

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** It contains proposals relating to the reconstruction and voluntary winding up of European Assets Trust plc (the “Company” or “EAT”) on which Shareholders are being asked to vote and in relation to which Shareholders have the right to make an Election. If you are in any doubt about the action you should take you should consult your stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000 (“FSMA”) if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom, without delay.

If you sell or transfer, or have sold or transferred, all of your Ordinary Shares, please send this document together with the accompanying documents (but not the accompanying personalised Forms of Proxy or Form of Election) as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. Shareholders who are resident in, or citizens of, territories outside the United Kingdom should read the sections titled “*Overseas Shareholders*” in Part 3 and Part 4 of this document.

Capitalised terms used in this document have the meanings ascribed to them in Part 7 of this document (unless the context otherwise requires).

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## **EUROPEAN ASSETS TRUST PLC**

*(Incorporated and registered in England and Wales with registered number 11672363)*

*(An investment company under section 833 of the Companies Act 2006)*

### **Recommended proposals for the members’ voluntary winding up of the Company and combination with The European Smaller Companies Trust plc**

**and**

### **Notices of General Meetings**

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This document should be read in conjunction with the prospectus expected to be published by The European Smaller Companies Trust plc (“**ESCT**”) on or around 9 September 2025 (the “**ESCT Prospectus**”). The ESCT Prospectus will be made available on the ESCT website at [www.europeansmallercompaniestrust.com](http://www.europeansmallercompaniestrust.com). The Proposals described in this document are conditional, *inter alia*, on Shareholder approval. Your attention is drawn to pages 51 to 53 of this document which summarise the risk factors associated with the Proposals. Your attention is further drawn to the letter from the Chairman of the Company set out in Part 1 of this document which contains, among other things, the recommendation of the Directors that Shareholders vote in favour of the Resolutions to be proposed at the General Meetings referred to below. This document should be read in its entirety before deciding what action you should take.

Notices of two general meetings of the Company to be held on 3 October 2025 and on 15 October 2025, respectively, (the “**General Meetings**”) are set out at the end of this document. Both General Meetings will be held at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY.

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meetings and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf. Forms of Proxy for use in connection with the General Meetings are enclosed. To be valid for use at the General Meetings, the Forms of Proxy must be completed and returned in accordance with the instructions printed thereon to the Registrar, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6AH as soon as possible, but in any event so as to be received no later than 48 hours (excluding non-working days) before the time of the relevant meeting. Alternatively, you may appoint a proxy or proxies electronically by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions. Proxies submitted via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) must be transmitted so as to be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant meeting.

Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notices of the General Meetings set out at the end of this document). Proxies submitted via CREST for the General Meetings must be transmitted so as to be received by the Registrar as soon as possible and, in any event, no later than 48 hours (excluding non-working days) before the time of the relevant meeting.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. Your proxy appointment must be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Shareholders who hold Ordinary Shares in certificated form will also find enclosed with this document a Form of Election for use in connection with the Proposals. To be valid, Forms of Election must be completed and returned to the Receiving Agent, Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH so as to arrive as soon as possible and, in any event, not later than 1.00 p.m. on 8 October 2025. Shareholders who hold their Ordinary Shares in uncertificated form will not receive a Form of Election and should make their Elections in accordance with the instructions contained in the section of this document titled "*Ordinary Shares held in uncertificated form (that is, in CREST)*", which can be found in Part 3 of this document.

All Elections will be irrevocable and may not be withdrawn or amended without the consent of the Directors. Failure to return a Form of Election or to submit a transfer to escrow instruction (as described in the CREST Manual) ("**TTE Instruction**") (as applicable) or the return of a Form of Election which is not validly completed, will result in the relevant Shareholder (other than certain Excluded Shareholders) being deemed to have elected for the Rollover Option in respect of their entire holding of Ordinary Shares. Overseas Shareholders should read the sections titled "*Overseas Shareholders*" in Part 3 and Part 4 of this document.

The ESCT Shares to be issued to Shareholders who are deemed to have elected for the Rollover Option pursuant to the Scheme (the "**New ESCT Shares**") have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), and the New ESCT Shares may not be offered, sold, resold, pledged, delivered, assigned or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the US Securities Act) ("**US Persons**"), except pursuant to an exemption from the registration requirements of the US Securities Act, and under circumstances that would not result in ESCT being in violation of the US Investment Company Act of 1940, as amended (the "**US Investment Company Act**"). ESCT is not and will not be registered under the US Investment Company Act, and ESCT Shareholders are not, and will not be, entitled to the benefits of the US Investment Company Act. There has been and will be no public offer of the New ESCT Shares in the United States. The New ESCT Shares are being offered and sold solely: (i) outside the United States to persons who are not US Persons in "offshore transactions" as defined in and pursuant to Regulation S under the US Securities Act; and (ii) within the United States to persons that are, or to US Persons that are, both "qualified institutional buyers" ("**QIBs**") as defined in Rule 144A under the US Securities Act and "qualified purchasers" as defined in Section 2(a)(51) of the US Investment Company Act ("**QPs**"), pursuant to an exemption from the registration requirements of the US Securities Act, and that, in the case of (ii), have executed a US Investor Representation Letter and returned it to the addressees.

In connection with the Scheme, US Persons that are existing holders of shares in the Company and holders in the United States ("**US Shareholders**") are requested (where applicable) to execute the US Investor Representation Letter annexed to the ESCT Prospectus and return it to the addressees in accordance with the instructions printed thereon.

Panmure Liberum Limited ("**Panmure Liberum**") which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting for the Company and no one else in connection with the Proposals and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Panmure Liberum or for providing advice in relation to the Proposals, the contents of this document and the accompanying documents or any other matter referred to herein or therein. This does not exclude any responsibilities which Panmure Liberum may have under FSMA or the regulatory regime established thereunder.

## **NOTICE TO US SHAREHOLDERS**

The Scheme is being implemented subject to United Kingdom disclosure requirements, which are different from certain United States disclosure requirements. In addition, this document has been

prepared in accordance with a UK format and style, which differs from the US format and style. In particular, parts of this document contain information concerning the Scheme required by UK disclosure requirements which may be material and may not have been summarised elsewhere in the document. Furthermore, the Scheme will be subject to other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

ESCT Shares are not listed on a US securities exchange and ESCT is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the SEC. The Scheme is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act.

The Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each US Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of making a decision regarding the Scheme.

It may be difficult for US Shareholders to enforce their rights and any claim arising out of the US federal securities laws, since ESCT is located in a foreign country, and all of its current directors, officers and Proposed Directors are citizens and residents of a foreign country. US Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the US securities laws. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgement.

Neither the U.S. Securities and Exchange Commission (the "**SEC**") nor any other US federal or state securities commission or regulatory authority of any state or other jurisdiction in the United States has approved or disapproved the Scheme or reviewed it for its fairness, nor have the contents of this document or any other documentation relating to the Scheme been reviewed for accuracy, completeness or fairness by the SEC or any securities supervisory authority in the United States. Any representation to the contrary is a criminal offence in the United States.

Whether located in the United States or elsewhere, US Shareholders will receive any cash consideration in Sterling.

**It is important that you complete and return the Forms of Proxy, appoint a proxy or proxies electronically or use the CREST electronic voting service in the manner referred to above, and return the Form of Election or submit a TTE Instruction (as applicable) as soon as possible. Your attention is drawn to the section titled "Action to be taken by Shareholders" on pages 5 to 7 of this document.**

**9 September 2025**

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## ACTION TO BE TAKEN BY SHAREHOLDERS

Full details of the action to be taken by Shareholders are set out in the section of Part 1 of this document titled “*Action to be taken*”, which can be found on pages 18 to 20 of this document, and in the instructions contained in the Forms of Proxy and the Form of Election. You should read the whole of this document before deciding what action to take. The attention of Overseas Shareholders is drawn to the sections titled “*Overseas Shareholders*” in Part 3 and Part 4 of this document.

### TO VOTE ON THE PROPOSALS

To vote on the  
Proposals



Shareholders should complete and return the **PINK Form of Proxy** for use in connection with the First General Meeting so as to be received as soon as possible and, in any event, **by no later than 12.00 p.m. on 1 October 2025.**

AND

Shareholders should complete and return the **GREEN Form of Proxy** for use in connection with the Second General Meeting so as to be received as soon as possible and, in any event, **by no later than 9.00 a.m. on 13 October 2025.**

**OR**

Alternatively you may appoint a proxy or proxies electronically by submitting via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Proxies submitted via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) must be transmitted so as to be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting.

**OR**

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Your proxy appointment must be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

**OR**

Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual. Proxies submitted via CREST for the General Meetings must be transmitted so as to be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant General Meeting.

## TO MAKE AN ELECTION

**To elect for the Rollover Option in respect of all of your Ordinary Shares**



No Form of Election needs to be completed or TTE Instruction made (as applicable) as this is the default option under the Scheme. However, Shareholders should nevertheless vote on the Proposals, as set out above.

**To elect for the Cash Option in respect of some or all your Ordinary Shares (subject to scaling back in accordance with the Scheme)**



If you hold your Ordinary Shares in certificated form (that is, not in CREST) you **MUST** complete the **Form of Election** in accordance with the instructions contained therein so as to be received as soon as possible and, in any event, **by no later than 1.00 p.m. on 8 October 2025.**

**OR**

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you **MUST** send a **TTE Instruction** in respect of any Ordinary Shares for which you wish to make an Election for the Cash Option so as to be received as soon as possible and, in any event, **by no later than 1.00 p.m. on 8 October 2025.**

### Shareholders

If you have any questions relating to the completion and return of your Forms of Proxy and/or the Form of Election, please contact the Registrar, on +44 (0)370 703 0128. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. The helpline is open between 8.30 a.m. and 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales. Please note that the Registrar cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Only Shareholders who hold Ordinary Shares as at 6.00 p.m. on 8 October 2025 are able to elect for the Cash Option in respect of those Ordinary Shares. The extent to which a Shareholder elects for the Cash Option is a matter for each Shareholder to decide, and will be influenced by their own personal, financial and tax circumstances and investment objectives. Shareholders should seek advice from their own professional advisers.

### Overseas Shareholders

An Overseas Shareholder (being a Shareholder who has a registered address outside, or who is resident in, or a citizen, resident or national of, a jurisdiction outside, the United Kingdom, the Channel Islands or the Isle of Man) will not be able to access the ESCT Prospectus or be entitled to receive New ESCT Shares under the Scheme unless they have satisfied the Company, ESCT and the Liquidators (taking appropriate advice), that they are entitled to receive and hold New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and/or ESCT with any overseas laws, regulations, filing requirements or the equivalent.

Overseas Shareholders who wish to receive New ESCT Shares under the Scheme should therefore contact the Company directly as soon as possible and, in any event, by no later than 5.00 p.m. on 2 October 2025 if they are able to satisfy the Company, ESCT and the Liquidators (taking appropriate advice), that they can be issued New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and/or ESCT with any overseas laws, regulations, filing requirements or the equivalent. If an Overseas Shareholder does not satisfy the Company, ESCT and the Liquidators as set out above, such Overseas Shareholder will be an Excluded Shareholder.

Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as

practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Excluded Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Excluded Shareholder will be retained in the Liquidation Pool.

## **US Shareholders**

US Shareholders should refer to the Notice to US Shareholders on pages 2 and 3 of this document.

Any US Shareholder receiving this document is requested to execute the US Investor Representation Letter annexed to the ESCT Prospectus and return it to the addressees.

US Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded Shareholders. US Shareholders should refer to paragraph 15 of Part 4 of this document.

US Shareholders that have any questions regarding the submission of the US Investor Representation Letter may call ESCT's Receiving Agent, Equiniti Limited, on +44 (0) 371 384 2472; calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.00 a.m. until 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Equiniti Limited cannot give any advice on how US Shareholders should complete the US Investor Representation Letter.



## EXPECTED TIMETABLE

2025

Latest time and date for receipt of PINK Forms of Proxy and CREST voting instructions in respect of the First General Meeting	12.00 p.m. on 1 October
<b>First General Meeting</b>	<b>12.00 p.m. on 3 October</b>
Latest time and date for receipt of Forms of Election and TTE Instructions	1.00 p.m. on 8 October
Record Date for entitlements under the Scheme	6.00 p.m. on 8 October
Settlement of EAT Ordinary Shares disabled in CREST	6.00 p.m. on 8 October
Trading in the EAT Ordinary Shares on the London Stock Exchange is suspended	7.30 a.m. on 9 October
Calculation Date	close of business on 9 October
Latest time and date for receipt of GREEN Forms of Proxy and CREST voting instructions in respect of the Second General Meeting	9.00 a.m. on 13 October
Reclassification of the EAT Ordinary Shares (and commencement of dealings in Reclassified Shares)	8.00 a.m. on 14 October
Suspension of listing of Reclassified Shares and Company's Register closes	7.30 a.m. on 15 October
<b>Second General Meeting</b>	<b>9.00 a.m. on 15 October</b>
Appointment of Liquidators	15 October
Effective Date for implementation of the Scheme	15 October
Announcement of the results of Elections, the EAT Rollover FAV per Share, the EAT Cash FAV per Share and the ESCT FAV per Share	15 October
CREST accounts credited with, and dealings commence in, New ESCT Shares	16 October
Cheques and electronic payments despatched to Shareholders who have elected or are deemed to have elected for the Cash Option in accordance with their Cash Entitlements and CREST accounts of Shareholders credited with cash	not later than 14 Business Days from the Effective Date
Share certificates in respect of New ESCT Shares despatched	not later than 10 Business Days from the commencement of dealings in the New ESCT Shares
Cancellation of listing of Reclassified Shares	as soon as practicable after the Effective Date

### Notes:

*All references to time in this document are to London (UK) time.*

*Each of the times and dates in the above expected timetable (other than in relation to the General Meetings) may be extended or brought forward. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.*



# **PART 1 – LETTER FROM THE CHAIRMAN**

## **EUROPEAN ASSETS TRUST PLC**

*(Incorporated and registered in England and Wales with registered number 11672363)  
(An investment company within the meaning of section 833 of the Companies Act 2006)*

*Directors:*

Stuart Paterson (*Chairman*)  
Kate Cornish-Bowden  
Kevin Troup  
Monica Tepes  
Pui Kei Yuen

*Registered Office:*

Cannon Place  
78 Cannon Street  
London  
United Kingdom  
EC4N 6AG

9 September 2025

Dear Shareholder

### **Recommended proposals for the members' voluntary winding up of the Company and combination with The European Smaller Companies Trust plc**

#### **Introduction**

The Company announced on 23 June 2025 that it had agreed heads of terms with The European Smaller Companies Trust plc ("**ESCT**") in respect of a proposed combination of the Company with ESCT. The combination, if approved by Shareholders and ESCT Shareholders, will be effected by way of a scheme of reconstruction and members' voluntary winding-up of the Company under section 110 of the Insolvency Act and the associated transfer of cash and other assets of the Company to ESCT in exchange for the issue of New ESCT Shares. The New ESCT Shares will be issued on the basis of the ratio between the EAT Rollover FAV per Share and the ESCT FAV per Share.

The Scheme will create a combined entity with significant scale, which is expected to achieve cost efficiencies for both ESCT Shareholders and EAT Shareholders who roll over their investment in the Company into ESCT. Janus Henderson Investors (JHI) will continue to manage the enlarged ESCT Portfolio in accordance with ESCT's existing investment objective and investment policy. Subject to completion of the Scheme, ESCT will adopt a new dividend policy as set out below.

Shareholders will be entitled to elect to receive cash in respect of part or all of their shareholding, subject to an aggregate limit of 15 per cent. of the Company's issued share capital (excluding any Ordinary Shares held in treasury) at the Calculation Date. Any Shareholders who do not make a valid Election for the Cash Option (including to the extent any Elections for the Cash Option are scaled back on a *pari passu* and *pro rata* basis as a result of the Cash Option being oversubscribed) will be issued New ESCT Shares on the basis of the Conversion Ratio, subject to the separate arrangements for Overseas Shareholders detailed in the section titled "*Overseas Shareholders*" in Part 1 of this document.

The Cash Option will be offered at a discount of two per cent. to the EAT FAV per Share, which will be referred to as the EAT Cash FAV per Share. Subject to any scaling back referred to above, each Shareholder who elects, or is deemed to elect, for the Cash Option will receive the net realisation proceeds of such portion of the Cash Pool to which they are entitled which is expected to be equal to the EAT Cash FAV per Share multiplied by the total number of Ordinary Shares held by such Shareholder that have been elected, or are deemed to have been elected, for the Cash Option.

The recommended Proposals have been structured such that Shareholders who are deemed to have elected to roll over their investment in the Company into ESCT will be largely insulated from the costs of the Scheme and will also benefit from the reduction in the overall ongoing charges ratio of ESCT. This will be achieved through a contribution to costs from JHI to support the Scheme when the recommended Proposals become effective and the discount at which the Cash Option will be offered. In addition, subject to the recommended Proposals becoming effective, JHI has agreed to reduce the management fees payable by ESCT on an ongoing basis.

The implementation of the Scheme is conditional upon, *inter alia*, the approval of Shareholders at the General Meetings and the approval by ESCT of the issue of the New ESCT Shares.

The purpose of this document is to explain the Proposals and the actions required to be taken in order for them to be implemented and to convene the General Meetings, notices of which are set out at the end of this document. Further details of the Resolutions to be proposed at the General Meetings are set out below. The expected timetable associated with the Proposals is provided on page 8 of this document.

**The Board considers the Proposals to be in the best interests of Shareholders as a whole and recommends that Shareholders vote in favour of the Resolutions required to implement the Proposals at the General Meetings.**

## **The Proposals**

### ***Background to, and rationale for, the Proposals***

As outlined in the Company's latest annual report, the Board recognises the Company's longer term underperformance. The Board has therefore been considering all opportunities to deliver improved performance for Shareholders, including the Proposals, which are expected to result in substantial benefits for both Shareholders who are deemed to have elected to roll over their investment in the Company into ESCT, and ESCT Shareholders as outlined below. Further information on ESCT is provided in Part 2 of this document and in the ESCT Prospectus which will be made available on the ESCT website at [www.europeansmallercompaniestrust.com](http://www.europeansmallercompaniestrust.com).

### ***Benefits of the Proposals***

The Board believes the Proposals are attractive for the Company and its Shareholders for the following reasons:

- **Attractive opportunity in European small and mid cap companies:** The respective boards of the Company and ESCT and the ESCT AIFM believe that the outlook for an enlarged ESCT is compelling and an enlarged ESCT will provide investors with exposure to dynamic European small and medium sized businesses within a portfolio run by an experienced team, led by Ollie Beckett, whose strategy has delivered long-term outperformance over the Benchmark Index.
- **Strong investment performance:** ESCT has generated estimated NAV total returns per share of 17.14 per cent., 49.76 per cent., 83.68 per cent. and 238.79 per cent., respectively, over one, three, five and 10 years to 31 August 2025 with outperformance over the Benchmark Index over the corresponding periods. This compares to the Company's NAV total returns per share of 6.65 per cent., 27.24 per cent., 21.36 per cent. and 78.11 per cent., respectively over the same periods<sup>1</sup>.
- **Larger scale:** ESCT is expected to have net assets of approximately £810 million on completion of the Scheme (based on the last published Net Asset Values of the two companies as at the Latest Practicable Date, and assuming that the Cash Option is taken up in full). This would make ESCT the largest constituent of the AIC's European Smaller Companies sector. It is also expected that EAT Shareholders who are deemed to have elected to rollover their investment in the Company into ESCT and existing ESCT Shareholders will benefit from improved secondary market liquidity.
- **Improved share rating:** EAT Shareholders have benefitted from an uplift in value of over 3.8 per cent. given the relative ratings of the two companies, with EAT trading on a discount of 10.2 per cent. (as at 20 June 2025, being the Business Day before the announcement of the proposed Scheme) compared to 6.4 per cent. as at the Latest Practicable Date.
- **Discount control mechanisms:** ESCT has stated its intention to use share repurchases to target a mid-single digit discount in normal market conditions. ESCT has also previously stated its intention to make a three-yearly performance related conditional tender offer to ESCT Shareholders for up to 15 per cent. of ESCT's issued share capital (excluding shares held in treasury), at a price equal to the prevailing NAV per ESCT Share less 2 per cent. less costs, in the event ESCT's NAV total return does not exceed the Benchmark Index total return

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<sup>1</sup> Based on the published Net Asset Value of the Company and the published and estimated Net Asset Value of ESCT as at and up to 31 August 2025.

over each relevant performance period. This additional liquidity mechanism will provide shareholders of the enlarged ESCT with a partial exit at close to NAV should there be periods of underperformance in the future.

- **New dividend policy:** subject to completion of the Scheme, ESCT has committed to a new dividend policy with the intention of paying quarterly dividends in respect of each financial year targeting a total of at least 5 per cent. of the NAV per ESCT Share as at the end of the preceding financial year (i.e. 1.25 per cent. of the NAV per ESCT Share in respect of each quarter).
- **Reduced management fee:** subject to completion of the Scheme, the ESCT Board has agreed with the ESCT AIFM a reduced management fee for ESCT which will result in a more competitive blended fee rate for the combined entity and its shareholders than is currently afforded to ESCT's and EAT's respective shareholders.
- **Lower ongoing charges<sup>2</sup>:** the new reduced management fee structure and the economies of scale, which the combination will bring, will result in an estimated annual ongoing charge of approximately 0.68 per cent. on a normalised basis, which is materially more competitive for EAT Shareholders compared with EAT's latest reported ongoing charge of 1.01 per cent.
- **JHI Costs Contribution:** the ESCT AIFM has agreed to make a contribution to the costs of the Proposals, such that EAT Shareholders who are deemed to have elected to rollover their investment in the Company into ESCT and existing ESCT Shareholders will be largely insulated from the costs of the Scheme.
- **Cash Exit:** the Cash Option provides Shareholders with a partial exit opportunity at close to NAV.

## **ESCT discount control mechanisms**

### ***Share buyback policy***

ESCT has an active share buyback policy which seeks to mitigate discount volatility, manage the absolute discount relative to the peer group, provide liquidity to the market and generate NAV accretion for ESCT Shareholders. Following completion of the Scheme, the ESCT Board will maintain ESCT's stated mid-single-digit discount target in normal market conditions.

As set out below, if the Scheme becomes Effective, the Company understands that participants in the CT Savings Plans will not be permitted to hold New ESCT Shares within the CT Savings Plans beyond the date (currently expected to be 14 January 2026) falling three months after the Effective Date. Any New ESCT Shares issued to CT Savings Plans participants that choose to keep their holdings within the CT Savings Plans may be sold in the market by the administrator to the CT Savings Plans and ESCT may purchase such New ESCT Shares in accordance with its share buyback policy.

### ***Performance related conditional tender offers***

ESCT has introduced a three-yearly performance related conditional tender offer for up to 15 per cent. of ESCT's issued share capital (excluding shares held in treasury), at a price equal to the prevailing NAV per ESCT Share less 2 per cent. less costs, in the event that ESCT's NAV total return does not exceed the Benchmark total return over each relevant performance period. The initial performance period commenced on 5 February 2025 and shall end at the financial year-end on 30 June 2028, with subsequent performance periods being every three years thereafter.

This additional liquidity mechanism will offer shareholders of the enlarged ESCT with a partial exit at close to NAV should there be periods of underperformance in the future.

### ***Continuation vote***

In accordance with the ESCT Articles, every three years the ESCT Directors propose an ordinary resolution at the annual general meeting of ESCT to approve the continuation of ESCT, with the next such vote due at the annual general meeting to be held in November 2025.

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<sup>2</sup> As calculated in accordance with the principles set out in the AIC's recommended methodology for the calculation of ongoing charges, which excludes any performance fees.

