

Seraphim Space Investment Trust plc Announces Results of Annual General Meeting held on 17 November 2022

Full text of the resolutions and summary of the results

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the annual report and accounts (“**Annual Report and Accounts**”) of the Company for the period ended 30 June 2022 together with the Directors’ Report and the Independent Auditor’s Report on those accounts.
2. To receive and approve the Directors’ remuneration report (other than the part containing the Directors’ remuneration policy referred to in resolution 3 below) contained within the Annual Report and Accounts.
3. To receive and approve the Directors’ remuneration policy set out on pages 110 to 111 of the Directors’ remuneration report contained within the Annual Report and Accounts.
4. To appoint BDO LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting of the Company.
5. To authorise the Directors to determine the remuneration of BDO LLP.
6. To elect Will Whitehorn as a Director.
7. To elect Sue Inglis as a Director.
8. To elect Christina McComb as a Director.
9. To elect Angela Lane as a Director.

Special Business

10. To consider and, if thought fit, to pass the following as an ordinary resolution:

THAT, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (“**CA 2006**”) to exercise all the powers of the Company to allot ordinary shares of £0.01 each in the capital of the Company and grant rights to subscribe for, or to convert any security into shares in the Company up to an aggregate nominal amount of £239,384.92, being approximately 10.0% of the Company’s current issued share capital.

The authority hereby conferred on the Directors 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 under this authority the Company may, before such expiry, make offers or enter into agreements which would or might require shares to be allotted or rights to subscribe for, or to

convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby has not expired.

11. 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.

12. 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.

13. 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.

Summary Totals
SERAPHIM SPACE INVESTMENT TRUST PLC
Annual General Meeting, 17-NOV-2022 11:00
ORDINARY SHARES

Resolution	In Favour Votes (including discretionary)	Against Votes	Withheld Votes
1	88,383,519	15,427	42,306
2	88,012,818	356,387	72,047
3	87,996,568	373,685	70,999
4	88,042,205	342,491	56,556
5	88,324,218	60,478	56,556
6	86,764,246	1,602,549	74,457
7	88,061,638	311,872	67,742
8	87,888,498	485,012	67,742
9	88,116,588	256,922	67,742
10	88,115,856	208,139	117,257
11	87,895,141	418,802	127,309
12	88,276,029	117,762	47,461
13	88,249,221	144,570	47,461