

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your H Shares or I Shares in the Company, please forward this Circular, together with the accompanying Forms of Proxy, to the purchaser, transferee, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. However, the distribution of this Circular and any accompanying documents into certain jurisdictions other than the United Kingdom (including but not limited to the United States) is or may be restricted by law and therefore persons into whose possession this Circular and any accompanying documents come should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities' laws of any such jurisdiction. If you sell or have sold or otherwise transferred only part of your holding of H Shares or I Shares in the Company, you should retain this Circular and the accompanying documents.

The definitions used in this Circular are set out on pages 10 and 11 of this Circular.

Notices of a general meeting of the Company and of a separate class meeting of the holders of I Shares to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG on 11 June 2018, are set out at the end of this Circular. Whether or not you propose to attend the General Meeting and/or the I Share Class Meeting (as applicable), you are requested to complete and return the Forms of Proxy. To be valid, Forms of Proxy for use at the meetings must be completed and returned to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR as soon as possible and, in any event, so as to arrive no later than 48 hours (non-working days excluded) prior to the time and date fixed for the relevant meeting.



Edge Performance VCT Public Limited Company

(incorporated in England and Wales under the Companies Act 1985 with registered number 05558025)

Circular to Shareholders issued in connection with the variation of the performance incentive fee arrangements of the Investment Manager

Notice of General Meeting and I Share Class Meeting

Your attention is drawn to the letter from the Chairman of the Company set out on pages 3 to 6 of this Circular which contains a recommendation to vote in favour of the resolutions to be proposed at the General Meeting and the I Share Class Meeting.

Notices convening a General Meeting and the I Share Class Meeting to be held at 10.20 am and 10.50 am respectively on 11 June 2018 are set out on pages 12 to 15 of this Circular.

To be valid, the relevant Forms of Proxy for use at the General Meeting and/or the I Share Class Meeting must be completed and returned so as to be received by Share Registrars Limited by no later than 48 hours (non-working days excluded) prior to the time and date fixed for the relevant meeting. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting or the I Share Class Meeting should you wish to do so.

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PART 1 – LETTER FROM THE CHAIRMAN

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

(incorporated in England and Wales under the Companies Act 1985
with registered number 05558025)

Directors (all non-executive):

Sir Robin Miller (chairman)
Lord Flight
Terry Back
David Glick

Registered office:

1 Marylebone High Street
London W1U 4LZ

Telephone: +44 (0)20 7317 1300
Facsimile: +44 (0)20 7317 1313
Website: www.edge.uk.com

15 May 2018

Dear Shareholder,

Proposed variation of the Investment Manager's performance incentive fee arrangements and notice of General Meeting and I Share Class Meeting

1. Introduction

I am writing to you to provide details of a proposed change to the performance incentive fee arrangements between the Company and the Investment Manager.

In August 2016, the Board invoked the provisions of the Company's articles of association, to convert all C Shares, D Shares, E Shares, F Shares and G Shares into I Shares. This was done in order to reduce the complexity of the Company's capital structure and the associated administrative burden. The conversion took place in September 2016, since which time the Company has had only two classes of share in issue, namely the H Shares and the I Shares.

The Investment Manager's performance incentive fee arrangements, as set out in the Investment Management Agreement, were put in place, with the approval of the Company's shareholders, in November 2013, at a time when the Company had seven different classes of shares. The Board and the Investment Manager recognised that, following the share conversion mentioned above, the existing performance incentive fee arrangements for the consolidated I Share class should be reviewed in the context of the Company's having only two classes of shares. Consequently, on 31 August 2016, the Board announced that it would, in due course, undertake a wider review of the Company's future performance and consider implementing for the I Shares an alternative performance incentive fee arrangement, if appropriate, and that any such alternative arrangement would be put to Shareholders for approval. As regards the Company's existing Share classes, the share conversion described above that took place in September 2016 only affected the I Shares. Because the H Shares were unaffected by the share conversion, the review was confined to the I Shares only; the Investment Manager's performance incentive fee arrangement in respect of the H Shares will remain unchanged from what is provided for in the Investment Management Agreement.

