

## TROY INCOME & GROWTH TRUST PLC

*(incorporated in Scotland with registered number SC111955)*

**(the "Company")**

### NOTICE OF PASSING OF RESOLUTION

**NOTICE IS HEREBY GIVEN** that at a general meeting of the Company held at the offices of Troy Asset Management Limited, 33 Davies Street, London W1K 4BP on 27 March 2024 at 11.00 a.m., the following resolution of the Company was passed:

### SPECIAL RESOLUTION

THAT:

- (A) subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 14 of the scheme (the "**Scheme**") contained in Part 4 of the circular to the shareholders of the Company dated 23 February 2024 (the "**Circular**"), a copy of which has been laid before this meeting and signed for the purpose of identification by the Chair thereof, and with effect from the conclusion of this meeting;
- (i) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986 and Derek Neil Hyslop and Richard Peter Barker, both licensed insolvency practitioners of Ernst & Young LLP, be and they are hereby appointed joint liquidators (the "**Liquidators**") of the Company for the purposes of such winding up and distributing the assets of the Company in accordance with the Scheme and any power conferred on them by law, the Articles of Association or this Resolution, may be exercised by them jointly or by each of them alone;
  - (ii) the remuneration (plus VAT) of the Liquidators be determined by reference to the time properly spent by them and their staff in attending to matters arising prior to and 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 Company Secretary 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 of Association as amended by the Resolutions set out in the notice of the First General Meeting of the Company contained in the Circular; 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 as may be necessary or desirable in their judgment, acting jointly and severally, to give effect to the Scheme and/or to carry out the winding up of the Company; and

(B) terms defined in the Circular have the same meanings in this Resolution, save where the context otherwise requires.

x B. A. Sutcliffe

Director

**Troy Income & Growth Trust plc**

Date: 27 March 2024