If any such ordinary resolution is not passed, under the ESCT Articles the ESCT Directors are required to call a further general meeting for a date not more than three months after the date of the meeting at which ESCT Shareholders declined to approve the continuation of ESCT, at which the ESCT Directors shall put forward proposals for the liquidation or reconstruction of ESCT.

## **Dividends**

### ***Fourth Quarterly EAT interim dividend***

On 15 August 2025, the Company announced its fourth quarterly dividend payment under its policy of paying out annually, in equal quarterly payments, six per cent. of the Company's Net Asset Value at its preceding 31 December financial year end. A dividend of 1.38 pence per Ordinary Share will be paid on 24 September 2025 to Shareholders on the Company's register of members as at 5 September 2025, having an ex-dividend date of 4 September 2025 (the **"Q4 Dividend"**).

All Shareholders on the Company's register of members as at 5 September 2025 will be entitled to receive the Q4 Dividend, regardless of whether they elect (or are deemed to elect) for the Rollover Option or the Cash Option under the Scheme.

### ***Future ESCT dividends***

New ESCT Shares issued in connection with the Scheme will rank fully *pari passu* with existing ESCT Shares for all dividends declared by ESCT with a record date falling after the date of the issue of those New ESCT Shares.

Subject to completion of the Scheme, ESCT will maintain its investment focus on capital growth but will introduce a new dividend policy with the intention of paying quarterly dividends in respect of each financial year targeting a total of at least 5 per cent. of the NAV per ESCT Share at the end of the preceding 30 June financial year (i.e. 1.25 per cent. of the NAV per ESCT Share in respect of each quarter). It is expected that the dividend will be paid out of both income and capital returns and reserves. It is intended that ESCT's new target dividend would provide a material uplift to ESCT's current yield, more in line with EAT's current annual distribution policy of paying out 6 per cent. of its prior year end NAV.

Subject to completion of the Scheme, it is expected that under the revised dividend policy, quarterly dividends will be paid in November, February, May and August of each financial year of ESCT, with the first dividend pursuant to the new dividend policy due to be paid in February 2026 in respect of ESCT's second quarter of the financial year to 30 June 2026. No dividend will be paid in respect of the first quarter for the financial year to 30 June 2026. Based on the ESCT NAV per Share of 224.4 pence as at 30 June 2025 (unaudited), it is expected that dividends of at least 2.81 pence per ESCT Share will be paid in February 2026, May 2026 and August 2026, resulting in total dividends of at least 8.43 pence per ESCT Share in respect of the financial year to 30 June 2026. There is no change to ESCT's investment strategy as a result of the revised dividend policy.

New ESCT Shares issued in connection with the Scheme will not rank for the ESCT second interim dividend announced in respect of the financial year ended 30 June 2025 on 9 September 2025 (the **"ESCT Second Interim Dividend"**).

### **ESCT's reduced base management fee**

Subject to completion of the Scheme, the ESCT Board has agreed a new management fee structure with ESCT's alternative investment fund manager (being the ESCT AIFM) pursuant to which the ESCT AIFM will be paid an annual fee for its management services to the enlarged ESCT, calculated as follows:

- 0.50 per cent. on the first £800 million of ESCT's NAV (reduced from 0.55 per cent.); and
- 0.45 per cent. on ESCT's NAV over £800 million.

The new management fee structure will apply immediately upon completion of the Scheme and will result in a more competitive blended fee rate for the enlarged ESCT and its shareholders than is currently afforded to EAT's and ESCT's respective shareholders. There will be no change made to the performance fee arrangements, or to the payment frequency or other payment terms in respect of the management fee payable to the ESCT AIFM.

The performance fee payable by ESCT to the ESCT AIFM is measured over a rolling three-year period, calculated as 15 per cent. of the positive difference (if any) between the average annual NAV total return of ESCT and the average annual total return of the Benchmark Index, subject to a 1 per cent. performance hurdle over the Benchmark. The management fee and performance fee are capped at 2.0 per cent. of the ESCT NAV at the last day of the relevant calculation period.

### **ESCT Board composition**

Upon the Scheme becoming effective, Stuart Paterson and Kate Cornish-Bowden, respectively the Chairman and Senior Independent Director of the Company, will join the ESCT Board as non-executive directors. The board of the enlarged ESCT will therefore comprise seven directors immediately following implementation of the Scheme. In keeping with the ESCT Board's succession planning, Simona Heidempergher is anticipated to retire from the ESCT Board at the conclusion of ESCT's annual general meeting to be held in November 2025, reducing the number of directors to six. Ann Grevelius will replace Simona as Senior Independent Director of ESCT.

### **Further details of the Scheme**

#### ***Overview of the Scheme***

The Scheme will be implemented on a formula asset value ("**FAV**") to FAV basis. FAVs for the purposes of the Scheme will be calculated in accordance with EAT's and ESCT's normal accounting policies and will take into account the adjustments outlined below. FAVs will be calculated based on the NAVs (cum income) of the respective companies, on the Calculation Date.

Under the Scheme, Shareholders will be entitled to elect to receive cash in respect of part or all of their shareholding, subject to an aggregate limit of 15 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury) at the Calculation Date at a 2.0 per cent. discount to the EAT FAV per Share. Shareholders are entitled to elect for the Cash Option in respect of more than their *pro rata* entitlement to the Cash Option under the terms of the Scheme (being the "Basic Entitlement" and such excess amount being an "Excess Application", each as defined in Part 4 of this document). However, if aggregate Elections have been made for the Cash Option which exceed 15 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury) at the Calculation Date, Shareholders who have made an Election for the Cash Option in excess of their Basic Entitlement shall have their Excess Applications scaled back in a manner which is, as near as practicable, *pari passu* and *pro rata* among all Shareholders who have made such Excess Applications.

Subject to the separate arrangements for Overseas Shareholders detailed below, New ESCT Shares will be issued as the default option under the Scheme in the event that either no Election, or a partial Election, for the Cash Option is made by a Shareholder or because an Election for the Cash Option is scaled back in accordance with the Scheme.

The EAT FAV shall be equal to the gross assets of the Company as at the Calculation Date less: (i) the value of the Company's assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by the Company (estimated at approximately £2.5 million as at the Latest Practicable Date), and which will be appropriated to the Liquidation Pool; and (ii) the value of the cash and other assets appropriated to the Liquidation Pool to meet all known and unknown liabilities of the Company and other contingencies (which include any assets attributable to any Dissenting Shareholders, any costs of the Proposals yet to be paid, any dividends declared but not yet paid to Shareholders or accounted for in the EAT NAV as at the Calculation Date, any amount required to repay any outstanding debt facility and the value of the Liquidators' Retention). The EAT FAV per Share shall be equal to the EAT FAV divided by the number of Ordinary Shares in issue (excluding Ordinary Shares held in treasury) at the Calculation Date.

The EAT Cash FAV per Share shall be equal to the EAT FAV per Share less a discount of 2.0 per cent. (the aggregate value of such discount being the "**Cash Exit Discount**"). The value of the Cash Pool at the Calculation Date will be equal to the EAT Cash FAV per Share multiplied by the total number of Ordinary Shares elected or deemed to have elected for the Cash Option (subject to an aggregate limit of 15 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury)).



Subject to any scaling back referred to above, each Shareholder who elects, or is deemed to elect, for the Cash Option will receive the net realisation proceeds of such portion of the Cash Pool to which the Shareholder is entitled which is expected to be equal to the EAT Cash FAV per Share multiplied by the total number of Ordinary Shares held by such Shareholder that have been elected, or are deemed to have been elected, for the Cash Option.

The EAT Rollover FAV shall be equal to the EAT FAV per Share multiplied by the total number of Ordinary Shares not elected (or not deemed to have been elected) for the Cash Option, plus an agreed amount reflecting the benefit of the relevant proportion of the Cash Exit Discount (as set out more fully under the section titled “*Costs of implementing the Proposals*” in this Part 1 of this document). The EAT Rollover FAV per Share shall be equal to the EAT Rollover FAV divided by the number of Ordinary Shares in respect of which Shareholders have not elected (or are not deemed to have elected) for the Cash Option.

The ESCT FAV shall be equal to the ESCT NAV (cum income) as at the Calculation Date: (i) less any costs of the Scheme not already paid or accrued in the ESCT NAV (but not any listing fees to be borne by the enlarged ESCT in respect of the listing of the New ESCT Shares or any stamp duty, SDRT or other transaction tax or investment costs to be incurred by the enlarged ESCT in connection with the transfer of the Rollover Pool); (ii) less the value of any dividends declared as at the Calculation Date but not yet paid to ESCT Shareholders, and not accounted for in the ESCT NAV; and (iii) plus an agreed amount reflecting the benefit of the relevant proportion of the Cash Exit Discount. The ESCT FAV per Share shall be equal to the ESCT FAV divided by the number of ESCT Shares in issue (excluding ESCT Shares held in treasury) at the Calculation Date.

#### *Overseas Shareholders*

Overseas Shareholders will not be able to access the ESCT Prospectus or be entitled to receive New ESCT Shares under the Scheme unless they have satisfied the Company, ESCT and the Liquidators (taking appropriate advice), that they are entitled to receive and hold New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company or ESCT with any overseas laws, regulations, filing requirements or the equivalent. If an Overseas Shareholder does not satisfy the Company, ESCT and the Liquidators as set out above, such Overseas Shareholder will be an Excluded Shareholder.

Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Excluded Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Excluded Shareholder will be retained in the Liquidation Pool.

#### *US Shareholders*

US Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded Shareholders. US Shareholders should refer to the Notice to US Shareholders on pages 2 and 3 of this document.

#### **Entitlements under the Scheme**

Under the Scheme:

- Shareholders will be entitled to elect to receive cash in respect of some or all of their Ordinary Shares (subject to an overall limit of 15 per cent. in aggregate of the issued share capital of the Company at the Calculation Date, excluding Ordinary Shares held in treasury) at a 2.0 per cent. discount to the EAT FAV per Share (being the Cash Option). EAT Shareholders are entitled to elect for the Cash Option in respect of more than their *pro rata* entitlement to the Cash Option under the terms of the Scheme (being the Basic Entitlement and such excess amount being an Excess Application). However, if aggregate Elections have been made for the Cash Option which exceed 15 per cent. of the issued share capital of the Company at the

Calculation Date, excluding Ordinary Shares held in treasury, Shareholders who have made an Election for the Cash Option in excess of their Basic Entitlement shall have their Excess Applications scaled back in a manner which is, as near as practicable, *pari passu* and *pro rata* among all Shareholders who have made such Excess Applications; and

- eligible EAT Shareholders will by default receive New ESCT Shares on the basis of the Conversion Ratio (being the Rollover Option) to the extent that they do not make a valid Election for the Cash Option in respect of some or all of their Ordinary Shares or to the extent that their Elections for the Cash Option are scaled back in accordance with the Scheme.

After allocating to the Liquidation Pool: (i) assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by the Company (estimated at approximately £2.5 million as at the Latest Practicable Date); and (ii) cash and other assets to meet all known and unknown liabilities of the Company and other contingencies, the remaining assets of the Company will be appropriated to the Cash Pool and the Rollover Pool in the manner described in paragraph 3.2 of Part 4 of this document.

In order to effect the Scheme and in accordance with valid Elections (including deemed Elections) made, the Company will be required to reclassify its issued share capital into Shares with “A” rights and Shares with “B” rights. Reclassified Shares with “A” rights will entitle the holders thereof to be issued with New ESCT Shares and Reclassified Shares with “B” rights will entitle the holders thereof to cash under the Cash Option, all in accordance with the detailed terms of the Scheme as set out in Part 4 of this document.

#### *Cash Entitlements*

Under the Scheme, a holder of Reclassified Shares with “B” rights will be entitled to receive the net realisation proceeds of such portion of the Cash Pool to which the Shareholder is entitled which is expected to be equal to the EAT Cash FAV per Share multiplied by the total number of Reclassified Shares with “B” rights held by such Shareholder.

Cash Entitlements payable to Shareholders who elect (or are deemed to elect) for the Cash Option under the Scheme will be distributed by the Liquidators, through the Receiving Agent and pursuant to the Scheme, in cash in Sterling to each Shareholder entitled thereto.

If an eligible Shareholder wishes to receive cash in respect of all or part of their holding of Ordinary Shares they must either complete and return a Form of Election or submit a TTE Instruction (depending on how their Ordinary Shares are held) in respect of the number of Ordinary Shares for which they wish to make an Election for the Cash Option.

It is expected that the Liquidators, via the Receiving Agent, will distribute to Shareholders who have elected, or are deemed to have elected, for the Cash Option their Cash Entitlements (being rounded down to the nearest penny) not later than 14 Business Days following the Effective Date.

#### *New ESCT Shares*

Under the Scheme, a holder of Reclassified Shares with “A” rights shall have New ESCT Shares issued to them based on the ratio of the EAT Rollover FAV per Share to the ESCT FAV per Share (being the Conversion Ratio), multiplied by the number of Reclassified Shares with “A” rights held by such Shareholder, rounded down to the nearest whole number of New ESCT Shares.

The New ESCT Shares will be issued on a non-pre-emptive basis and will rank equally in all respects with the existing issued ESCT Shares other than in respect of any dividends which have a record date prior to the Effective Date.

New ESCT Shares will be issued in registered form and may be held in either certificated or uncertificated form. Shareholders who held their Ordinary Shares in certificated form at the Record Date and who are deemed to have elected for New ESCT Shares will receive their New ESCT Shares in certificated form. It is expected that share certificates in respect of such New ESCT Shares will be despatched to the Shareholders entitled thereto no later than 10 Business Days from the Effective Date. Shareholders who held their Ordinary Shares in uncertificated form at the Record Date and who are deemed to have elected for New ESCT Shares will receive their New ESCT Shares in uncertificated form on 16 October 2025. Fractional entitlements to New ESCT Shares pursuant to the Scheme will not be issued under the Proposals and entitlements will



be rounded down to the nearest whole number. No cash payment shall be made or returned in respect of any fractional entitlements which will be retained for the benefit of ESCT.

#### *Calculation Date and Record Date*

The Calculation Date for determining the value of the Rollover Pool and Cash Pool under the Scheme is expected to be close of business on 9 October 2025. The Record Date for the basis of determining Shareholders' entitlements under the Scheme is 6.00 p.m. on 8 October 2025.

#### **Illustrative entitlements**

**For illustrative purposes only**, had the Calculation Date been close of business on the Latest Practicable Date and assuming that no Shareholders had exercised their right to dissent from participation in the Scheme, the maximum number of Ordinary Shares is elected for the Cash Option and taking into account both the Q4 Dividend and the ESCT Second Interim Dividend:

- the EAT Rollover FAV per Share would have been 98.645013 pence and the ESCT FAV per Share would have been 223.204900 pence which, for the Rollover Option, would have produced a Conversion Ratio of 0.441948 and, in aggregate, 135,262,113 New ESCT Shares would have been issued to Shareholders who were deemed to have elected for the Rollover Option under the Scheme; and
- the EAT Cash FAV per Share would have been 96.414804 pence.

**The above figures are for illustrative purposes only and do not represent forecasts. The EAT Rollover FAV per Share, ESCT FAV per Share, EAT Cash FAV per Share and Shareholders' entitlements under the Scheme may materially change up to the Effective Date as a result of, *inter alia*, changes in the value of investments. For the avoidance of doubt, the illustrative EAT Rollover FAV per Share does not take into account any portfolio realisation costs as they are unquantified as at the Latest Practicable Date.**

#### **Costs of implementing the Proposals**

Subject as noted below, if the Scheme is implemented, the Company and ESCT have each agreed to bear their own costs in relation to the Proposals.

The Direct Transaction Costs of the Proposals payable by the Company are expected to be approximately £0.9 million inclusive of VAT, where applicable. The Company has served notice terminating its existing management agreement with Columbia Threadneedle Investments in order to minimize the termination fee payable to Columbia Threadneedle Investments on the Scheme becoming effective. This estimate of costs excludes the Liquidators' Retention (estimated at £100,000) to cover unknown or unascertained liabilities of the Company and does not take account of any dealing costs which will be incurred by the Company in disposing of assets in order to repay its existing debt facility, to fund the Cash Option and the Liquidation Pool, exit any assets not consistent with ESCT's investment policy and/or so as to minimise any costs associated with the transfer of the Rollover Pool to ESCT. The Liquidators' Retention will be retained by the Liquidators to meet any unknown or unascertained liabilities of the Company.

The Direct Transaction Costs of the Proposals payable by ESCT are expected to be approximately £1.1 million inclusive of VAT, where applicable. In addition, ESCT, as enlarged, will incur listing fees in respect of the listing of the New ESCT Shares and any transaction costs, stamp duty or similar transaction taxes incurred by ESCT in connection with the acquisition of the Rollover Pool.

In the event that implementation of the Scheme does not proceed, then each party will bear its own abort costs.

For the avoidance of doubt, in any event where the Scheme is not implemented, the listing fees and transaction costs, stamp duty or similar taxes that would have been payable by ESCT, as enlarged, will not be payable, but dealing costs may still have been incurred by the Company in disposing of assets in order to repay its existing debt facility, to fund the Cash Option and the Liquidation Pool, exit any assets not consistent with ESCT's investment policy and/or so as to minimise any costs associated with the transfer of the Rollover Pool to ESCT.

Subject to the Scheme becoming effective, the ESCT AIFM will make a contribution to the costs of the Proposals for an amount equal to nine months of the revised management fee that would otherwise be payable on the value of the Rollover Pool as at the Calculation Date (the "**Maximum**

**JHI Costs Contribution**”), such amount to be reduced in accordance with the formula set out below in light of any ESCT Shares repurchased from CT Savings Plans participants (the “**JHI Costs Contribution**”). The financial value of the Maximum JHI Costs Contribution is currently estimated at £1.1 million based on EAT’s NAV as at the Latest Practicable Date, and assuming that there are no Dissenting Shareholders, and that the Cash Option is taken up in full.

The benefit of the Cash Exit Discount shall be apportioned between the EAT Rollover FAV and the ESCT FAV such that the impact of the costs of the Scheme, net of the Cost Contributions, on the value of the holdings of the Shareholders that are deemed to elect for the Rollover Option and the ESCT Shareholders, will be equivalent, or very nearly equivalent, and such Shareholders and the ESCT Shareholders will be largely insulated from the costs of the Scheme. The JHI Costs Contribution will be applied for the benefit of the enlarged ESCT.

If the Scheme becomes Effective, the Company understands that participants in the CT Savings Plans that receive New ESCT Shares under the Scheme will not be permitted to hold New ESCT Shares within the CT Savings Plans beyond the date (currently expected to be 14 January 2026) falling three months after the Effective Date and, in such circumstances, these New ESCT Shares may be sold in the market by the administrator of the CT Savings Plans.

Where ESCT repurchases ESCT Shares from participants in the CT Savings Plans following the Effective Date in accordance with its share buyback policy, the JHI Costs Contribution will be determined by reducing the Maximum JHI Costs Contribution by an amount equal to:

Maximum JHI Costs Contribution  $\times C \div D$

Where:

C = the number of ESCT Shares repurchased by ESCT from CT Savings Plans participants following the Effective Date; and

D = the total number of New ESCT Shares issued in connection with the Scheme.

The ESCT AIFM may elect to settle the JHI Costs Contribution by way of an offset against the management fee payable by the enlarged ESCT to the ESCT AIFM.

### **Conditions of the Proposals**

Implementation of the Proposals is conditional upon the:

- passing of the Resolutions to be proposed at the First General Meeting and the Resolution to be proposed at the Second General Meeting (or any adjournment of those General Meetings), and any conditions of such Resolutions being fulfilled;
- ESCT Allotment Resolution being passed and becoming unconditional in all respects;
- FCA agreeing to admit the New ESCT Shares to listing in the closed-ended investment funds category of the Official List and the London Stock Exchange agreeing to admit the New ESCT Shares to trading on the Main Market, subject only to allotment; and
- Directors and ESCT Directors resolving to proceed with the Scheme.

**If any condition is not satisfied, or, to the extent permitted, waived by both the Company and ESCT on or before 28 November 2025, the Proposals will not become effective, the Company will not proceed with the members’ voluntary winding up and will instead continue in existence, being managed under its current investment policy. In such circumstances the Board will reassess the options available to the Company at that time.**

### **General Meetings**

As noted above, the Proposals are conditional, *inter alia*, upon Shareholders’ approval of the Resolutions to be proposed at the First General Meeting and the Second General Meeting. Voting at the General Meetings will be by poll. Both General Meetings will be held at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY.

#### **First General Meeting**

The First General Meeting will be held on 3 October 2025 at 12.00 p.m.

Two Resolutions will be considered at the First General Meeting.

The Resolutions (both of which will be proposed as special resolutions) will, if passed, approve the terms of the Scheme set out in Part 4 of this document, amend the Articles to give effect to the Scheme, authorise the Liquidators to enter into and give effect to the Transfer Agreement with ESCT, to distribute New ESCT Shares to Shareholders in accordance with the Scheme and to purchase the interests of any Dissenting Shareholders. Both of the Resolutions will require at least 75 per cent. of the votes cast in respect of the relevant Resolution, whether in person or by proxy, to be voted in favour to be passed. The Scheme will not become effective unless and until, *inter alia*, the Resolution to be proposed at the Second General Meeting has also been passed.

### ***Second General Meeting***

The Second General Meeting will be held on 15 October 2025 at 9.00 a.m.

At the Second General Meeting, a special resolution will be proposed which, if passed, will place the Company into liquidation, appoint the Liquidators and agree the basis of their remuneration, instruct the Company Secretary to hold the books to the Liquidators' order, and provide the Liquidators with appropriate powers to carry into effect the amendments to the Articles made at the First General Meeting. The Resolution to be proposed at the Second General Meeting is conditional upon the passing of the Resolutions at the First General Meeting and the ESCT Allotment Resolution being passed and becoming unconditional in all respects, the approval of the Financial Conduct Authority and the London Stock Exchange to the admission of the New ESCT Shares to the closed-ended investment funds category of the Official List and to trading on the Main Market respectively, and the Directors and the ESCT Directors resolving to proceed with the Scheme. The Resolution will require at least 75 per cent. of the votes cast in respect of it, whether in person or by proxy, to be voted in favour to be passed.

### **Action to be taken**

**Before taking any action, Shareholders are recommended to read the whole of this document which will be made available on the Company's website at [www.europeanassets.co.uk](http://www.europeanassets.co.uk) and the ESCT Prospectus which will be made available on the ESCT website at [www.europeansmallercompaniestrust.com](http://www.europeansmallercompaniestrust.com).**

### ***Elections***

New ESCT Shares will be issued as the default option to eligible Shareholders under the Scheme in the event that such Shareholders do not make a valid Election for the Cash Option under the Scheme, or only elect for the Cash Option in respect of a proportion of their Ordinary Shares, or to the extent Elections for the Cash Option are scaled back as a result of the Cash Option being oversubscribed. **If eligible Shareholders wish to receive New ESCT Shares in respect of all of their Ordinary Shares, there is no need to complete and return a Form of Election (which a Shareholder will receive if they hold their Ordinary Shares directly and in certificated form).**

If eligible Shareholders wish to receive cash in respect of all or part of their holding of Ordinary Shares, they must, as applicable, complete and return a Form of Election or submit a TTE Instruction (depending on how their Ordinary Shares are held) in respect of the number of Ordinary Shares for which they wish to make an Election for the Cash Option.

### ***Appointment of proxies in respect of the General Meetings***

All Shareholders are encouraged to vote in favour of the Resolutions to be proposed at the General Meetings and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders are requested to complete and return proxy appointments to the Registrar by one of the following means:

- by logging on to Computershare's online portfolio service, [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy), and following the relevant instructions; or
- by completing and signing the PINK Form of Proxy for use in relation to the First General Meeting and the GREEN Form of Proxy for use in relation to the Second General Meeting, in

accordance with the instructions printed thereon and returning by post using the enclosed blue flashed reply-paid envelope; or

- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the relevant Notice of General Meeting; or
- in the case of an institutional investor, where desired, by appointing a proxy electronically via the Proximity platform in accordance with the procedures set out in the notes to the relevant Notice of General Meeting.