The Board has given this matter great consideration over the last 12 months and has taken independent external advice from Willis Towers Watson, an internationally-renowned business with particular expertise in the field of investment fund managers' remuneration. The proposed alternative performance incentive fee arrangement outlined below has been recommended by Willis Towers Watson.

The Company's I Share portfolio presently consists of higher-underpinned investments in five companies, which are soon to be realised and where no further growth is expected, and investments in four further companies which have the capability to achieve significant growth (the "growth portfolio").

In considering a new arrangement for the I Shares, the Board's aim was to achieve a structure which would provide the Investment Manager with an incentive to increase the value of the I Share portfolio and to realise and distribute the proceeds of the I Share portfolio to I Shareholders within an appropriate timeframe. With guidance from Willis Towers Watson, the Board is of the view that it has arrived at a structure which achieves that aim and which will be for the benefit of the I Shareholders – under the proposed scheme, the Investment Manager will not start to receive payment of performance incentive fee unless the growth portfolio held by the I Share fund is realised at a value which represents growth of at least 29% over its current value; moreover, the performance incentive fee is subject to a reduction which increases the later the realisation of the I Share portfolio takes place, as an incentive for the Investment Manager to realise at the earliest suitable opportunity.

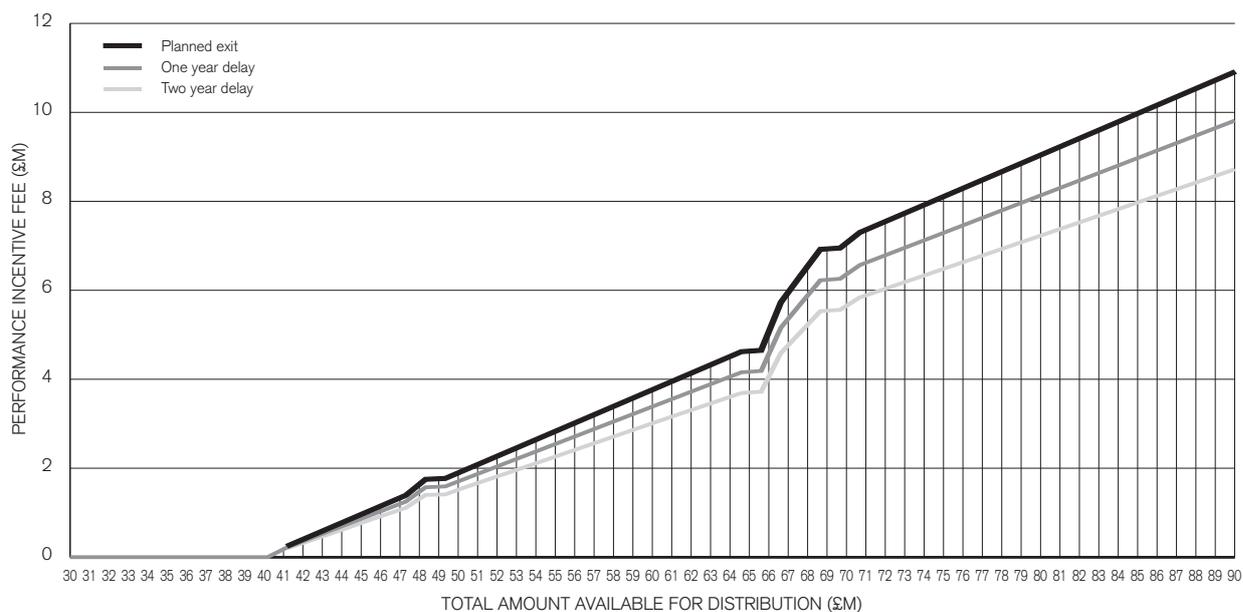
When the process of considering a new performance incentive fee arrangement started, the net asset value of the I Share fund was £32.6 million, being the net asset value of the I Share fund as shown in the Company's annual report and financial statements for the year ended 28 February 2017, adjusted to reflect the dividend of 7p per I Share paid by the Company in April 2017.

