

**Company No: SC013958**

**The Companies Act 2006**

**A PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**FINSBURY GROWTH & INCOME TRUST PLC (the "Company")**

**Passed 8 December 2017**

**AT** a General Meeting of the Company, duly convened and held on 8 December 2017, the following resolutions were duly passed as ordinary and special resolutions.

**RESOLUTION**

**As an ordinary resolution**

**"THAT**, in addition to any subsisting authorities the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 ("**CA 2006**") to exercise all powers of the Company to allot relevant securities (within the meaning of Section 551 of CA 2006) up to a maximum aggregate nominal amount of £4,055,167 being 10 per cent. of the issued share capital at 20 November 2017 and representing 16,220,671 ordinary shares of 25p each in the Company (or, if changed, the number representing 10 per cent. of the issued share capital of the Company at the date at which this resolution is passed) provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2018, except that the Company 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 equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

**As a special resolution**

**"THAT**, in addition to any subsisting authorities, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of CA 2006 to allot equity securities (within the meaning of section 560 CA 2006) for cash pursuant to the authority conferred by Resolution 1 set out in the Notice of General Meeting, as if section 561(1) CA 2006 did not apply to any such allotment, provided that this power shall:


- (i) be limited to the allotment or sale of equity securities up to an aggregate nominal amount of £4,055,167 or, if changed, such number as is equal to

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10 per cent. of the nominal value of the issued share capital of the Company as at the conclusion of the General Meeting; and

- (ii) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, except that the Company 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 equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."



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**Frostrow Capital LLP**  
**Company Secretary**

**FOR AND ON BEHALF OF**  
**FROSTROW CAPITAL LLP**  
**COMPANY SECRETARY**