

Notice of Annual General Meeting

3 May 2022

Smithson Investment Trust plc

Dear Fellow Shareholders

In line with the requirements of the Companies Act 2006, the Company will hold an Annual General Meeting (“**AGM**”) of shareholders to consider the resolutions laid out in the Notice of Meeting below.

The Notice of Meeting together with the Notes to the Notice can be found on pages 3 to 9 of this document. Further details of each of the resolutions to be proposed at the AGM are set out in the Explanatory Notes on pages 10 to 12. I also refer you to the Company’s Report and Accounts for the year to 31 December 2021 (the “**Report and Accounts**”), which accompany this document.

As well as the business of the Annual General Meeting set out in the Notice of Meeting, shareholders will hear a presentation by Simon Barnard our Investment Manager, which will also be made available on the Company’s website (www.smithson.co.uk) after the meeting. The Board and Simon Barnard will also be present in person at the AGM to address any questions. In addition, we would encourage shareholders to visit our website at www.smithson.co.uk where more information is available and which is regularly updated.

The Board unanimously considers that the passing of the resolutions proposed at the AGM is in the best interests of the Company and its shareholders as a whole.

Accordingly, the Board unanimously recommends that shareholders vote in favour of the resolutions to be proposed at the AGM as each of the Directors intends to do in relation to the shares whose votes they control. Shareholders are advised to return the form of proxy irrespective of whether they are expecting to attend the AGM.

Yours faithfully

Diana Dyer Bartlett

Chairman

14 March 2022

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take in connection with this Notice, you are recommended to seek your own independent advice.

If you have sold or otherwise transferred all your Ordinary Shares, please send this Notice, together with the accompanying documents (but not any personalised Form of Proxy), at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into any restricted jurisdiction.

Notice is hereby given that the Annual General Meeting of Smithson Investment Trust plc will be held at the Guy Whittle Auditorium, The Royal Society of Medicine, 1 Wimpole Street, Westminster, London W1G 0AE on Tuesday, 3 May 2022 at 1.00 p.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions of which resolutions 1 to 10 (inclusive) will be proposed as ordinary resolutions and resolutions 11 to 14 will be proposed as special resolutions:

1. To receive and to adopt the Report and Accounts.
2. To approve the Directors' Remuneration Policy Implementation Report included in the Report and Accounts.
3. To re-elect Diana Dyer Bartlett as a Director of the Company.
4. To re-elect Lord St John of Bletso as a Director of the Company.
5. To elect Jeremy Attard-Manche as a Director of the Company.
6. To re-appoint Deloitte LLP as auditor to the Company.
7. To authorise the Directors to fix the remuneration of the auditor until the conclusion of the next Annual General Meeting of the Company.
8. That the Company's Investment Policy wording be amended to "The Company's investment policy is to invest in shares issued by small and mid-sized listed or traded companies globally with a market capitalisation (at the time of initial investment) of between £500 million to £15 billion".

Authority to Issue Shares

General

9. That, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (in substitution for all existing authorities to the extent unused) to exercise all the powers of the Company to allot up to 17,693,295 Ordinary Shares (representing 10 per cent. of the entire issued ordinary share capital of the Company as at 10 March 2022 (the latest practicable date before publication of the Notice)), such authority to expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired; and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

Additional General

10. That, in addition to the authority conferred by resolution 9 above, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot up to 17,693,295 Ordinary Shares (representing 10 per cent. of the entire issued ordinary share capital of the Company as at 10 March 2022 (the latest practicable date before publication of the Notice)), such authority to expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on the expiry of 15 months from the passing of this resolution, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of shares in pursuance of such an offer or agreement as if such authority had not expired; and the Directors may allot relevant securities in pursuance of such an offer or agreement as if such authority had not expired.

