

DUNEDIN SMALLER COMPANIES INVESTMENT TRUST PLC



(Registered No. SC014692)

MVL

(the "Company")

SCT *S7GZ17PF*
20/10/2018 #217
COMPANIES HOUSE

NOTICE OF PASSING OF SPECIAL RESOLUTION

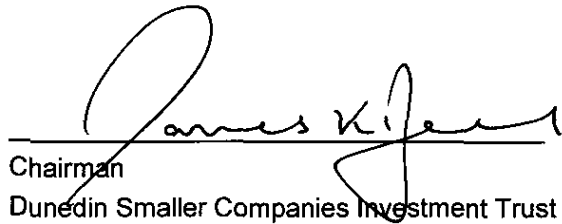
NOTICE is hereby given that at a general meeting of the Company held at the offices of Aberdeen Standard Investments, 1 George Street, Edinburgh EH2 2LL on 8 October 2018, the following resolution of the Company was passed as a special resolution:

SPECIAL RESOLUTION

"THAT

- (A) subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 11 of the Scheme (the "**Scheme**") contained in Part 4 of the circular to the shareholders of the Company dated 4 September 2018, a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman thereof (the "**Circular**");
- (i) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and James Eldridge and Jeremy Willmont of Moore Stevens LLP, 150 Aldersgate Street, London EC1A 4AB be and they are hereby appointed joint liquidators (the "**Liquidators**") of the Company for the purposes of such winding up with power to act jointly and severally for the purpose of such winding up and distributing the assets in accordance with the Scheme and any power conferred on them by law or this resolution and any act required or authorised under any enactments to be done by them may be done jointly or by each of them alone;
- (ii) the remuneration (plus VAT) of the Liquidators be fixed by reference to the time properly spent by them and their staff in attending to matters arising prior to or during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
- (iii) the Company's books and records be held by its investment manager to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of (save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office);
- (iv) the Liquidators be empowered and directed to carry into effect the provisions of the Articles; and

- (v) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act and to divide among the members in specie the whole or any part of the assets of the Company; and
- (B) terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires."



Chairman
Dunedin Smaller Companies Investment Trust PLC

Date: 8 October 2018