2. Proposed performance incentive fee arrangements

The current basis of the Investment Manager's entitlement to a performance incentive fee in respect of the I Shares is set out in paragraph 1.1 of Part 2 of this Circular

On 15 May 2018, the Company and the Investment Manager entered into the Deed of Variation which, subject to Shareholder Approval, will vary the Investment Manager's performance incentive fee entitlement on further cumulative aggregate amounts available for distribution to I Shareholders as follows:

- (a) In respect of further Dividends to I Shareholders up to £32.6 million in aggregate, the Investment Manager will have no performance incentive fee entitlement.
- (b) To the extent that the cumulative aggregate amount available for distribution to I Shareholders is more than £40.7 million but no more than £65.2 million, the Investment Manager will receive 19% of the amount available for distribution in excess of £40.7 million as a performance incentive fee and I Shareholders will receive 81% as a Dividend.
- (c) To the extent that the cumulative aggregate amount available for distribution to I Shareholders is more than £65.2 million, the Investment Manager will receive 19% of the amount available for distribution in excess of £65.2 million as a performance incentive fee. The remaining 81% will be paid as to:
 - (i) one-half to I Shareholders as a Dividend; and
 - (ii) one-half to the Investment Manager until such time as that one-half equals £1.539 million (being 19% of the amount available for distribution to I Shareholders between £32.6 million and £40.7 million).
- (d) Once the total amount paid to the Investment Manager as referred to in paragraph (c)(ii) above equals £1.539 million, all further amounts available for distribution to I Shareholders will be paid as to 19% to the Investment Manager as a performance incentive fee and 81% to I Shareholders as a Dividend.



Where any distribution is made to I Shareholders after more than four years, the Investment Manager's performance fee incentive entitlement in respect of that distribution will be reduced by 10% (i.e. 1.9% of the distributable amount) for every complete year past four years, and by a pro rata proportion of 10% for any period past four years which is less than a complete year.

3. Shareholder Approval

Under the Listing Rules, the Investment Manager is a related party of the Company and the Deed of Variation constitutes a related party transaction, requiring the approval of the Independent Shareholders. Resolutions approving the Deed of Variation will, therefore, be proposed at the General Meeting and at the I Share Class Meeting. For the purpose of determining what action the Company is required to take in respect of the Deed of Variation, the Listing Rules require the Deed of Variation to be aggregated with three previous related party transactions concerning the Investment Manager. The first of these relates to a variation in October 2017 of the Investment Management Agreement to the effect that neither party may serve notice to terminate the Manager's appointment in respect of one class of Share unless it at the same time validly serves notice to terminate the Investment Manager's appointment in respect of all classes of Shares. The second of these transactions relates to the fee payable to the Investment Manager for promoting the H Share Top-Up Offer, details of which are set out in paragraph 1.4 of Part 2 of this Circular. The third transaction relates to the subscription by David Glick, a Director, on 5 April 2018 for 8,361 H Shares under the H Share Top-up Offer at an offer price of 59.8p per H Share.

If the Resolutions are not passed by the Independent Shareholders, the Deed of Variation will not become effective and the terms of the existing Investment Management Agreement will remain in force.

3. General Meeting and I Share Class Meeting

General Meeting

Pages 12 and 13 of this Circular contain a notice convening the General Meeting of the Company to be held at 10.20 am on 11 June 2018 at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG, where a resolution will be proposed to approve the entry into of the Deed of Variation by the Company and the Investment Manager.

I Share Class Meeting

Pages 14 and 15 of this Circular contain a notice convening the I Share Class Meeting to be held at 10.50 am on 11 June 2018 (or as soon thereafter as the General Meeting shall have concluded or been adjourned) at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG, where a resolution will be proposed to approve the entry into of the Deed of Variation by the Company and the Investment Manager.

