recommends that you vote FOR all of the Resolutions to be proposed at the Annual General Meeting.

Your attention is also drawn to the section entitled “Action to be Taken” on page 3 of this document.

PART I

LETTER FROM THE CHAIRMAN

RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC

(Incorporated in England and Wales with company number 11874946 and registered as an investment company under section 833 of the Companies Act 2006)

Directors:
Mr Reuben Jeffery, III (Chairman)
Ms Emma Davies
Mr Edward Cumming-Bruce

Registered Office:
5th Floor
20 Fenchurch St.
London
EC3M 3BY

28 April 2026

ANNUAL GENERAL MEETING

Dear Shareholder,

INTRODUCTION

The seventh Annual General Meeting of the Company will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on Wednesday, 21 May 2025 at 14:00 p.m. (BST). The business to be considered at the Annual General Meeting is contained in the Notice of Annual General Meeting beginning on page 6 of this document. A brief explanation of each of the Resolutions to be considered is set out below.

This letter explains the business to be considered at the Annual General Meeting and includes a recommendation that you vote in favour of the resolutions set out in the notice of the Annual General Meeting.

UPDATE ON MANAGED WIND-DOWN

At the Annual General Meeting of the Company held on 22 May 2024, the Company entered into a managed wind-down, since which its investment objective and investment policy has been to realise its assets on a timely basis with the aim of making progressive returns of cash to holders of Ordinary Shares as soon as practicable.

The Company continues to implement its wind-down investment policy, and the Board was pleased that in May 2025 and March 2026, respectively, the Company carried out its second and third returns of cash to shareholders. Since the Company entered into managed wind-down, it has returned circa 52% of the value of the Company's NAV at that time. The Board looks forward to providing further updates on the progress of the Company's managed wind-down in due course.

THE ANNUAL GENERAL MEETING

Ordinary Resolutions

Resolution 1:

The Directors must lay the annual audited financial statements for the financial period ending 31 December 2025 and the reports of the Directors and the Auditor thereon before Shareholders, and the Shareholders will be asked to receive and consider the financial statements and the reports ("Annual Report and Accounts").

Resolution 2:

Shareholders will be asked to receive and approve the Directors' Remuneration Report for the financial period ended 31 December 2025. The Directors' Remuneration Report is set out in full on page 25 of the Annual Report and Accounts, copies of which can be viewed on the Company's website at www.riverstonecoi.com and hard copies are available to Shareholders on request. The vote on the Directors' Remuneration Report is advisory in nature and does not affect the actual remuneration paid to any Director.

Resolution 3:

Shareholders will be asked to receive and approve the Directors' Remuneration Policy which is set out in full on page 25 of the Directors' Remuneration Report contained within the Annual Report and Accounts.

The Directors' Remuneration Policy sets out the Company's policy with respect to the making of remuneration payments and payments for loss of office to Directors and it is intended to take effect immediately following its approval at the Annual General Meeting. The vote on the Directors' Remuneration Policy is binding since, in general terms, once the Directors' Remuneration Policy becomes effective, the Company will only be able to make a remuneration payment to a current or a prospective Director or a payment for loss of office to a current or past Director if that payment is either consistent with the Directors' Remuneration Policy or, if it is inconsistent with the Directors' Remuneration Policy, is approved by a separate Shareholder resolution. Shareholders should note that, as the Company has only non-executive Directors (and the Articles impose a limit on the aggregate remuneration payable to Directors) the Directors' Remuneration Policy is necessarily limited in scope.

Resolutions 4 and 5:

Shareholders will be asked to confirm the appointment of Ernst & Young LLP as Auditor until the conclusion of the next Annual General Meeting due to be held in 2027 and to grant authority to the Board to determine their remuneration. Ernst & Young LLP have indicated their willingness to continue in office. Accordingly, Resolution 4 appoints Ernst & Young LLP as Auditor to the Company and Resolution 5 authorises the Directors to fix their remuneration.

Resolutions 6 to 8 (inclusive):

In accordance with the Articles and corporate governance best practice as set out in the AIC Code of Corporate Governance, all Directors will retire from office at the Annual General Meeting. Each Director has offered himself or herself to stand for re-election. Each Director re-elected will hold office until the conclusion of the next Annual General Meeting due to be held in 2026 unless in the meantime he or she retires or ceases to be a Director in accordance with the Articles, by operation of law or until he or she resigns.

Following a performance evaluation of the Directors, the Board believes that each Director standing for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Biographical details of all the Directors standing for re-election appear on pages 20 and 21 of the Annual Report and Accounts.

Special Resolutions

Resolution 9:

In certain circumstances, it may be advantageous for the Company to make on-market purchases of its own Ordinary Shares. Resolution 9 seeks to renew the Company's authority to purchase from time to time its own shares in the market up to 5,536,011 Ordinary Shares (equivalent to 14.99 per cent. of the Ordinary Shares in issue (excluding shares held in treasury) as at 28 April 2026, being the latest practicable date prior to the date of publication of this document) either for cancellation or to hold as treasury shares for future resale or transfer.

