**Company Number:** **13611678**

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**Notice of Resolutions passed at the Annual General Meeting**

**of Pantheon Infrastructure Plc (the “Company”)**

**held on 19 June 2025**

At an Annual General Meeting of the Company duly convened and held at 11.00 a.m. on 19 June 2025 at 10 Finsbury Square, 4th Floor, London, EC2A 1AF, the following Resolutions were duly passed:

9. THAT, in substitution for all existing authorities, in accordance with Section 551 of the Companies Act 2006 (the “Act”), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot ordinary shares, up to a maximum aggregate nominal amount of £1,562,083, such authority to expire at the conclusion of the next Annual General Meeting of the Company (unless previously renewed, varied or revoked by the Company in a general meeting), save that PINT may, before such expiry, make offers or agreements which would or might require ordinary shares to be allotted after such expiry and the Directors may allot ordinary shares in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

10. THAT, in substitution for all existing authorities, and subject to the passing of Resolution 9, and in

accordance with Sections 570 and 573 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash, pursuant to the authority conferred on the Directors by Resolution 9 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, up to an aggregate nominal amount of £480,000, such power to expire at the conclusion of the next Annual General Meeting of the Company (unless previously renewed, varied or revoked by PINT in general meeting), or, if earlier, at the close of business on 19 September 2026, 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.

11. THAT, subject to the passing of Resolution 9 and in addition to the power conferred by Resolution 10, in accordance with Sections 570 and 573 of the Act, the Directors be and are hereby generally empowered to allot equity securities (as defined in Section 560(1) of the Act) for cash, pursuant to the authority conferred on the Directors by Resolution 9 and by way of a sale of ordinary shares from treasury for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that such authority:

a. shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount equal to £480,000;

b. shall only be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

c. to allot equity securities or sell treasury shares shall be at a price not less than the net asset value per share.

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 19 September 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired).

12. THAT the Company be and is hereby generally and, subject as hereinafter provided, unconditionally

authorised in accordance with Section 701 of the Act, in substitution for all subsisting authorities under Section 701 of the Act, to make market purchases (within the meaning of Section 693 of the Act) of

ordinary shares provided that:

a. the maximum number of shares hereby authorised to be purchased is 70,246,887 shares, representing 14.99% of the number of ordinary shares in issue (excluding ordinary shares held by the Company as treasury shares (within the meaning of Section 724(5) of the Act)) as at the date of this Notice;

b. the minimum price, exclusive of any expenses, which may be paid for an ordinary share is the nominal value of that ordinary share; and

c. the maximum price, exclusive of any expenses, which may be paid for an ordinary share shall be the higher of (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange’s Daily Official List for the five business days before the purchase is made and (ii) the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

Unless renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or the date occurring 15 months from the date on which this Resolution is passed, whichever is the earlier, save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after such expiry and may make a purchase of ordinary shares in pursuance of any such contract.

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