

# HARMONY ENERGY INCOME TRUST PLC

INCORPORATED IN ENGLAND & WALES UNDER REGISTERED NUMBER: 13656587

## NOTICE OF 2025 ANNUAL GENERAL MEETING

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you reside elsewhere, another appropriately authorised financial adviser.**

**If you have recently sold or transferred all of your shares in Harmony Energy Income Trust plc (the "Company"), please send this notice and the accompanying documents as soon as possible to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.**

### **ACCESSING THE ANNUAL REPORT AND ACCOUNTS**

A printed copy of the annual report and accounts will only be sent to you if you have opted to receive a paper copy of communication from the Company. You may access the annual report and accounts by visiting the Company's website <https://www.heitp.co.uk/investors/results-reports-and-presentations/>. If at any time you would like to change your preference on how you receive documents, please contact our Registrar, Computershare Investor Services PLC, whose contact details are set out below. By choosing to receive communications electronically, by email and on our website, you will have access to Company information more quickly. In addition, reducing the need to print shareholder communications supports the Company's commitment to manage our business' environmental impact and helps us grow our business in a sustainable way.

### **INITIAL CONTINUATION RESOLUTION**

The prospectus of the Company dated 15 October 2021 states that, in the event that by the end of 2024 the Company's net asset value does not equal or exceed £250 million, the Directors will propose an ordinary resolution at the following annual general meeting that the Company continues its business (the "Initial Continuation Resolution"). On 25 March 2025, Drax BESS Holdco Limited ("Drax Bidco") and the Board of Directors of the Company announced that they had reached agreement on the terms of a recommended cash acquisition pursuant to which Drax Bidco, a wholly-owned subsidiary undertaking of Drax Group plc, will acquire the entire issued ordinary share capital of the Company (the "Acquisition"). The Acquisition will be implemented by way of a Court-sanctioned scheme of arrangement between the Company and the Company's Shareholders under Part 26 of the Companies Act 2006. The Directors have resolved, in light of the Acquisition, to postpone putting the Initial Continuation Resolution to Shareholders at this AGM. If the Acquisition is not approved by Shareholders or the Acquisition or another sale of the Company does not otherwise complete by 30 September 2025, the Directors will convene a further general meeting of the Company to put the Initial Continuation Resolution to Shareholders for their approval as soon as practicable.

# HARMONY ENERGY INCOME TRUST PLC

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the "**AGM**") of Harmony Energy Income Trust plc (the "**Company**") will be held at the offices of Panmure Liberum Limited, Level 12 Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY on Tuesday 29 April 2025 at 10:00 a.m. to transact the business set out in the resolutions below.

### Resolutions

Ordinary Resolutions 1 to 10 (inclusive) and 12 require a simple majority over 50 per cent. of the votes cast to be in favour in order for the resolutions to be passed. Special Resolutions 11 and 13 to 15 (inclusive) require at least 75 per cent. of the votes cast to be in favour in order for the resolutions to be passed.

### ORDINARY BUSINESS

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

1. To receive and adopt the Company's annual accounts for the financial year ended 31 October 2024 together with the directors' report and auditor's report on those accounts.
2. To approve the directors' remuneration report (excluding the directors' remuneration policy, set out on page 82 of the annual report and accounts), as detailed in the Company's annual report and accounts for the financial year ended 31 October 2024.
3. To approve the Company's dividend policy that provides for an ongoing commitment to distribute, by way of interim dividends and subject to maintenance of a suitable working capital buffer, a minimum of 85% of operational free cash flow, such amounts to be determined by the Board, declared and paid on a semi-annual basis.
4. To re-elect Norman Crighton as a director of the Company in accordance with article 109 of the Company's articles of association (the "**Articles**").
5. To re-elect Janine Freeman as a director of the Company in accordance with article 109 of the Articles.
6. To re-elect Hugh McNeal as a director of the Company in accordance with article 109 of the Articles.
7. To re-elect William Rickett as a director of the Company in accordance with article 109 of the Articles.
8. To re-elect Shefaly Yogendra as a director of the Company in accordance with article 109 of the Articles.
9. To re-appoint Ernst & Young LLP as the Company's auditor to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
10. To authorise the audit and risk committee of the Company to determine the auditor's remuneration.

