

UNICORN AIM VCT PLC
MATTERS RESERVED FOR THE APPROVAL OF THE BOARD

The agenda for each routine meeting of the Board of Directors shall include the under-noted items of business:

- (a) A report from the Investment Manager
- (b) A report from the Audit Committee (if it has met in the period since the immediately preceding meeting of the Board);
- (c) A report from ISCA Administration Services Ltd to include quarterly management accounts, interim accounts and annual accounts as appropriate;
- (d) A review of the Company's compliance with the VCT criteria.

Schedule of matters reserved for the approval of the Board

Investments

- 1. Consider and approve any transaction in any unlisted investments and securities.
- 2. Receive monthly progress reports from Unicorn Asset Management Limited including comment on the extent to which each of the investee companies are regarded as qualifying holdings.
- 3. To consider and agree the valuation of investments particularly of unlisted investments using judgements to the estimations of fair value on an ongoing basis and formally no less frequently than every three months.

VCT Status

- 4. Receive bi-annual reports from Philip Hare on the VCT status of the Company, each of which will include sufficient information to enable the Directors to monitor the Company's position in respect of VCT status.

Companies Act requirements

- 5. Approval of interim and final financial statements.
- 6. Approval of all dividends.
- 7. Approval of any significant change in accounting policies or practices.
- 8. Appointment or removal of the Company Secretary.
- 9. Remuneration of auditors and recommendations for appointment or removal of auditors on the recommendation of the Audit Committee.
- 10. Authorisation of conflicts of interest notified to the Board in accordance with s175 of the Companies Act 2006.

Stock Exchange

11. Approval of all circulars to Shareholders and listing particulars.
12. Approval of press releases concerning matters decided by the Board.

Management Engagement matters

13. Changes relating to the Company's capital structure or its status as a plc.
14. To consider and agree terms on which the Company enters into contracts with third parties for the provision of management services (or giving of instructions for such services to be provided to the Company by third parties); in particular the Investment Advisers' Agreement, other material contracts and contracts not in the ordinary course of business.
15. To monitor and assess management systems within the Company's service providers and to take appropriate action to resolve on-going management issues arising from the engagement of third parties.

Nomination matters

16. The appointment of the chairman and non-executive directors to the Board and preparation of job specifications for each appointment, as appropriate.
17. Preparation of letters of appointment to set out the expected time commitment of the non-executive directors.
18. Induction of new Directors.
19. Board composition and succession planning, with reference to the number on the Board and balance of the Board in terms of experience and range of skills of the Board members;
20. Periodic review of the constitution of the Board.
21. Establishment of a separate Audit Committee and other committees that may be required and determination of the terms of reference and membership of such committees.
22. The re-election by shareholders of any Director under the AIC Code of Corporate Governance provision for annual re-election.

Conflicts of interest

23. Issues or potential issues arising where a conflict of interest could be foreseen as a result of the outside business activities of Board members.

24. Authorisation of conflicts of interest notified to the Board and imposing any conditions on said authorisation as appropriate.
25. Reviewing the authorisation of conflicts of interest at least annually.

Remuneration matters

26. The levels and make-up of Directors remuneration which are sufficient to attract, retain and motivate directors of the quality required which are needed to manage the Company successfully.
27. The development of a procedure for fixing remuneration packages to ensure that no Director is involved in deciding their own additional remuneration above the base fee.

Miscellaneous

28. Risk management strategy
29. Annual review of the effectiveness of the Company's system of internal control
30. Treasury policies
31. Prosecution, defence or settlement of litigation
32. Internal control arrangements
33. Directors' and Officers' liability insurance
34. Approval of borrowing facilities
35. Granting of any guarantees, warranties or indemnities
36. Granting of any security or charge
37. Formulation of policy regarding charitable or political donations
38. Appointment of professional advisers in addition to the Company's Auditors

All other significant issues pertinent to the Company's development shall be resolved either by Board decision or by decision of a committee suitably authorised by the Board.

as approved by the Board on 20 November 2025