Purchases will only be made in the market at prices at or below the prevailing net asset value per Ordinary Share in circumstances in which, in the light of market conditions prevailing at the time, the Directors believe that it is in the best interests of the Company to do so. The overall position of the Company will be taken into account when considering whether to exercise this authority. The Board intends to seek renewal of this authority at subsequent Annual General Meetings in accordance with current best practice.

As at 28 April 2026, being the latest practicable date before the publication of this document, the Company held no equity securities in treasury.

Resolution 10:

Resolution 10 is a resolution to allow the Company to call general meetings (other than the Company's Annual General Meeting) on 14 clear days' notice.

Under the Companies (Shareholders' Rights) Regulations 2009 and the Companies (Shareholders Rights to Voting Confirmations) Regulations 2020, traded companies such as the Company must provide 21 clear days' notice of a general meeting, unless, amongst other things, shareholders approve the holding of general meetings on 14 clear days' notice on an annual basis. The Company does not intend to use this shorter notice period as a matter of routine for such meetings but is seeking the flexibility to do so where merited by the business of the meeting in question and where the Board considers it to be in the best interests of Shareholders as a whole.

ACTION TO BE TAKEN

Form of Proxy

You will find enclosed the Form of Proxy for use at the Annual General Meeting. In the event a shareholder is unable to attend in person, the Company recommends you to vote by proxy at the Annual General Meeting and to appoint the Chairman of the meeting as your proxy for that purpose. To be valid, the Form of Proxy must be completed in accordance with the instructions printed on it and lodged with MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026. Alternatively, Shareholders may submit proxies electronically not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>.

The lodging of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you so wish. If you have any queries relating to the completion of the Form of Proxy, please contact MUFG Corporate Markets, by emailing at shareholderenquiries@cm.mpms.mufg.com, by post at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; by telephone on UK: 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales. MUFG Corporate Markets can only provide information regarding the completion of the Form of Proxy and cannot provide you with investment or tax advice.

A quorum for the Annual General Meeting consisting of two Shareholders present (in person or by attorney or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) and entitled to vote is required for the Annual General Meeting.

Resolutions 1 to 8 are proposed as ordinary resolutions, which, on a poll, require a simple majority of more than 50 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

Resolutions 9 and 10 are proposed as special resolutions, which, on a poll, require not less than 75 per cent. of the total voting rights cast on the relevant resolution (excluding any votes that are withheld) to be in favour.

RECOMMENDATIONS

The Board considers that the proposals and subjects of all of the Resolutions are in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders, as those Directors who own shares in the Company intend to do so in respect of their own beneficial holdings, to vote **IN FAVOUR** of all of the Resolutions to be proposed at the Annual General Meeting.

You are urged to complete and return the enclosed Form of Proxy without delay.

Yours faithfully



REUBEN JEFFERY, III
Chairman

PART II

DEFINITIONS

“**Annual General Meeting**” means the Annual General Meeting of the Company convened for 14:00 p.m. (BST) on Thursday, 21 May 2026 (or any adjournment thereof), notice of which is set out at the end of this document;

“**Articles**” means the articles of association of the Company in force from time to time;

“**Auditor**” means the statutory auditor of the Company from time to time (currently Ernst & Young LLP);

“**Board**” or “**Directors**” (each a “**Director**”) means the board of directors of the Company from time to time;

“**Companies Act**” means The Companies Act 2006;

“**Company**” means Riverstone Credit Opportunities Income Plc;

“**Form of Proxy**” means the form of proxy for use at the Annual General Meeting;

“**Ordinary Shares**” means the ordinary shares of US\$0.01 in the capital of the Company issued and designated as “Ordinary Shares”, having the rights and being subject to such restrictions as contained in the Articles;

“**Resolutions**” (each a “**Resolution**”) means the resolutions to be proposed at the Annual General Meeting and contained in the notice of the Annual General Meeting; and

“**Shareholders**” (each a “**Shareholder**”) means the shareholders of the Company, whose name is entered in the share register as the holder of shares in the capital of the Company from time to time.

NOTICE OF ANNUAL GENERAL MEETING

RIVERSTONE CREDIT OPPORTUNITIES INCOME PLC

(the “Company”)

5th Floor, 20 Fenchurch St., London, EC3M 3BY

(Incorporated in England and Wales with company number 11874946 and registered as an investment company under section 833 of the Companies Act 2006)

NOTICE is hereby given that the seventh Annual General Meeting of Riverstone Credit Opportunities Income Plc. (the “Company”) will be held at the offices of Hogan Lovells International LLP, Atlantic House, Holborn Viaduct, London EC1A 2FG on Thursday, 21 May 2026 at 14:00 p.m. (BST) to consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions and special resolutions as set out below:

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 2025 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 25 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.