In each case, proxy appointments must be transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 12.00 p.m. on 1 October 2025 in respect of the First General Meeting and 9.00 a.m. on 13 October 2025 in respect of the Second General Meeting.

Appointing a proxy (by any of the methods noted above) will not prevent you from attending and voting in person at the relevant General Meeting should you wish to do so.

If any of the Resolutions to be proposed at the General Meetings are not passed, the Proposals will not proceed, and the Company will not be wound up. In these circumstances, the Board will reassess the options available to the Company at that time.

### ***Overseas Shareholders***

The attention of Overseas Shareholders is drawn to the sections titled “*Overseas Shareholders*” in Part 3 and Part 4 of this document.

Subject to certain exceptions described herein, no action has been taken or will be taken in any jurisdiction other than the UK where action is required to be taken to permit the distribution of this document and/or the ESCT Prospectus. Accordingly, such documents may not be used for the purpose of, and do not constitute, an offer or solicitation by anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

An Overseas Shareholder will not be able to access the ESCT Prospectus or be entitled to receive New ESCT Shares under the Scheme unless they have satisfied the Company, ESCT and the Liquidators (taking appropriate advice), that they are entitled to receive and hold New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and/or ESCT with any overseas laws, regulations, filing requirements or the equivalent.

Overseas Shareholders who wish to receive New ESCT Shares under the Scheme should therefore contact the Company directly as soon as possible and, in any event, by no later than 5.00 p.m. on 2 October 2025 if they are able to demonstrate, to the satisfaction of the Company, ESCT and the Liquidators (taking appropriate advice), that they can be issued New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and ESCT with any overseas laws, regulations, filing requirements or the equivalent.

**If an Overseas Shareholder does not contact the Company and provide the required evidence as noted above, such Overseas Shareholder will be an Excluded Shareholder.**

**Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Excluded Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Excluded Shareholder will be retained in the Liquidation Pool.**

### *US Shareholders*

US Shareholders should refer to the Notice to US Shareholders on pages 2 and 3 of this document.

Any US Shareholder receiving this document is requested to execute the US Investor Representation Letter annexed to the ESCT Prospectus and return it to the addressees.

US Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded Shareholders. US Shareholders should refer to paragraph 15 of Part 4 of this document.

US Shareholders who have any questions regarding the submission of the US Investor Representation Letter may call ESCT's Receiving Agent, Equiniti Limited, on +44 (0) 371 384 2472; calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.00 a.m. until 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Equiniti Limited cannot give any advice on how US Shareholders should complete the US Investor Representation Letter.

### **CT Savings Plans**

The Company understands that the administrator of the CT Savings Plans will write to eligible participants in the CT Savings Plans on or around the date of this document informing them of the process through which they can attend and vote at the General Meetings and, where applicable, elect for the Cash Option. If the Scheme becomes Effective, the Company understands that participants in the CT Savings Plans will not be permitted to hold New ESCT Shares within the CT Savings Plans beyond the date (currently expected to be 14 January 2026) falling three months after the Effective Date. Following the Effective Date, details of the options available to CT Savings Plans participants in respect of their holdings in New ESCT Shares will be communicated to such participants separately by the administrator of the CT Savings Plans.

### **Taxation**

Shareholders are advised to read carefully the section titled "Taxation" in Part 3 of this document which sets out for information purposes only a general guide to certain aspects of the Proposals under current UK taxation law and HMRC published practice.

**Shareholders who are in any doubt as to their tax position or who may be subject to tax in any jurisdiction other than the UK are strongly advised to consult their own professional advisers.**

### **Recommendation**

The Board, which has been so advised by Panmure Liberum, considers the Proposals and the Resolutions to be proposed at the General Meetings to be in the best interests of Shareholders as a whole. In providing advice to the Board, Panmure Liberum has relied on the Board's commercial assessment of the Proposals.

**Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meetings, as the Directors intend to do in respect of their own beneficial holdings, which in aggregate amount to 278,700 Ordinary Shares, representing approximately 0.07 per cent. of the Company's issued share capital as at the Latest Practicable Date.**

The Board cannot, and does not, give any advice or recommendation to Shareholders as to whether, or as to what extent, they should elect for any of the options available under the Scheme. Choices in connection with the Scheme will be a matter for each Shareholder to decide and will be influenced by their individual investment objectives and by their personal, financial and tax circumstances. Accordingly, Shareholders should, before deciding what action to take, read carefully all the information in this document and in the ESCT Prospectus. **Shareholders who are in any doubt as to the contents of this document or the ESCT Prospectus or as to the action to be taken should seek their own personal financial advice from their financial adviser authorised under FSMA. Shareholders who are in any doubt as to their tax position or who may be subject to tax in any jurisdiction other than the UK are strongly advised to consult their own professional advisers.**

Yours faithfully

Stuart Paterson  
*Chairman*



## PART 2 – THE EUROPEAN SMALLER COMPANIES TRUST PLC

Any investment in ESCT will be governed by the ESCT Prospectus. Accordingly, Shareholders should read the ESCT Prospectus and, in particular, the risk factors contained therein. The information in this Part 2 has been extracted, without material adjustment, from the ESCT Prospectus.

### Background

ESCT is a closed-ended public limited company incorporated on 10 July 1990 in England and Wales with registered number 02520734. ESCT is an alternative investment fund or “AIF” for the purposes of the UK AIFMD Laws, is registered as an investment company under section 833 of the Companies Act and operates as an investment trust approved by HMRC in accordance with the Corporation Tax Act. ESCT Shares are listed on the closed-ended investment funds category of the Official List of the FCA and traded on the Main Market.

ESCT’s investment objective is to seek to provide capital growth by investing in smaller and medium sized companies which are quoted, domiciled, listed or have operations in Europe (excluding the UK).

As at the Latest Practicable Date, ESCT had a Net Asset Value (unaudited) of approximately £516.6 million and the Net Asset Value per ESCT Share (unaudited) was 227.10 pence.

Janus Henderson Fund Management UK Limited has been appointed as ESCT’s alternative investment fund manager (being the ESCT AIFM). The ESCT AIFM has delegated investment management services to Janus Henderson Investors UK Limited (being the ESCT Investment Manager).

### Management arrangements

Janus Henderson Fund Management UK Limited is a private limited company incorporated and registered in England and Wales on 17 January 1992 with registered number 02678531. Janus Henderson Investors UK Limited is a private limited company incorporated and registered in England and Wales on 17 May 1967. Each of the ESCT AIFM and the ESCT Investment Manager are authorised and regulated by the FCA, and are wholly owned subsidiaries of Janus Henderson Group plc.

Following completion of the Proposals, JHI will remain as the investment manager of the combined entity. Portfolio manager Ollie Beckett will continue to be responsible for the management of the ESCT Portfolio, with the support of Rory Stokes, Julia Scheufler and the wider JHI European Equities team. Further information on the portfolio managers and wider investment team at JHI is set out under the section entitled “*Investment team and structure*” below in Part 2 of this document.

### ESCT’s investment objective and policy

The assets to be transferred to ESCT by the Company in connection with the Scheme will fall within the scope of ESCT’s existing investment objective and policy.

#### ***Investment objective***

ESCT’s investment objective is to seek capital growth by investing in smaller and medium sized companies which are quoted, domiciled, listed or have operations in Europe (excluding the UK).

#### ***Investment policy***

ESCT may invest in smaller and medium sized companies which are quoted, domiciled, listed or have operations in Europe (excluding the UK). Smaller and medium sized companies are defined as those whose market capitalisation is equal to or below the largest member of the MSCI Europe ex UK Small Cap Index at the time of investing.

ESCT’s investments may include shares, securities and related financial instruments, including derivatives. Unquoted investments are permitted only with the ESCT Directors’ prior approval. The following investment ranges apply:

- **Equities:** 80 per cent. to 100 per cent.



- **Fixed income and cash:** 0 per cent. to 20 per cent.

ESCT may not invest more than 7 per cent. of its assets, calculated at the time of investment, in any single holding. ESCT can, but normally does not, invest up to 15 per cent. of its gross assets in investment companies (including listed investment trusts). ESCT will not invest more than 10 per cent. of its gross assets in companies that themselves may invest more than 15 per cent. of their gross assets in UK listed investment companies.

ESCT may use derivatives for the purpose of efficient portfolio management while maintaining a level of risk consistent with the risk profile of ESCT.

#### *Borrowing policy*

Net gearing (defined as all borrowings less cash balances and investments in cash funds) is limited by the ESCT Directors to a maximum of 30 per cent. of ESCT's Net Asset Value at the time of investment.

With appropriate approval of the ESCT Directors, ESCT may, but currently does not, hedge against currency movements.

No material change will be made to ESCT's investment policy without the prior approval of the FCA and ESCT Shareholders by ordinary resolution.

#### **ESCT's dividend policy**

ESCT currently pays an interim dividend in April/May and a final dividend in November each year. In line with ESCT's investment objective, ESCT's focus is on prioritising capital growth, with the annual dividend payable being subject to the level of net income from ESCT's portfolio. ESCT paid total dividends of 4.80 pence per ESCT Share for the financial year ended 30 June 2024. On 9 September 2025, ESCT announced the ESCT Second Interim Dividend of 3.45 pence per ESCT Share for the financial year ended 30 June 2025. This will be paid on 8 October 2025 to ESCT Shareholders on the ESCT's register of members at 19 September 2025. Along with the first interim dividend of 1.45 pence which was paid on 2 May 2025, this brings the total dividends for the financial year to 30 June 2025 to 4.90 pence, an increase of 2.1 per cent. on the total dividend paid for the last financial year. New ESCT Shares issued in connection with the Scheme will not rank for the ESCT Second Interim Dividend.

If the Proposals are implemented, ESCT will maintain its investment focus on capital growth but will introduce a new dividend policy with the intention of paying quarterly dividends in respect of each financial year targeting a total of at least 5 per cent. of the NAV per ESCT Share as at the end of the preceding 30 June financial year (i.e. 1.25 per cent. of the NAV per ESCT Share in respect of each quarter). It is expected that the dividend will be paid out of both income and capital returns and reserves.

Subject to the Scheme becoming effective, it is expected that under the revised dividend policy, quarterly dividends will be paid in November, February, May and August of each financial year, with the first dividend pursuant to the new dividend policy due to be paid in February 2026 in respect of ESCT's second quarter of the year to 30 June 2026. No dividend will be paid in respect of the first quarter for the financial year to 30 June 2026. Based on the ESCT NAV per Share of 224.4 pence as at 30 June 2025, it is expected that dividends of at least 2.81 pence per ESCT Share will be paid in February 2026 (unaudited), May 2026 and August 2026, resulting in total dividends of at least 8.43 pence per ESCT Share in respect of the financial year to 30 June 2026. There is no change to the investment strategy of ESCT as a result of the revised dividend policy.

ESCT intends to conduct its business so as to continue to satisfy the conditions to retain approval as an investment trust under section 1158 of the Corporation Tax Act. In accordance with regulation 19 of the UK Investment Trust (Approved Company) (Tax) Regulations 2011, ESCT does not (except to the extent permitted by those regulations) intend to retain more than 15 per cent. of its income (as calculated for UK tax purposes) in respect of an accounting period.

#### **Discount management policy**

ESCT has an active share buyback policy which seeks to mitigate discount volatility, manage the absolute discount relative to the peer group, provide liquidity to the market and generate NAV accretion for ESCT Shareholders. Following completion of the Proposals, the ESCT Board will

maintain ESCT's stated mid-single-digit discount target in normal market conditions, although the ESCT Directors are cognisant of the fact that ESCT's share rating at any given time will reflect a combination of various factors, a number of which are beyond the ESCT Board's control.

ESCT Shares are only repurchased at a discount to the prevailing Net Asset Value per ESCT Share, which increases the Net Asset Value per ESCT Share on the remaining ESCT Shares.

The ESCT Directors have been granted authority at the 2024 ESCT AGM to purchase in the market up to 59,032,913 ESCT Shares (being 14.99 per cent. of ESCT's issued share capital as at the date of the 2024 ESCT AGM). As at the Latest Practicable Date, ESCT has purchased 7,257,573 ESCT Shares pursuant to this authority.

All ESCT Share repurchases will be conducted in accordance with the Companies Act and the UK Listing Rules. ESCT Shareholders and prospective ESCT Shareholders should note that such repurchases of ESCT Shares by ESCT are entirely discretionary and no expectation or reliance should be placed on the ESCT Directors exercising such discretion on any one or more occasions.

Shares repurchased by ESCT may be cancelled or held in treasury (or a combination of both). Any ESCT Shares held in treasury may be subsequently cancelled or sold for cash. The sale of ESCT Shares from treasury will be subject to the Companies Act and the provisions relating to the rights of pre-emption contained therein to the extent not disappplied. Further, such sales will not, unless authorised by ESCT Shareholders, be at a price per ESCT Share which would be less than the Net Asset Value per ESCT Share at the relevant time, so the economic interests of existing ESCT Shareholders are not thereby diluted.

#### **Performance related conditional tender offer**

The ESCT Board has introduced a three-yearly performance related conditional tender offer for up to 15 per cent. of ESCT's issued share capital (excluding ESCT Shares held in treasury), at a price equal to the prevailing NAV per ESCT Share less 2 per cent. less costs, in the event ESCT's NAV total return does not exceed the Benchmark total return over each relevant performance period.

The initial performance period commenced on 5 February 2025 and shall end at the financial year-end on 30 June 2028, with subsequent performance periods being every three years thereafter.

This additional liquidity mechanism will provide ESCT Shareholders with a partial exit at close to NAV should there be periods of underperformance in the future.

#### **Continuation vote**

In accordance with the ESCT Articles, every three years the ESCT Directors propose an ordinary resolution at the annual general meeting of ESCT to approve the continuation of ESCT, with the next such vote due at the annual general meeting to be held in November 2025.

If any such ordinary resolution is not passed, under the ESCT Articles the ESCT Directors are required to call a further general meeting for a date not more than three months after the date of the meeting at which ESCT Shareholders declined to approve the continuation of ESCT, at which the ESCT Directors shall put forward proposals for the liquidation or reconstruction of ESCT.

#### **2025 Tender Offer**

On 18 December 2024, ESCT received a requisition notice on behalf of Saba Capital Management, L.P. ("**Saba**"), requiring ESCT to convene a general meeting to consider, and if thought fit approve, resolutions to remove all of the then current independent ESCT Directors and to appoint two new directors proposed by Saba. At a requisitioned general meeting held on 5 February 2025, 62.1 per cent. of the total votes cast (or 99.5 per cent. of the ESCT Shares voted excluding the ESCT Shares held by Saba) were voted against those resolutions.

On 11 February 2025, ESCT received a second requisition notice on behalf of Saba requiring ESCT to call a general meeting to approve a proposal for ESCT to implement a scheme or process by which ESCT Shareholders would become (or have the option to become) shareholders of a UK-listed open-ended investment company (or similar open-ended investment vehicle). The requisitioned general meeting process was disruptive for ESCT and resulted in a financial cost to ESCT Shareholders. As a result, the ESCT Directors were of the view that convening a general

meeting in response to the second requisition notice would not be in the best interests of all ESCT Shareholders. Whilst the ESCT Directors anticipated the continued support from ESCT Shareholders, Saba's ongoing significant holding in ESCT also had the potential to represent an overhang on the ESCT Shares.

In order to protect the interests of those ESCT Shareholders that wished to continue their investment in ESCT, the ESCT Directors concluded that it would find a solution that would allow ESCT Shareholders, including Saba, that wished to exit their position in ESCT the opportunity to do so. The ESCT Directors conducted a review of several possible options and, following discussions with Saba, decided to implement the 2025 Tender Offer. The structure of the 2025 Tender Offer, comprising a Tender Offer Cash Exit Option and a Tender Offer *In Specie* Consideration Option, was designed to allow ESCT Shareholders to exit whilst safeguarding the interests of continuing ESCT Shareholders.

ESCT received an irrevocable undertaking from Saba pursuant to which Saba gave undertakings, in respect of the 115,386,122 ESCT Shares in respect of which any Saba investment vehicle was entitled to instruct that all the votes in relation to such ESCT Shares were cast, to use best endeavours to, among other things, vote or procure a vote in favour of the special resolution proposed at a general meeting of ESCT held on 7 May 2025 to authorise ESCT to make market purchases of ESCT Shares in connection with the 2025 Tender Offer.

The Company also entered into the Standstill Agreement with Saba pursuant to which Saba agreed, *inter alia*:

- that Saba shall not, and shall procure that its affiliates shall not, during the period from 15 April 2025 to the conclusion of the annual general meeting of ESCT to be held in 2028 (the “**Standstill Period**”), (i) require the ESCT Directors to convene a general meeting of ESCT pursuant to section 303 of the Companies Act, or (ii) exercise any voting rights available to remove, or publicly propose the removal of, any of the ESCT Directors; and
- that Saba shall use best endeavours to, and shall use best endeavours to procure that its affiliates shall, procure that the registered holder of any ESCT Shares in respect of which it or any of its affiliates is able (at the relevant record time for voting) to control the right to exercise (or procure the exercise of) any voting rights shall, during the Standstill Period, exercise such voting rights in respect of specified ordinary course resolutions to be proposed at any general meeting of ESCT, including any resolution for the continuation of ESCT, in line with the ESCT Board's recommendation.

Saba has also agreed to make a payment to ESCT of a prescribed sum in circumstances in which, on or before 31 December 2025, a specified transaction, implemented by any other specified investment trust in which Saba investment vehicles have participated, has completed and pursuant to which any Saba Investment Vehicles are able to exit not less than 15 per cent. of the issued share capital of such specified investment trust (excluding shares held in treasury) at a discount of more than 1 per cent. to the per share net asset value of such specified investment trust (provided, however, that any deduction from the per share net asset value to take account of costs, stamp duty, transfer taxes or other taxes associated with the specified transaction shall in no event be considered to have resulted in a discount of more than 1 per cent.) (but, for the avoidance of doubt, any deduction for costs, stamp duty, transfer taxes or other taxes associated with the specified transaction shall count towards the discount of 1 per cent.). The “prescribed sum” in these circumstances is 2.0 per cent. of the amount equal to the Tender Price per *In Specie* Exit Share multiplied by the number of ESCT Shares that ESCT repurchased from Saba pursuant to the 2025 Tender Offer.

On 29 May 2025, ESCT repurchased 115,386,122 ESCT Shares pursuant to the Tender Offer *In Specie* Consideration Option at a price per ESCT Share of 210.40 pence and on 26 June 2025, ESCT repurchased 50,710,953 ESCT Shares pursuant to the Tender Offer Cash Exit Option at a price per ESCT Share of 213.80 pence. The repurchased ESCT Shares represented 42.2 per cent. of the issued share capital of ESCT (excluding any ESCT Shares held in treasury).

### **Management fees and ongoing expenses**

The ESCT AIFM is currently entitled to annual management fees equal to 0.55 per cent. of the ESCT NAV up to £800 million and 0.45 per cent. of the ESCT NAV in excess of £800 million. In addition, a performance fee is payable measured over a three-year rolling period and determined as

15 per cent. of the positive difference (if any) between the average annual NAV total return and the average annual total return of the Benchmark Index and a hurdle over the Benchmark Index of 1.0 per cent. must be reached before any performance fee can be earned. The management fee and performance fee are capped at 2.0 per cent. of the ESCT NAV at the last day of the relevant calculation period.

Corporate secretarial and general administration services are provided to ESCT by the ESCT AIFM, the ESCT Investment Manager and their affiliates. The costs of these services are included in the fee payable by ESCT to the ESCT AIFM under the terms of the management agreement entered into by ESCT and the ESCT AIFM. Some of the administration and accounting services are carried out on behalf of the ESCT AIFM and/or the ESCT Investment Manager by BNP Paribas S.A.

#### *Reduction in fees payable for enlarged asset base*

ESCT and the ESCT AIFM have agreed, pursuant to a side letter dated 9 September 2025, a new management fee structure pursuant to which, if the Scheme becomes effective, the ESCT AIFM shall be entitled to receive reduced annual management fees, calculated as follows:

- 0.50 per cent. on the first £800 million of ESCT's NAV (reduced from 0.55 per cent.); and
- 0.45 per cent. on ESCT's NAV over £800 million.

The new management fee structure will apply immediately upon completion of the Scheme and will result in a more competitive blended fee rate for the enlarged ESCT and its shareholders than is currently afforded to the Company's and ESCT's respective shareholders. There will be no change made to the performance fee arrangements, or to the payment frequency or other payment terms in respect of the management fee payable to the ESCT AIFM.

The ESCT AIFM has further agreed, pursuant to an agreement dated 9 September 2025, that it shall make the JHI Costs Contribution. Further details in relation to the JHI Costs Contribution are set out under the section titled "*Costs of implementing the Proposals*" in Part 1 of this document.

#### **ESCT's Investment team and structure**

ESCT is managed by Ollie Beckett, Rory Stokes and Julia Scheufler who collectively manage £2.7 billion of assets (as at 31 August 2025). These professionals are integral members of the JHI Pan European Equities Team, through their specialisation in Mid Cap and Small Cap investments. This collaborative environment empowers the team to leverage diverse insights for portfolio management.

The team also collaborates with JHI's in-house Responsibility Team, a specialised group dedicated to Environmental, Social, and Governance (ESG) data analysis and research.

The Pan European Equities Team is composed of specialists across various equity segments, including Smaller Companies, Pan European Equities, Mid Cap, UK Small Cap, and UK Long/Short strategies. Each member brings a wealth of experience and expertise, contributing to the comprehensive management of the ESCT Portfolio.

## European Smaller Companies Trust – £553.3M assets under management\*

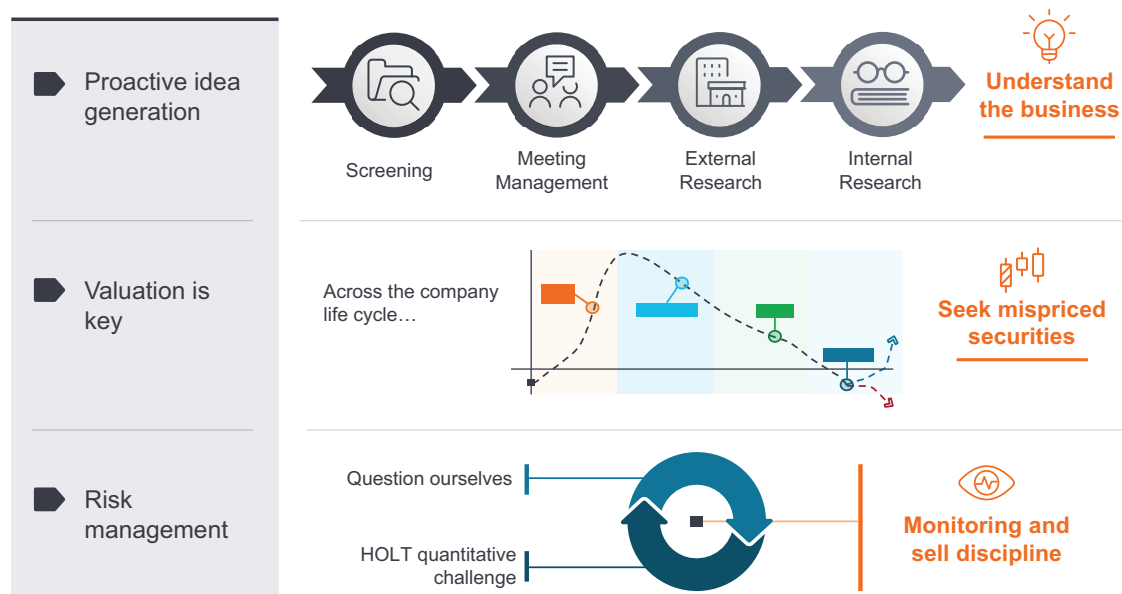


\* As at the Latest Practicable Date.

