

ALBION CROWN VCT PLC
(the “Company”) (Registered No. 03495287)
NOTICE OF RESOLUTIONS

At a General Meeting of Albion Crown VCT PLC, duly convened and held virtually at 2.00 p.m. on 11 December 2024 the following resolutions were duly passed:

Resolution 1 (Ordinary Resolution).

1. That subject to the passing of resolution 6 set out in this notice:
 - 1.1 the acquisition of the assets and liabilities of Albion Venture Capital Trust PLC (**AAVC**) on the terms set out in the circular to shareholders of Albion Enterprise VCT PLC, Albion Development VCT PLC, Albion Technology & General VCT PLC, Albion KAY VCT PLC, Albion Venture Capital Trust PLC and the Company dated 12 November 2024 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chair of the meeting (**Circular**)) be and hereby is approved; and
 - 1.2 in addition to existing authorities, the directors of the Company be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**) to exercise all the powers of the Company to allot ordinary C shares of 1 penny each in the capital of the Company (**C Shares**) up to an aggregate nominal amount of £1,360,000 in connection with the CRWN/AAVC Scheme (as defined in the Circular), provided that the authority conferred by this paragraph 1.2 shall expire 15 months following the date of the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting).

Resolution 2 (Special Resolution).

2. That, in addition to existing authorities and the authority conferred by paragraph 1.2 of resolution 1:
 - 2.1 the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to allot ordinary shares of 1 penny each in the capital of the Company (**Shares**) and to grant rights to subscribe for, or convert, any security into Shares (**Rights**) up to an aggregate nominal value of £1,000,000, provided that the authority conferred by this paragraph 2.1 shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require Shares to be allotted or Rights to be granted after such expiry and the directors of the Company shall be entitled to allot Shares or grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired; and
 - 2.2 the directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority conferred upon them by paragraph 2.1 of this resolution, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by paragraph 2.1 of this resolution shall be limited to the allotment of equity securities with an aggregate nominal value of up to, but not exceeding, £1,000,000 in connection with offer(s)

for subscription, where the proceeds of the allotment may be used, in whole or in part, to purchase the Company's Shares in the market and provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling 15 months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2025, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred by this resolution had not expired.

Resolution 3 (Special Resolution).

3. That the share premium account of the Company and the capital redemption reserve of the Company be cancelled.

Resolution 4 (Ordinary Resolution).

4. That the CRWN Related Party Transactions (as defined in and set out in in the Circular) be and hereby are approved.

Resolution 5 (Ordinary Resolution).

5. That, subject to the passing of resolution 6 below, in accordance with article 112.1 of the articles of association of the Company, the Directors be authorised to adopt a dividend reinvestment scheme in relation to C Shares on such terms as the Directors may determine subject to the other provisions of article 112 (**DRIS**) to apply to all dividends that may be declared on the C Shares in period from the passing of this resolution and ending at the conclusion of the third annual general meeting of the Company to be held following the date of this meeting and that the Directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot C Shares in connection with the DRIS up to an aggregate nominal amount of £136,000, representing approximately 3.9 per cent. of the share capital in issue as at 11 November 2024, such authority to expire at the conclusion of the third annual general meeting of the Company to be held following the date of this meeting (unless previously varied or revoked by the Company in general meeting).

6. **Resolution 6 (Special Resolution).** That, the existing articles of association of the Company be substituted by the revised articles of association (a copy of which is produced to the meeting and initialled for the purpose of identification by the chair of the meeting (**New CRWN Articles**)) and such articles of association are hereby adopted as the articles of association in place of the existing articles of association of the Company.

Resolution 7 (Special Resolution).

7. That, subject to the passing of resolution 6 set out in this notice, and further subject to and in accordance with the New CRWN Articles, the Company be generally and unconditionally authorised, pursuant to and in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of C Shares, on such terms as the Directors think fit, provided always that:

- 7.1 the maximum aggregate number of C Shares hereby authorised to be purchased is such number of C Shares as shall equal 14.99 per cent. of the issued C Share capital of the Company as at the date of completion of the acquisition of the assets and liabilities as referred to in paragraph 1.1 of resolution 1;

- 7.2 the minimum price which may be paid for a C Share shall be 1 penny;
- 7.3 the maximum price, exclusive of any expenses, which may be paid for a C Share shall be an amount equal to the higher of (a) 105 per cent. of the average of the middle market quotations for such share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the share is purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003;
- 7.4 the authority hereby conferred shall, unless previously revoked, varied or renewed, expire 15 months from the date that this resolution is passed or, if earlier, at the conclusion of the next annual general meeting of the Company to be held in 2025; and
- 7.5 the Company may enter into a contract or contracts to purchase shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

For Albion Capital Group LLP,
Corporate Company Secretary on behalf
of Albion Crown VCT PLC
Dated: 11 December 2024