

THE COMPANIES ACT 2006
SPECIAL RESOLUTIONS
OF
THE INCOME & GROWTH VCT PLC
COMPANY NUMBER: 04069483

At the Annual General Meeting of the Company, duly convened and held at 11:00 am on Thursday, 29 February 2024, the following resolutions were passed as special resolutions:

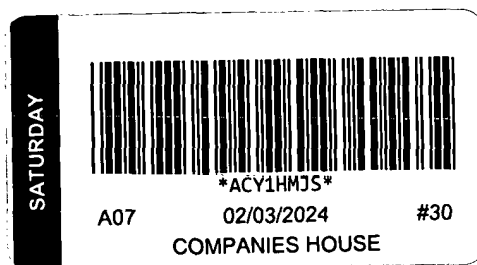
8 That, subject to the passing of resolution 8 set out in this notice and in addition to the existing authority of the Company obtained at the general meeting of the Company on 22 February 2023, but in substitution for all other existing authorities, the directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority conferred upon them by resolution 8 set out in this notice, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to the allotment of equity securities:

- (i) with an aggregate nominal value of up to, but not exceeding, £236,297 (representing approximately 15% of the existing issued share capital) in connection with offer(s) for subscription;
- (ii) with an aggregate nominal value of up to, but not exceeding, 10% of the issued share capital of the Company from time to time pursuant to any dividend investment 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; and
- (iii) otherwise than pursuant to sub-paragraphs (i) and (ii) above, with an aggregate nominal value of up to, but not exceeding, 15% of the issued share capital of the Company from time to time,

in each case where the proceeds of the allotment may be used, in whole or in part, to purchase the Company's Shares in the market and provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2025, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired.

9. That, in substitution for any existing authorities, the Company be and hereby is authorised pursuant to and accordance with section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own Shares provided that:

- i) the aggregate number of Shares which may be purchased shall not exceed 23,613,983 or, if lower, such number of Shares (rounded down to the nearest whole Share) as shall equal 14.99% of the Shares in issue at the date of passing of this resolution;
- ii) the minimum price which may be paid for a Share is 1 penny (the nominal value thereof);



- iii) the maximum price which may be paid for a Share (excluding expenses) shall be the higher of
(a) an amount equal to 5% above the average of the middle market quotations for a Share in the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased and (b) the amount stipulated in Article 5(6) of the Market Abuse Regulation (596/2014/EU);
- iv) the authority conferred by this resolution shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2025; and
- v) the Company may make a contract or contracts to purchase its own Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own Shares in pursuance of any such contract.

Certified a true copy of the resolutions passed at the meeting.

P. Scandellato

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On behalf of Gresham House Asset Management Limited
Company Secretary