4. Action to be taken by Shareholders

It is important that you complete the Forms of Proxy (as appropriate) and return them to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR in the reply paid envelope enclosed so as to be received as soon as possible, and in any event by no later than 48 hours (non-working days excluded) prior to the time of the General Meeting and I Share Class Meeting. Completion and return of the Forms of Proxy will not preclude you from attending the relevant meeting and voting in person should you so wish.

All Shareholders (white Form of Proxy)

If you are a holder of H Shares or I Shares and you wish to appoint a proxy to attend, speak and vote on your behalf at the GENERAL MEETING to be held at 10.20 am on 11 June 2018, you should complete the white Form of Proxy.

I Shareholders (green Form of Proxy)

If you are a holder of I Shares and you wish to appoint a proxy to attend, speak and vote on your behalf at the I SHARE CLASS MEETING to be held at 10.50 am on 11 June 2018 (or as soon thereafter as the General Meeting shall have concluded or been adjourned), you should complete the green Form of Proxy.

5. Recommendation

The Board considers that the Resolutions contained in this Circular are in the best interests of the Company and the Shareholders as a whole and recommends that Shareholders vote in favour of the Resolutions. David Glick is a director of the Investment Manager which is a related party of the Company under the Listing Rules. Accordingly, David Glick has not taken part in the Board's consideration of the Deed of Variation.

The Board, which has been so advised by the Sponsor, believes that the Deed of Variation is fair and reasonable as far as the Shareholders are concerned. In providing its advice, the Sponsor has taken into account the Board's commercial assessment of the Deed of Variation.

General Meeting

All of the Directors other than David Glick intend to vote in favour of the Resolution to be proposed at the General Meeting in respect of all their own aggregate beneficial shareholdings of 8,361 H Shares and 112,113 I Shares, representing approximately 0.07 per cent. of the issued H Shares and approximately 0.15 per cent. of the issued I Shares, and in aggregate representing approximately 0.14 per cent. of the total issued Shares.

David Glick, a director of the Company and a director and shareholder of the Investment Manager, will not vote on this Resolution in respect of his holdings of Shares in the Company as he is not an Independent Shareholder, and the Investment Manager has undertaken to take all reasonable steps to ensure that its Associates will not vote on this Resolution.

I Share Class Meeting

All of the Directors who hold I Shares intend to vote in favour of the Resolution to be proposed at the I Share Class Meeting, save that David Glick, for the reasons given above, will not vote on this Resolution, and the Investment Manager has undertaken to take all reasonable steps to ensure that its Associates will not vote on this Resolution.

Yours faithfully

Sir Robin Miller
Chairman

PART 2 - ADDITIONAL INFORMATION

1. Material Contracts

Other than the contracts listed in paragraphs 1.1 to 1.4 below, the Company has not entered into (i) any contract (not being a contract entered into in the ordinary course of business) within the two years preceding the date of publication of this Circular which is or may be material; or (ii) any other contract (not being a contract entered into in the ordinary course of business) which contains any provision under which the Company has any obligation or entitlement which is material to the Company as at the date of this Circular.

1.1 Investment Management Agreement

On 8 November 2013, the Company and the Investment Manager entered into the Investment Management Agreement, certain provisions of which have since been varied by agreements dated 3 August 2016 and 31 October 2017.

The Investment Manager's appointment is for an initial period ended on 11 April 2018 in respect of the I Shares and ending on 11 April 2019 in respect of the H Shares and may be terminated thereafter by either party on 12 months' notice, such notice to be served at the end of the initial period or at any time thereafter, provided that neither party may terminate the Investment Manager's appointment in respect of one class of Share unless it simultaneously also validly terminates the Investment Manager's appointment in respect of all classes of Shares.

The Investment Manager will receive: (a) an annual management fee of 1.75 per cent. of the net asset value attributable to the I Shares, plus VAT (if applicable); (b) an annual management fee of 2.25 per cent. of the net asset value attributable to the H Shares plus VAT (if applicable); and (c) a performance fee which is outlined in more detail below.

