



A25 20/06/2023 #100
COMPANIES HOUSE

FORESIGHT ENTERPRISE VCT PLC ("Company")

Company Number: 03506579

NOTICE OF RESOLUTIONS PASSED

At the Annual General Meeting of the Company duly convened and held at the offices of Foresight Group LLP at The Shard, 32 London Bridge Street, London SE1 9SG 1.00pm on 08 June 2023, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

RESOLUTION 9:

That, in substitution for all existing authorities, the Directors be and they are empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of that Act) for cash either pursuant to the authority conferred by Resolution 8 above or by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) The allotment of equity securities with an aggregate nominal amount of up to but not exceeding £550,000 pursuant to offer(s) for subscription;
- (b) The allotment of equity securities with an aggregate nominal amount of up to but not exceeding an amount equal to 10% of the issued share capital from time to time pursuant to the dividend reinvestment scheme operated by the Company at a subscription price per Share which may be less than the net asset value per Share, as may be prescribed by the scheme terms;
- (c) The allotment of equity securities with an aggregate nominal amount of up to but not exceeding £100,000 by way of an issue of Shares (which may be at a subscription price per Share which is less than the net asset value per Share) pursuant to performance incentive arrangements with Foresight Group LLP and relevant individuals of the Foresight Group LLP investment team; and
- (d) The allotment (otherwise than pursuant to sub-paragraphs (a) to (c) of this resolution) to any person or persons of equity securities with an aggregate nominal amount of up to but not exceeding an amount equal to 10% of the issued share capital from time to time.

In each case where the proceeds may be used in whole or part to purchase shares in the capital of the Company, and shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2024, or, if earlier, on the date falling 15 months after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the authority conferred hereby had not expired.

RESOLUTION 10:

That, in substitution for all existing authorities, the Company be empowered to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of its own shares

on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (i) The aggregate number of Shares to be purchased shall not exceed 35,280,252 or, if lower, such number of Shares (rounded down to the nearest whole Share) as shall equal 14.99% of the Company's Shares in issue at the date of passing of this resolution;
- (ii) The minimum price which may be paid for a Share is 1p (the nominal value thereof);
- (iii) The maximum price which may be paid for a Share is the higher of (1) an amount equal to 105% of the average of the middle market quotation for a Share taken from the London Stock Exchange daily official list for the five business days immediately preceding the day on which the Shares are purchased and (2) the amount stipulated by Article 5(6) of the Market Abuse Regulation (EU) 596/2014 (as such Regulation forms part of UK law and as amended);
- (iv) The authority conferred by this resolution shall expire (unless renewed, varied or revoked by the Company in a general meeting) on the conclusion of the Annual General Meeting of the Company to be held in the year 2024 or, if earlier, on the date falling 15 months after the passing of this resolution; and
- (v) The Company may make a contract to purchase Shares under the authority conferred by this resolution 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 such contract.

Dated: 08/06/2023



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Gary Fraser
For on and on behalf of
Foresight Group LLP
Company Secretary

Registered Office:
c/o Foresight Group LLP
The Shard
32 London Bridge Street
London, SE1 9SG