Disapplication of Pre-emption Rights

General

11. That, subject to the passing of resolution 9, the Directors be and are hereby empowered pursuant to sections 570 to 573 of the Companies Act 2006 in substitution for any existing power under sections 570 and 573 of the Companies Act 2006, but without prejudice to the exercise of any such power prior to the date hereof, to allot Ordinary Shares and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in resolution 9 above as if section 561 of the Act did not apply to any such allotment or sale, such power to expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on the expiry of 15 months from the passing of this resolution, 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 equity securities to be allotted or sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury equity securities in pursuance of such an offer or an agreement as if such power had not expired.

Additional General

12. That, in addition to the authority conferred by resolution 11 above, but subject to the passing of resolution 10, the Directors be and are hereby empowered pursuant to sections 570 to 573 of the Companies Act 2006 to allot Ordinary Shares and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in resolution 10 above as if section 561 of the Act did not apply to any such allotment or sale, such power to expire (unless previously varied, revoked or renewed by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023 or, if earlier, on the expiry of 15 months from the passing of this resolution, 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 equity securities to be allotted or sold from treasury after the expiry of such power, and the Directors may allot or sell from treasury equity securities in pursuance of such an offer or an agreement as if such power had not expired.

Authority to Repurchase Ordinary Shares

13. That the Company be and is hereby generally and unconditionally authorised in accordance with section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased shall be 26,522,250 (representing 14.99 per cent. of the Company's entire issued ordinary share capital (excluding shares held in Treasury) as at 10 March 2022 (the latest practicable date before publication of the Notice));
- (b) the minimum price (exclusive of any expenses) which may be paid for an Ordinary Share is 1p being the nominal value of an ordinary share;

- (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share is not more than the higher of:
- (i) 5 per cent. above the average of the middle market quotations for the Ordinary Shares for the five business days immediately before the day on which it purchases that share and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for the Ordinary Shares;
- (d) the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company in 2023 or, if earlier, on the expiry of 15 months from the passing of this resolution, unless such authority is renewed prior to such time; and
- (e) the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred 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 Ordinary Shares pursuant to any such contract.

General Meetings

14. That a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Company's next Annual General Meeting after the date of the passing of this resolution.

By order of the Board
Sanne Fund Services (UK) Limited
Company Secretary

Registered office:
6th Floor
125 London Wall
London
EC2Y 5AS

1. Website address

Information regarding the meeting, including the information required by section 311A Companies Act 2006, is available at the Company's website www.smithson.co.uk. Investors should note, however, that contents of the Company's website, and the contents of any websites which can be accessed through links on the Company's website, do not form part of this Notice.

2. Entitlement to attend and vote

Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered on the register of members of the Company (the "**Register of Members**") at close of business on 28 April 2022 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) will be entitled to attend and vote or be represented at the meeting in respect of shares registered in their name at that time. Changes to the Register of Members after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.

3. How to vote

Members can vote by: logging onto <https://www.mysmithsonshares.co.uk/welcome> and following instructions; requesting a hard copy Form of Proxy directly from the registrars, Link Group at enquiries@linkgroup.co.uk; or in the case of CREST members, utilising the CREST electronic proxy appointment service in accordance with the procedures set out below. To be valid any appointment of a proxy must be completed, signed and received at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL no later than 1.00 p.m. on 28 April 2022.

In the case of a member which is a company, the instrument appointing a proxy must be executed under its seal or signed on its behalf by a duly authorised officer or attorney or other person authorised to sign. Any power of attorney or other authority under which the instrument is signed (or a certified copy of it) must be included with the instrument.

The return of a completed Form of Proxy, other such instrument or any CREST Proxy Instruction (as described below) will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.