\*\* Neil Hermon retires from Janus Henderson in September 2025. A replacement will be announced.

The portfolio managers of ESCT aim to deliver long-term capital growth by outperforming the Benchmark Index through investment in small and medium sized companies in Europe (excluding the UK).

The investment philosophy centres on the corporate economic lifecycle, focusing on undervalued companies. The portfolio managers of ESCT believe that smaller companies consistently outperform larger ones over the long term. This belief is rooted in the market's premium for holding less liquid stocks, and the relative ease of growing smaller companies, which can yield attractive returns.

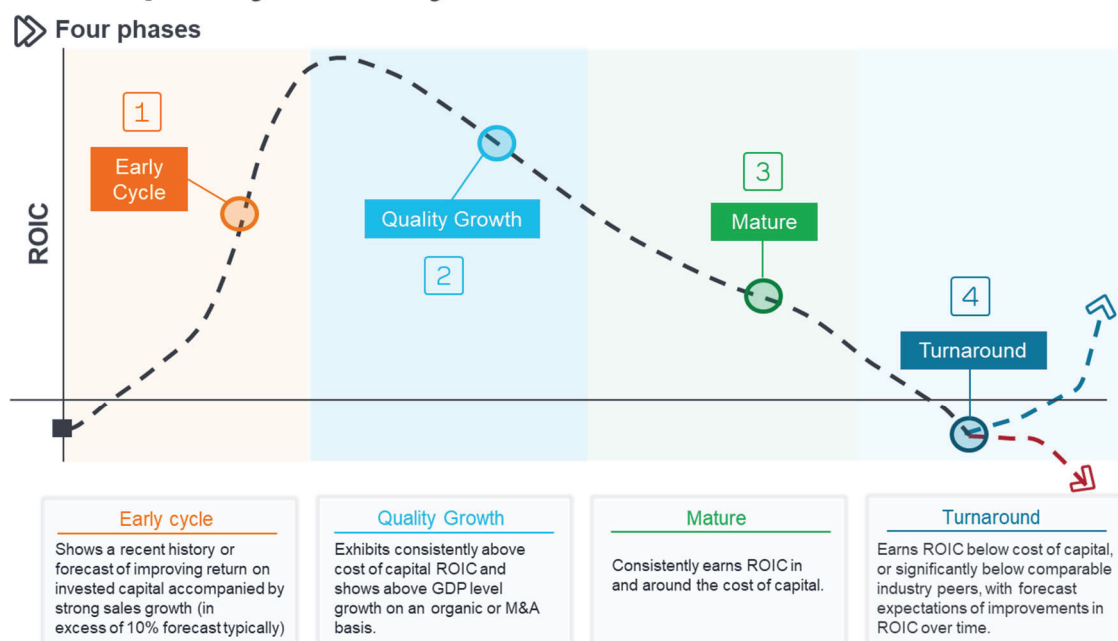


The strategy emphasises the intrinsic value driven by executive management's value creation behaviours. It considers the growth potential and profitability of young companies, the market position entrenchment of established companies, and the cost management and cash generation focus of mature companies. For late lifecycle businesses, divesting loss-making assets and improving return on capital employed are crucial.



The portfolio managers of ESCT believe that the smaller company sector is less efficiently priced, presenting numerous opportunities to find attractively priced stocks. With fewer investors and analysts covering these stocks, there is potential to uncover mispriced stocks in mature and turnaround companies. The stages of the company life cycle are described below, and the portfolio managers of ESCT believe that there is material investor benefit to investing across the different stages, not only in terms of total shareholder return, but also for style diversification, allowing the ESCT Portfolio to navigate strong growth led markets such as in 2020.

## Company life cycle



The strategy leverages the mispricing of individual stocks relative to their cash-generating capabilities, focusing on valuation as a key factor in ESCT Portfolio decisions.

### Investment process and research

The investment process in relation to ESCT is comprehensive, involving idea generation, research, and portfolio construction. Company meetings are the main source of idea generation, with the portfolio management team in respect of ESCT conducting over 450 meetings annually. These engagements with senior management provide invaluable insights, identifying attractive investment opportunities.

Quantitative filters complement ideageneration, utilising metrics such as Cash Flow Return on Investment and enterprise value/earnings before interest and taxes. The team employs thematic screens and analyses share price performance to uncover contrarian ideas, leveraging broader insights from the Pan European Equities and UK Equities Teams.

Fundamental analysis begins with assessing the robustness of a company's business model. The team evaluates the company's strategy within its external environment, considering factors like the economic cycle, competitive landscape, supplier strength, customer profitability, and technological threats.

The research focuses on barriers to entry, differentiation, management quality, and capital efficiency. The portfolio managers add value through their expertise, relationships with management, and flexible investment approach. They ensure strict valuation discipline, avoiding emotional attachments to investments and maintaining objective decision-making.

Companies are valued on an absolute and relative basis, using pragmatic approaches depending on market conditions. Cash flow generation is emphasised over earnings as a reliable metric, guiding the sustainability of investment decisions

## Portfolio construction and ESG guidelines

The ESCT Portfolio is constructed from the bottom up, with allocations driven by stock selection as well as broader macroeconomic and geopolitical considerations. It features a diverse range of stocks, with position sizes ranging from 0.08 per cent. to 5 per cent.. The portfolio managers have the ability to engage in currency hedging and derivative use for efficient portfolio management. The ESCT Portfolio can gear up to 30 per cent. of net assets at the time of investment and is usually geared to enhance long term shareholder returns.

Knowing when to sell is crucial, with holdings reviewed constantly. Stocks are sold if they reach fair value estimates or if the investment thesis is undermined. The team focuses on valuation, earnings momentum, cash flow, liquidity, and opportunity cost, ensuring a disciplined approach to portfolio management.

The ESCT portfolio managers monitor environmental and social characteristics and the JHI Firmwide Exclusions Policy is adhered to.

## ESCT Performance

Over the 10 years to 31 August 2025, ESCT's estimated NAV total return had grown 238.79 per cent., compared to 164.90 per cent. for the Benchmark Index. An investment in ESCT 10 years ago would have therefore more than tripled in value (on a NAV total return basis), comfortably outpacing the Benchmark's performance. ESCT's share price (market price) total return was even higher, 250.96 per cent. over the decade amplifying ESCT Shareholder gains.

This indicates that ESCT has delivered on its objective of long-term capital growth, significantly beating the market standard for European smaller companies. This strong track record underscores ESCT's success in adding value above and beyond the broader small-cap market.

The table below summarises the cumulative performance of ESCT against the Benchmark over various time horizons up to 31 August 2025. It highlights that ESCT has outperformed across 1, 3, 5, and 10-year periods:

### ESCT performance vs Benchmark (total returns to 31 August 2025)

Period	Share Price TR (%)	Estimated NAV TR (%)	Benchmark TR (MSCI Europe ex-UK Small Cap) (%)
1 Year (2024–2025)	<b>23.24</b>	17.14	14.98
3 Years (2022–2025)	<b>70.01</b>	49.76	37.69
5 Years (2020–2025)	<b>102.98</b>	83.68	52.27
10 Years (2015–2025)	<b>250.96</b>	238.79	164.90

Source: JHI / Morningstar (NAV and price total returns)

Past performance is not a reliable indicator of future results

Note: TR = Total Return (including reinvested dividends). Figures are in GBP. The Company's share price returns can differ from NAV returns due to changes in the discount/premium (market price vs underlying NAV)

## ESCT Portfolio summary

As at the Latest Practicable Date, the ESCT Portfolio comprised 122 investments, with an aggregate unaudited value of approximately £553.3 million. The information in this section, which has not been audited, has been sourced from information supplied by JHI.



As at the Latest Practicable Date, ESCT's top 41 investments, representing over 50 per cent. of the value of the ESCT Portfolio, were as follows:

<b>Security description</b>	<b>Country</b>	<b>Sector</b>	<b>Percentage of value of total Portfolio (%)</b>
Van Lanschot Kempen	Netherlands	Financials	2.59
TKH	Netherlands	Industrials	2.12
IG Group	UK	Financials	2.01
KSB	Germany	Industrials	1.92
Alzchem	Germany	Basic Materials	1.76
R&S Group	Switzerland	Industrials	1.67
U-Blox	Switzerland	Technology	1.65
Andritz	Austria	Industrials	1.54
Stroeer	Germany	Consumer Discretionary	1.46
Metlen Energy & Metals	Greece	Utilities	1.41
Elmos Semiconductor	Germany	Technology	1.40
Avolta	Switzerland	Consumer Discretionary	1.36
Gaztransport et Techniga	France	Energy	1.35
Banco Comercial Portugues	Portugal	Financials	1.25
Merlin Properties	Spain	Real Estate	1.23
Karnov	Sweden	Consumer Discretionary	1.19
Acerinox	Spain	Basic Materials	1.17
Optima Bank	Greece	Financials	1.13
Mycronic	Sweden	Technology	1.10
eDreams ODIGEO	Spain	Consumer Discretionary	1.10
Grupo Catalana Occidente	Spain	Financials	1.07
BHG Group	Sweden	Consumer Discretionary	1.06
Criteo	France	Technology	1.05
Alpha Bank	Greece	Financials	1.01
Recticel	Belgium	Industrials	1.00
JcDecaux	France	Consumer Discretionary	0.96
Ionos	Germany	Technology	0.96
Koninklijke BAM	Netherlands	Industrials	0.94
HBX Group	Spain	Consumer Discretionary	0.93
Palfinger	Austria	Industrials	0.93
Quadient	France	Technology	0.93
Viscofan	Spain	Consumer Staples	0.93
PVA Tepla	Germany	Technology	0.92
Enity Holding	Sweden	Financials	0.90
Nordnet	Sweden	Financials	0.89

<b>Security description</b>	<b>Country</b>	<b>Sector</b>	<b>Percentage of value of total Portfolio (%)</b>
Flatexdegiro	Germany	Financials	0.89
Trigano	France	Consumer Discretionary	0.88
Suss Microtec	Germany	Technology	0.88
Mersen	France	Industrials	0.86
Ipsos	France	Consumer Discretionary	0.86
Modern Times	Sweden	Consumer Discretionary	0.85
<b>Total</b>			<b>50.11</b>

As at the Latest Practicable Date, the breakdown of the ESCT Portfolio by country was:

<b>Country</b>	<b>Percentage of value of total Portfolio (%)</b>
Germany	20.13
Sweden	15.26
France	11.39
Spain	9.11
Switzerland	9.08
Netherlands	8.91
Norway	4.72
Greece	4.23
Austria	3.87
Italy	3.26
Belgium	3.0
United Kingdom	2.01
Denmark	1.72
Portugal	1.66
Finland	0.95
Luxembourg	0.7
	<b>100.0</b>

As at the Latest Practicable Date, the breakdown of the ESCT Portfolio by sector was:

<b>Sector</b>	<b>Percentage of value of total Portfolio (%)</b>
Industrials	29.37
Consumer Discretionary	20.14
Technology	16.43
Financials	13.22
Basic Materials	6.83
Health Care	5.55
Real Estate	4.10
Utilities	2.08
Energy	1.35
Consumer Staples	0.93
	<b>100.0</b>

### **ESCT Board**

The ESCT Directors as at the date of this document are as follows:

#### *James Williams (Chairman)*

James Williams was appointed as an ESCT Director in 2023 and became Chairman of ESCT in 2024. James has over 30 years' international business experience, including nearly 20 years in the investment banking industry, having held senior roles in Asia and Europe at ING Barings, ABN AMRO and Commerzbank. Following his departure from Commerzbank, he became a partner at Saginaw Capital LLP until 2008. James brings a wealth of strong knowledge of the investment trust sector and financial markets.

#### *Simona Heidempergher (Senior Independent Director)*

Simona Heidempergher was appointed as an ESCT Director in 2014, became the Senior Independent Director in 2021 and Chair of ESCT's Nomination and Remuneration Committee in 2022. Simona is a Managing Director of Merifin Capital, a privately owned European investment company with offices in Europe, Asia and the USA, which has successfully invested in traditional and alternative asset classes for more than 30 years. Simona has a wealth of asset management experience, and her knowledge of European markets provides useful context to the Company.

#### *Daniel Burgess (Chairman of the Audit Committee)*

Daniel Burgess was appointed as an ESCT Director in 2019. Daniel was a partner at KPMG LLP for 23 years. He initially led the statutory audits of a number of large public limited companies and public interest entities before specialising in due diligence and regulatory services on mergers and acquisitions and capital market transactions. He brings with him significant accounting, auditing, corporate governance and listed companies experience.

#### *Ann Grevelius*

Ann Grevelius was appointed as an ESCT Director in 2019. Ann has more than 30 years' experience in the asset management sector and has been active in the venture capital industry as partner and senior advisor at GP Bullhound, a technology advisory and investment firm. Ann has held positions as Chief Investment Officer and Global Head of Investment Strategy at SEB Wealth Management and prior to that, Ann was head of Swedish and Nordic Equities at SEB Investment Management and Handelsbanken Asset Management. Ann has extensive asset management experience, and her input gives greater insight on market sentiment and conditions in continental Europe.

#### *Nadia Meier-Kirner*

Nadia Meier-Kirner was appointed as an ESCT Director in 2025. Nadia has 18 years' experience in European mid-market private equity with Triton Partners in Germany, where she currently serves as the Head of Strategic Investments. Prior to this, Nadia held Sector Co-Head roles in Business Services and Healthcare. Nadia has considerable private board expertise across the DACH region (Germany, Austria and Switzerland), and in Belgium and Sweden.

#### ***Following implementation of the Scheme***

Upon the Scheme becoming effective, Stuart Paterson and Kate Cornish-Bowden, respectively the Chairman and Senior Independent Director of the Company, will join the ESCT Board as non-executive directors. The board of the enlarged ESCT will therefore comprise seven directors immediately following implementation of the Scheme. In keeping with the ESCT Board's succession planning, Simona Heidempergher is anticipated to retire from the ESCT Board at the conclusion of ESCT's annual general meeting to be held in November 2025, reducing the number of directors to six. Ann Grevelius will replace Simona as Senior Independent Director of ESCT.

#### **General**

Further details of ESCT and the New ESCT Shares are set out in the ESCT Prospectus. **Shareholders are strongly recommended to read the ESCT Prospectus before making an Election.**

## **PART 3 – FURTHER DETAILS OF THE PROPOSALS**

### **Implementation of the Scheme**

Subject to the passing of the Resolutions (and the satisfaction of the other conditions of the Scheme, full details of which are set out in paragraph 14 of Part 4 of this document), the Company will be placed into members' voluntary liquidation and the Scheme will take effect from the Effective Date.

On the Calculation Date the Board will appropriate to the Liquidation Pool: (i) assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by the Company (estimated at approximately £2.5 million as at the Latest Practicable Date); and (ii) such of the cash, undertaking and other assets of the Company estimated by the Board, in consultation with the Liquidators, to be sufficient to meet the outstanding current and future liabilities, including contingent liabilities, of the Company, including the costs of the Scheme yet to be paid, the Liquidators' Retention, the entitlements of any Dissenting Shareholders, any dividends declared as at the Calculation Date but not yet paid to Shareholders or accounted for in the EAT NAV as at the Calculation Date and any amount required to repay any outstanding debt facility. Further details of the Liquidation Pool are set out in paragraph 3.2 of Part 4 of this document.

The balance of the cash, undertaking and other assets of the Company will be allocated to the Cash Pool and the Rollover Pool in accordance with the Scheme, each of which will represent the respective entitlements of Shareholders to either New ESCT Shares or cash in accordance with the Elections made, or deemed to have been made, under the Scheme, as further described below.

On the Effective Date, the cash, undertaking and other assets of the Company comprising the Rollover Pool will be transferred to ESCT. In consideration for the transfer of the Rollover Pool to ESCT under the Transfer Agreement, the relevant numbers of New ESCT Shares will be allotted to the Liquidators who will renounce the New ESCT Shares in favour of the Shareholders who are deemed to have elected for the Rollover Option and entitled to be issued such New ESCT Shares under the Scheme.

Shortly following the Effective Date, Cash Entitlements payable to Shareholders who have validly elected, or are deemed to have elected, for the Cash Option will be distributed by the Liquidators, through Computershare and pursuant to the Scheme, in cash in Sterling to each Shareholder who has elected, or has been deemed to have elected, for the Cash Option. Under the Scheme, a holder of Reclassified Shares with "B" rights will be entitled to receive the net realisation proceeds of such portion of the Cash Pool to which the Shareholder is entitled which is expected to be equal to the EAT Cash FAV per Share multiplied by the total number of Reclassified Shares with "B" rights held by such Shareholder and rounded down to the nearest penny.

On or following the Effective Date, the Liquidation Pool shall be applied by the Company (acting by the Liquidators) in discharging the liabilities of the Company. The remaining balance of the Liquidation Pool (which may include interest and assets representing withholding tax recovered by the Company), if any, shall be distributed in cash in Sterling by the Liquidators pursuant to the Scheme to all Shareholders (being Shareholders on the Record Date in proportion to the respective holdings of Ordinary Shares on the Record Date, other than Dissenting Shareholders) provided that if any such amount payable to any Shareholder is less than £5.00, it shall not be paid to the Shareholder but instead shall be retained by the Liquidators and donated to a charity nominated by the Directors. The Liquidators will also be entitled to make interim payments to Shareholders in proportion to their holdings of Ordinary Shares. The Liquidators shall only make such distribution if there is sufficient cash available and if the Liquidators are of the view that it is cost effective to make an interim distribution.

### **Transfer Agreement**

Provided that the Scheme is approved by Shareholders and becomes effective, the Liquidators (in their personal capacity and on behalf of the Company) will enter into the Transfer Agreement with the Company and ESCT on or around the Effective Date pursuant to which the Rollover Pool will be transferred to ESCT in consideration for the allotment of New ESCT Shares to the Liquidators who will renounce the New ESCT Shares in favour of the holders of Reclassified Shares with "A" rights on the basis described in Part 4 of this document. Each of the parties to the Transfer Agreement

will agree and undertake to the others that, so far as may be within its respective power, it will take all such reasonable steps as may be necessary or desirable to implement the Scheme.

## **Elections**

### ***Ordinary Shares held in uncertificated form (that is, in CREST)***

If you hold your Ordinary Shares in uncertificated form and wish to elect for the Cash Option in respect of all or some of your Ordinary Shares, you should take (or procure to be taken) the action set out below to transfer to escrow (by means of a TTE Instruction) the number of Ordinary Shares in respect of which you wish to make an Election for the Cash Option, specifying the Receiving Agent in its capacity as a CREST receiving agent under its participant ID (referred to below) as the escrow agent, as soon as possible and, in any event, so that the TTE Instruction is received no later than 1.00 p.m. on 8 October 2025.

If you hold Ordinary Shares in CREST but under different member account IDs, you should submit a separate TTE Instruction in respect of each member account ID.

If you are a CREST sponsored member, you should refer to your CREST sponsor before taking any action. Your CREST sponsor will be able to confirm details of your participant ID and the member account ID under which your Ordinary Shares are held. In addition, only your CREST sponsor will be able to send the TTE Instruction to Euroclear in relation to your Ordinary Shares.

To make an Election for the Cash Option you should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) a TTE Instruction to Euroclear, which must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and which must contain, in addition to the other information that is required for the TTE Instruction to settle in CREST, the following details:

- the ISIN number for the Ordinary Shares, which is GB00BHJVQ590;
- the number of Ordinary Shares in relation to the relevant Election;
- your member account ID;
- your participant ID;
- the member account ID of the escrow agent, the Receiving Agent – this is: EATSOR1;
- the participant ID of the escrow agent, the Receiving Agent, in its capacity as a CREST receiving agent – this is: 8RA23;
- the Corporate Action Number for the Scheme. This is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow. This should be as soon as possible after receipt of your Election and, in any event, by no later than 1.00 p.m. on 8 October 2025;
- the standard delivery instruction with Priority 80; and
- contact name and telephone number inserted in the shared note field.

After settlement of the TTE Instruction, you will not be able to access the Ordinary Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by the Receiving Agent as your escrow agent until completion or lapsing of the Scheme.

You are recommended to refer to the CREST Manual published by Euroclear for further information on the CREST procedures outlined above.

You should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you (or by your CREST sponsor) to enable a TTE Instruction relating to your Ordinary Shares to settle prior to 1.00 p.m. on 8 October 2025. In connection with this, you are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

**Ordinary Shares held in certificated form**

Shareholders who hold their Ordinary Shares in certificated form (i.e. not in CREST) who wish to make an Election for the Cash Option in respect of all or part of their holding of Ordinary Shares should complete and sign the enclosed personalised Form of Election inserting in Box 2 either "ALL" or the total number of Ordinary Shares they wish to elect for the Cash Option and return the Form of Election using the relevant enclosed reply-paid envelope to the Receiving Agent by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 8 October 2025. Forms of Election, once submitted, will be irrevocable and may not be withdrawn or amended without the consent of the Directors.

If you hold Ordinary Shares in certificated form, but under different designations, you should complete a separate Form of Election in respect of each designation (as applicable). If you hold Ordinary Shares in both certificated and uncertificated form, you should complete a Form of Election or a TTE Instruction for each holding (as applicable).

Shareholders who have any queries in relation to making an Election should contact the Receiving Agent on +44 (0)370 703 0128. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. to 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that the Receiving Agent cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**Settlement and dealings in New ESCT Shares**

Applications will be made by ESCT to the Financial Conduct Authority for the New ESCT Shares to be admitted to listing on the closed-ended investment funds category of the Official List and to the London Stock Exchange for such New ESCT Shares to be admitted to trading on the Main Market. If the Scheme becomes effective, it is expected that the New ESCT Shares will be admitted to the Official List and that the first day of dealings in such securities will be 16 October 2025.

New ESCT Shares will be issued in registered form and may be held in either certificated or uncertificated form. Shareholders who held their Ordinary Shares in certificated form at the Record Date and who are deemed to have elected for New ESCT Shares will receive their New ESCT Shares in certificated form. It is expected that share certificates in respect of such New ESCT Shares will be despatched to the Shareholders entitled thereto no later than 10 Business Days from the Effective Date. For security reasons, Shareholders who are recorded in the books of the Registrar as "gone away" (i.e. Shareholders to whom the Company has sent three consecutive notices of meetings or other documents over a period of at least 12 months, and each of these documents is returned undelivered) will not have their share certificate issued until they contact the Registrar.

Shareholders who held their Ordinary Shares in uncertificated form at the Record Date and who are deemed to have elected for New ESCT Shares will receive their New ESCT Shares in uncertificated form on 16 October 2025; although, ESCT reserves the right to issue such securities in certificated form. In normal circumstances, this right is only likely to be exercised in the event of an interruption, failure or breakdown of CREST or of the facilities or system operated by ESCT's registrar in connection with CREST. ESCT will procure that instructions are given to credit the appropriate stock accounts in the CREST system with the relevant entitlements to New ESCT Shares in uncertificated form.

Fractional entitlements to New ESCT Shares pursuant to the Scheme will not be issued under the Proposals and entitlements will be rounded down to the nearest whole number. No cash payment shall be made or returned in respect of any fractional entitlements which will be retained for the benefit of ESCT.

Cheques in respect of the cash amounts due to Shareholders who validly elect, or are deemed to elect, for the Cash Option are expected to be despatched to them by no later than 14 Business Days from the Effective Date. It is expected that Shareholders who hold their Ordinary Shares in CREST will receive their Cash Entitlements through CREST by no later than 14 Business Days from the Effective Date.



