

RESOLUTIONS OF TEMPLE BAR INVESTMENT TRUST PLC

Passed on Tuesday 7 May 2024

Registered Number: 00214601

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

OF

TEMPLE BAR INVESTMENT TRUST PLC **("the Company")**

Passed on Tuesday 7 May 2024

At the Annual General Meeting duly convened and held on Tuesday 7 May 2024, the following resolutions were duly passed:

AS ORDINARY RESOLUTIONS:

1. To approve the Company's Annual Report and Financial Statements for the year ended 31 December 2023 (together with the reports of the Directors and Auditor therein).
2. To approve the Report on Directors' Remuneration for the year ended 31 December 2023.
3. To re-elect Mrs Carolyn Sims as a Director of the Company.
4. To re-elect Mr Charles Cade as a Director of the Company.
5. To re-elect Mr Richard Wyatt as a Director of the Company.
6. To re-elect Dr Shefaly Yogendra as a Director of the Company.
7. To re-appoint BDO LLP as the Auditor to the Company, to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting at which financial statements are laid before the Company.
8. To authorise the Audit and Risk Committee to determine the remuneration of the Auditor.
9. To approve the Company's dividend policy, authorising the Directors of the Company to declare and pay all dividends of the Company as interim dividends, and for the last dividend referable to a financial year not to be categorised as a final dividend that is subject to shareholder approval.
10. That, in substitution of all existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Companies Act") to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ('Rights') up to an aggregate maximum nominal amount of £1,432,580 being 10% of the issued share capital of the Company as at 7 May 2024 and representing 28,651,615 ordinary shares in the capital of the Company, such authority to expire at the conclusion of the AGM of the Company to be held in 2025 (unless previously renewed, varied, revoked or extended by the Company in general meeting), save that the Company 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.

RESOLUTIONS OF TEMPLE BAR INVESTMENT TRUST PLC

Passed on Tuesday 7 May 2024

AS SPECIAL RESOLUTIONS:

11. That, subject to the passing of resolution 10 set out above, the Directors be and they are hereby generally empowered pursuant to Sections 570 and 573 of the Companies Act to allot equity securities (as defined in Section 560 of the Companies Act) for cash, including for the avoidance of doubt, the sale of shares held by the Company as treasury shares, in accordance with the authority conferred on the Directors by resolution 10, as if Section 561 of the Companies Act did not apply to the allotment or sale, up to an aggregate nominal amount of £1,432,580 (being 10% of the issued ordinary share capital of the Company at 7 May 2024), such power to expire at the conclusion of the AGM of the Company to be held in 2025 (unless previously renewed, varied, revoked or extended 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.
12. THAT, the Company generally be and is hereby authorised for the purpose of Section 701 of the Companies Act to make market purchases (as defined in Section 693 of the Companies Act) of its ordinary shares in issue, either for retention as treasury shares for future reissue, resale, transfer or cancellation provided that:
 - (i) the maximum number of ordinary shares hereby authorised to be purchased is 14.99% of the issued ordinary share capital of the Company as at the date of the passing of this resolution;
 - (ii) the minimum price (exclusive of expenses payable by the Company) which may be paid for such ordinary shares is the nominal value per share;
 - (iii) the maximum price (exclusive of expenses payable by the Company) which may be paid for such ordinary shares shall be the higher of:
 - (i) an amount equal to 105% 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 the ordinary shares are purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

This authority shall expire at the conclusion of the AGM of the Company to be held in 2025 (unless previously revoked, varied, renewed or extended by the Company in general meeting) save that the Company may, before such expiry, enter into a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority.

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

RESOLUTIONS OF TEMPLE BAR INVESTMENT TRUST PLC

Passed on Tuesday 7 May 2024

Certified as a true copy

Mark Pope

For and on behalf of

Frostrow Capital LLP \

Company Secretary

.....
Authorised Signatory, 21 May 2024