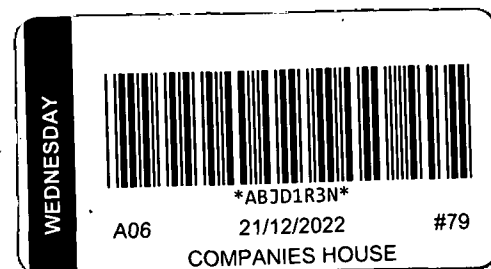


**FIDELITY SPECIAL VALUES PLC**  
**Company No. 2972628**  
**("the Company")**



**Resolutions of the members passed at the Annual General Meeting duly convened and held at 4 Cannon Street, London EC4M 5AB and virtually via the inline Lumi AGM meeting platform on 14 December 2022 at 11.00 am**

**ORDINARY RESOLUTIONS**

- Res 1** To receive and adopt the Annual Report and Financial Statements for the year ended 31 August 2022.
- Res 2** To declare that a final dividend for the year ended 31 August 2022 of 5.45 pence per ordinary share be paid to shareholders who appear on the register as at close of business on 2 December 2022.
- Res 3** To re-elect Mrs Claire Boyle as a Director of the Company.
- Res 4** To re-elect Mr Dean Buckley as a Director of the Company.
- Res 5** To elect Mr Ominder Dhillon as a Director of the Company.
- Res 6** To re-elect Mr Nigel Foster as a Director of the Company.
- Res 7** To re-elect Mrs Alison McGregor as a Director of the Company.
- Res 8** To approve the Directors' Remuneration Report (excluding the section headed "The Remuneration Policy" contained in the Annual Report and Financial Statements) for the year ended 31 August 2022.
- Res 9** To approve the Directors' Remuneration Policy.
- Res 10** To appoint Ernst & Young LLP as Auditor of the Company to hold office until the conclusion of the next general meeting at which Financial Statements are laid before the Company.
- Res 11** To authorise the Directors to determine the Auditor's remuneration.
- Res 12** THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any securities into shares in the Company ("relevant securities") up to an aggregate nominal amount of £1,624,494 (approximately 10% of the aggregate nominal amount of the issued ordinary share capital of the Company (including Treasury shares) as at 3 November 2022) and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authority to expire at the conclusion of the next Annual General Meeting ("AGM") of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant

securities to be allotted after such expiry as if the authority conferred by this resolution had not expired. All previous unexpired authorities are revoked, but without prejudice to any allotment of shares or grants of rights already made, offered or agreed to be made pursuant to such authorities.

### **SPECIAL RESOLUTIONS**

#### **Res 13**

THAT, subject to the passing of Resolution 12, set out above, the Directors be and they are hereby authorised, pursuant to Sections 570-573 of the Act, to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority given by the said Resolution 12 and/or to sell ordinary shares held by the Company as Treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited:

- a) to the allotment of equity securities or sale of Treasury shares up to an aggregate nominal amount of £1,624,494 (approximately 10% of the aggregate nominal amount of the issued share capital of the Company (including Treasury shares) as at 3 November 2022); and
- b) by the condition that allotments of equity securities or sales of Treasury shares may only be made pursuant to this authority at a price of not less than the net asset value per ordinary share.

and this power shall expire at the conclusion of the next Annual General Meeting of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, save that this authority shall allow the Company to make offers or agreements before the expiry of this authority, and the Directors may allot equity securities in relation to such an offer or agreement as if the authority conferred by this resolution had not expired.

#### **Res 14**

THAT 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 of the Act) of ordinary shares of 25 pence each (the "shares") in the capital of the Company provided that:

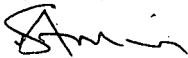
- a) the maximum number of shares hereby authorised to be purchased shall be 48,582,428 shares;
- b) the minimum price which may be paid for a share is 25 pence;
- c) the maximum price (excluding expenses) which may be paid for each share is the higher of:
  - i) 5% above the average of the middle market quotations for the shares as derived from the London Stock Exchange Official List for the five business days preceding the date of purchase; and
  - ii) the higher of the price quoted of the last independent trade and the highest current independent purchase bid on the London Stock Exchange at the time the purchase is carried out;
- d) the authorities hereby conferred shall expire at the next Annual General Meeting of the Company unless such authority is renewed prior

to such time; and

e) the Company may make a contract to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of shares pursuant to any such contract.

#### **ORDINARY RESOLUTION**

**Res 15** That the Company continues to carry on business as an investment trust.



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For and on behalf of  
FIL Investments International  
Secretary