### **Share certificates**

Existing certificates in respect of Ordinary Shares will cease to be of tradable value following suspension of dealings in the Ordinary Shares.

### **General**

All documents and remittances despatched to or from Shareholders or their appointed agents in connection with the Proposals will be despatched at Shareholders' own risk.

### **Overseas Shareholders**

The issue of New ESCT Shares to persons resident in, or citizens of, jurisdictions outside the UK may be affected by the laws of the relevant jurisdiction. Such Shareholders should inform themselves about and observe any legal requirements in the relevant jurisdiction. In particular:

- the New ESCT Shares have not been and will not be registered under the US Securities Act and the New ESCT Shares may not be offered, sold, pledged or otherwise transferred within the United States, or to or for the benefit of US Persons, except pursuant to an exemption from the registration requirements of the US Securities Act and the relevant clearances have not been, and will not be, obtained from the securities commission of any member state of the European Economic Area, any province of Canada, Australia, Japan, New Zealand or the Republic of South Africa;
- there has not been any, and there will be no, public offer of the New ESCT Shares in the United States;
- ESCT is not, and does not intend to be, registered under the US Investment Company Act, and investors are not, and will not be, entitled to the benefits of the US Investment Company Act; and
- no offer is being made, directly or indirectly, under the Scheme, in or into by the use of mails, or by means of instrumentality (including, without limitation, facsimile, transmission, telex or telephone) of interstate or foreign commerce, or of any facility in a national securities exchange (subject to certain exceptions described herein), any member state of the European Economic Area, Australia, Canada, Japan, New Zealand or the Republic of South Africa.

It is the responsibility of Shareholders with registered addresses outside the UK to satisfy themselves as to the observance of the laws of the relevant jurisdiction in connection with the issue of New ESCT Shares, including the obtaining of any governmental or exchange control or other consents which may be required, the compliance with any other necessary formalities which need to be observed and the payment of any issue, transfer or other taxes or duties due in such jurisdiction. Shareholders who are subject to taxation outside the UK should consult their own professional advisers as soon as possible.

Non-US Shareholders are deemed to represent to the Company and ESCT that they are located outside of the United States and are not US Persons (and are not acting for the account or benefit of a US Person).

An Overseas Shareholder (being a Shareholder who has a registered address outside, or who is resident in, or a citizen, resident or national of, a jurisdiction outside, the United Kingdom, the Channel Islands and the Isle of Man) will not be entitled to access the ESCT Prospectus or be entitled to receive New ESCT Shares under the Scheme unless they have satisfied the Company, ESCT and the Liquidators (taking appropriate advice), that they are entitled to receive and hold New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and/or ESCT with any overseas laws, regulations, filing requirements or the equivalent.

Overseas Shareholders who wish to receive New ESCT Shares under the Scheme should therefore contact the Company directly as soon as possible and, in any event, by no later than 5.00 p.m. on 2 October 2025 if they are able to demonstrate, to the satisfaction of the Company, ESCT and the Liquidators (taking appropriate advice), that they can be issued New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company and ESCT with any overseas laws, regulations, filing requirements or the equivalent.

**If an Overseas Shareholder does not contact the Company and provide the required evidence as noted above, such Overseas Shareholder will be an Excluded Shareholder.**

**Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Excluded Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Excluded Shareholder will be retained in the Liquidation Pool.**

### ***US Shareholders***

The New ESCT Shares are being offered and sold solely (i) outside the United States to persons who are not US Persons in “offshore transactions” as defined in and pursuant to Regulation S under the US Securities Act; and (ii) within the United States to persons that are, or to US Persons that are, both “qualified institutional buyers” as defined in Rule 144A under the US Securities Act and “qualified purchasers” as defined in Section 2(a)(51) of the US Investment Company Act pursuant to an exemption from the registration requirements of the US Securities Act, and that, in the case of (ii), have executed a US Investor Representation Letter and returned it to the addressees.

There are significant restrictions on the purchase and resale of the New ESCT Shares by persons that are located in the United States, that are US Persons, or who hold New ESCT Shares for the account or benefit of US Persons and on the resale of New ESCT Shares to any person located in the United States or to, or for the account or benefit of, a US Person. If in the future a US Shareholder, decides to offer, sell, transfer, assign or otherwise dispose of the New ESCT Shares, they may do so only: (i) outside the United States in an “offshore transaction” complying with the provisions of Regulation S under the US Securities Act to a person not known by the transferor to be a US Person, by pre-arrangement or otherwise; or (ii) to ESCT or a subsidiary thereof.

The Scheme is being implemented subject to United Kingdom disclosure requirements, which are different from certain United States disclosure requirements. In addition, this document has been prepared in accordance with a UK format and style, which differs from the US format and style. In particular, parts of this document contain information concerning the Scheme required by UK disclosure requirements which may be material and may not have been summarised elsewhere in this document. Furthermore, the Scheme will be subject to other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

ESCT Shares are not listed on a US securities exchange and ESCT is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the SEC. The Scheme is not subject to the disclosure and other procedural requirements of Regulation 14D under the Exchange Act.

The Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each US Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of making a decision regarding the Scheme.

It may be difficult for US Shareholders to enforce their rights and any claim arising out of the US federal securities laws, since ESCT is located in a foreign country, and all of its current directors, officers and Proposed Directors are citizens and residents of a foreign country. US Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the US securities laws. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court’s judgement.

Whether located in the United States or elsewhere, US Shareholders will receive any cash consideration in Sterling.

Any US Shareholder receiving this document is requested to execute the US Investor Representation Letter annexed to the ESCT Prospectus and return it to the addressees. US Shareholders that do not provide a US Investor Representation Letter will be treated as Excluded Shareholders. Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Excluded Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Excluded Shareholder will be retained in the Liquidation Pool. US Shareholders should refer to paragraph 15 of Part 4 of this document.

US Shareholders who have any questions regarding the submission of the US Investor Representation Letter may call ESCT's Receiving Agent, Equiniti Limited, on +44 (0) 371 384 2472; calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.00 a.m. until 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Equiniti Limited cannot give any advice on how US Shareholders should complete the US Investor Representation Letter.

### **Dissenting Shareholders**

Provided that a Shareholder does not vote in favour of the Resolutions to be proposed at the First General Meeting, such Shareholder may within seven days following the First General Meeting, express their dissent to the Liquidators in writing at the registered office of the Company and require the Liquidators to purchase the Shareholder's interest in the Company. The Liquidators will offer to purchase the interests of the Dissenting Shareholders at the realisation value, this being an estimate of the amount a Shareholder would receive per Ordinary Share in an ordinary winding up of the Company if all of the assets of the Company had to be realised and distributed to Shareholders after repayment of the liabilities of the Company. The realisation value of an Ordinary Share is expected to be below the unaudited cum-income NAV per Share and the Liquidators will not purchase the interests of Dissenting Shareholders until all other liabilities of the Company have been settled or provided for.

In order to purchase the interests of any Dissenting Shareholders, the Board, in consultation with the Liquidators, will appropriate an amount of the cash, undertaking and other assets of the Company to the Liquidation Pool which it believes is sufficient to purchase the interests of such Dissenting Shareholders. Save as otherwise provided, any Ordinary Shares held by persons who validly exercise their rights under section 111(2) of the Insolvency Act shall be disregarded for the purposes of the Scheme and shall be treated as if those Ordinary Shares were not in issue.

Should Dissenting Shareholders validly exercise their rights under section 111 of the Insolvency Act in respect of more than five per cent. of, in aggregate, the issued ordinary share capital of the Company, the Directors may exercise their discretion under the Scheme to decide that the Scheme should not proceed.

### **Common Reporting Standard**

Investment trusts are required to report the tax residence of their shareholders. Subject to the Scheme becoming effective, those Shareholders that are not already on the register of members of ESCT and who hold their New ESCT Shares in certificated form will be sent a document along with their new share certificate in respect of their New ESCT Shares which those Shareholders should complete and return to ESCT's registrar.

### **Taxation**

**The information set out below relates to UK taxation applicable to the Company and its Shareholders who are resident in the UK for tax purposes and who hold Ordinary Shares as an investment (this information may not relate to certain categories of Shareholders, such**

as dealers in securities, collective investment schemes, insurance companies and persons acquiring their Ordinary Shares in connection with their employment who may be taxed differently). The information is based on existing UK taxation law and HMRC published practice in force as at the date of this document and is, therefore, subject to any subsequent changes (possibly with retrospective effect). The information is given by way of general summary only and does not constitute legal or tax advice to any person.

If you are in any doubt about your tax position or if you may be subject to tax in a jurisdiction other than the UK, you should consult your professional advisers.

### ***The Company***

The Company has obtained approval from HMRC as satisfying the conditions for approval as an investment trust under section 1158 of the Corporation Tax Act and Chapter 1 of Part 2 of The Investment Trust (Approved Company) (Tax) Regulations 2011.

The Proposals should not prevent the Company from retaining its investment trust status in respect of the current accounting period, which will end immediately before the Company is placed into members' voluntary liquidation. The Company should remain eligible to be treated as an investment trust for the accounting period which includes the date on which its assets are sold and/or transferred by the Liquidators pursuant to the Transfer Agreement under regulations 15 and 16 of The Investment Trust (Approved Company) (Tax) Regulations 2011. Assuming that the Company does retain investment trust status, the transfer of the Company's assets in the Rollover Pool and the realisation of the Company's assets in the Cash Pool and the Liquidation Pool under the Scheme should not give rise to a liability to UK taxation on chargeable gains for the Company. However, there can be no absolute assurance that investment trust status will be preserved and the absence of such status in any accounting period would mean the Company would be liable to pay UK taxation on any net capital gains in that period.

### **Shareholders**

#### ***Reclassified Shares***

For the purposes of UK taxation of chargeable gains, a Shareholder should not be regarded as having disposed of their Ordinary Shares on their reclassification into Shares with "A" rights or Shares with "B" rights (as relevant). Instead, the Shareholder should be regarded as having acquired the Reclassified Shares at the same time and for the same aggregate base cost as their original holding of Ordinary Shares.

Where a Shareholder's Ordinary Shares are reclassified into both Shares with "A" rights and Shares with "B" rights, the Shareholder's base cost in their original holding of Ordinary Shares will be apportioned by reference to the respective market values of the Shares with "A" rights and Shares with "B" rights received, as at the time the Reclassified Shares are first listed.

#### ***Cash Option***

Shareholders who receive cash under the Scheme pursuant to the Cash Option will be regarded as having made a disposal of their Reclassified Shares with "B" rights on the distribution of cash by the Liquidators and may be subject to UK taxation on any chargeable gain depending on the particular circumstances of the Reclassified Shareholder concerned.

#### ***Rollover Option***

The Company has been advised that the exchange of Shares with "A" rights for the issue of New ESCT Shares pursuant to the Rollover Option should constitute a scheme of reconstruction for the purposes of the UK taxation of chargeable gains, and that such exchange should not constitute a disposal of the Shares with "A" rights for the purposes of the UK taxation of chargeable gains. Instead, the New ESCT Shares issued pursuant to the Rollover Option should be treated as replacing the Shares with "A" rights for which they were exchanged and should be treated as having been acquired at the same time and for the same amount as the Shares with "A" rights.

Any subsequent disposal of the New ESCT Shares may result in the holder of those New ESCT Shares realising a chargeable gain or allowable loss for the purposes of UK taxation of chargeable gains, depending on the holder's particular circumstances.

### *Liquidation Pool surplus*

As provided for in paragraph 9 of Part 4 of this document, the remaining balance of the Liquidation Pool after the discharge of the Company's liabilities (which may include interest and assets representing withholding tax recovered by the Company), if any, shall be distributed in cash to the Shareholders on the Register on the Record Date, excluding any Dissenting Shareholders. The Liquidators will also be entitled to make interim payments to Shareholders in proportion to their holdings of Ordinary Shares. The Liquidators shall only make such distribution if there is sufficient cash available and if the Liquidators are of the view that it is cost effective to make an interim distribution.

The receipt by a Shareholder of any such cash distribution should prima facie be treated as consideration for a disposal of the relevant Shares and that Shareholder may be subject to UK taxation on any resulting chargeable gain, depending on its particular circumstances.

However, in the event that the amount distributed is small for the purposes of section 122(2) of the Taxation of Chargeable Gains Act 1992 (as amended from time to time) (the "**TCGA**") as compared with the value of the shares in respect of which it is, or is treated as being distributed, the Shareholder may instead treat the amount distributed as being deducted from its base cost in the relevant shares.

### ***HMRC Clearance***

Shareholders are advised that a clearance has been obtained from HMRC pursuant to section 138 of the TCGA confirming that the treatment described above under the heading "Rollover Option" is not to be prevented, by the application of section 137(1) of the TCGA. HMRC has also confirmed that no counteraction notice under section 698 of the Income Tax Act or section 746 of the Corporation Tax Act should be served in respect of the transaction.

### ***Dissenting Shareholders***

If the Liquidators exercised their discretion to purchase the Ordinary Shares of a Dissenting Shareholder, the purchase price paid for their Ordinary Shares will not exceed that which the Dissenting Shareholder would receive on a straightforward winding up of the Company. A Dissenting Shareholder who receives such a cash payment will be treated as disposing of the relevant Ordinary Shares and may, depending on that Shareholder's particular circumstances, realise a chargeable gain or allowable capital loss for the purposes of UK taxation of chargeable gains.

### ***ISAs and SIPPs***

New ESCT Shares are eligible for inclusion in an ISA or SIPP. Accordingly, where Ordinary Shares currently held within an ISA or SIPP are exchanged for New ESCT Shares pursuant to the Rollover Option, those New ESCT Shares can generally be retained within the ISA or SIPP, subject to the specific terms applicable to the ISA or SIPP.

Notwithstanding the above, Shareholders are strongly recommended to consult their own ISA or SIPP provider in advance of the appointment of the Liquidators so as to ensure that any action which may be necessary in relation to their shareholding can be taken in good time as well as consulting their own appropriate professional adviser in relation to the tax implications of any action undertaken.

### ***UK Stamp Duty and UK SDRT***

It is not expected that any UK stamp duty or UK SDRT will be payable by the Company or the Shareholders in relation to the liquidation of the Company, or on the receipt by Shareholders of New ESCT Shares under the Rollover Option.

### ***General***

All documents and remittances despatched to or from Shareholders or their appointed agents in connection with the Proposals will be despatched at Shareholders' own risk.



## PART 4 – THE SCHEME

### 1 DEFINITIONS AND INTERPRETATION

Words and expressions defined on pages 56 to 64 of this document have the same meanings when used in this Scheme. Save as otherwise provided in this Part 4, any Ordinary Shares held by persons who validly exercise their rights to dissent from the Scheme under section 111(2) of the Insolvency Act shall be disregarded for the purposes of this Part 4 and shall be treated as if those Ordinary Shares were not in issue.

### 2 ELECTIONS AND ENTITLEMENTS UNDER THE SCHEME

- 2.1 The maximum number of Ordinary Shares that can be elected for the Cash Option is 15 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury) as at the Calculation Date (the "**Maximum Cash Option Shares**"). Shareholders are entitled to elect for the Cash Option in respect of more than 15 per cent. of their individual holdings of Ordinary Shares (the "**Basic Entitlement**"), such excess amount being an "**Excess Application**". In the event that aggregate Elections are made for the Cash Option which exceed 15 per cent. of the Company's issued share capital (excluding Ordinary Shares held in treasury) as at the Calculation Date, Shareholders who have made an Election in excess of their Basic Entitlement will have their Excess Applications scaled back in a manner which is, as near as practicable, *pari passu* and *pro rata* among all Shareholders who have made such Excess Applications such that the aggregate number of Ordinary Shares so elected will equal the Maximum Cash Option Shares. Subject to the separate arrangements for Overseas Shareholders detailed below, New ESCT Shares will be issued on the basis of the Conversion Ratio as the default option under the Scheme in the event that either no Election, or a partial Election, for the Cash Option is made by a Shareholder or because an Election for the Cash Option is scaled back in accordance with the Scheme. Shareholders will be deemed to have made an Election for the Rollover Option in respect of any Ordinary Shares held by them where an Election for the Cash Option is not made or an Excess Applications has been scaled back.
- 2.2 Subject to Resolution 1 contained in the Notice of the First General Meeting being passed and becoming unconditional:
- 2.2.1 the Ordinary Shares in respect of which the holders are deemed to have made (including as a result of scaling back any Excess Applications in accordance with paragraph 2.1 in this Part 4) valid Elections for the Rollover Option will be reclassified as Shares with "A" rights; and
- 2.2.2 the Ordinary Shares in respect of which the holders have made, or are deemed to have made (after scaling back any Excess Applications in accordance with paragraph 2.1 in this Part 4), valid Elections for the Cash Option will be reclassified as Shares with "B" rights.
- 2.3 The rights of the Ordinary Shares following the passing of the Resolutions contained in the Notice of the First General Meeting will be the rights as set out in new Article 5A, which is to be inserted into the Articles pursuant to Resolution 1 contained in the Notice of the First General Meeting, and references to Shareholders will be construed accordingly.
- 2.4 In advance of the Calculation Date, the Company will have, to the extent practicable, realised part of the assets, undertaking and business carried on by the Company in accordance with the Scheme and the Elections made, or deemed to have been made, thereunder in order to repay its debt facility, fund the Liquidation Pool and the Cash Pool and exit any assets not consistent with ESCT's investment policy and/or so as to minimise any costs associated with the transfer of the Rollover Pool to ESCT.
- 2.5 Holders of Reclassified Shares with "B" rights will receive the net realisation proceeds of such proportion of the Cash Pool to which they are entitled in Sterling which is expected to be the EAT Cash FAV per Share multiplied by the total number of Reclassified Shares with "B" rights held by them and rounded down to the nearest penny.
- 2.6 Holders of Reclassified Shares with "A" rights will receive such number of New ESCT Shares as is calculated pursuant to paragraph 8.1 of this Part 4.



### **3 APPORTIONMENT OF THE COMPANY'S TOTAL ASSETS**

- 3.1 Subject to the Resolutions contained in the Notice of the First General Meeting being passed at such meeting and Resolution 1 becoming unconditional, on the Calculation Date, or as soon as possible thereafter, the Board, in consultation with the proposed Liquidators, will calculate the aggregate value of the total assets of the Company, the EAT FAV and the EAT FAV per Share, the EAT Rollover FAV and the EAT Rollover FAV per Share, the EAT Cash Pool FAV and the EAT Cash FAV per Share in accordance with paragraph 4 below.
- 3.2 On the Calculation Date, or as soon as practicable thereafter, the Company, in consultation with the proposed Liquidators, will procure the finalising of the division of the Company's undertaking, cash and other assets into three separate and distinct pools: namely, the Liquidation Pool, the Cash Pool and the Rollover Pool, as follows and in the following order:
- 3.2.1 first, there will be appropriated to the Liquidation Pool:
- (a) assets that are not suitable for either the Cash Pool or the Rollover Pool, including the right to receive any and all interest and assets representing withholding tax expected to be recoverable by the Company (estimated at approximately £2.5 million as at the Latest Practicable Date); and
  - (b) cash and other assets of the Company which the Liquidators may call in, realise and convert into cash as they consider necessary, of a value calculated in accordance with paragraph 4.1 of this Part 4 and estimated by the Liquidators to be sufficient to meet the current and future, actual and contingent liabilities of the Company, including, without prejudice to the generality of the foregoing (and save to the extent that the same have already been paid or already deducted in calculating the total assets of the Company):
    - (A) the costs and expenses incurred, and to be incurred, by the Company and the Liquidators in formulating, preparing and implementing the Proposals and the Scheme (including any costs and expenses associated with the termination of the provision of services by any of the Company's service providers) and in preparing this document and all associated documents, in each case as not otherwise paid prior to the liquidation;
    - (B) any sales costs (including any commissions, taxes and market charges) associated with the transfer of assets from the Company to ESCT that are payable by the Company;
    - (C) the costs and expenses incurred, and to be incurred, by the Company and the Liquidators in preparing and implementing the Transfer Agreement;
    - (D) the costs of purchasing (or making provision for the purchase of) the interests of Shareholders who have validly exercised their rights to dissent from the Scheme under section 111(2) of the Insolvency Act;
    - (E) any unclaimed dividends of the Company (so far as not previously paid) and any declared but unpaid dividends of the Company;
    - (F) the costs and expenses of liquidating and winding up the Company, including the fees and expenses of the Liquidators and the Registrar;
    - (G) the accrued expenses of the Company;
    - (H) any tax liabilities of the Company; and
    - (I) an amount considered by the Liquidators to be appropriate to provide for any unascertained, unknown or contingent liabilities of the Company (such amount not expected to exceed £100,000 in aggregate),in each case including any VAT in respect thereof; and
- 3.2.2 second, there shall be appropriated to the Cash Pool and the Rollover Pool all the undertaking, cash and other assets of the Company remaining after the appropriation referred to in paragraph 3.2.1 above on the following basis:

- (a) there shall be first appropriated to the Cash Pool such proportion of the undertaking, cash and other assets as shall equal the EAT Cash Pool FAV as set out in paragraph 4.5 of this Part 4; and
  - (b) there shall be appropriated to the Rollover Pool the balance of the undertaking, cash and other assets of the Company.
- 3.3 Interest, income and other rights or benefits accruing in respect of any of the undertaking, cash or other assets comprised in any of the Liquidation Pool, Cash Pool or Rollover Pool will form part of that pool, provided that any income, dividend, distribution, interest or other right or benefit on any investment marked “ex” the relevant income, dividend, distribution, interest or other right or benefit at, or prior to, the Calculation Date shall be deemed to form part of the Liquidation Pool.

#### 4 CALCULATIONS OF VALUE

- 4.1 Except as otherwise provided in the Scheme, for the purposes of calculating the value of the Company's assets and liabilities at any time and date at which the calculation of value is required by the Scheme, the assets and liabilities of the Company will be valued on the following basis:
  - 4.1.1 investments which are listed, quoted or traded on any recognised stock exchange will be valued by reference to the bid price on the principal stock exchange where the relevant investment is listed, quoted or traded at the Relevant Time and according to the prices shown by the relevant exchange's method of publication of prices for such investments or, in the absence of such recognised method by the latest price available prior to the Relevant Time. If the relevant exchange is not open for business at the Relevant Time, the investments will be valued as at the latest day prior to the relevant date on which the relevant stock exchange was open for business;
  - 4.1.2 unlisted and quoted investments which are subject to restrictions on transferability or which, in the opinion of the Board (or a duly constituted committee thereof) are otherwise illiquid shall be valued at their fair value as determined by the Board;
  - 4.1.3 cash and deposits with, or balances at, a bank together with all bills receivable, money market instruments and other debt securities not included in paragraphs 4.1.1 or 4.1.2 above and held by the Company as at the Relevant Time will be valued at par (together with interest accrued up to the Calculation Date);
  - 4.1.4 any sums owing from debtors (including any dividends due but not paid and any accrual of interest on debt-related securities to the extent not already taken into account under paragraphs 4.1.1 or 4.1.2 above) as at the Relevant Time shall be valued at their actual amount less such provision for diminution of value (including provisions for bad or doubtful debts or discount to reflect the time value of money) as may be determined by the Board;
  - 4.1.5 assets denominated in currencies other than Sterling will be converted into Sterling at the closing mid-point rate of exchange of Sterling and such other currencies prevailing as at the Relevant Time as may be determined by the Board; and
  - 4.1.6 liabilities shall be valued in accordance with the Company's normal accounting policies.

