

## TM James Hambro Penrhos Fund

Minutes of the Adjourned Extraordinary General Meeting of the shareholder of TM James Hambro Penrhos Fund (the **Fund**) held at Exchange Building, St John's Street, Chichester, West Sussex PO19 1UP on Wednesday 10 December 2025 at 10:30am (the **Adjourned Meeting**)

Present:	Helen Wilkins	Chairperson (the <b>Chair</b> ) and appointed proxy for the shareholders of the Fund.
In attendance:	Suzanne Allen	Representatives of Thesis Unit Trust Management Limited, the authorised fund manager (the <b>Manager</b> ) of the Scheme.
	Matthew Fyfe	Representatives of NatWest Trustee and Depositary Services Limited

*Defined terms used in these minutes will have the same meaning as in the notice to shareholders convening the meeting dated 3 December 2025 (the **Notice**).*

### 1. Chair

- 1.1 The Chair declared that they had been appointed Chair of the Adjourned Meeting by NatWest Trustee and Depositary Services Limited, the Depositary of the Fund.
- 1.2 The Chair declared that they had been appointed as proxy on behalf of the shareholder by way of valid proxy voting form.

### 2. Quorum

- 2.1 The Chair reported that the notice of the Adjourned Meeting had been given to all those persons entitled to receive the same. The Chair noted that the Adjourned Meeting was quorate (in accordance with the instrument of the Fund dated 28 July 2025 (the **Instrument of the Fund**) and the Collective Investment Schemes sourcebook issued by the FCA) and, accordingly, the Adjourned Meeting was declared open.

### 3. Purpose of the Adjourned Meeting

- 3.1 The Chair announced that this meeting was an Extraordinary General Meeting of the Fund, the purpose of which is set out in the Notice. It was unanimously agreed that the Notice be taken as read.
- 3.2 The Chair reported that Thesis Unit Trust Management Limited, the authorised corporate director (the **ACD**) of the Fund had proposed the scheme of

arrangement as set out in the Notice. It was noted that the proposed scheme of arrangement required the passing of an extraordinary resolution by the shareholders of the fund.

- 3.3 The Financial Conduct Authority confirmed by letter to the Manager dated 13 November 2025 that the changes set out in the Notice would not affect the ongoing authorisation of the Fund.

#### **4. Resolution**

- 4.1 The Chair reported that, the purpose of the Adjourned Meeting was to consider and, if thought appropriate, approve the resolution as set out in the Notice.

- 4.2 The Chair explained that voting would be done by poll. To be passed, the extraordinary resolution required a majority in favour of not less than 75% of the votes cast. The Chair explained that to vote, a shareholder (or its proxy) should tick the appropriate box on the poll card to vote for the resolution or against the resolution.

- 4.3 The Chair put the resolution set out in the Notice to the Adjourned Meeting and, on a poll and it was resolved that the resolution set out in the Notice be approved as an extraordinary resolution.

- 4.4 The Chair announced that proxy votes cast were as follows:

4.4.1 Number of shares in respect of which a proxy appointment was validly made 1

4.4.2 For 1

4.4.3 Against 0

4.4.4 Abstentions 0

4.4.5 Chair's discretion 0

- 4.5 The chair declared that the resolution set out in the notice was approved as an extraordinary resolution.

#### **5. Close**

- 5.1 There being no other business the Chair declared the meeting closed. Time 10:15



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Chairperson  
10/12/2025

# TM James Hambro Penrhos Fund - minutes of the Adjourned Extraordinary General Meeting 10.12.2025 10.30

Final Audit Report

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