If the annual running costs of the Company in any year exceed 3.75 per cent. of the net assets of the Company, the Investment Manager will be responsible for the excess. For these purposes, annual running costs of the Company include, amongst other things, the annual management fees described above, the administrative services fee described in paragraph 1.3 below, Directors' remuneration, company secretarial and accounting fees, audit, taxation advice, sponsor's and registrar's fees and the costs of communicating with the Shareholders, but exclude irrecoverable VAT, trail commission payable to financial intermediaries and the Investment Manager's performance incentive fee described below.

Unless otherwise agreed from time to time between the Company and the Investment Manager, the Investment Manager will be responsible for external costs, such as legal and accounting fees, incurred in relation to the negotiation and (if applicable) completion of all VCT-qualifying investments. The Investment Manager retains the right to charge arrangement, monitoring, syndication, exit and directors' fees to the businesses in which the Company invests. Such charges are in line with industry practice and the arrangement fees typically amount to between 1 per cent. and 3 per cent. of the amount of each investment plus VAT (if applicable). The Investment Manager will normally nominate one of its directors to act as a director of each investee company.

In respect of the I Shares, once total paid or declared Dividends have reached £1.00 per I Share, all further amounts which, in the opinion of the Board are available to be distributed as Dividends, will be paid as to 80 per cent. as a Dividend to I Shareholders and 19 per cent. to the Investment Manager by way of a performance incentive fee. Once total paid or declared Dividends have reached £1.20 per I Share, all further amounts which, in the opinion of the Board are available to be distributed as Dividends, will be paid as to 70 per cent. as a Dividend to I Shareholders, and 29 per cent. to the Investment Manager by way of a performance incentive fee. The Company shall within fourteen days of the day on which a Dividend is made to I Shareholders pay the Investment Manager the performance fee due in respect of that Dividend.

In respect of the H Shares, once and for so long as cumulative Dividends paid or declared equal or exceed an average of 7p per H Share per annum, calculated from 5 April 2012, the Investment Manager will receive a performance incentive fee equal to 19 per cent. of the net asset value per H Share in excess of £1.00. Once and for so long as cumulative Dividends paid or declared equal or exceed an average of 14p per H Share per annum, calculated from 5 April 2012, the Investment Manager will receive a performance incentive fee equal to 29 per cent. of the net asset value per H Share in excess of £1.00. That calculation will be made on a six-monthly basis, by reference to the Company's published annual report and financial statements and the Company's published half-yearly financial statements. The Company shall pay the Investment Manager the performance incentive fee (if any) within fourteen days of the day on which the Board approves the Company's published annual report and financial statements or the Company's published half-yearly financial statements (as the case may be).

1.2 Deed of Variation

On 15 May 2018, the Company and the Investment Manager entered into the Deed of Variation, which, subject to Shareholder Approval, varies the terms of the Investment Management Agreement in respect of the Investment Manager's performance incentive fee relating to the I Shares.

The varied terms are described in paragraph 2 of Part 1 of this Circular.

1.3 Administrative Services Agreement

On 18 February 2013, the Company entered into an administrative services agreement with the Investment Manager with effect from 1 March 2013. The appointment may be terminated by either party on 12 months' notice. Under this agreement, the Investment Manager will receive an annual fee of £275,000 (plus VAT, if applicable) in total (across all classes of Shares) to be adjusted annually in accordance with RPI.

1.4 H Share Offer Agreement

On 15 January 2018, the Company entered into an offer agreement with the Investment Manager in respect of the H Share Top-Up Offer. Under this agreement, the Investment Manager agreed to manage and promote the H Share Top-Up Offer. As consideration for its services to the Company, the Investment Manager is entitled to receive an initial fee of 5 per cent. of the aggregate value of the gross proceeds of the H Share Top-Up Offer, and an annual fee equal to 0.25 per cent. of the gross proceeds of the H Share Top-Up Offer, for a period of four years.

2. No significant change

No significant change in the trading or financial position of the Company has occurred since 28 February 2018, the date to which the most recently published audited financial information of the Company was made up.

