

**COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**

of

**AURORA UK ALPHA PLC**  
**(the "Company")**

Company Number. 03300814

**At the Annual General Meeting of the Company held at 25 Southampton Buildings, London WC2A 1AL on Wednesday, 11 June 2025 at 1 p.m. the following resolutions were considered and were passed by the requisite majority. Resolutions 1 to 10 were proposed as ordinary resolutions and resolutions 11, 12, and 13 were proposed as special resolutions.**

**Ordinary Resolutions**

1. To receive the Annual Report for the year ended 31 December 2024, including the financial statements and the Directors' and Auditors' reports thereon.
2. To approve the continuation of the Company as an Investment Trust for a further period of three years.
3. To approve the Remuneration Policy Implementation Report for 2024.
4. To re-elect Lucy Walker as a Director of the Company.
5. To re-elect Farah Buckley as a Director of the Company.
6. To re-elect Lady Rachael Robathan as a Director of the Company.
7. To re-elect David Stevenson as a Director of the Company.
8. To re-appoint BDO LLP as Auditor to the Company and to authorise Audit Committee to fix the Auditor's remuneration.
9. To ratify changes to the Company's Objective and Policy made during 2024, as set out in the Chair's Statement in the Company's annual report for the year ended 31 December 2024.

**10. Authority to Issue Shares**

THAT in substitution for any pre-existing power to allot or grant rights to subscribe for or convert any securities into ordinary shares in the Company the Directors be and are hereby generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot ordinary shares in the Company up to a maximum of 20% of the issued share capital in the Company as at the date of passing this resolution. This authority shall expire (unless previously varied, revoked or renewed by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever should first occur, save that the Company may before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or enter into an agreement as if the authority conferred hereby had not expired.

**11. Disapplication of Pre-Emption Rights**

THAT, subject to the passing of resolution 10, and in addition to all existing powers, the Directors be and are hereby empowered, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 10 or by

way of a sale of Treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power:

- (a) shall expire (unless previously varied, revoked or renewed by the Company in general meeting) 15 months from the passing of this resolution, or at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, whichever is earlier, save that the Company may before such expiry make an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot equity securities (including by way of sale of Treasury shares) as if such expiry had not occurred; and
- (b) shall be limited to the allotment of equity securities up to a maximum of 20% of the issued share capital of the Company as at the date of passing this resolution (being 22,868,548 ordinary shares).

## **12. Authority to Repurchase Ordinary Shares**

THAT, in substitution for any pre-existing authority that will have expired on the date hereof, but without prejudice to the exercise of such authority prior to the date hereof, the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 25p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased shall be 14.99% of the issued share capital of the Company at the date of passing this resolution (being 17,139,977 ordinary shares);
- (b) the minimum price which may be paid for an ordinary share is 25p;
- (c) the maximum price which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share taken from the Daily Official List of the UK Listing Authority for the 5 business days immediately preceding the day on which the ordinary share is purchased; and (ii) the higher of the price of the last independent trade in ordinary shares and the highest then current independent bid for ordinary shares on the London Stock Exchange; and
- (d) unless varied, revoked or renewed the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2026 or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may at any time prior to such expiry, enter into a contract or contracts to purchase ordinary shares under such authority which would or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract or contracts as if the authority conferred hereby had not expired.

## **13. General Meetings**

THAT the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 days.

Certified as a true copy

For and on behalf of  
**Frostrow Capital LLP**  
**Company Secretary**



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Authorised Signatory