#### To consider and, if thought fit, pass the following as a special resolution:

11. 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

#### To consider and, if thought fit, pass the following as an ordinary resolution:

12. 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 £454,256.59 (equating to 45,425,659 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 2026 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. 13 passed at the annual general meeting of the Company held on 18 April 2024 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 shall continue in full force and effect.

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

13. THAT, subject to the passing of resolution 12 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 2026 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 shall continue in full force and effect notwithstanding the passing of this resolution.
14. THAT, subject to the passing of resolution 12 and in addition to the authority granted in resolution 13 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 22,172,830 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 13 above), such power to expire on 30 April 2026 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 shall continue in full force and effect

notwithstanding the passing of this resolution.

15. 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 34,046,531 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 2026 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.

**Registered Office:**

The Scalpel, 18th Floor  
52 Lime Street  
London, EC3M 7AF

**By order of the Board**

JTC (UK) LIMITED  
*Company Secretary*

27 March 2025

## Notes:

### Attendance

- 1 Shareholders wishing to attend the physical meeting are asked to register their attendance as soon as practicable by sending an email to the Company Secretary at [harmonyenergyincometrustplc@jtcgroup.com](mailto:harmonyenergyincometrustplc@jtcgroup.com). Attendees will be required to comply with any health and safety measures imposed at the AGM venue in accordance with any instructions from the Company and any guidance from the UK Government in force on the day of the AGM.
- 2 In the event that government restrictions on public gatherings or social distancing are re-introduced, please note that the Company may be required to change the arrangements for the AGM at short notice. This will be notified to shareholders on our website and/or via a Regulatory Information Service.

### Proxies

- 3 A member is entitled to appoint a proxy to exercise all or any of the member's rights to attend, speak and vote at the AGM. A proxy need not be a member of the Company.
- 4 A form of proxy is enclosed with this notice. Forms of proxy may also be obtained on request from the Company's registered office. In order to be valid any proxy form or other instrument appointing a proxy must be returned duly completed by one of the following methods no later than 48 hours before the time of the AGM (excluding nonworking days), in hard copy form by post, by courier, or by hand to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY (the "Registrar"). Submission of a proxy appointment will not preclude a member from attending and voting at the AGM in person should they wish to do so. However please note that to the extent that you attend but do not vote at the meeting, the appointment of the proxy remains effective unless otherwise validly withdrawn.
- 5 A shareholder may appoint more than one proxy in relation to the AGM to attend, speak and vote provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 6003 or the proxy form should be photocopied and the name of the proxy to be appointed indicated on each form together with the number of shares that such proxy is appointed in respect of (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- 6 As an alternative to completing the form of proxy, shareholders can appoint a proxy electronically via the Registrar's online voting portal [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). For an electronic proxy appointment to be valid, your appointment must be received by the Registrar no later than 48 hours before the time of the AGM (excluding nonworking days).
- 7 To direct your proxy on how to vote on the resolutions, mark the appropriate box on your form of proxy with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the AGM.
- 8 Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be returned to the registered office with your proxy form.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
- 10 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's 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 Company's agent ID (3RA50) by the latest time(s) for receipt of proxy appointments specified in this notice of AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company'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.
- 11 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 their 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.
- 12 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.