3. Directors' interests in Shares

As at the date of this Circular, the Directors are interested in Shares as noted below, all such Shares being beneficially owned unless otherwise stated:

	H Shares		I Shares		Total share capital	
	No.	% of class	No.	% of class	No.	% of issued share capital
Sir Robin Miller	8,361	0.07	50,091	0.07	58,452	0.07
Lord Flight	-	-	62,042	0.08	62,042	0.07
Terry Back	-	-	-	-	-	-
David Glick	175,785	1.52	130,491	0.18	306,276	0.36

The I Shares shown above as held by Lord Flight include 28,774 I Shares held by his wife, Lady Flight.

4. Substantial share interests

So far as the Company is aware, as at the date of this Circular, the only parties directly or indirectly interested in 3 per cent. or more of the issued share capital of the Company are:

- (i) Luna Nominees Limited, which holds, as nominee for third parties, a total of 6,894,474 Shares, representing 8.25 per cent. of the issued share capital of the Company as at the date of this Circular;

- (ii) UBS Private Banking Nominees Limited, which holds, as nominee for third parties, a total of 5,145,145 Shares, representing 6.07 per cent. of the issued share capital of the Company as at the date of this Circular; and
- (iii) CGWL Nominees Limited, which holds, as nominee for third parties, a total of 4,913,118 Shares, representing 5.80 per cent. of the issued share capital of the Company as at the date of this Circular.

5. Miscellaneous

- 5.1 The Company was incorporated on 8 September 2005 in England and Wales as a public company with limited liability. The principal legislation under which the Company operates is the Act. The Company's registered office and principal place of business is 1 Marylebone High Street, London W1U 4LZ.
- 5.2 Howard Kennedy Corporate Services LLP is acting for the Company and no one else in connection with the advice given to the Board referred to in this Circular. Howard Kennedy Corporate Services LLP is authorised and regulated in the United Kingdom by the Financial Conduct Authority (firm reference number 523524).
- 5.3 Howard Kennedy Corporate Services LLP has given and not withdrawn its consent to (i) the issue of this Circular with references to its name in the form and context in which such references appear and (ii) the inclusion of the statement on page 6 of this Circular that it has advised the Board that it considers the Deed of Variation to be fair and reasonable as far as the Shareholders are concerned.
- 5.4 The investment manager of the Company is Edge Investments Limited, which was incorporated on 13 July 2005 in England and Wales as a private company limited by shares and is authorised and regulated by the Financial Conduct Authority (firm reference number 455446).
- 5.5 As at the date of this Circular, the Company has 11,592,430 H Shares and 73,103,650 I Shares in issue; the total number of Shares in issue as at the date of this Circular is, therefore, 84,696,080.
- 5.6 As at the date of this Circular, no warrants or options to subscribe for Shares are outstanding.
- 5.7 As at the date of this Circular, the Company does not hold any treasury Shares.
- 5.8 Save for (i) the deeds of variation to the Investment Management dated 3 August 2016 and 31 October 2017 referred to in paragraph 1.1 above, (ii) the H Share offer agreement referred to in paragraph 1.4 above, (iii) the subscriptions by David Glick and Sir Robin Miller under the H Share Top-Up Offer and (iv) the Deed of Variation, the Company has not entered into any related party transactions during the financial years ended 29 February 2016, 28 February 2017 and 28 February 2018, nor since 28 February 2018.
- 5.9 None of the Directors has a service contract with the Company and no such contract is proposed.

6. Documents available for Inspection

Copies of the following documents are available for inspection from the date of this Circular at the registered office of the Company at 1 Marylebone High Street, London W1U 4LZ and at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until the conclusion of the General Meeting and the I Share Class Meeting and will also be available for inspection at the place of the General Meeting and the I Share Class Meeting during, and for at least 15 minutes before, the General Meeting and the I Share Class Meeting:

- 6.1 the consent letter from Howard Kennedy Corporate Services LLP referred to in paragraph 5.3 of this Part 2;
- 6.2 the material contracts referred to in paragraph 1 of this Part 2.

