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23 September 2025

CVC Income & Growth Limited

Proposals to authorise the Board to issue New Shares

Notice of Extraordinary General Meeting

The Board of CVC Income & Growth Limited (the "**Company**") announces that it has today published a circular (the "**Circular**") to convene an extraordinary general meeting (the "**EGM**") to allow Shareholders to consider and, if thought fit, approve the issue, or sale from treasury, on a non-pre-emptive basis of up to such number of New Shares that represents in total 20 per cent. of the Company's issued share capital (excluding any shares held in treasury) as at the close of the EGM (the "**Proposals**").

Background to, and rationale for, the Proposals

At the 2025 AGM, Shareholders granted the Directors authority to allot and issue, on a non-pre-emptive basis, up to 20 per cent. in aggregate of the issued share capital of the Company at that time of the 2025 AGM (excluding any shares held in treasury). The 2025 AGM Authority was granted for the period until the conclusion of the 2026 AGM (unless previously renewed, varied or revoked by the Company at a general meeting).

Since the beginning of 2025, the Sterling Shares have traded at an average premium to the Net Asset Value per Sterling Share of 0.36 per cent. and the Company has sold from treasury over 25.2 million Sterling Shares since the 2025 AGM at a premium to the prevailing NAV per Share, raising over £29.8 million of new capital.

There has been sustained demand for Shares from a wide range of investors, including an increasing number of retail investors. As a result the Directors have only limited authority to issue up to 16.4 million additional Shares on a non-pre-emptive basis, which represents 6.7 per cent. of the issued share capital of the Company. If the current rate of issuance were to continue, the 2025 AGM Authority would be expected to be fully utilised in advance of the 2026 AGM, where the renewal of such authority is expected to be sought.

In light of the continuing demand for the Shares, and having regard to managing the premium at which the Shares trade as well as the benefits of growing the Company's asset base, the Board is seeking further authority from Shareholders generally to disapply pre-emption rights:

- in relation to the issue of such number of New Shares as represents 10 per cent. of the Company's issued share capital (excluding any shares held in treasury) as at the close of the EGM (the "**First General Allotment Authority**"); and
- in addition to the First General Authority, in relation to the issue of such further number of New Shares as represents 10 per cent. of the issued share capital (excluding any shares held in treasury) as at the close of the EGM (the "**Second General Allotment Authority**", together with the First General Allotment Authority, the "**General Allotment Authorities**"),

in each case, with such authority to expire at the conclusion of the 2026 AGM (unless previously renewed, varied or revoked by the Company at a general meeting).

The Resolutions are being put forward to ensure the Company can continue to meet ongoing demand for Shares from investors and to manage the premium at which the Shares trade.

As at the Latest Practicable Date, the Company currently holds 208,460,159 Sterling Shares and 60,149,978 Euro Shares in treasury.

The disapplication of pre-emption rights for the purposes of the General Authorities is proposed through two separate Special Resolutions on the basis that they are both a renewal of the 2025 AGM Authority. Each of the General Allotment Authorities is in addition to, and not in place of, the authority set out in the other General Allotment Authority and any remaining authority under the 2025 AGM Authority.

Benefits of the Proposals

The Board believes that the Proposals, once implemented, should have the following benefits for Shareholders:

- maintain the Company's ability to issue Shares to better manage the premium at which the Shares trade to their Net Asset Values per Share from time to time;
- potential to enhance the Net Asset Values per Share of Existing Shares through new issuance at a premium to Net Asset Values per Share, after the costs related to the issuance have been deducted;
- diversifying and growing the Company's Shareholder base which, in turn, may generate greater liquidity in the Shares;
- greater scope to invest and, accordingly, enable the Investment Vehicle Manager to develop and further diversify the Investment Vehicle's portfolio;
- provide the Company with the ability to raise additional capital so that it is able to take advantage of investment opportunities as and when they arise in the future (which in turn may increase the NAV and lead to a reduction in management fees); and
- a reduction of the total expense ratio per Share by spreading the Company's fixed running costs over a larger capital base.

Extraordinary General Meeting

The formal notice convening the EGM, to be held at the offices of CVC Income & Growth Limited, IFC 1, The Esplanade, St Helier, Jersey, JE1 4BP at 11:00 a.m. on 13 October 2025, is set out at Part III of the Circular. The Notice of General Meeting includes the full text of the Resolutions.

Expected Timetable

Publication of this Circular	23 September 2025
Latest time and date for receipt of Proxy Appointments for the EGM	11:00 a.m. on 9 October 2025
EGM	11:00 a.m. on 13 October 2025
Announcement of the results of the EGM	13 October 2025

All references to times in this document are London times unless otherwise stated. Each of the times and dates in this timetable (other than in relation to the EGM) may be extended or brought forward. Any revisions to the times and dates referred to above and elsewhere in this Circular will be notified to Shareholders by public announcement.

Terms used and not defined in this announcement shall have the meanings given to them in the Circular.

A copy of the Circular has been submitted to the National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy of this Circular will be available for inspection on the Company's website at <https://iq.cvc.com/investor-information/ms-updates/> and at the registered office of the Company at IFC 1, The Esplanade, St Helier, Jersey JE1 4BP during normal business hours on any Business Day, from the date of this Circular until the conclusion of the EGM, and at the place of the EGM for at least 15 minutes prior to, and during, the EGM.

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