

**Company number 13656587**

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**HARMONY ENERGY INCOME TRUST PLC (Company)**

Passed on 22 March 2023

At the Annual General Meeting of the Company duly convened and held at 60 Threadneedle Street, London EC2R 8HP on Wednesday 22 March 2023, at 10.00 am the following resolutions were duly passed:

**SPECIAL RESOLUTION**

**12.** THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice provided that this authority shall expire at the conclusion of the Company's next annual general meeting.

**SPECIAL BUSINESS - ORDINARY RESOLUTION**

**13.** THAT, in accordance with section 551 of the Companies Act 2006 (the "Companies Act"), the directors of the Company (the "Directors") be generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of the section 560(1) of the Companies Act) up to an aggregate nominal amount of £454,256.60 (equating to 45,425,660 ordinary shares of £0.01 each in the Company (the "Ordinary Shares") representing approximately 20 per cent. of the issued share capital of the Company at the date of this notice of meeting), with such authority to:

(a) expire on 30 April 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked 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 Ordinary Shares from treasury in pursuance of such an offer or agreement as if such power had not expired; and

(b) revoke and replace unexercised authorities previously granted to the Directors to allot Ordinary Shares pursuant to resolution no. 4 passed at a general meeting of the Company held on 12 October 2021 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such

authority. For the avoidance of doubt, the authorities previously granted to the Directors to allot Ordinary Shares and/or C Shares pursuant to resolution no. 3 passed at a general meeting of the Company held on 12 October 2021 and resolution no. 1 passed at a general meeting of the Company held on 14 October 2021 shall continue in full force and effect. To consider and, if thought fit, pass the following as special resolutions:

### **SPECIAL RESOLUTIONS**

**14.** THAT, subject to the passing of resolution 13 set out in this notice of meeting, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Companies Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £227,128.30 (equating to 22,712,830 Ordinary Shares representing approximately 10 per cent. of the issued Ordinary Share capital of the Company as at the date of this notice of meeting), such power to expire on 30 April 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked 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 Ordinary Shares from treasury in pursuance of such an offer or agreement as if such power had not expired. For the avoidance of doubt, the authorities previously granted to the Directors to disapply pre-emption rights in respect of the allotment of Ordinary Shares and/or C Shares pursuant to resolution no. 8 passed at a general meeting of the Company held on 12 October 2021 and resolution no. 2 passed at a general meeting of the Company held on 14 October 2021 shall continue in full force and effect notwithstanding the passing of this resolution.

**15.** THAT, subject to the passing of resolution 13 and in addition to the authority granted in resolution 14 above, the Directors be generally and unconditionally authorised to allot equity securities (as defined in section 560(1) of the Companies Act) for cash under the authority conferred by that resolution and/or to sell Ordinary Shares held by the Company as treasury shares as if section 561 of the Companies Act did not apply to any such allotment or sale, up to an aggregate nominal amount of £227,128.30 (equating to 22,712,830 Ordinary Shares representing approximately 10 per cent. of the issued Ordinary Share capital of the Company at the date of this notice of meeting and being approximately 20 per cent. of the issued Ordinary Share capital of the Company at the date of this notice when taken in aggregate with the authority granted pursuant to resolution 14 above), such power to expire on 30 April 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked 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 Ordinary Shares from treasury in pursuance of such an offer or agreement as if such power had not expired. For the avoidance of doubt, the authorities previously granted to the Directors to disapply pre-emption rights in respect of the allotment of Ordinary Shares and/or C Shares pursuant to resolution no. 8 passed at a general meeting of the Company held on 12 October 2021 and resolution no. 2 passed at a general meeting of the Company held on 14 October 2021 shall continue in full force and effect notwithstanding the passing of this resolution.

**16.** THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act to make market purchases (within the meaning of section 693(4) of the Companies Act) of Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

(a) the maximum aggregate number of Ordinary Shares that may be purchased is 34,069,244 representing approximately 14.99 per cent. of the Company's issued share capital as at the date of the passing of this resolution;

(b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is not less than its nominal value;

(c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is an amount equal to the higher of:

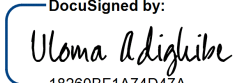
(i) 105 per cent. of the average of the mid-market quotation of an Ordinary Share (as derived from the London Stock Exchange plc's Daily Office List) for the five business days prior to the day the purchase is made; and

(ii) the higher of:

(a) the price of the last independent trade of an Ordinary Share; and

(b) the highest current independent bid for an Ordinary Share on the London Stock Exchange at the time the purchase is carried out; and

(d) the authority conferred by this resolution shall expire on 30 April 2024 or, if earlier, at the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company in general meeting) save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

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 Signed: .....18260BE1A7AD47A.....  
**Uloma Adighibe**

for an on behalf of  
**JTC (UK) Limited**  
as Company Secretary  
**22 March 2023**