PART 3 - DEFINITIONS

In this Circular, the following terms have the respective meanings set out below, unless the context requires otherwise:

Act	the Companies Act 2006 (as amended)
Associate	has the meaning given in the Listing Rules
Board	the board of Directors from time to time
C Shares	C shares of 10p each in the capital of the Company
Circular	this document dated 15 May 2018
Company	Edge Performance VCT Public Limited Company
D Shares	D shares of 10p each in the capital of the Company
Deed of Variation	the deed of variation dated 15 May 2018 between the Company and the Investment Manager, varying certain terms of the Investment Management Agreement and the principal terms of which are summarised in paragraph 1.2 of Part 2 of this Circular
Disclosure and Transparency Rules	the disclosure and transparency rules issued by the FCA
Directors	the directors of the Company from time to time, the names of the current directors being set out on page 3 of this Circular
Dividends	for the purposes of the performance incentive fee payable to the Investment Manager: <ul style="list-style-type: none"> (a) a dividend of the Company to holders of the H Shares and/or I Shares (in respect of which such dividend is paid); (b) any distribution (as defined in section 829 (1) of the Act) to holders of the H Shares and/or I Shares; (c) any distribution by way of the reduction of the H Share capital and/or I Share capital of the Company; (d) any distribution of assets on the winding up of the Company; and (e) any other payment made by the Company to all holders of H Shares and/or I Shares as a class
E Shares	E shares of 10p each in the capital of the Company
FCA	the Financial Conduct Authority, or its successor regulator
F Shares	F shares of 10p each in the capital of the Company
Forms of Proxy	the forms of proxy for use at the General Meeting and the I Share Class Meeting
FSMA	the Financial Services and Markets Act 2000 (as amended)
G Shares	G shares of 10p each in the capital of the Company
General Meeting	the general meeting of the Company to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG at 10.20 am on 11 June 2018 (or any adjournment thereof)
H Share Top-Up Offer	the Company's non-prospectus offer for subscription for H Shares, as set out in the Company's offer document dated 15 January 2018
H Shares	H shares of 10p each in the capital of the Company
I Share Class Meeting	the meeting of the holders of I Shares to be held at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG at 10.50 am on 11 June 2018 (or as soon thereafter as the General Meeting shall have concluded or been adjourned) (or any adjournment thereof)
I Shares	I shares of 10p each in the capital of the Company
I Shareholders	holders of I Shares
Independent Shareholders	Shareholders other than the Investment Manager and its Associates

Investment Management Agreement	the investment management agreement dated 8 November 2013 between the Company and the Investment Manager, the principal terms of which are summarised in paragraph 1.1 of Part 2 of this Circular
Investment Manager	Edge Investments Limited, the current investment manager of the Company, which is authorised and regulated by the FCA (firm reference number 455446)
Listing Rules	the listing rules issued by the FCA in accordance with section 73A of FSMA
Notices	the notices of the General Meeting and the I Share Class Meeting set out on pages 12 to 15 of this Circular
Resolutions	the resolutions to be proposed at the General Meeting and the I Share Class Meeting, as set out in the Notices
Shareholder	a holder of H Shares and/or I Shares as the case may be
Shareholder Approval	the passing of the Resolutions
Shares	H Shares and/or I Shares as the case may be
Sponsor	Howard Kennedy Corporate Services LLP
VCT	a company which is, for the time being, approved as a venture capital trust under section 259 of the Income Tax Act 2007 (as amended)

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

(Incorporated in England and Wales with registered number 5558025)

(the "Company")

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at 10.20 am on 11 June 2018 at the offices of Howard Kenney LLP, No.1 London Bridge, London SE1 9BG for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

THAT the Deed of Variation as defined in, and details of which are set out in, the circular issued to the Company's shareholders dated 15 May 2018, be and is hereby approved.