4. Appointment of proxy

Members entitled to attend, speak and vote at the meeting (in accordance with Note 2 above) are entitled to appoint one or more proxies to attend, speak and vote in their place. If you wish to appoint a proxy please use the methods listed in Note 3. In the case of joint members, only one need sign the Form of Proxy. The vote of the senior joint member will be accepted to the exclusion of the votes of the other joint members. For this purpose, seniority will be determined by the order in which the names of the members appear in the register of members in respect of the joint shareholding. A proxy need not be a member of the Company. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. If you choose to appoint multiple proxies use a separate copy of this form (which you may photocopy) for each proxy and indicate after the proxy's name the number of shares in relation to which they are authorised to act (which, in aggregate, should not exceed the number of Ordinary Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope.

You can appoint the Chairman of the Meeting, or any other person, as your proxy. If you wish to appoint someone other than the Chairman, cross out the words “the Chairman of the Meeting” on the Form of Proxy and insert the full name of your appointee.

You can instruct your proxy how to vote on each resolution by ticking the “For” and “Against” boxes as appropriate (or entering the number of shares which you are entitled to vote). If you wish to abstain from voting on any resolution please tick the box which is marked “Vote Withheld”. It should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” a resolution. If you do not indicate on the Form of Proxy how your proxy should vote, he/she can exercise his/her discretion as to whether, and if or how, he/she votes on each resolution, as he/she will do in respect of any other business (including amendments to resolutions) which may properly be conducted at the meeting.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 1pm on 28 April 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity’s associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

A company incorporated in England and Wales or Northern Ireland should execute the Form of Proxy under its common seal or otherwise in accordance with Section 44 of the Companies Act 2006 or by signature on its behalf by a duly authorised officer or attorney whose power of attorney or other authority should be enclosed with the Form of Proxy.

5. Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with the specifications of Euroclear UK and Ireland Limited (“**CRESTCo**”), and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer’s agent (ID RA10) no later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CREST Co does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register of Members in respect of the joint holding (the first named being the most senior).

Members who wish to change their proxy instructions should submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Members who have appointed a proxy using a hard-copy Form of Proxy and who wish to change the instructions using another hard-copy form, should contact Link Group 0371 664 9272 (Smithson dedicated line), Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link is open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales.

If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

6. Termination of proxy appointments

In order to revoke a proxy instruction, members will need to inform the Company through Link. Members should send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of attorney) must be included with the revocation notice.

If a member attempts to revoke their proxy appointment but the revocation is received after the time for receipt of proxy appointments (see above) then, subject to note 2, the proxy appointment will remain valid.

Completion of a Form of Proxy will not preclude a member from attending and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will be automatically terminated.

If you submit more than one valid proxy appointment in respect of the same Ordinary Shares, the appointment received last before the latest time for receipt of proxies will take precedence.

7. Nominated persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

8. Issued shares and total voting rights

As at 10 March 2022 (the latest practicable date before publication of the Notice) the Company's issued share capital consisted of 176,932,958 ordinary shares, carrying one vote each. There are no treasury shares in issue. Therefore, the total voting rights in the Company as at 10 March 2022 were 176,932,958.

Explanatory Notes to the Resolutions

The information set out below is an explanation of the business to be considered at the 2022 Annual General Meeting (“**AGM**” or “**Meeting**”). Resolutions 1 to 10 (inclusive) are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 14 (inclusive) are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Ordinary Resolution 1 – Report and Accounts

The Report and Accounts for the year to 31 December 2021 will be presented to the Annual General Meeting. The Report and Accounts accompany the Notice of Meeting and shareholders will be given an opportunity at the meeting to ask questions. At the end of the discussion members will be invited to receive and adopt the Report and Accounts.

Ordinary Resolution 2 – Directors’ Remuneration Policy Implementation Report

The Directors’ Remuneration Policy Implementation Report is set out in full in the Report and Accounts on pages 46 to 48. The vote is advisory and does not affect the remuneration payable to any individual Director.