In this paragraph 4.1, the “**Relevant Time**” means the time and date at which any calculation of value is required by the Scheme to be made. The Directors shall consult with the Liquidators in making determinations pursuant to this paragraph 4.1.
- 4.2 Notwithstanding the foregoing, the Board or a duly authorised committee thereof, may, in their absolute discretion (but in consultation with the Liquidators), permit an alternative method of valuation to be used if, acting in good faith, they consider that such valuation better reflects the fair value of any asset or security. None of the Board, the Company or the Liquidators will be under any liability by reason of the fact that a valuation believed to be appropriate may subsequently be found not to have been appropriate.
- 4.3 None of the Directors, the ESCT Directors, Columbia Threadneedle Investments, JHI nor the Liquidators shall be under any liability by reason of the fact that a price reasonably believed to be the appropriate market price of any listed investment or any valuation reasonably believed

to be appropriate may subsequently be found not to have been the appropriate market price or valuation, except in the case of fraud or bad faith.

- 4.4 The EAT FAV shall be equal to the gross assets of the Company as at the Calculation Date less the value of the cash and other assets appropriated to the Liquidation Pool in accordance with paragraph 3.2.1 above as at the Calculation Date. The EAT FAV per Share will be equal to the EAT FAV divided by the number of Ordinary Shares in issue (excluding Ordinary Shares held in treasury) at the Calculation Date (expressed in pence and rounded down to six decimal places).
- 4.5 The EAT Cash FAV per Share shall be equal to the EAT FAV per Share less a discount of 2.0 per cent. (expressed in pence and rounded down to six decimal places). The EAT Cash Pool FAV shall be equal to the EAT Cash FAV per Share multiplied by the total number of Reclassified Shares with "B" rights.
- 4.6 The EAT Rollover FAV shall be equal to the EAT FAV per Share multiplied by the total number of Reclassified Shares with "A" rights, plus an agreed amount reflecting the benefit of the relevant proportion of the Cash Exit Discount as is apportioned to the EAT Rollover FAV in accordance with the paragraph headed "*Costs of implementing the Proposals*" in Part 1 of this document. The EAT Rollover FAV per Share shall be equal to the EAT Rollover FAV divided by the total number of Reclassified Shares with "A" rights (expressed in pence and rounded down to six decimal places).

## **5 PROVISION OF INFORMATION BY THE LIQUIDATORS**

On the Effective Date the Liquidators will procure that there will be delivered to ESCT (or its nominee) particulars of the undertaking, cash and other assets comprising the Rollover Pool in accordance with the terms of the Transfer Agreement and a list, certified by the Registrar, of the names and addresses of each holder of Reclassified Shares with "A" rights and the number of Reclassified Shares with "A" rights held by each of them as well as confirmation as to which Shareholders should be considered Excluded Shareholders as per the terms of the Scheme.

## **6 TRANSFER OF ASSETS**

- 6.1 On the Effective Date the Liquidators (in their personal capacity and on behalf of the Company) will enter into and implement the Transfer Agreement (subject to such modifications as may be agreed between the parties thereto), whereby the Liquidators will procure the transfer of the cash, undertaking and other assets of the Company comprising the Rollover Pool to ESCT (or its nominee) in consideration for the allotment of New ESCT Shares to the Liquidators (as nominees for the Shareholders entitled to them), such shares to be renounced by the Liquidators in favour of the holders of Reclassified Shares with "A" rights on the basis referred to in paragraph 8.3 below.
- 6.2 The Transfer Agreement provides that the assets to be transferred to ESCT shall be transferred with such rights and title as the Company may have in respect of the same or any part thereof subject to and with the benefit of all and any rights, restrictions, obligations, conditions and agreements affecting the same or any part thereof, including the right to all income, dividends, distributions, interest and other rights and benefits attaching thereto or accruing therefrom but excluding any such income, dividend, distribution, interest or other right or benefit on any investment marked "ex" that income, dividend, distribution, interest or other right or benefit (as applicable) at or prior to the Calculation Date (which shall be deemed to form part of the Liquidation Pool). The Transfer Agreement further provides that the Company, acting by the Liquidators, insofar as they are reasonably able to do so by law or otherwise, shall comply with all reasonable requests made by ESCT (or its nominee) in respect of the cash, undertaking and other assets of the Company to be acquired and will, in particular, account to ESCT for all income, dividends, distributions, interest and other rights and benefits in respect of such cash, undertaking and other assets, received after the Effective Date (which shall not have been deemed to form part of the Liquidation Pool on the basis set out above).

## **7 DISTRIBUTION OF THE CASH POOL**

Cash Entitlements payable to the holders of Reclassified Shares with “B” rights will be distributed by the Liquidators, through Computershare and pursuant to the Scheme, in cash in Sterling to each Shareholder who has elected or is deemed to have elected for the Cash Option in proportion to their respective holding of Reclassified Shares with “B” rights.

## **8 ISSUE OF NEW ESCT SHARES**

- 8.1 In consideration for the transfer of the Rollover Pool to ESCT in accordance with paragraph 6 above, the New ESCT Shares will be issued to the holders of Reclassified Shares with “A” rights on the basis that the number of such New ESCT Shares to which each such holder is entitled will be determined in accordance with the following formula (rounded down to the nearest whole number of New ESCT Shares):

$$\text{Number of New ESCT Shares} = \frac{A}{B} \times C$$

where:

A is the EAT Rollover FAV per Share;

B is the ESCT FAV per Share;

$\frac{A}{B}$  is the Conversion Ratio; and

C is the aggregate number of Reclassified Shares with “A” rights held by the relevant Shareholder.

- 8.2 No value shall be attributable to Ordinary Shares held in treasury by the Company. Fractions of New ESCT Shares will not be issued under the Scheme and entitlements to such New ESCT Shares will be rounded down to the nearest whole number. Any assets representing a fraction of the entitlements of those holders of Reclassified Shares with “A” rights and whose holding is rounded down shall be retained by ESCT and represent an accretion to its assets.

- 8.3 New ESCT Shares to be issued pursuant to paragraph 8.1 will be allotted, credited as fully paid, to the Liquidators (as nominee for the Shareholders entitled thereto) as soon as practicable after the delivery to ESCT (or its nominee) of the particulars referred to in paragraph 5 above, whereupon the Liquidators will renounce the allotments of New ESCT Shares in favour of Shareholders entitled to them under the Scheme. On such renunciation, ESCT will issue the New ESCT Shares to the Shareholders entitled thereto. ESCT will:

8.3.1 in the case of the New ESCT Shares issued in certificated form, arrange for the despatch of certificates for such New ESCT Shares issued under the Scheme to the Shareholders entitled thereto at their respective addresses in the Register (and, in the case of joint holders, to the address of the first-named) or to such other person and address as may be specified by such persons in writing, in each case at the risk of the persons entitled thereto; and

8.3.2 in the case of the New ESCT Shares issued in uncertificated form, procure that Euroclear is instructed on the Business Day following the Effective Date (or as soon as practicable thereafter) to credit the appropriate stock accounts in CREST of the Shareholders entitled thereto with their respective entitlements to New ESCT Shares issued under the Scheme.

- 8.4 ESCT shall be entitled to assume that all information delivered to it in accordance with paragraph 8.3 above is correct and to utilise the same in procuring registration in ESCT’s register of members of the holders of the New ESCT Shares issued under the Scheme.

## **9 APPLICATION OF LIQUIDATION POOL**

On or following the Effective Date, the Liquidation Pool shall be applied by the Company (acting by the Liquidators) in discharging the liabilities of the Company. The remaining balance of the Liquidation Pool (which may include interest and assets representing withholding tax recovered by the Company), if any, shall be distributed in cash in Sterling by the Liquidators pursuant to the Scheme to all Shareholders (being Shareholders on the Record Date in proportion to the respective holdings of Ordinary Shares on the Record Date, other than

Dissenting Shareholders) provided that if any such amount payable to any Shareholder is less than £5.00, it shall not be paid to the Shareholder but instead shall be retained by the Liquidators and donated to a charity nominated by the Directors. The Liquidators will also be entitled to make interim payments to Shareholders in proportion to their holdings of Ordinary Shares. The Liquidators shall only make such distribution if there is sufficient cash available and if the Liquidators are of the view that it is cost effective to make an interim distribution. For these purposes, any Ordinary Shares held by Dissenting Shareholders will be ignored.

## **10 FORMS OF ELECTION**

For the purposes of the Forms of Election, the provisions of which form part of the Scheme:

10.1.1 if, on any Form of Election, the total of a Shareholder's Election(s) is greater than their actual holding as at the Record Date, the Election(s) for the Cash Option made by such Shareholder on that Form of Election shall be decreased so that the total of such Election(s) shall equal their total holding and, in any such case, such decreased Election(s) shall be deemed to be the Election(s) made by such Shareholder on the Form of Election for all purposes of the Scheme;

10.1.2 if, on any Form of Election, the total of a Shareholder's Election(s) is less than their actual holding as at the Record Date, then for the balance of such Shareholder's Ordinary Shares, that Shareholder will be deemed to have elected for the Rollover Option;

10.1.3 a Shareholder who makes no Election by the latest time and date for receipt of the Forms of Election, or in respect of whom no Form of Election has been duly and validly completed in accordance with the instructions therein, shall be deemed to have made an Election for the Rollover Option in respect of all of the Ordinary Shares held by them for all purposes of the Scheme;

10.1.4 by signing and delivering a Form of Election and in consideration of the Company agreeing to process the Form of Election, a Shareholder agrees that the Election(s) made on the Form of Election will be irrevocable (unless otherwise agreed by the Directors) and, by such signature and delivery, such Shareholder represents and warrants that their Election is valid and binding and is made in accordance with all applicable legal requirements (including the requirements of any applicable jurisdiction outside the UK); and

10.1.5 any questions as to the extent (if any) to which Election(s) will be met and as to the validity of any Form of Election shall be at the discretion of the Directors, whose determination shall be final.

## **11 MODIFICATIONS**

The provisions of the Scheme will have effect subject to such non-material modifications or additions as the Board and the parties to the Transfer Agreement may from time to time approve in writing.

## **12 RELIANCE ON INFORMATION**

The Company, the Directors, the Liquidators, Columbia Threadneedle Investments, ESCT, the ESCT Directors and JHI shall be entitled to act and rely, without enquiry, on any information furnished or made available to them or any of them (as the case may be) in connection with the Scheme and the Transfer Agreement, including, for the avoidance of doubt, any certificate, opinion, advice, valuation, evidence or other information furnished or made available to them by the Company, the Directors (or any of them), ESCT, the ESCT Directors (or any of them), Columbia Threadneedle Investments, JHI, or the Registrar, custodians, auditors, bankers or other professional advisers of the Company or ESCT, and no such person will be liable or responsible for any loss suffered as a result thereof by the Company, any Shareholder, ESCT or any ESCT Shareholder.



### 13 LIQUIDATORS' LIABILITY

Nothing in the Scheme or in any document executed under or in connection with the Scheme will impose any personal liability on the Liquidators or either of them, save for any liability arising out of any negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties and this will, for the avoidance of doubt, exclude any such liability for any action taken by the Liquidators in accordance with the Scheme, the Transfer Agreement or any act which the Liquidators do or omit to do at the request of ESCT.

### 14 CONDITIONS

#### 14.1 The Scheme is conditional upon:

14.1.1 the passing of the Resolutions to be proposed at the First General Meeting and the Resolution to be proposed at the Second General Meeting, or any adjournment of those meetings, and upon any conditions of such Resolutions being fulfilled;

14.1.2 the ESCT Allotment Resolution being passed and becoming unconditional in all respects;

14.1.3 the Financial Conduct Authority, having acknowledged to ESCT or its agents (and such acknowledgement not having been withdrawn) that the application for the admission of the New ESCT Shares to the Official List has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject (for the purposes of this paragraph, the **"listing conditions"**)) will become effective as soon as notice of admission to the Official List has been issued by the Financial Conduct Authority and any listing conditions having been satisfied, and the London Stock Exchange having acknowledged to ESCT or its agents (and such acknowledgement not having been withdrawn) that the New ESCT Shares will be admitted to trading on the Main Market, subject only to allotment; and

14.1.4 the Directors and the ESCT Directors resolving to proceed with the Scheme.

14.2 In the event that any of conditions 14.1.1 (other than in relation to the Resolution to be proposed at the Second General Meeting), 14.1.2, 14.1.3 or 14.1.4 fails to be satisfied, the Second General Meeting will be adjourned indefinitely and the Scheme will lapse.

14.3 Subject to paragraphs 14.1 and 14.5, the Scheme will become effective on the date on which the Resolution for the winding up of the Company to be proposed at the Second General Meeting (or any adjournment thereof) is passed.

14.4 If it becomes effective, the Scheme will, subject to the rights of any Shareholders who have validly exercised their rights under section 111(2) of the Insolvency Act, be binding on all Shareholders and on all persons claiming through or under them.

14.5 Unless the conditions set out in paragraph 14.1 have been satisfied or, to the extent permitted, waived by both the Company and ESCT on or before 28 November 2025, the Scheme shall not become effective.

14.6 An application will be made to the FCA for the listing of the Reclassified Shares to be suspended, subject to paragraphs 14.1.1 (other than in relation to the Resolution to be proposed at the Second General Meeting), 14.1.2 and 14.1.4 above, at 7.30 a.m. on 15 October 2025 and it is intended that, subject to paragraph 14.1, such listing will be cancelled as soon as possible after the Effective Date or such other date as the Liquidators will determine.

### 15 OVERSEAS SHAREHOLDERS

15.1 To the extent that the Company, ESCT, and/or the Liquidators (having taken appropriate advice), acting reasonably, consider that any issue of New ESCT Shares under the Scheme to an Overseas Shareholder(s) would or may involve a breach of the securities laws or regulations of any jurisdiction, or if ESCT, and/or the Liquidators (having taken appropriate advice) reasonably believe that the same may violate any applicable legal or regulatory requirements or may require the Company or ESCT to become subject to additional regulatory requirements (to which it would not be subject but for such issue) and ESCT and/or the Liquidators, as the case may be, have not been provided with evidence reasonably satisfactory



to them that the relevant Overseas Shareholder(s) is/are permitted to hold New ESCT Shares under any relevant securities laws or regulations of such overseas jurisdictions (or that the Company or ESCT would not be subject to any additional regulatory requirements to which it would not be subject but for such issue), any such Overseas Shareholder(s) will be treated as an Excluded Shareholder.

- 15.2 Any US Shareholder receiving this document is requested to execute the US Investor Representation Letter annexed to the ESCT Prospectus. If a US Shareholder does not execute and return a US Investor Representation Letter, such US Shareholder will be treated as an Excluded Shareholder.
- 15.3 Excluded Shareholders will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominees on behalf of such Excluded Shareholders) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Excluded Shareholders or the value of the Ordinary Shares held by the relevant Excluded Shareholders). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) will be paid in Sterling to the relevant Overseas Shareholder entitled to them as soon as reasonably practicable and in any event no later than fourteen Business Days after the date of sale, save that entitlements of less than £5.00 per Overseas Shareholder will be retained in the Liquidation Pool.
- 15.4 Overseas Shareholders who wish to receive New ESCT Shares under the Scheme should therefore contact the Company directly as soon as possible and, in any event, by no later than 5.00 p.m. on 2 October 2025 if they are able to demonstrate, to the satisfaction of the Company, ESCT and the Liquidators (taking appropriate advice), that they can be issued New ESCT Shares without breaching any relevant securities laws or the Company or ESCT being subject to any additional regulatory requirements to which it would not be subject but for such issue.
- 15.5 The provisions of the Scheme relating to Overseas Shareholders may be waived, varied or modified as regards a specific Shareholder or on a general basis by the Board, the ESCT Board and the Liquidators in their absolute discretion.

## **16 SANCTIONS RESTRICTED PERSONS**

A Sanctions Restricted Person is an Excluded Shareholder and will be deemed to have elected for their Basic Entitlement in respect of the Cash Option and to receive New ESCT Shares for the remainder of their Ordinary Shares. Such New ESCT Shares will be issued to the Liquidators (as nominee on behalf of such Sanctions Restricted Person) who will arrange for the New ESCT Shares to be sold in the market as soon as practicable by a market maker (which shall be done by the Liquidators without regard to the personal circumstances of the relevant Sanctions Restricted Person or the value of the Ordinary Shares held by the relevant Sanctions Restricted Person). The net proceeds of such sale (after deduction of any costs incurred in effecting such sale) together with any Cash Entitlements will be paid to such Shareholder in Sterling at the sole and absolute discretion of the Liquidators, subject to applicable laws and regulations.

## **17 GENERAL**

- 17.1 Any instructions for the payment of dividends on Ordinary Shares in force on the Effective Date and lodged with the Company and/or the Registrar shall, unless and until revoked by notice in writing to the Registrar, continue to apply in respect of distributions or allocations of, or the other application of, monies under the Scheme or in respect of the issue of New ESCT Shares under the Scheme.
- 17.2 If, within seven days after the passing of the Resolutions proposed at the First General Meeting, one or more Shareholders validly exercise their rights under section 111(2) of the Insolvency Act in respect of more than five per cent. in nominal value of the issued Ordinary Shares, the Board (or a duly authorised committee thereof) may, but will not be obliged to, resolve not to proceed with the Scheme. Any such resolution by the Board (or a duly authorised committee thereof) will only be effective if passed prior to the passing of the

Resolution for winding up the Company to be proposed at the Second General Meeting (or any adjournment thereof).

17.3 Ordinary Shares which are held in treasury by the Company will not have any entitlements under the Scheme.

17.4 The Scheme shall be governed by, and construed in accordance with, the laws of England and Wales.

## PART 5 – RISK FACTORS

The risks referred to in this Part 5 are the material risks known to the Board at the date of this document which the Board believes Shareholders should consider prior to deciding how to cast their votes on the Resolutions at the General Meetings. Any investment in ESCT (pursuant to the Scheme or otherwise) will be governed by the ESCT Prospectus and the ESCT Articles. Accordingly, Shareholders are strongly advised to read the ESCT Prospectus, and, in particular, the risk factors contained therein. Shareholders in any doubt about the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other financial adviser authorised under FSMA if you are in the United Kingdom or from another appropriately authorised independent financial adviser if you are in a territory outside of the United Kingdom, without delay.

### The Scheme

Implementation of the Proposals is conditional upon, *inter alia*, the Resolutions being passed at the General Meetings and the ESCT Allotment Resolution being passed by the ESCT Shareholders. In the event that any of the Resolutions to be proposed at the General Meetings are not passed, or any other condition of the Proposals is not met, the Proposals will not be implemented and the Board will then consider alternative proposals for the future of the Company, the implementation of which would likely result in additional costs being incurred.

In advance of the Calculation Date, the Company will have, to the extent practicable, realised part of the assets, undertaking and business carried on by the Company in accordance with the Scheme and the Elections made, or deemed to have been made, thereunder in order to repay its existing debt facility, to fund the Liquidation Pool and the Cash Pool, exit any assets not consistent with ESCT's investment policy and/or so as to minimise any costs associated with the transfer of the Rollover Pool to ESCT, by virtue of the Transfer Agreement. If the Scheme fails to proceed and depending on the point of abort, the Company's portfolio may therefore be held as assets which may need to be reinvested.

Shareholders' illustrative entitlements set out in Part 1 of this document should not be regarded as forecasts. The EAT Rollover FAV per Share, the ESCT FAV per Share and the EAT Cash FAV per Share and Shareholders' entitlements under the Proposals may materially change up to the Calculation Date as a result of, *inter alia*, changes in the value of investments.

If the Scheme is not implemented, the Company will still bear the costs of the Proposals up to the point of abort, including any costs relating to the realisation of its portfolio incurred up to that point.

If a Shareholder wishes to elect for more than their Basic Entitlement and total Elections for the Cash Option made by all Shareholders are, in aggregate, greater than 15 per cent. of the total issued Ordinary Shares then such Shareholder's Election will be scaled back resulting in such Shareholder receiving New ESCT Shares instead of cash in respect of part of their holding of Ordinary Shares.

Equity stock markets can be volatile and any volatility during the period of the realisation of the Company's portfolio, could result in the Company's portfolio performing significantly differently from others in its peer group. Over this period there may be less liquidity in stock markets which could adversely affect the performance of the Company when realising investments in order to repay its existing debt facility, to fund the Cash Option and the Liquidation Pool, exit any assets not consistent with ESCT's investment policy and/or so as to minimise any costs associated with the transfer of the Rollover Pool to ESCT and the loss of gearing would be a drag on returns in a rising market. As a result, the Company may incur additional reinvestment costs if the Scheme does not proceed and such costs will be borne by the Company.

### Dissenting Shareholders

The Liquidators will offer to purchase the holdings of any Dissenting Shareholders at the realisation value, this being an estimate of the amount a Shareholder would receive per Ordinary Share in an ordinary winding up of the Company if all of the assets of the Company had to be realised and distributed to Shareholders. The realisation value of an Ordinary Share is expected to be below the unaudited cum-income NAV per Share and the Liquidators will not purchase the interests of Dissenting Shareholders until all other liabilities of the Company have been settled or provided for.

## ESCT

**Any investment in New ESCT Shares issued by ESCT will be governed by the ESCT Prospectus and the ESCT Articles. Shareholders should read the full text of the ESCT Prospectus, including the section containing the risk factors.**

An investment in ESCT is suitable only for long-term investors who are capable of evaluating the merits and the risks of such an investment and who have sufficient resources to be able to bear any loss which might result from such an investment (which may be equal to the whole amount invested).

ESCT Shares are designed to be held over the long-term and may not be suitable as short-term investments. The value of an investment in ESCT and the income derived from it, if any, may go down as well as up. There can be no guarantee that the investment objective of ESCT will be achieved, that ESCT will generate any positive returns for ESCT Shareholders on their investment, or that investors will get back the full value of their investment. The success of ESCT is dependent upon the continued ability of the ESCT Investment Manager to pursue ESCT's investment objective and policy successfully. There can be no assurance that the ESCT Board would be able to find a replacement manager or investment manager if the ESCT AIFM or the ESCT Investment Manager were to resign or the ESCT Management Agreement were to be terminated.

The past performance of ESCT is not necessarily indicative of future results and there can be no assurance that ESCT will achieve comparable results or be able to avoid losses.

It is unlikely that the price at which the ESCT Shares trade will be the same as the NAV per ESCT Share (although they are related). The shares of an investment company such as ESCT may trade at a discount to their NAV per share. This could be due to a variety of factors, including market conditions or an imbalance between supply and demand for the ESCT Shares. While the ESCT Directors may seek to mitigate the discount to NAV per ESCT Share through such discount management mechanisms as they consider appropriate, there can be no guarantee that they will do so or that such efforts will be successful. As a result of this, investors that dispose of their interests in the ESCT Shares in the secondary market may realise returns that are lower than they would have been if an amount equivalent to the NAV per ESCT Share was distributed.

ESCT is a closed-ended investment company. Accordingly, Shareholders will have no right to have their New ESCT Shares redeemed or repurchased at any time. Shareholders wishing to realise their investment in ESCT may therefore have to dispose of their New ESCT Shares in the market. Although the New ESCT Shares will be listed on the Official List and admitted to trading on the Main Market, there can be no guarantee that a liquid market in the ESCT Shares will develop or continue, or that the ESCT Shares will trade at prices close to the prevailing Net Asset Value per ESCT Share. Accordingly, Shareholders may be unable to realise their New ESCT Shares at the prevailing Net Asset Value per New ESCT Share, or at all.

ESCT has a secured multi-currency overdraft arrangement with HSBC Bank plc that allows it to borrow up to the lesser of £160 million and 25 per cent. of custody assets as and when required. Whilst the use of borrowings should enhance the total return on the ESCT Shares where the return on ESCT's underlying assets is positive and exceeds the cost of the borrowings, it will have the opposite effect where the return on ESCT's underlying assets is at a lower rate than the cost of the borrowings, reducing the total return on the ESCT Shares. As a result, the use of borrowings by ESCT may increase the volatility of the NAV per ESCT Share and exacerbate losses which is likely to adversely affect the price of an ESCT Share.

