

Companies Act 2006

Special Resolution

Company Number: 13395698

Company Name: Seraphim Space Investment Trust PLC

At the Annual General Meeting of the above-named Company, duly convened and held on 17 November 2022, the following Resolutions were duly passed as Special Resolutions:

11. Resolution 11 – Special Resolution

11.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT, subject to the passing of resolution 10 above, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby authorised, pursuant to section 570 and section 573 CA 2006, to allot equity securities (within the meaning of section 560 CA 2006) for cash either pursuant to the authority conferred by resolution 10 or by way of a sale of treasury shares, as if section 561(1) CA 2006 did not apply to any such allotment or sale, provided that this authority shall be limited to the allotment or sale of equity securities up to a maximum aggregate nominal amount of £239,384.92, being approximately 10.0% of the Company's current issued share capital. This authority shall expire at the conclusion of the next AGM of the Company after the date of the passing of this resolution or 31 December 2023, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time), save that the Company may, before such expiry, make offers and enter into agreements which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot or sell equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

11.2 The votes having been duly counted, it was noted that proxy votes had been received as follows:

- 87,895,141 Total votes for the resolution, including votes at the discretion of the Chairman;
- 418,802 votes against the resolution; and
- 127,309 votes had been withheld.



12. Resolution 12 – Special Resolution

12.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT, in substitution for all subsisting authorities to the extent unused, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 CA 2006, to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of £0.01 each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:-

(a) the maximum number of Ordinary Shares hereby authorised to be purchased is 35,883,800, being approximately 14.99% of the issued share capital of the Company;

(b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal value of an Ordinary Share at the time of such purchase;

(c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that Ordinary Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid on the trading venues where the purchase is carried out;

(d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or 31 December 2023, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and

(e) the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority and concluded in whole or in part after the expiry of this authority.

12.2 The votes having been duly counted, it was noted that proxy votes had been received as follows:

- 88,276,029 Total votes for the resolution, including votes at the discretion of the Chairman;

- 117,762 votes against the resolution; and
- 47,461 votes had been withheld.

13. **Resolution 13 -Special Resolution**

13.1 To consider and, if thought fit, to pass the following as a special resolution:

THAT, that a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

13.2 The votes having been duly counted, it was noted that proxy votes had been received as follows:

- 88,249,221 Total votes for the resolution, including votes at the discretion of the Chairman;
- 144,570 votes against the resolution; and
- 47,461 votes had been withheld.

Signed:  _____

For and on Behalf of Ocorian Administration (UK) Limited
Company Secretary for
Seraphim Space Investment Trust Plc