

Company number 09511015

**THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES**

NOTICE OF RESOLUTIONS

of

MITON UK MICROCAP TRUST PLC

Passed 26 September 2023

TUESDAY



ACDCGXUM

A11

03/10/2023

#172

COMPANIES HOUSE

Ordinary Resolution

10. THAT: The Directors 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 in the capital of the Company up to an aggregate nominal value of £9,464 (being approximately 10% of the issued Ordinary Share capital of the Company at the date of this Notice), such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 (unless previously renewed, varied or revoked by the Company in general meeting) (the "Section 551 period"), but so that the Company may, at any time prior to the expiry of the Section 551 period, make offers or agreements which would or might require the allotment of shares in pursuance of such offers or agreements as if the authority had not expired.

Special Resolutions

11. THAT: Subject to the passing of Resolution 10, the Directors be and they are hereby empowered, in accordance with Sections 570 and 573 of the Act, to allot Ordinary Shares and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in Resolution 10 as if Section 561(1) of the Act did not apply to any such allotment or sale, such power to expire at the conclusion of the Annual General Meeting of the Company to be held in 2024 (unless previously renewed, varied or revoked 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 equity securities in pursuance of such an offer or agreement as if such power had not expired.
12. THAT: The Company is hereby generally and unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary Shares of £0.001 each in the capital of the Company ("Ordinary Shares") provided that:
- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 14,186,320 (representing 14.99% of the Ordinary Shares in issue at the date of this Notice);
 - (ii) the minimum price which may be paid for each Ordinary Share is £0.001;
 - (iii) the maximum price which may be paid for each Ordinary Share shall not be more than the higher of: (i) an amount equal to 105% of the average of the middle market quotations of Ordinary Shares taken from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the contract of purchase is made; and (ii) the higher of the price of the last independent

trade in the Ordinary Shares and the highest then current independent bid for the Ordinary Shares on the London Stock Exchange;

- (iv) this authority will (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the Annual General Meeting of the Company to be held in 2024;
- (v) the Company may make a contract of purchase for Ordinary Shares under this authority before this authority expires which will or may be executed wholly or partly after its expiration; and
- (vi) any Ordinary Shares bought back under the authority hereby granted may, at the discretion of the Directors, be cancelled or held in treasury and if held in treasury may be resold from treasury or cancelled at the discretion of the Directors.

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