Increased debt servicing costs may also impact ESCT's ability to maintain its dividend. Any reduction in the number of ESCT Shares in issue (for example, as a result of share buybacks) will, in the absence of a corresponding reduction in gearing, result in an increase in ESCT's level of gearing.

ESCT has investments denominated in currencies other than Sterling. ESCT therefore is, and will continue to be, exposed to foreign exchange risk. Changes in the rates of exchange between Sterling and any other currency will cause the value of any investment denominated in that currency, and any income arising out of the relevant investment, to go down or up in Sterling terms. ESCT will also be exposed to foreign exchange risk as a result of non-Sterling borrowings and, in addition, there is further foreign exchange risk where the currency denominations of ESCT's borrowings diverge from the currency denominations of its underlying assets.

Such currency exposure could have an adverse effect on the Sterling value of the ESCT Portfolio and ESCT's financial condition, results of operations and prospects, with a consequential adverse effect on the returns to ESCT Shareholders and the market value of the ESCT Shares.

## **Taxation**

Representations in this document concerning the taxation of Shareholders are based on current UK taxation law and HMRC published practice, which are subject to change (possibly with retrospective effect).

The information in this document relating to UK taxation law and HMRC published practice is given by way of general summary and does not constitute legal or tax advice to Shareholders.

Clearance has been granted by HMRC under section 138 of the TCGA confirming that section 136 of the TCGA will not be prevented from applying to the Scheme by virtue of section 137(1) of the TCGA. However, the receipt of that clearance from HMRC does not constitute confirmation from HMRC that the conditions required for section 136 TCGA to apply are met.

A subsequent disposal of New ESCT Shares will constitute a disposal for tax purposes and may, depending on a Shareholder's particular circumstances, give rise to a liability to UK taxation.

The Board has been advised that the proposed method of winding up the Company and the scheme of reconstruction is such that the Company should remain eligible to be treated as an investment trust for the accounting period which includes the date on which its assets are sold and/or transferred by the Liquidators pursuant to the Transfer Agreement. Accordingly, the transfer of the Company's assets in the Rollover Pool and the realisation of the Company's assets in the Cash Pool and the Liquidation Pool under the Scheme should not give rise to a liability to UK corporation tax for the Company. However, there can be no absolute assurance that investment trust status will be preserved and the absence of such status in any accounting period would mean the Company would be liable to pay UK corporation tax on its net capital gains in that period.

## **US Shareholders**

The Scheme is being implemented subject to United Kingdom disclosure requirements which are different from certain United States disclosure requirements. In addition, this document has been prepared in accordance with a UK format and style, which differs from the US format and style. In particular, parts of this document contain information concerning the Scheme required by UK disclosure requirements which may be material and may not have been summarised elsewhere in the document. Furthermore, the Scheme will be subject to other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law.

ESCT Shares are not listed on a US securities exchange and ESCT is not subject to the periodic reporting requirements of the US Exchange Act and is not required to, and does not, file any reports with the SEC. The Scheme is not subject to the disclosure and other procedural requirements of Regulation 14D under the US Exchange Act.

The Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each US Shareholder is urged to consult their independent professional adviser immediately regarding the tax consequences of making a decision regarding the Scheme.

It may be difficult for US Shareholders to enforce their rights and any claim arising out of the US federal securities laws, since ESCT is located in a foreign country, and all of its current directors, officers and Proposed Directors are citizens and residents of jurisdictions outside the United States. US Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of US securities laws. Further, it may be difficult to compel a foreign company and its affiliates to subject themselves to a US court's judgement.

Whether located in the United States or elsewhere, US Shareholders will receive any cash consideration in Sterling.

## **PART 6 – ADDITIONAL INFORMATION**

### **1 TRANSFER AGREEMENT**

- 1.1 Provided that all the conditions to the Scheme are satisfied and the Scheme becomes effective, the Company (acting through the Liquidators) will enter into the Transfer Agreement with the Liquidators (in their personal capacity) and ESCT pursuant to the Scheme. The Transfer Agreement is, as at the date of this document, in a form agreed between the Company, the Liquidators and ESCT. The Transfer Agreement provides, among other things, that the cash, undertaking and other assets of the Company in the Rollover Pool are to be transferred to ESCT in consideration for the allotment by ESCT of New ESCT Shares to the Liquidators, as nominees for Shareholders entitled to them in accordance with the Scheme. Thereafter, the Liquidators will renounce the allotments of the New ESCT Shares in favour of Shareholders and such New ESCT Shares will be issued by ESCT to such Shareholders pursuant to the Scheme. The Transfer Agreement excludes any liability on the part of the Liquidators for entering into and carrying into effect the Transfer Agreement, save for any liability arising as a result of negligence, fraud, bad faith, breach of duty or wilful default by the Liquidators in the performance of their duties.
- 1.2 The Transfer Agreement will be available for inspection as stated in paragraph 5.1.6 below.
- 1.3 The Company has entered into an irrevocable undertaking to enter into the Transfer Agreement on the Effective Date.

### **2 DISSENTING SHAREHOLDERS**

The Scheme is a reconstruction to which section 111(2) of the Insolvency Act applies. Under section 111(2) of the Insolvency Act, any Shareholder who does not vote in favour of the Resolutions to approve the Scheme to be proposed at the First General Meeting may, within seven days of the passing of the Resolutions at the First General Meeting, express their dissent in writing to the proposed Liquidators at the registered office of the Company for the attention of the proposed Liquidators (such Shareholder being a “**Dissenting Shareholder**”). If Dissenting Shareholders validly exercise their rights under section 111 in respect of more than five per cent. of, in aggregate, the issued ordinary share capital of the Company, the Directors have discretion under the Scheme to decide that the Scheme should not proceed. The purchase price for such Dissenting Shareholders’ Ordinary Shares will not exceed that which the Dissenting Shareholder(s) would receive on a straightforward winding up of the Company and will be paid once all liabilities have been settled or provided for in the liquidation.

### **3 CONSENTS**

- 3.1 Panmure Liberum has given and not withdrawn its written consent to the inclusion of its name and references to it in this document in the form and context in which they appear.
- 3.2 The Liquidators have given and not withdrawn their written consent to the inclusion of their names and references to them in this document in the form and context in which they appear.

### **4 DIRECTOR FEES**

In addition to the current fees (per annum) that each Director is entitled to receive from the Company, pursuant to the terms of their respective letters of appointment and the Articles, the Company has agreed to pay the Directors additional fees of £53,600 in aggregate to reflect the significant additional workload relating to the Proposals. The Directors are also entitled to reimbursement from the Company of all reasonable and properly documented expenses incurred in the performance of their duties.

### **5 DOCUMENTS AVAILABLE FOR INSPECTION**

- 5.1 Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) at the registered office of the Company from the date of this document up to and including the close of business on the Effective Date:
  - 5.1.1 this document;



- 5.1.2 the Articles (containing the full terms of the amendments proposed to be made at the First General Meeting);
  - 5.1.3 the ESCT Prospectus;
  - 5.1.4 the ESCT Articles;
  - 5.1.5 letters of undertaking from the Company, the Liquidators and ESCT to enter into the Transfer Agreement;
  - 5.1.6 the Transfer Agreement, in a form agreed amongst the Company, the Liquidators and ESCT as at the date of this document; and
  - 5.1.7 the letters of consent from Panmure Liberum and the Liquidators referred to in paragraphs 3.1 and 3.2 of this Part 6.
- 5.2 The Articles (including a version containing the full terms of the amendments proposed to be made pursuant to the Scheme at the First General Meeting) and the Transfer Agreement will be available at the First General Meeting for at least 15 minutes prior to and during that meeting. The proposed amended articles of association will also be available for inspection on the Company's website and at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, from the date of this document.

## PART 7 – DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

<b>2024 ESCT AGM</b>	the annual general meeting of ESCT held on 25 November 2024;
<b>2025 Tender Offer</b>	the invitation by Winterflood to eligible ESCT Shareholders to tender ESCT Shares for purchase on the terms and subject to the conditions set out in, <i>inter alia</i> , the circular sent to ESCT Shareholders dated 15 April 2025 and incorporating the Tender Offer Cash Exit Option and the Tender Offer <i>In Specie</i> Consideration Option;
<b>“A” rights</b>	the rights attaching to Shares in respect of which the holders are deemed to have elected for the Rollover Option;
<b>AIFM</b>	the alternative investment fund manager, as defined under the UK AIFMD Laws;
<b>AIC</b>	The Association of Investment Companies;
<b>Articles of Association or Articles</b>	the articles of association of the Company, as amended from time to time;
<b>Australia</b>	the Commonwealth of Australia, its territories and possessions and all areas under its jurisdiction and political sub-divisions thereof;
<b>Basic Entitlement</b>	has the meaning given to it in paragraph 2.1 of Part 4 of this document;
<b>Benchmark Index or Benchmark</b>	MSCI Europe ex UK Small Cap Index;
<b>Board</b>	the board of Directors, including any duly constituted committee thereof;
<b>“B” rights</b>	the rights attaching to Shares in respect of which the holders have made or are deemed to have made valid Elections for the Cash Option;
<b>Business Day</b>	any day on which the London Stock Exchange and banks in the UK are normally open for business;
<b>Calculation Date</b>	the time and date to be determined by the Board and the ESCT Board (but expected to be close of business on 9 October 2025), at which the value of the Company’s assets and liabilities will be determined for the creation of the Liquidation Pool, the Cash Pool and the Rollover Pool, and at which the EAT FAV, the EAT FAV per Share, the EAT Rollover FAV per Share, the EAT Cash FAV per Share and the ESCT FAV per Share will be calculated for the purposes of the Scheme;
<b>Canada</b>	Canada, its provinces and territories and all areas under its jurisdiction and political sub-divisions thereof;
<b>Cash Entitlement</b>	in respect of any Shareholder who validly elects, or is deemed to have elected, for the Cash Option, an amount equal to such Shareholder’s entitlement to the net realisation proceeds of the Cash Pool pursuant to the Scheme, with entitlements being rounded down to the nearest penny;
<b>Cash Exit Discount</b>	has the meaning as set out under the section titled “ <i>Further details of the Scheme</i> ” in Part 1 of this document;
<b>Cash Option</b>	the option for Shareholders to receive cash under the terms of the Scheme;
<b>Cash Pool</b>	the pool of cash and other assets attributable to the Reclassified Shares with “B” rights;

<b>certificated or in certificated form</b>	a share or other security which is not in uncertificated form;
<b>Columbia Threadneedle Investments</b>	Columbia Threadneedle Investment Business Limited a private limited company incorporated in Scotland with registered company number SC151198;
<b>Companies Act</b>	the Companies Act 2006, as amended from time to time;
<b>Company or EAT</b>	European Assets Trust plc, a public limited company incorporated and registered in England and Wales with registered number 11672363 and having its registered office at Cannon Place, 78 Cannon Street, London, United Kingdom, EC4N 6AG;
<b>Company Secretary</b>	Columbia Threadneedle Investments;
<b>Conversion Ratio</b>	shall be equal to the EAT Rollover FAV per Share divided by the ESCT FAV per Share (rounded down to six decimal places);
<b>Corporation Tax Act</b>	the Corporation Tax Act 2010, as amended from time to time;
<b>Cost Contributions</b>	the Cash Exit Discount and the JHI Costs Contribution;
<b>CREST</b>	the UK-based system for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear in accordance with the Uncertificated Securities Regulations 2001 (SI 2001/3755), as amended from time to time;
<b>CREST Manual</b>	the manual published by Euroclear describing the CREST system, as amended from time to time;
<b>CT Savings Plans</b>	the savings plans managed and administered by Columbia Threadneedle Management Limited, specifically, the CT Individual Savings Account, the CT Junior Individual Savings Account, the CT Lifetime Individual Savings Account, the CT General Investment Account, the CT Junior Investment Account and the CT Child Trust Fund;
<b>Directors</b>	the directors of the Company from time to time;
<b>Direct Transaction Costs</b>	any costs, fees or other expenses incurred, or to be incurred, by the Company or, as the case may be, ESCT in connection with the Proposals, including, but not limited to, paying legal advisers, corporate finance, broking or financial advisers, accountants, tax advisers, debt advisers, company secretaries, registrars, receiving agents, administrators, printers, PR agencies, board fees or liquidators in connection with the implementation of the Proposals, including any VAT payable thereon and, (i) in the case of the Company, including any amount payable in respect of the termination of the Company's investment management agreement and (ii) in the case of ESCT, excluding any listing fees to be borne by the enlarged ESCT in respect of the listing of the New ESCT Shares or any stamp duty, SDRT or other transaction tax or investment costs incurred by the enlarged ESCT in connection with the transfer of the Rollover Pool;
<b>Disclosure Guidance and Transparency Rules</b>	the disclosure guidance published by the FCA and the transparency rules made by the FCA under section 73A of FSMA, as amended from time to time;
<b>Dissenting Shareholder</b>	a Shareholder who has validly dissented from the Scheme pursuant to section 111(2) of the Insolvency Act;
<b>EAT Cash FAV per Share</b>	shall be equal to the EAT FAV per Share less a discount of 2.0 per cent. (expressed in pence and rounded down to six decimal places);

<b>EAT Cash Pool FAV</b>	shall be equal to the EAT Cash FAV per Share multiplied by the total number of Reclassified Shares with “B” rights;
<b>EAT FAV</b>	shall be equal to the gross assets of the Company as at the Calculation Date less the value of the cash and other assets appropriated to the Liquidation Pool (which includes any assets attributable to any Dissenting Shareholders, any costs of the Proposals yet to be paid, any dividends declared but not yet paid to Shareholders or accounted for in the EAT NAV as at the Calculation Date, any amount required to repay any outstanding debt facility and the value of the Liquidators’ Retention);
<b>EAT FAV per Share</b>	shall be equal to the EAT FAV divided by the number of Ordinary Shares in issue (excluding Ordinary Shares held in treasury) at the Calculation Date (expressed in pence and rounded down to six decimal places);
<b>EAT Rollover FAV</b>	shall be equal to the EAT FAV per Share multiplied by the total number of Reclassified Shares with “A” rights, plus an agreed amount reflecting the benefit of the relevant proportion of the Cash Exit Discount;
<b>EAT Rollover FAV per Share</b>	shall be equal to the EAT Rollover FAV divided by the total number of Reclassified Shares with “A” rights (expressed in pence and rounded down to six decimal places);
<b>Effective Date</b>	the date on which the Scheme becomes effective (which is expected to be 15 October 2025);
<b>Election</b>	the choice made by a Shareholder for the Rollover Option and/or the Cash Option pursuant to the Scheme (including, where the context so permits, a deemed choice for the Rollover Option or the Cash Option) and any reference to “elect”, “elected” or “election” shall, except where the context requires otherwise, mean “elect or deemed to elect”, “elected or deemed to have elected” or “election or deemed election”, respectively;
<b>ESCT</b>	The European Smaller Companies Trust plc, a public limited company incorporated and registered in England and Wales with registered number 02520734 and having its registered office at 201 Bishopsgate, London, EC2M 3AE;
<b>ESCT Allotment Resolution</b>	the resolution to be proposed at the ESCT General Meeting to sanction the issue of New ESCT Shares by ESCT pursuant to the Scheme;
<b>ESCT Articles</b>	the articles of association of ESCT, as amended from time to time;
<b>ESCT AIFM</b>	Janus Henderson Fund Management UK Limited, a private limited company incorporated in England and Wales with registered company number 02678531 and having its registered office at 201 Bishopsgate, London, EC2M 3AE;
<b>ESCT Board</b>	the board of directors of ESCT from time to time;
<b>ESCT Directors</b>	the directors of ESCT from time to time;
<b>ESCT FAV</b>	shall be equal to the ESCT NAV (cum income) as at the Calculation Date: (i) less any costs of the Scheme of ESCT not already paid or accrued in the ESCT NAV (but not any listing fees to be borne by the enlarged ESCT in respect of the listing of the New ESCT Shares or any stamp duty, SDRT or other transaction tax or investment costs incurred by the enlarged ESCT in connection with the transfer of the Rollover Pool); (ii) less the value of any dividends declared but not yet paid to ESCT Shareholders and not accounted for in the ESCT NAV as

	at the Calculation Date; and (iii) plus an agreed amount reflecting the benefit of the relevant proportion of the Cash Exit Discount;
<b>ESCT FAV per Share</b>	shall be equal to the ESCT FAV divided by the number of ESCT Shares in issue (excluding ESCT Shares held in treasury) at the Calculation Date (expressed in pence and rounded down to six decimal places);
<b>ESCT General Meeting</b>	the general meeting of ESCT convened for 11.00 a.m. on 3 October 2025, or any adjournment thereof;
<b>ESCT Investment Manager</b>	Janus Henderson Investors UK Limited, a private limited company incorporated in England and Wales with registered company number 00906355 and having its registered office at 201 Bishopsgate, London, EC2M 3AE;
<b>ESCT Management Agreement</b>	the amended and restated management agreement dated 6 February 2025 and having an effective date of 24 November 2024 between ESCT and the ESCT AIFM;
<b>ESCT Portfolio</b>	the portfolio of investments held by ESCT from time to time;
<b>ESCT Prospectus</b>	the prospectus published by ESCT on or around 9 September 2025 relating to the issue of New ESCT Shares pursuant to the Scheme;
<b>ESCT Second Interim Dividend</b>	has the meaning as set out in the section titled “ <i>Future ESCT dividends</i> ” in Part 2 of this document;
<b>ESCT Shareholders</b>	holders of ESCT Shares, including holders of the New ESCT Shares if the context requires;
<b>ESCT Shares</b>	ordinary shares of 1.5625 pence each in the capital of ESCT, including the New ESCT Shares if the context requires;
<b>EU AIFM Delegated Regulation</b>	the Commission Delegated Regulation (EU) No 231/2013 of 19 December 2012 supplementing Directive 2011/61/EU of the European Parliament and of the Council with regard to exemptions, general operating conditions, depositaries, leverage, transparency and supervision;
<b>EU AIFM Directive</b>	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1060/2009 and (EU) No 1095/2010 and the EU AIFM Delegated Regulation;
<b>Euroclear</b>	Euroclear UK & International Limited, in its capacity as the operator of CREST;
<b>Excess Application</b>	has the meaning given to it in paragraph 2.1 of Part 4 of this document;
<b>Excluded Shareholders</b>	(i) Overseas Shareholders unless they have satisfied the Company, ESCT and the Liquidators (taking appropriate advice) that they are entitled to receive and hold New ESCT Shares without breaching any relevant securities laws and without the need for compliance on the part of the Company or EAT with any overseas laws, regulations, filing requirements or the equivalent; (ii) Sanctions Restricted Persons; and (iii) a US Shareholder that does not return the US Investor Representation Letter to the addressees;
<b>FAV</b>	has the meaning as set out in the section titled “ <i>Further details of the Scheme</i> ” in Part 1 of this document;

<b>FCA or Financial Conduct Authority</b>	the Financial Conduct Authority of the UK, its predecessors or its successors from time to time, including, as applicable, in its capacity as the competent authority for the purposes of Part VI of FSMA;
<b>First General Meeting</b>	the general meeting of the Company convened for 12.00 p.m. on 3 October 2025 to be held at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY or any adjournment of that meeting;
<b>Form(s) of Proxy</b>	the form(s) of proxy for use by Shareholders in connection with the First General Meeting or the Second General Meeting, as the context requires;
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended from time to time;
<b>General Meeting(s)</b>	the First General Meeting and/or the Second General Meeting, as the context requires;
<b>HMRC</b>	HM Revenue & Customs;
<b>Income Tax Act</b>	the Income Tax Act 2007, as amended from time to time;
<b>Insolvency Act</b>	the Insolvency Act 1986, as amended from time to time;
<b>ISA</b>	an individual savings account (including a junior individual savings account) operated in accordance with the UK Individual Savings Account Regulations 1998;
<b>Japan</b>	Japan, its cities, prefectures, territories and possessions;
<b>JHI or Janus Henderson Investors</b>	the ESCT AIFM and/or the ESCT Investment Manager and/or their affiliates, as the context requires;
<b>JHI Costs Contribution</b>	the contribution to the costs of the Scheme to be made by the ESCT AIFM, as detailed in the section titled “ <i>Costs of implementing the Proposals</i> ” in Part 1 of this document;
<b>Latest Practicable Date</b>	close of business on 5 September 2025;
<b>Liquidation Pool</b>	the pool of assets of the Company to be retained by the Liquidators, <i>inter alia</i> , to meet all known and unknown liabilities of the Company and other contingencies, as further provided in paragraph 3.2 of Part 4 of this document;
<b>Liquidators</b>	the liquidator(s) of the Company being, initially, the persons appointed jointly and severally upon the resolution to be proposed at the Second General Meeting becoming effective;
<b>Liquidators’ Retention</b>	an amount to be retained by the Liquidators to meet any unknown or unascertained liabilities of the Company, which is currently estimated by the Company at £100,000;
<b>London Stock Exchange</b>	London Stock Exchange plc, a public limited company incorporated and registered in England and Wales with registered number 02075721 and having its registered office at 10 Paternoster Square, London EC4M 7LS;
<b>Main Market</b>	the main market for listed securities operated by the London Stock Exchange;
<b>Maximum Cash Option Shares</b>	has the meaning given to it in paragraph 2.1 of Part 4 of this document;
<b>Maximum JHI Costs Contribution</b>	has the meaning given to it in the section titled “ <i>Costs of implementing the Proposals</i> ” in Part 1 of this document;



<b>NAV or Net Asset Value</b>	the gross assets of the Company or ESCT, as appropriate, less its liabilities (including provisions for such liabilities) determined in accordance with the accounting principles adopted by that company;
<b>NAV per Share or Net Asset Value per Share</b>	the NAV of the Company divided by the number of Ordinary Shares in issue (excluding Ordinary Shares held in treasury);
<b>NAV per ESCT Share or Net Asset Value per ESCT Share</b>	the NAV of ESCT divided by the number of ESCT Shares in issue (excluding ESCT Shares held in treasury);
<b>New ESCT Shares</b>	the ESCT Shares to be issued pursuant to the Scheme;
<b>Notice of the First General Meeting</b>	the notice of the First General Meeting, which is set out on pages 65 to 69 of this document;
<b>Notice of the Second General Meeting</b>	the notice of the Second General Meeting, which is set out on pages 70 to 72 of this document;
<b>Notice(s) of the General Meeting(s)</b>	the Notice of the First General Meeting and/or the Notice of the Second General Meeting, as the context requires;
<b>Official List</b>	the Official List maintained by the FCA;
<b>Ordinary Shares or EAT Ordinary Shares</b>	ordinary shares of 10 pence each in the capital of the Company;
<b>Overseas Shareholders</b>	Shareholders who have a registered address outside of, or who are resident in, or citizens, residents or nationals of, jurisdictions outside, the United Kingdom, the Channel Islands or the Isle of Man;
<b>Panmure Liberum</b>	Panmure Liberum Limited (the Company's broker and financial adviser), a private limited company incorporated in England and Wales with registered company number 04915201 and having its registered office at Ropemaker Place, Level 12, 25 Ropemaker Street, London, England, EC2Y 9LY;
<b>Proposals</b>	the proposals for the members' voluntary liquidation and scheme of reconstruction of the Company, as set out in this document;
<b>Proposed Directors</b>	each of Kate Cornish-Bowden and Stuart Paterson;
<b>Q4 Dividend</b>	has the meaning as set out in the section titled " <i>Dividends</i> " in Part 1 of this document;
<b>QIB</b>	a "qualified institutional buyer" as defined in Rule 144A under the US Securities Act;
<b>QP</b>	a "qualified purchaser" as defined in Section 2(a)(51) of the US Investment Company Act;
<b>Reclassified Shareholder</b>	a holder of Reclassified Shares;
<b>Reclassified Shares</b>	the Shares reclassified under the Scheme as Shares with "A" rights or "B" rights;
<b>Record Date</b>	6.00 p.m. on 8 October 2025 (or such other date as determined at the sole discretion of the Board), being the record date for determining Shareholders' entitlements under the Scheme;
<b>Register</b>	the register of members of the Company;
<b>Registrar or Receiving Agent or Computershare</b>	Computershare Investor Services plc, a public limited company incorporated in England and Wales with registered number 03498808 and having its registered office at The Pavilions, Bridgwater Road, Bristol, BS13 8AE;
<b>Regulatory Information Service</b>	the regulatory information service provided by the London Stock Exchange;