Ordinary Resolutions 3, 4, and 5 – Elections of Directors of the Company

Resolution 3 relates to the re-election of Diana Dyer Bartlett who is Chairman of the Company and joined the Board on 14 September 2018. Diana chaired the Audit Committee from the Company’s IPO in 2018 and was appointed as Chairman on 1 March 2022. Diana has extensive accounting, auditing and corporate governance expertise which is instrumental to the continuing and long-term sustainable success of the Company. Diana is currently a non-executive director and Chair of the Audit Committee of Mid Wynd International Investment Trust plc and Schroder British Opportunities Trust plc and so brings extensive industry experience to the Board.

Resolution 4 relates to the re-election of Lord St John of Bletso who is the Audit Committee Chair and joined the Board on 14 September 2018. Lord St John has a strong legal and commercial background and is an experienced Audit Committee Chair, having held that position at a number of companies. Lord St John’s broad and global business experience enables him to challenge and bring new ideas in relation to investment decisions. In addition, his active involvement in the House of Lords helps him to understand the wider political and economic environment in which the Company operates.

Resolution 5 relates to the election of Jeremy Attard-Manche who is the Chair of the Management Engagement Committee and joined the Board on 1 March 2022. Jeremy was a partner at Tell Investments, which he jointly founded in 2002, and managed three Cayman-registered hedge funds, with total assets under management of c. EUR 1 billion. Prior to this, he worked at James Capel and then held a number of roles with Merrill Lynch including Managing Director responsible for all hedge fund distribution in Europe (including cash, equity-linked and prime brokerage products) and as head of the London-based team of Pan European specialist and generalist research salesmen.

The Board has reviewed the performance and commitment of the Directors standing for election and considers that each of the Directors should continue to be Directors as they bring wide, current and relevant business experience that allows them to contribute effectively to the leadership of the Company. Furthermore, the Board is satisfied, having considered each Director’s experience and the nature of, and anticipated demands on his or her time by, his or her other business commitments including other investment trusts, that each Director is able to commit the time required to fulfil his or her responsibilities as a Director of the Company.

All the Directors are independent for the purpose of the UK Corporate Governance Code. Biographical details for the Directors are shown on page 30 of the Report and Accounts.

Ordinary Resolutions 6 and 7 – Re-appointment and Remuneration of auditor

In accordance with Sections 489 and 492 of the Companies Act 2006 (the “**Act**”), shareholders are required to approve the re-appointment of the Company’s auditor each year. In accordance with the provisions of the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) 2014, Audit Committees are authorised to determine the auditor’s remuneration. Deloitte LLP have expressed their willingness to be re-appointed as auditor to the Company.

Ordinary Resolution 8

Resolution 8 in the Notice of AGM will authorise that the Company’s Investment Policy wording be amended. The current investment policy states that “the Company’s investment policy is to invest in shares issued by small and mid-sized listed or traded companies globally with a market capitalisation (at the time of investment) of between £500 million to £15 billion (although the Company expects that the average market capitalisation of the companies in which it invests to be approximately £7 billion).”

The proposed change clarifies that the market capitalisation range of £500 million to £15 billion applies at the time of the initial investment in a company. The Board also propose to remove the stated expectation with respect to the average market capitalisation of companies in the portfolio as the Board considers that, as the Company’s investments have prospered in the time they have been held, this is no longer appropriate.

The revised investment policy which will not affect, in any way, how the Company’s investments are managed will be “The Company’s investment policy is to invest in shares issued by small and mid-sized listed or traded companies globally with a market capitalisation (at the time of initial investment) of between £500 million to £15 billion.”

Ordinary Resolutions 9 and 10 and Special Resolutions 11 and 12 – Issue of Shares

Resolution 9 in the Notice of AGM will authorise the Directors to allot unissued share capital up to an aggregate nominal amount of £176,933 (equivalent to 17,693,295 shares, or 10 per cent. of the Company’s existing issued share capital on 10 March 2022, (the latest practicable date before publication of the Notice of AGM)). Such authority will expire on the date of the next Annual General Meeting or after a period of 15 months from the date of the passing of the resolution, whichever is earlier. This means that the authority will have to be renewed at the next Annual General Meeting unless previously renewed.