Special Resolutions

9. **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 cent 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 5,536,011.
 - (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 9 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 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.
10. **THAT**, a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 days’ notice.

By order of the Board

Yours faithfully



REUBEN JEFFERY, III
Chairman

Registered Office

5th Floor,
20 Fenchurch St.,
London,
EC3M 3BY

NOTES:

1. To have the right to attend and vote at the meeting you must hold shares in the Company and your name must be entered on the share register of the Company in accordance with Note 8 below.
2. Shareholders entitled to attend and vote at the meeting may appoint one or more proxies (who need not be a Shareholder) to attend, speak and vote on their behalf, provided that if two or more proxies are to be appointed, each proxy must be appointed to exercise the rights attaching to different shares. Where multiple proxies have been appointed to exercise rights attached to different shares, on a show of hands those proxy holders taken together would collectively have the same number of votes as the Shareholder who appointed them would have on a show of hands if he or she were present at the meeting. On a poll, all or any of the rights of the Shareholder may be exercised by one or more duly appointed proxies.
3. To be valid, the relevant instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) must be received by MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, as soon as possible and, in any event, not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026. Alternatively, Shareholders may submit proxies electronically not later than 14:00 p.m. (BST) on Tuesday, 19 May 2026 via the Investor Centre app or web browser at <https://uk.investorcentre.mpms.mufg.com/>. A Form of Proxy accompanies this Notice. Completion and return of the Form of Proxy will not preclude members from attending and voting at the meeting should they wish to do so. Unless otherwise indicated on the Form of Proxy, CREST or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
4. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrars. In the case of a member which is an individual the revocation notice must be under the hand of the appointer or his attorney duly authorised in writing or in the case of a member which is a company, the revocation notice must be executed under its common seal or under the hand of an officer of the company or an attorney duly authorised. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy of such power or authority) must be included within the revocation notice.
5. The revocation notice must be received before the time of the holding of the meeting or any adjournment thereof. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.
6. Any person receiving a copy of this notice as a person nominated by a member to enjoy information rights under section 146 Companies Act 2006 (a "Nominated Person") should note that the provisions under Notes 2 to 3 above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person had no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.
7. Nominated Persons are reminded that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on the behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.
8. The time by which a person must be entered on the share register of the Company in order to have the right to attend and vote at the meeting is close of business on Tuesday, 19 May 2026. If the Annual General Meeting is adjourned, the time by which a person must be entered on the share register in order to have the right to attend or vote at the adjourned meeting is 48 hours before the date fixed for the adjourned Annual General Meeting. Changes to entries on the share register after such times shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
9. Each Resolution put to the vote at the Annual General Meeting shall be decided by a poll. On a poll, each Shareholder entitled to vote will have one vote per ordinary share held. As at the date of this notice, the Company's issued share capital consisted of 36,931,359 ordinary shares. Therefore, the total voting rights in the Company as at the date of this notice are 36,931,359.
10. If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are set out below.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST manual (available via www.euroclear.com) subject to the provisions of the Articles. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
12. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufg.com/>.



13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK and International Limited’s (“Euroclear”) specifications and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) by 14:00 p.m. (BST) on Tuesday, 19 May 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST applications host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
14. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations, 2001 (as amended).
16. Under section 527 Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
 - (a) the audit of the Company’s accounts (including the Auditor’s report and the conduct of the audit) that are to be laid before the meeting; or
 - (b) any circumstance connected with any Auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 Companies Act 2006.The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 Companies Act 2006, it must forward the statement to the Company’s Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 Companies Act 2006 to publish on a website.
17. Under sections 338 and 338A Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company;
 - (a) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or
 - (b) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business.A resolution may properly be moved or a matter may properly be included in the business unless:
 - (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise);
 - (b) it is defamatory of any person; or
 - (c) it is frivolous or vexatious.Such a request may be in hard copy form or in electronic form, and must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 7 May 2026, being 14 days before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
18. The annual audited financial statements of the Company for the period ended 31 December 2025 are available from the Company’s website www.riverstonecoi.com with hard copies available upon request from the Company Secretary, Ocorian Administration (UK) Limited (via telephone +44823 685183 or email Riverstone.UK.Team@ocorian.com).
19. A copy of the Company’s Articles will be available for inspection at the registered office of the Company at 5th Floor, 20 Fenchurch St., London, EC3M 3BY or otherwise available on request from the Company Secretary from the date of this notice until the time of the meeting.
20. If within thirty minutes from the time appointed for the meeting a quorum is not present, the Annual General Meeting shall stand adjourned for ten clear days at the same time and place or to such other day and at such other time and place as the Board may determine and (subject to Article 59 (a)) no notice of adjournment need be given. At any such adjourned meeting, those Shareholders who are present (in person or by attorney or proxy or, in the case of a corporation Shareholder, by a duly appointed representative) shall be the quorum.

