

## Invesco Income Growth Trust plc

LEI: 549300DI4285Q8ZFO135

### Result of AGM

Result of the Annual General Meeting of Invesco Income Growth Trust plc held on 11 September 2019:

All of the resolutions put to shareholders at the Meeting were decided by poll and were passed.

The results of the poll were as follows:

Resolution	Votes For (including votes at the discretion of the Chairman)	Votes Against	Votes Withheld
Ordinary resolutions:			
1.	14,251,041	0	0
2.	14,183,009	55,506	12,526
3.	14,251,041	0	0
4.	13,770,853	438,329	41,858
5.	12,871,201	1,336,042	43,797
6.	12,599,539	1,609,643	41,858
7.	14,203,526	5,657	41,858
8.	14,197,600	5,314	48,127
9.	14,205,569	3,614	41,858
10.	14,205,426	45,615	0
11.	14,135,597	105,579	9,865
Special resolutions:			
12.	13,853,490	357,686	39,865
13.	14,204,465	36,711	9,865
14.	13,958,835	292,206	0

Total Voting Rights were 58,551,530.

The full text of the resolutions passed was as follows:

#### Resolutions:

The following Ordinary Resolutions were passed at the Annual General Meeting held on 11 September 2019:

1. To receive the Annual Financial Report for the year ended 31 March 2019.
2. To approve the Annual Statement and Report on Remuneration.
3. To approve the Company's Dividend Payment Policy to declare four dividends in respect of each accounting year, with one payment in respect of each calendar quarter.
4. To re-elect Hugh Twiss a Director of the Company.
5. To re-elect a Jonathan Silver Director of the Company.
6. To re-elect Roger Walsom a Director of the Company.
7. To re-elect Davina Curling a Director of the Company.
8. To re-elect Mark Dampier a Director of the Company.
9. To re-elect Tim Woodhead a Director of the Company.

10. To appoint Ernst & Young LLP as the Company's auditor and to authorise the Audit Committee to determine the Auditor's remuneration.

11. THAT: -

the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 as amended from time to time prior to the date of the passing of this resolution ('the Act') to exercise all powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £4,879,294, such authority to expire at the conclusion of the next AGM of the Company or the date fifteen months after the passing of this resolution, whichever is the earlier, but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry as if the authority conferred by this resolution had not expired.

The following Special Resolutions were passed at the Annual General Meeting held on 11 September 2019:

12. THAT: -

the Directors be and they are hereby empowered, in accordance with sections 570 and 573 of the Companies Act 2006 as amended from time to time prior to the date of the passing of this resolution ('the Act') to allot equity securities for cash, either pursuant to the authority given by the preceding resolution 9 or (if such allotment constitutes the sale of relevant shares which, immediately before the sale, were held by the Company as treasury shares) otherwise, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of all holders of a class of equity securities where the equity securities attributable respectively to the interests of all holders of securities of such class are either proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them or are otherwise allotted in accordance with the rights attaching to such equity securities (subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise); and
- (b) to the allotment (otherwise than pursuant to a rights issue) of equity securities up to an aggregate nominal amount of £1,463,788

and this power shall expire at the conclusion of the next AGM of the Company or the date fifteen months after the passing of this resolution, whichever is the earlier, unless the authority is renewed or revoked at any other general meeting prior to such time, but so that this power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry as if the power conferred by this resolution had not expired; and so that words and expressions defined in or for the purposes of Part 17 of the Act shall bear the same meanings in this resolution.

13. THAT: -

the Company be generally and subject as hereinafter appears unconditionally authorised in accordance with section 701 of the Companies Act 2006 ('the Act') to make market purchases (within the meaning of section 693(4) of the Act) of its issued ordinary shares of 25p each in the capital of the Company ('Shares') PROVIDED ALWAYS THAT

- (i) the maximum number of Shares hereby authorised to be purchased shall be 8,776,874 shares;
- (ii) the minimum price which may be paid for a Share shall be 25p;
- (iii) the maximum price which may be paid for a Share must not be more than the higher of: (a) 5% above the average of the mid-market values of the Shares for the five business days before the purchase is made; or (b) the higher of the price of the last independent trade in the Shares and the highest then current independent bid for the Shares on the London Stock Exchange;
- (iv) any purchase of Shares will be made in the market for cash at prices below the prevailing net asset value per Share (as determined by the Directors);
- (v) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or, if earlier, on the expiry of 15 months from the passing of this resolution unless the authority is renewed at any other general meeting prior to such time;
- (vi) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will be executed wholly or partly after the expiration of such authority and may make a purchase of Shares pursuant to any such contract; and
- (vii) any shares so purchased shall be cancelled or, if the Directors so determine and subject to the provisions of Sections 724 to 731 of the Act and any applicable regulations of the United Kingdom Listing Authority, be held (or otherwise dealt with in accordance with Section 727 or 729 of the Act) as treasury shares.

14. THAT: -

the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 clear days.

Invesco Asset Management Limited  
11 September 2019