### Thresholds and entitlement to vote

- 13 To be passed, ordinary resolutions require a majority in favour of the votes cast and special resolutions require a majority of not less than 75 per cent. of members who vote in person or by proxy at the meeting. On a show of hands every shareholder who is present in person (or being a company is present by a representative not himself, a shareholder) and who is allowed to vote at a general meeting shall have one vote. Upon a poll every member holding Ordinary Shares who is present in person or by proxy (or being a company is represented) shall have one vote for every Ordinary Share of which he is the registered holder.
- 14 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), specifies that only those members registered in the Company's register of members (the "**Register of Members**") at the close of business on 25 April 2025 (or if the AGM is adjourned, members entered on the Register of Members no later than 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend, speak and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the Register of Members after the close of business on 25 April 2025 shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.
- 15 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first named being the most senior).
- 16 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
- 17 A person to whom this notice of AGM is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of rights of members in relation to the appointment of proxies above do not apply to a Nominated Person. The rights described in those notes can only be exercised by registered shareholders of the Company.
- 18 As at 26 March 2025, being the latest practicable date before the publication of this notice of AGM, the Company's issued share capital consisted of 227,128,295 Ordinary Shares each carrying one vote. Therefore, the total voting rights in the Company as at 26 March 2025 is 227,128,295. All Ordinary Shares carry equal voting rights and there are no restrictions on those voting rights. Voting deadlines are stated in the notes above and form of proxy and are in accordance with the Act. There are no restrictions on the transfer of Ordinary Shares, nor are there any limitations or special rights associated with regard to control attached to the Ordinary Shares.

### Miscellaneous

- 19 Copies of the Directors' letters of appointment are available for inspection at the registered office of the Company during normal business hours from the date of this notice until conclusion of the meeting, and at the place of the meeting from 15 minutes prior to its commencement until its conclusion.
- 20 This notice of AGM, the information required by section 311A of the Act and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice of AGM, will be available on the Company's website at [www.heitp.co.uk](http://www.heitp.co.uk).
- 21 Members who have general queries about the AGM should email the Company Secretary at [harmonyenergyincometrustplc@jtcgroup.com](mailto:harmonyenergyincometrustplc@jtcgroup.com). Shareholders may not use any electronic address provided either in the notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.
- 22 The Company must cause to be answered any question asked by a shareholder relating to the business to be dealt with at the meeting unless: (a) answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 23 Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chair of the AGM as their proxy is to ensure that both they and their proxy comply with their respective disclosure obligations under the UK Disclosure Guidance and Transparency Rules.
- 24 Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommend that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company that is found to contain any virus will not be accepted.
- 25 Under Section 527 of the Act, shareholders 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: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Act (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, 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 AGM for the

relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

- 26 Members representing 5 per cent. or more of the total voting rights of all members or at least 100 persons (being either members who have a right to vote at the AGM and hold shares on which there has been paid up an average sum, per member, of £100, or persons satisfying the requirements set out in s.153(2) of the Companies Act 2006) may:
- a) Require the Company, under s.338 of the Companies Act 2006, to give notice of a resolution which may properly be moved at the AGM. Any such request, which must comply with s.338(4) of the Companies Act 2006, must be received by the Company no later than 6 weeks before the date fixed for the AGM; and
  - b) Require the Company, under s.338A of the Companies Act 2006 to include any matter (other than a proposed resolution) in the business to be dealt with at the AGM. Any such request, which must comply with s.338A of the Companies Act 2006, must be received by the Company no later than 6 weeks before the date fixed for the AGM.
- 27 The Company may process personal data of attendees at the meeting. This may include webcasts, photos, recordings and audio and video links, as well as other forms of personal data, including your name, contact details and votes you cast. The Company shall process such personal data in accordance with its privacy policy, which can be found at [www.heitp.co.uk](http://www.heitp.co.uk).