Dated: 15 May 2018

By order of the Board

The City Partnership (UK) Limited

Company Secretary

Registered Office:

1 Marylebone High Street
London W1U 4LZ

Notes:

1. Only those shareholders registered on the Company's register of members at 10.20 am on 7 June 2018, or, if this meeting is adjourned, 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, shall be entitled to attend and vote at the meeting.
2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from www.edge.uk.com.
3. If you are a shareholder of the Company at the time and date set out in paragraph 1, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR.
5. To appoint a proxy, you must:
 - send a completed hard copy of the form of proxy to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or
 - send a legible scan of the completed hard copy of the form of proxy to proxies@shareregistrars.uk.com.

For a proxy appointment to be valid, the hard copy or e-mailed scan, as applicable, must be received as above, by no later than 10.20 am on 7 June 2018, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting.

6. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - by sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; or
 - by sending an e-mail, clearly stating your intention to revoke your proxy appointment, to proxies@shareregistrars.uk.com.

In either case, the revocation notice must be received as above by no later than 10.20 am on 7 June 2018, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. As at the date of this notice (15 May 2018), the Company's issued share capital comprises 11,592,430 H Shares and 73,103,650 I Shares. Each H and I 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 the date of this notice (15 May 2018) is 84,696,080.
9. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at this meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - by e-mail to info@edge.uk.com; or
 - by post to Shareholder Relations, Edge Performance VCT Public Limited Company, 1 Marylebone High Street, London W1U 4LZ; or
 - by telephone on 020 7317 1300.
11. You may not use any electronic address provided in this notice, or in any related documents, to communicate with the Company for any purposes other than those expressly stated.

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

(Incorporated in England and Wales with registered number 5558025)

(the "Company")

NOTICE OF CLASS MEETING OF HOLDERS OF I SHARES

Notice is hereby given that a class meeting of the holders of I shares of 10 pence each in the capital of the Company ("I Shares") will be held at 10.50 am on 11 June 2018 (or as soon thereafter as the general meeting convened for the same date shall have concluded or been adjourned) at the offices of Howard Kennedy LLP, No.1 London Bridge, London SE1 9BG. The class meeting will be held for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution.

In the event that the class meeting shall be adjourned, the adjourned class meeting will be held at 2.00 pm on 5 July 2018 at the offices of the Company at 1 Marylebone High Street, London W1U 4LZ.

SPECIAL RESOLUTION

THAT the Deed of Variation as defined in, and details of which are set out in, the circular issued to the Company's shareholders dated 15 May 2018, be and is hereby approved.

Dated: 15 May 2018

By order of the Board

The City Partnership (UK) Limited

Company Secretary

Registered Office:

1 Marylebone High Street
London W1U 4LZ

Notes:

1. Only those shareholders registered on the Company's register of members as holders of I Shares at 10.50 am on 7 June 2018, or, if this meeting is adjourned, 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting, shall be entitled to attend and vote at the meeting.
2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from www.edge.uk.com.
3. If you are a holder of I Shares at the time and date set out in paragraph 1, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.
5. To appoint a proxy, you must:
 - send a completed hard copy of the form of proxy to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR; or
 - send a legible scan of the completed hard copy of the form of proxy to proxies@shareregistrars.uk.com.

For a proxy appointment to be valid, the hard copy or e-mailed scan, as applicable, must be received as above, by no later than 10.50 am on 7 June 2018, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting.

6. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - by sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; or
 - by sending an e-mail, clearly stating your intention to revoke your proxy appointment, to proxies@shareregistrars.uk.com.

In either case, the revocation notice must be received as above by no later than 10.50 am on 7 June 2018, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. As at the date of this notice (15 May 2018), the Company has issued 73,103,650 I Shares. Each I Share carries the right to one vote at a class meeting of the holders of I Shares and, therefore, the total number of voting rights in the class of holders of I Shares as at the date of this notice (15 May 2018) is 73,103,650.
9. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at this meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. Except as provided above, shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - by e-mail to info@edge.uk.com; or
 - by post to Shareholder Relations, Edge Performance VCT Public Limited Company, 1 Marylebone High Street, London W1U 4LZ; or
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