



\*AB6QCRL6\*

A08

22/06/2022

#126

COMPANIES HOUSE

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS**

of

**INVESCO PERPETUAL UK SMALLER COMPANIES INVESTMENT TRUST PLC**

**(Registered in England and Wales under Number 02129187)**

**Passed on 9 June 2022**

At the Annual General Meeting of Invesco Perpetual UK Smaller Companies Investment Trust plc duly convened and held at 43-45 Portman Square, London, W1H 6LY on 9 June 2022 the following resolutions were passed as Special Resolutions:

12. That:
- the Directors be and are hereby empowered, in accordance with Sections 570 and 573 of the Act to allot equity securities (within the meaning of section 560 (1), (2) and (3) of the Act) for cash, either pursuant to the authority given by resolution 11 set out above or (if such allotment constitutes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) otherwise, as if Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:
- (a) to the allotment of equity securities in connection with a rights issue in favour of all holders of a class of equity securities where the equity securities attributable respectively to the interests of all holders of securities of such class are either proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them or are 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 under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise);
  - (b) to the allotment (otherwise than pursuant to a rights issue) of equity securities up to an aggregate nominal amount of £676,538, this being 10% of the Company's issued ordinary share capital as at 20 April 2022; and
  - (c) to the allotment of equity securities at a price not less than the net asset value per share (as determined by the Directors),

and this power shall expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this resolution, whichever is the earlier unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry as if the power conferred by this resolution had not expired; and so that words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.

13. That:  
the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its issued ordinary shares of 20p each in the capital of the Company ('Shares').

PROVIDED ALWAYS THAT:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 14.99% of the Company's issued ordinary shares, this being 5,070,657 as at 20 April 2022;
  - (b) the minimum price which may be paid for a Share shall be 20p;
  - (c) the maximum price which may be paid for a Share must not be more than the higher of: (i) 5% above the average of the mid-market values of the Shares for the five business days before the purchase is made; and (ii) the higher of the price of the last independent trade in the Shares and the highest then current independent bid for the Shares on the London Stock Exchange;
  - (d) any purchase of Shares will be made in the market for cash at prices below the prevailing net asset value per Share (as determined by the Directors);
  - (e) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or the date 15 months after the passing of this resolution, whichever is the earlier, unless the authority is renewed or revoked at any other general meeting prior to such time;
  - (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract; and
  - (g) any Shares so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of Sections 724 to 731 of the Act and any applicable regulations of the United Kingdom Listing Authority, be held (or otherwise dealt with in accordance with Section 727 or 729 of the Act) as treasury shares.
14. THAT the period of notice required for general meetings of the Company (other than AGMs) shall be not less than 14 clear days.

**For and on behalf of**  
**Invesco Asset Management Limited**  
**Company Secretary**  
21 June 2022