In addition to resolution 9, resolution 10 in the Notice will authorise the Directors to allot unissued share capital up to an aggregate nominal amount of £176,933 (equivalent to 17,693,295 shares, or 10 per cent. of the Company’s existing issued share capital on 10 March 2022, being the latest practicable date prior to the publication of the Notice of AGM). Accordingly, if both resolutions 9 and 10 are passed, the Directors will be authorised to issue up to 20 per cent. of the Company’s current issued ordinary share capital. Such authority will expire on the date of the next Annual General Meeting or after a period of 15 months from the date of the passing of the resolution, whichever is earlier. This means that the authority will have to be renewed at the next Annual General Meeting unless previously renewed.

When shares are to be allotted for cash, section 551 of the Act provides that existing shareholders have pre-emption rights and that the new shares must be offered first to such shareholders in proportion to their existing holding of shares. However, shareholders can, by special resolution, authorise the Directors to allot shares otherwise than by a pro rata issue to existing shareholders.

Resolution 11 will, if passed, give the Directors power to allot for cash equity securities up to 10 per cent. of the Company's existing share capital on 10 March 2022, as if section 551 of the Act does not apply. This is the same nominal amount of share capital which the Directors are seeking the authority to allot pursuant to resolution 9. This authority will also expire on the date of the next Annual General Meeting or after a period of 15 months, whichever is earlier. This authority will not be used in connection with a rights issue by the Company.

Resolution 12 will, if passed, give the Directors power to allot for cash equity securities up to 10 per cent. of the Company's existing share capital on 10 March 2022, as if section 551 of the Act does not apply. This is the same nominal amount of share capital which the Directors are seeking the authority to allot pursuant to resolution 9. This authority will also expire on the date of the next Annual General Meeting or after a period of 15 months, whichever is earlier. This authority will not be used in connection with a rights issue by the Company.

The Directors intend to use the authority given by resolutions 9, 10, 11 and 12 to allot shares and disapply pre-emption rights only in circumstances where this will be clearly beneficial to shareholders as a whole and at a premium to net asset value. The issue proceeds would be available for investment in line with the Company's investment policy. No issue of shares will be made which would effectively alter the control of the Company without the prior approval of shareholders in general meeting.

Special Resolution 13 – Share Repurchases

The principal aim of a share buy-back facility is to enhance shareholder value by acquiring shares at a discount to net asset value, as and when the Directors consider this to be appropriate. The purchase of shares, when they are trading at a discount to net asset value per share, should result in an increase in the net asset value per share for the remaining shareholders. This authority, if conferred, will only be exercised if to do so would result in an increase in the net asset value per share for the remaining shareholders and if it is in the best interests of shareholders generally. Any purchase of shares will be made within guidelines established from time to time by the Board.

Under the current Listing Rules, the maximum price that may be paid on the exercise of this authority must not exceed the higher of

- (i) 105 per cent. of the average of the middle market quotations for the shares over the five business days immediately preceding the date of purchase and
- (ii) the higher of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out. The minimum price which may be paid is 1 pence per share being the nominal value of an ordinary share.

Resolution 13 in the Notice of AGM will renew the authority to purchase in the market a maximum of 14.99 per cent. of shares in issue on 10 March 2022, the latest practicable date before publication of the Notice of AGM, (amounting to 26,522,250 shares). Such authority will expire on the date of the next AGM or after a period of 15 months from the date of passing of the resolution, whichever is earlier. This means in effect that the authority will have to be renewed at the next Annual General Meeting or earlier if the authority has been exhausted.

Special Resolution 14 – General Meetings

Resolution 14 seeks shareholder approval for the Company to hold General Meetings (other than the Annual General Meeting) on 14 clear days' notice. The Company will only use this shorter notice period where it is merited by the purpose of the meeting and will endeavour to give more than 14 working days' notice if possible, in line with the recommendations of the UK Corporate Governance Code.

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