

DOWNING STRATEGIC MICRO-CAP INVESTMENT TRUST PLC

(Incorporated in England and Wales with registered number 10626295 and registered as an investment company within the meaning of section 833 of the Companies Act 2006)

(the "Company")

NOTICE OF PASSING OF SPECIAL RESOLUTION

NOTICE is hereby given that at a general meeting of Downing Strategic Micro-Cap Investment Trust PLC (the "**Company**"), duly convened and held at St Magnus House, 3 Lower Thames Street, London EC3R 6HD on 20 February 2023 at 11.30 a.m., the following resolution of the Company was passed as a special resolution:

SPECIAL RESOLUTION

"**THAT**

- a) with effect from the conclusion of the general meeting of the Company at which this resolution is proposed the draft regulations produced at the general meeting and initialled by the chair of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, all the existing articles of association of the Company; and
- b) the directors of the Company (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 one non-redeemable preference management share having a nominal value of £0.01 in the share capital of the Company (the "**Preference Management Share**"), such authority to expire at 11.59 p.m. on 30 June 2023, save that the Company may make an offer or agreement before such authority expires which would or might require such Preference Management Share to be allotted after such authority expires and so that the Directors may allot such Preference Management Share in pursuance of any such offer or agreement notwithstanding that such authority has expired."



Company Secretary
Downing Strategic Micro-Cap Investment Trust PLC

Date: 20 February 2023