#### EXPLANATION OF RESOLUTIONS

- 28 **Resolution 1 - Receipt of the annual report and accounts** - the Directors are required to present the annual report and accounts of the Company to the meeting.
- 29 **Resolution 2 - Directors' remuneration report** — this resolution seeks shareholder approval of the Directors' remuneration report (excluding the Directors' remuneration policy), which is set out on page 82 of the annual report and accounts. The Company's auditors have audited those parts of the Directors' remuneration report that are required to be audited and their report may be found on pages 88 to 93 of the annual report and accounts. This resolution is subject to an 'advisory vote' by shareholders. In the event that the resolution is not passed, payments made or promised to Directors will not have to be repaid, reduced or withheld.
- 30 **Resolution 3 – Dividend policy** – as announced on 30 May 2024, the Board resolved to replace the previous fixed 8 pence per Ordinary Share annual dividend target with a dynamic policy which is more able to reflect the market at any given time. All dividends will be declared as interim dividends. The amended dividend policy provides for an ongoing commitment to distribute, by way of interim dividends and subject to maintenance of a suitable working capital buffer, a minimum of 85% of operational free cash flow, such amounts to be determined by the Board, declared and paid on a semi-annual basis.
- 31 **Resolutions 4 to 8 - Re-appointment of Directors** - the Board, led by the Chair, has considered each of the Directors and has concluded that each of them makes positive and effective contributions to the meetings of the Board and the committees on which they sit, and that they demonstrate commitment to their roles. The Board is satisfied that each independent non-executive director offering themselves for re-appointment is independent in character and there are no relationships or circumstances likely to affect their character or judgement. Biographies of each of the Directors are provided on pages 80 and 81 of the annual report and accounts and are also available from the Company's website: [www.heitp.co.uk](http://www.heitp.co.uk). The Board unanimously recommends the re-appointment of each of the Directors.
- 32 **Resolutions 9 and 10 - Auditor appointment and remuneration** - the auditor of a company must be reappointed at each general meeting at which accounts are laid. Resolution 9 proposes the appointment of Ernst & Young LLP until the next general meeting at which accounts are laid before the Company. Resolution 10 is a separate resolution which proposes to grant authority to the audit and risk committee of the Company to determine the auditor's remuneration.
- 33 **Resolution 11 - Notice period for general meetings** - the notice period required by the Companies Act for general meetings of the Company is 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days (annual general meetings must always be held on at least 21 clear days' notice). This resolution, if passed, authorises the calling of general meetings other than an annual general meeting on not less than 14 clear days' notice, and will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The flexibility offered by this resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole. This resolution will be proposed as a special resolution.
- 34 **Resolution 12 - General authority to allot** - this resolution, to be proposed as an ordinary resolution, relates to the grant to the Directors of authority to allot equity securities until the earlier of the conclusion of the annual general meeting to be held in 2026 and 30 April 2026 (being six months after the financial year end of the Company), unless the authority is renewed or revoked prior to such time. This authority is limited to a maximum nominal amount of £454,256.59 (representing approximately 20 per cent. of the issued Ordinary Share capital of the Company as at the date of this Notice of Meeting). The Directors may exercise this authority if they decide to carry out one or more equity fundraisings in the short to medium term.
- This authority revokes and replaces 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 is without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority) and, 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 shall continue in full force and effect.
- 35 **Resolutions 13 and 14 - Statutory pre-emption rights** - the Companies Act requires that if the Directors decide to allot unissued shares in the Company or transfer them out of treasury, the shares proposed to be issued or transferred must be first offered to existing shareholders in proportion to their existing holdings. This is known as shareholders' pre-emption rights. However, to act in the best interests of the Company, the Directors may require flexibility to allot and/or transfer shares out of treasury for cash without regard to the provisions of section 561(1) of the Act. Therefore resolution 13, to be proposed as a special resolution, seeks authority to enable the directors to allot equity securities and/or transfer Ordinary Shares out of

treasury up to a maximum nominal amount of £227,128.30 (representing approximately 10 per cent. of the issued Ordinary Share capital of the Company as at the date of this Notice of Meeting). This authority expires on the earlier of the conclusion of the annual general meeting to be held in 2026 and 30 April 2026 (being six months after the financial year end of the Company), unless the authority is renewed or revoked prior to such time. This authority is in addition to 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, which shall continue in full force and effect notwithstanding the passing of this resolution.