<b>Relevant Time</b>	has the meaning given to it in paragraph 4.1 of Part 4 of this document;
<b>Republic of South Africa</b>	the Republic of South Africa, its territories and possessions and all areas under its jurisdiction and political sub divisions thereof;
<b>Resolution 1</b>	the first resolution to be proposed at the First General Meeting, relating to amendment of the Articles pursuant to implementation of the Scheme;
<b>Resolutions</b>	the resolutions to be proposed at the General Meetings, each being a “ <b>Resolution</b> ”;
<b>Rollover Option</b>	the option for Shareholders to receive New ESCT Shares in respect of some or all of their holding of Ordinary Shares on the winding up of the Company under the terms of the Scheme;
<b>Rollover Pool</b>	the pool of cash, undertaking and other assets to be established under the Scheme to be transferred to ESCT pursuant to the Transfer Agreement;
<b>Saba</b>	has the meaning as set out in the section titled “ <i>2025 Tender Offer</i> ” in Part 2 of this document;
<b>Saba Investment Vehicles</b>	any funds, accounts and investment vehicles managed, advised or sub-advised by Saba or any of its affiliates, excluding any investment companies from time to time registered under the US Investment Company Act which are managed by Saba or any of its affiliates;
<b>Sanctions Authority</b>	each of: <ul style="list-style-type: none"> <li>(a) the United States government;</li> <li>(b) the United Nations;</li> <li>(c) the United Kingdom;</li> <li>(d) the European Union (or any of its member states);</li> <li>(e) any other relevant governmental or regulatory authority, institution or agency which administers economic, financial or trade sanctions; and</li> <li>(f) the respective governmental institutions and agencies of any of the foregoing including, without limitation, the Office of Foreign Assets Control of the US Department of the Treasury, the United States Department of State, the United States Department of Commerce and His Majesty’s Treasury;</li> </ul>
<b>Sanctions Restricted Person</b>	each person or entity: <ul style="list-style-type: none"> <li>(a) that is organised or resident in a country or territory which is the target of comprehensive country sanctions administered or enforced by any Sanctions Authority;</li> <li>(b) that is, or is directly or indirectly owned or controlled by a person that is, described, or designated in (i) the current “Specially Designated Nationals” list (which as of the date hereof can be found at: <a href="https://sanctionslist.ofac.treas.gov/Home/SdnList">https://sanctionslist.ofac.treas.gov/Home/SdnList</a>); and/or (ii) the current “Consolidated list of persons, groups and entities subject to EU financial sanctions” (which as of the date hereof can be found at: <a href="https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en">https://data.europa.eu/data/datasets/consolidated-list-of-persons-groups-and-entities-subject-to-eu-financial-sanctions?locale=en</a>); or (iii) the current “Consolidated list of financial sanctions targets in the UK” (which as at</li> </ul>

	the date hereof can be found at: <a href="https://sanctionssearchapp.ofsi.hmtreasury.gov.uk">https://sanctionssearchapp.ofsi.hmtreasury.gov.uk</a> ; or);
	(c) that is otherwise the subject of or in violation of any sanctions administered or enforced by any Sanctions Authority, other than solely by virtue of their inclusion in: (a) the current “Sectoral Sanctions Identifications” list (which as of the date hereof can be found at: <a href="https://ofac.treasury.gov/other-ofac-sanctions-lists">https://ofac.treasury.gov/other-ofac-sanctions-lists</a> ) (the “SSI List”), (b) Annexes 3, 4, 5 and 6 of Council Regulation No. 833/2014 (the “EU Annexes”), or (c) any other list maintained by a Sanctions Authority, with similar effect to the SSI List or the EU Annexes;
<b>Scheme</b>	the proposed scheme of reconstruction and voluntary winding up of the Company under section 110 of the Insolvency Act, as set out in Part 4 of this document;
<b>SDRT</b>	stamp duty reserve tax imposed under Part IV of the UK Finance Act 1986;
<b>SEC</b>	the U.S. Securities and Exchange Commission;
<b>Second General Meeting</b>	the general meeting of the Company convened for 9.00 a.m. on 15 October 2025 to be held at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY or any adjournment of that meeting;
<b>Shareholders or EAT Shareholders</b>	holders of Ordinary Shares;
<b>SIPP</b>	a UK self-invested personal pension scheme;
<b>Standstill Agreement</b>	the agreement entered into between ESCT and Saba on 15 April 2025 pursuant to which Saba has given certain commitments to ESCT in respect of voting and other matters
<b>Standstill Period</b>	has the meaning as set out in the section titled “ <i>2025 Tender Offer</i> ” in Part 2 of this document;
<b>Sterling, £ or GBP</b>	pounds sterling, the lawful currency of the UK;
<b>TCGA</b>	the Taxation of Chargeable Gains Act 1992, as amended from time to time;
<b>Tender Offer Cash Exit Option</b>	the option for eligible ESCT Shareholders to elect to receive cash in respect of some or all of their ESCT Shares tendered under the 2025 Tender Offer;
<b>Tender Offer <i>In Specie</i> Consideration Option</b>	the option for qualifying ESCT Shareholders to elect to receive an <i>in specie</i> transfer of assets of ESCT in respect of some or all of their ESCT Shares tendered under the 2025 Tender Offer;
<b>Tender Price per <i>In Specie</i> Exit Share</b>	210.40 pence;
<b>Transfer Agreement</b>	the agreement to be entered into between the Company (acting by its Liquidators), the Liquidators and ESCT for the transfer of assets from the Company to ESCT pursuant to the Scheme, the terms of which are summarised in paragraph 1 of Part 6 of this document;
<b>TTE Instruction</b>	a transfer to escrow instruction (as described in the CREST Manual);
<b>UK AIFMD Laws</b>	(a) the Alternative Investment Fund Managers Regulations 2013 (SI 2013/1773) and any other implementing measure which operated to transpose the EU AIFM Directive into UK law before 31 January 2020 (as amended from time to time); and

	(b) the UK versions of the EU AIFM Delegated Regulation and any other delegated regulations in respect of the EU AIFM Directive, each being part of UK law by virtue of the European Union (Withdrawal) Act 2018, as further amended and supplemented from time to time;
<b>UK or United Kingdom</b>	the United Kingdom of Great Britain and Northern Ireland;
<b>UK SDRT</b>	stamp duty reserve tax;
<b>uncertificated or in uncertificated form</b>	a share or other security title to which is recorded in the register of the share or other security concerned as being held in uncertificated form (that is, in CREST) and title to which may be transferred by using CREST;
<b>US Exchange Act</b>	the U.S. Exchange Act of 1934, as amended;
<b>US Investment Company Act</b>	the U.S. Investment Company Act of 1940, as amended;
<b>US Investor Representation Letter</b>	a representation letter that can be completed by US Shareholders that are both QIBs and QPs, the form of which is annexed to the ESCT Prospectus;
<b>US Person</b>	a “U.S. person” as defined in Regulation S under the US Securities Act;
<b>US Securities Act</b>	the U.S. Securities Act of 1933, as amended;
<b>US Shareholder</b>	a holder of Ordinary Shares that is in the United States or is a US Person;
<b>VAT</b>	value added tax; and
<b>Winterflood</b>	Winterflood Securities Limited (ESCT’s broker and financial adviser), a private limited company incorporated and registered in England and Wales with registered number 02242204 and having its registered office at Riverbank House, 2 Swan Lane, London, United Kingdom, EC4R 3GA.

# EUROPEAN ASSETS TRUST PLC

*(Incorporated and registered in England and Wales with registered number 11672363)  
(An investment company under section 833 of the Companies Act 2006)*

## NOTICE OF FIRST GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting of European Assets Trust plc ("**Company**") will be held at 12.00 p.m. on 3 October 2025 at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions:

## SPECIAL RESOLUTIONS

### 1 THAT:

- 1.1 with effect from the date on which the amendment to the Official List of the Financial Conduct Authority to reflect the reclassification of the ordinary shares of 10 pence each in the capital of the Company ("**Shares**") ("**Amendment**") becomes effective, but subject always to paragraph 1.5 of this resolution, each of the Shares in issue at the date of the passing of this resolution (other than any Shares held by the Company in treasury) shall be reclassified as shares the holder of which has (or is deemed to have) elected to have reclassified as shares with "A" rights or "B" rights as the case may be, ("**Reclassified Shares**"), in such respective numbers as may be required to give effect to any Election validly made (or deemed to have been made) by the holder of the Shares and otherwise in accordance with the terms of the Scheme set out in Part 4 of the circular to Shareholders of the Company dated 9 September 2025 of which this notice forms part ("**Circular**"), a copy of which has been laid before the meeting and signed for the purpose of identification by the Chairman of the meeting;
- 1.2 for the purposes of this special resolution:
  - 1.2.1 to the extent any holder of Shares shall be deemed to have elected for, and under the terms of the Scheme will become entitled to receive, New ESCT Shares, such Shares shall be reclassified as shares with "A" rights; and
  - 1.2.2 to the extent any holder of Shares shall have validly elected (or shall be deemed to have validly elected) for, and under the terms of the Scheme will become entitled to receive, cash pursuant to the Cash Option, such Shares shall be reclassified as shares with "B" rights;
- 1.3 each of the holders of the shares with the rights set out in paragraph 1.2 above shall have the respective rights set out in the Articles of Association of the Company as amended by this special resolution;
- 1.4 with effect from the date on which the Amendment becomes effective, but subject always to paragraph 1.5 of this resolution, the Articles of Association of the Company be and are hereby amended by:
  - 1.4.1 the insertion of the following as a new Article 5A:

**"Reclassified Shares**

5A

    - 1) Words and expressions defined in the circular to shareholders of the Company dated 9 September 2025 ("**Circular**") shall bear the same meanings in this Article 5A, save where the context otherwise requires.
    - 2) Every reference in these Articles to shares shall be construed as a reference to the ordinary shares of 10 pence each in the capital of the Company which are designated as shares with either "A" rights or "B" rights as set out in Article 5A(3) below. Notwithstanding anything to the contrary in these Articles, each class of share will have attached to it the respective rights and privileges and be subject to the respective limitations and restrictions set out in Article 5A(3).

3) The rights attaching to the Ordinary Shares with “A” rights and the Ordinary Shares with “B” rights shall be identical to each other, save that on a winding up of the Company in the circumstances set out in the Circular (subject to the Scheme becoming unconditional in all respects in accordance with its terms), the Reclassified Shares shall have the following additional rights, notwithstanding anything to the contrary in these Articles:

- a) the rights of holders of Shares with “A” rights in respect of the assets of the Company shall be satisfied by the issue to the holders thereof (or to the Liquidators as nominee on their behalf) of the number of New ESCT Shares to which they shall be entitled in accordance with the Scheme together with their entitlement to any Relevant Cash (as defined below) in accordance with the Scheme;
- b) the rights of holders of Shares with “B” rights in respect of the assets of the Company shall be satisfied by the payment to the holders thereof of the amount of cash to which they shall respectively be entitled in accordance with the Scheme together with their entitlement to any Relevant Cash (as defined below) in accordance with the Scheme;
- c) any cash arising in the Company after the payment of the Cash Pool and transfer of the Rollover Pool and any surplus remaining in the Liquidation Pool (“**Relevant Cash**”) shall be distributed in accordance with the Scheme.”;

1.4.2 such further amendments to the Articles of Association of the Company as may be required to give effect to this Resolution; and

1.5 if the Scheme does not become unconditional by the end of the Second General Meeting, the amendments to the Articles of Association of the Company effected by paragraph 1.4 of this resolution shall be further amended such that the insertion of new Article 5A shall cease to have effect as from the close of that meeting (or any adjourned meeting), the reclassification of Shares provided for by this resolution shall be reversed and each Reclassified Share shall revert to being a Share ranking *pari passu* in all respects; and

1.6 the terms defined in the Circular have the same meanings in this special resolution, save where the context otherwise requires.

2 **THAT**, subject to: (i) the passing of resolution 1 at this meeting (or at any adjournment hereof) and it becoming unconditional; (ii) the Scheme becoming unconditional in accordance with its terms on or prior to 28 November 2025; and (iii) the passing at a general meeting of the Company convened for 15 October 2025 (or any adjournment thereof) of a resolution for the voluntary winding-up of the Company and the appointment of the Liquidators:

2.1 the Scheme set out in Part 4 of the circular to Shareholders of the Company dated 9 September 2025 of which this notice forms part (the “**Circular**”), a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman of the meeting, be and is hereby approved and the liquidators of the Company when appointed (jointly and severally the “**Liquidators**”) be and hereby are authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;

2.2 the Liquidators, when appointed, will be and hereby are authorised and directed:

2.2.1 under this special resolution and the Articles of Association of the Company, as amended and as provided in resolution 1 above, and pursuant to section 110 of the Insolvency Act 1986, to enter into and give effect to the Transfer Agreement (in their personal capacity and on behalf of the Company) referred to in the Circular with The European Smaller Companies Trust plc (“**ESCT**”) and in the form of the draft laid before the meeting and signed for the purposes of identification by the Chairman of the meeting with such amendments as the parties thereto may from time to time agree;

2.2.2 to request ESCT to allot and issue New ESCT Shares in the capital of ESCT, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of ordinary shares in the capital of the Company entitled thereto under the Scheme (or to the Liquidators as nominee on their behalf) by way of satisfaction and



discharge of their respective interests in so much of the property and assets of the Company as shall be transferred to ESCT in accordance with the Transfer Agreement and with the Scheme;

2.2.3 to procure that the Rollover Pool be vested in ESCT (or its nominees) on and subject to the terms of the Transfer Agreement;

2.2.4 to realise for cash the undertaking, cash and other assets comprising the Cash Pool;

2.2.5 to distribute cash among the holders of Shares with “B” rights by way of satisfaction and discharge of their interests in so much of the Company as shall comprise the Cash Pool in accordance with the Scheme;

2.2.6 to convert into cash any assets in the Liquidation Pool and to raise the money to purchase the interest of any member of the Company who validly dissents from this resolution under section 111(2) of the Insolvency Act 1986 from the Liquidation Pool;

2.2.7 to transfer any surplus in the Liquidation Pool in accordance with the Scheme; and

2.2.8 to apply for the admission of the ordinary shares of 10 pence each in the capital of the Company to the closed-ended investment funds listing category of the Official List and to trading on the Main Market of the London Stock Exchange to be cancelled with effect from such date as the Liquidators may determine;

2.3 the Articles of Association of the Company be and are hereby amended by inserting the following as a new Article 159:

**“159. TRANSFER OR SALE UNDER SECTION 110 INSOLVENCY ACT 1986**

*Words and expressions defined in the circular to shareholders of the Company dated 9 September 2025 (the “Circular”) shall bear the same meanings in this Article 159. Notwithstanding the provisions of these Articles, upon the winding up of the Company in connection with the scheme of reconstruction and voluntary winding up (the “Scheme”) set out in Part 4 of the Circular, the Liquidators of the Company will give effect to the Scheme and will enter into and give effect to the Transfer Agreement with The European Smaller Companies Trust plc (as duly amended where relevant), a draft of which was tabled at the general meeting of the Company convened for 3 October 2025 by the notice attached to the Circular, in accordance with the provisions of this Article 159, and the holders of Shares will be entitled to receive New ESCT Shares and/or cash, in each case in accordance with the terms of the Scheme.”; and*

2.4 the terms defined in the Circular have the same meanings in this special resolution, save where the context otherwise requires.

Registered office:

Cannon Place, 78 Cannon Street  
London, EC4N 6AG

By Order of the Board

**Columbia Threadneedle Investment Business Limited**  
Company Secretary

9 September 2025

**Notes:**

- 1 As a member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. You can only appoint a proxy using the procedure set out in these notes and the notes to the Form of Proxy.
- 2 To be valid the PINK Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy thereof), must be sent to the Registrar, using the enclosed blue flashed reply-paid envelope or in an envelope addressed to Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6AH, so as to arrive not less than 48 hours (excluding non-

working days) before the time fixed for the General Meeting or any adjourned General Meeting.

- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting by using the procedures described in the CREST Manual and/or by logging on to the website: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 4 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) no later than 48 hours (excluding non-working days) before the time of the General Meeting or any adjournment of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5 CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 7 As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions. Proxies submitted via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) must be transmitted so as to be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant meeting.
- 8 Members that are institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. Proxy appointments submitted via Proxymity must be received by the Registrar by no later than 48 hours (excluding any non-working days) before the time of the General Meeting or any adjournment of the General Meeting. Before members can appoint a proxy via this process, members will need to have agreed to Proxymity’s associated terms and conditions. It is important that members read these carefully as they will be bound by them and they will govern the electronic appointment of proxy appointments submitted via Proxymity.
- 9 The return of a completed Form of Proxy or other instrument appointing a proxy will not prevent you attending the General Meeting and voting in person if you wish.
- 10 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 311 of the Companies Act, the Company specifies that the right to vote at the General Meeting is determined by reference to the Register at 6.30 p.m. on the day which is two Business Days prior to the date of the General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any member to attend and vote at the General Meeting.

- 11 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
- 12 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a “**Nominated Person**”) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that Note can only be exercised by shareholders of the Company.
- 13 Shareholders who have general queries about the General Meeting should contact the Company Secretary in writing. Members are advised that any telephone number, website or email address which may be set out in this notice of General Meeting or in any related documents (including the Circular and relevant Form of Proxy) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
- 14 Information regarding the General Meeting, including information required by section 311A of the Companies Act, is available from the Company’s website at [www.europeanassets.co.uk](http://www.europeanassets.co.uk).
- 15 Under Section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the General Meeting put by a member attending the General Meeting unless: (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- 16 As at close of business on 5 September 2025 (being the latest practicable date prior to publication of this document), the Company’s issued share capital comprised 360,069,279 ordinary shares of 10 pence each and there were no ordinary shares held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at close of business on 5 September 2025 is 360,069,279.
- 17 Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the General Meeting as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
- 18 A copy of the proposed new articles of association of the Company, together with a copy showing all of the proposed changes to the existing articles of association, will be available for inspection at the National Storage Mechanism which is located at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, and on the Company’s website at [www.europeanassets.co.uk](http://www.europeanassets.co.uk) from the date of this notice of General Meeting until the close of the General Meeting, and will also be available for inspection at the venue of the General Meeting from 15 minutes before and during the General Meeting.

# EUROPEAN ASSETS TRUST PLC

*(Incorporated and registered in England and Wales with registered number 11672363)  
(An investment company under section 833 of the Companies Act 2006)*

## NOTICE OF SECOND GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a general meeting of European Assets Trust plc ("**Company**") will be held at 9.00 a.m. on 15 October 2025 at the offices of Panmure Liberum, Ropemaker Place, Level 12, 25 Ropemaker Street, London EC2Y 9LY for the purpose of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

## SPECIAL RESOLUTION

### THAT:

- (A) subject always to the fulfilment of the conditions (other than the passing of this special resolution) set out in paragraph 14 of the Scheme ("**Scheme**") contained in Part 4 of the circular to the shareholders of the Company dated 9 September 2025, a copy of which has been laid before this meeting and signed for the purpose of identification by the Chairman thereof ("**Circular**"), and with effect from the conclusion of this meeting;
- i) the Company be and is hereby wound up voluntarily under the provisions of the Insolvency Act 1986 and Derek Neil Hyslop and Richard Peter Barker, both licensed insolvency practitioners of Ernst & Young LLP, be and they are hereby appointed joint liquidators ("**Liquidators**") of the Company for the purposes of such winding up and distributing the assets of the Company in accordance with the Scheme and any power conferred on them by law, the Articles of Association of the Company or this resolution, may be exercised by them jointly or by each of them alone;
  - ii) the remuneration (plus VAT) of the Liquidators be determined by reference to the time properly spent by them and their staff in attending to matters arising prior to and during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
  - iii) the Company's books and records be held by its Company Secretary to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of (save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office);
  - iv) the Liquidators be empowered and directed to carry into effect the provisions of the Articles of Association as amended by the resolutions set out in the notice of the First General Meeting of the Company contained in the Circular; and
  - v) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part 1 of Schedule 4 to that Act as may be necessary or desirable in their judgment, acting jointly and severally, to give effect to the Scheme and/or to carry out the winding up of the Company; and
- (B) terms defined in the Circular have the same meanings in this resolution, save where the context otherwise requires.

*Registered office:*  
Cannon Place, 78 Cannon Street  
London, EC4N 6AG

*By Order of the Board*  
**Columbia Threadneedle Investment Business Limited**  
*Company Secretary*

9 September 2025

## Notes:

- 1 As a member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. You can only appoint a proxy using the procedure set out in these notes and the notes to the Form of Proxy.
- 2 To be valid the GREEN Form of Proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed (or a notarially certified copy thereof), must be sent to the Registrar, using the enclosed blue flashed reply-paid envelope or in an envelope addressed to Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6AH, so as to arrive not less than 48 hours (excluding any non-working days) before the time fixed for the General Meeting or any adjourned General Meeting.
- 3 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting by using the procedures described in the CREST Manual and/or by logging on to the website: [www.euroclear.com](http://www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 4 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 3RA50) no later than 48 hours (excluding any non-working days) before the time of the General Meeting or any adjournment of the General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 5 CREST members and, where applicable, their CREST sponsors, or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 6 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 7 As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online by visiting [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) and following the instructions. Proxies submitted via [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) must be transmitted so as to be received by the Registrar no later than 48 hours (excluding non-working days) before the time of the relevant meeting.
- 8 Members that are institutional investors may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. Proxy appointments submitted via Proximity must be received by the Registrar by



no later than 48 hours (excluding any non-working days) before the time of the General Meeting or any adjournment of the General Meeting. Before members can appoint a proxy via this process, members will need to have agreed to Proxymity's associated terms and conditions. It is important that members read these carefully as they will be bound by them and they will govern the electronic appointment of proxy appointments submitted via Proxymity. The return of a completed Form of Proxy or other instrument appointing a proxy will not prevent you attending the General Meeting and voting in person if you wish.

- 9 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 311 of the Companies Act, the Company specifies that the right to vote at the General Meeting is determined by reference to the Register at 6.30 p.m. on the day which is two Business Days prior to the date of the General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any member to attend and vote at the General Meeting.
- 10 Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
- 11 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in Note 1 above does not apply to Nominated Persons. The rights described in that Note can only be exercised by shareholders of the Company.
- 12 Shareholders who have general queries about the General Meeting should contact the Company Secretary in writing. Members are advised that any telephone number, website or email address which may be set out in this notice of General Meeting or in any related documents (including the Circular and relevant Form of Proxy) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.
- 13 Information regarding the General Meeting, including information required by section 311A of the Companies Act, is available from the Company's website at [www.europeanassets.co.uk](http://www.europeanassets.co.uk).
- 14 Under Section 319A of the Companies Act 2006, the Company must answer any question relating to the business being dealt with at the General Meeting put by a member attending the General Meeting unless: (i) answering the question would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.
- 15 As at close of business on 5 September 2025 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 360,069,279 ordinary shares of 10 pence each and there were no ordinary shares held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at close of business on 5 September 2025 is 360,069,279.
- 16 Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the Chairman of the General Meeting as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.



