

Resolutions passed at the Annual General Meeting of Polar Capital Technology Trust PLC (the "Company")

At the Annual General Meeting of the Company duly convened and held on the Lumi Global Virtual Meeting platform, at 2.30pm on Wednesday, 2 September 2020, the following resolutions were duly passed:

ORDINARY RESOLUTION

12. That the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £3,432,875 (being approximately 10 per cent, 13,731,500 shares, of the Company's issued ordinary share capital on 29 July 2020 or, if changed, the number representing 10 per cent of the issued share capital of the Company at the date the resolution is passed) PROVIDED THAT this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

13. That, subject to the passing of resolution 12, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 12 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment PROVIDED THAT this power shall be limited:
- i. to the allotment of equity securities whether by way of a rights issue, open offer or otherwise to ordinary Shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary Shareholders and/ or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or as otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - ii. to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum aggregate nominal value of £3,432,875 (being approximately 10 per cent of the Company's issued ordinary share capital on 29 July 2020 or, if changed, the number representing 10 per cent of the issued share capital of the Company at the date the resolution is passed) at a price per share not less than the fully diluted net asset value per ordinary share of the Company:

and shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

14. That the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine PROVIDED THAT:

FRIDAY



A9CVPV5M
A24 04/09/2020 #144
COMPANIES HOUSE

**Resolutions passed at the Annual General Meeting
of Polar Capital Technology Trust PLC (the "Company")**

- i. the maximum number of ordinary shares hereby authorised to be purchased shall be 20,583,518 representing approximately 14.99 per cent of the issued ordinary share capital as at 29 July 2020
- ii. the minimum price which may be paid for an ordinary share is 25p;
- iii. the maximum price payable by the Company for each ordinary share is the higher of:
 - a. 105 per cent of the average of the middle market quotations of the ordinary shares for the five business days prior to the date of the market purchase; and
 - b. the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out.
- iv. the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, unless previously renewed, varied or revoked by the Company in general meeting; and
- v. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiration of such authority, and may purchase as ordinary shares pursuant to any such contract.
- vi. Any ordinary shares so purchased shall be :
 - a. cancelled immediately upon completion of the purchase; or
 - b. held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.



T A Lago, FCG
Polar Capital Secretarial Services Limited
Company Secretary