

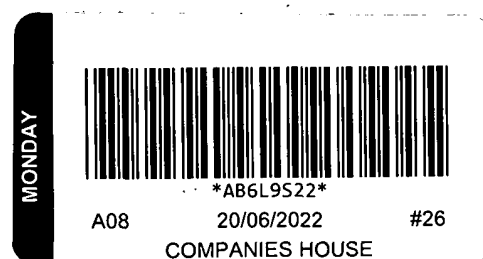
**PUBLIC COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**AMATI AIM VCT PLC**

**(Passed 16 June 2022)**



At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at Barber-Surgeons' Hall, Monkwell Square, Wood Street, Barbican, London EC2Y 5BL on 16 June 2022 at 2.00pm the following Resolutions were passed as Ordinary and Special Resolutions.

**ORDINARY RESOLUTION**

**RESOLUTION 10**

THAT, in substitution for all subsisting authorities to the extent unused, the Directors of the Company be and 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 Ordinary Shares of 5 pence each in the capital of the Company ("Ordinary Shares") and to grant rights to subscribe for or to convert any security into Ordinary Shares ("Rights") up to an aggregate nominal value of £2,450,000 (being equal to approximately 33 per cent. of the Company's issued share capital (excluding treasury shares) as at 12 April 2022, being the latest practicable date prior to the date of the notice of this meeting), provided that:

- i. the authority hereby conferred by this Resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date of the annual general meeting of the Company to be held in 2023 and the date which is 15 months after the date on which this resolution is passed; and
- ii. this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require Ordinary Shares to be allotted or Rights to be granted after such expiry the Directors shall be entitled to allot Ordinary Shares or grant Rights pursuant to any such offers or agreements as if the power conferred by this resolution had not expired.

**SPECIAL RESOLUTIONS**

**RESOLUTION 11**

THAT, subject to the passing of resolution 10 set out in the notice of this meeting and in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the "Act") to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560 of the Act) for cash pursuant to the authority given pursuant to resolution 10 set out in the notice of this meeting, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power:

- i. shall be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £2,300,000 (representing approximately 31 per cent. of the issued share capital of the Company (excluding treasury shares) as at 12 April 2022) pursuant to one or more offers for subscription of the Company;
- ii. shall be limited to the allotment of equity securities and the sale of treasury shares for cash up to an aggregate nominal amount of £150,000 (representing approximately 2 per cent. of the issued share capital of the Company (excluding treasury shares) as at 12 April 2022) pursuant to the dividend reinvestment scheme operated by the Company; and

- iii. shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the earlier of the date of the annual general meeting of the Company to be held in 2023 and the date which is 15 months after the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell Ordinary Shares from treasury in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

#### **RESOLUTION 12**

THAT, in substitution for existing authorities, the Company be and is hereby empowered to make one or more market purchases within the meaning of Section 701 of the Companies Act 2006 (the "Act"), of the Ordinary Shares (either for cancellation or for the retention of treasury shares for future re-issue or transfer) provided that:

- i. the maximum aggregate number of Ordinary Shares authorised to be purchased is such number thereof being 14.99% of the issued ordinary share capital of the Company as at the date of this resolution;
- ii. the minimum price which may be paid per Ordinary Share is 5p per share, the nominal amount thereof;
- iii. the maximum price (exclusive of expenses) which may be paid per Ordinary Share is an amount equal to 105% of the average of the middle market quotation of such Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is to be purchased;
- iv. the authority hereby conferred shall expire on the earlier of the annual general meeting of the Company to be held in 2023 and the date which is 15 months after the date on which this Resolution is passed; and
- v. the Company may make a contract to purchase its own Ordinary 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 such Ordinary Shares pursuant to any such contract.

#### **RESOLUTION 13**

THAT the share capital of the Company be reduced by cancelling the entire amount standing to the credit of the Company's share premium account as at the date the order is made confirming such cancellation by the High Court.

#### **RESOLUTION 14**

THAT a general meeting (other than an AGM) may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the next AGM of the Company.