Resolution 14, to be proposed as a special resolution, seeks authority to enable the Directors to allot equity securities and/or transfer Ordinary Shares out of treasury up to a further maximum nominal amount of £227,128.30 (representing approximately 10 per cent. of the issued Ordinary Share capital of the Company as at the date of this Notice of Meeting). This authority expires on the earlier of the conclusion of the annual general meeting to be held in 2026 and 30 April 2026 (being six months after the financial year end of the Company), unless the authority is renewed or revoked prior to such time.

In the event that resolution 13 is passed but resolution 14 is not passed, the Directors will be authorised to allot equity securities and/or transfer Ordinary Shares out of treasury for cash on a non-pre-emptive basis up to an aggregate nominal value of £227,128.30, which represents approximately 10 per cent. of the Company's issued Ordinary Share capital as at the date of this Notice of Meeting.

Resolutions 13 and 14 will, if passed, give the Directors power to allot equity securities and/or transfer Ordinary Shares out of treasury for cash on a non-pre-emptive basis up to an aggregate nominal value of £454,256.59, which represents approximately 20 per cent. of the Company's issued Ordinary Share capital as at the date of this Notice of Meeting.

The Directors may decide to allot unissued shares in the Company or transfer them out of treasury without first offering to existing shareholders in proportion to their existing holdings if they decide to carry out one or more equity fundraisings in the short to medium term.

The Directors are aware that the combined authority to dis-apply pre-emption rights in respect of up to 20 per cent. of the Company's issued Ordinary Share capital sought under resolutions 13 and 14 is higher than the 10 per cent. typically sought by investment companies. However, the Directors believe that a higher authority is justified to enable the Company to pursue future investment opportunities in line with its investment policy, where they believe such investment opportunities would create further value for shareholders.

Any new Ordinary Shares issued, or Ordinary Shares sold from treasury, under the authority of resolutions 13 and 14 will, in accordance with UK Listing Rule 9.2.1 with which the Company voluntarily complies, be at a minimum issue or sale price equal to the prevailing Net Asset Value ("**NAV**") per Ordinary Share at the time of allotment or sale to avoid dilution of the NAV of the then existing Ordinary Shares held by shareholders.

36 **Resolution 15 - Market purchases** - the Directors are requesting authority for the Company to make market purchases of up to 34,046,531 Ordinary Shares (representing approximately 14.99 per cent. of the issued Ordinary Share capital of the Company as at the proposed date of the passing of the resolution). There is no present intention to exercise such general authority. Any repurchase of Ordinary Shares will be made subject to the Companies Act and within guidelines established from time to time by the Directors (which will take into account the income and cash flow requirements of the Company) and will be at the absolute discretion of the Directors, and not at the option of shareholders. Subject to shareholder authority for the proposed repurchases, general purchases of the Ordinary Shares in issue will only be made through the market. Such purchases may only be made provided the price to be paid is not more than the higher of: (i) 105 per cent. of the middle market quotations for 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 at the time of purchase. Any Ordinary Shares purchased will either be cancelled or, if the Directors so determine, held in treasury.

The Companies Act permits companies to hold shares acquired by way of market purchase as treasury shares, rather than having to cancel them. This provides the Company with the ability to re-issue Ordinary Shares quickly and cost effectively, thereby improving liquidity and providing the Company with additional flexibility in the management of its capital base. In accordance with UK Listing Rule 9.2.1, with which the Company voluntarily complies, no Ordinary Shares will be sold from treasury at a price less than the (cum-income) NAV per existing Ordinary Share at the time of their sale unless they are first offered pro rata to existing shareholders. At the period end and at the date of this notice of AGM, no Ordinary Shares were held in treasury.