

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 Form 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 9 and 10 of this Circular.

A Notice of a General Meeting of the Company to be held on 28 August 2020, is set out at the end of this Circular. You are requested to complete and return the Form of Proxy for the particular reasons set out below. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH as soon as possible and, in any event, so as to arrive no later than 48 hours prior to the time and date fixed for the General Meeting. Due to Government restrictions on meetings, attendance at the General Meeting will be limited to the minimum quorum required being present which will be made up of Shareholders who are Directors. To minimise this impact, the Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online.



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 a proposed new investment management agreement and administrative services agreement

Notice of General 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 unanimous recommendation to vote in favour of the Resolutions to be proposed at the General Meeting.

A Notice convening the General Meeting to be held at 10.00 am on 28 August 2020 is set out on pages 11 and 12 of this Circular.

To be valid, the Form of Proxy for use at the General Meeting that is enclosed with this Circular must be completed and returned so as to be received by The City Partnership (UK) Limited by no later than 48 hours (non-working days excluded) prior to the General Meeting.

CONTENTS

	Page
Part 1 – Letter from the Chairman	3
Part 2 - Additional information	7
Part 3 - Definitions	9
Notice of General Meeting	11

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):

Terry Back (Chairman)
Sir Robin Miller
Lord Flight
Sir Aubrey Brocklebank Bt.

Registered office:

1 Marylebone High Street
London
W1U 4LZ

30 July 2020

Dear Shareholder,

Proposed new investment management agreement, new administrative services agreement and notice of General Meeting

1. Introduction

I am writing to you to provide details of a proposed new investment management agreement and new administrative services agreement.

As announced by the Company on 13 May 2020 following a tender process for the position of the Company's investment manager, it has re-appointed, subject to Shareholder approval, Edge Investments Limited ("Investment Manager") under substantially revised investment management arrangements including a reduction of the 'I' Share class annual management fee from 1.75% of NAV to nil, and the removal of the cost cap and the performance incentive fee relating to the I Shares. A new administration agreement will also be entered into, subject to Shareholder approval, with a company connected to the Investment Manager, under which the annual administration fees will be reduced to £50,000. Further details of these proposed arrangements are set out below.

2. Existing IMA

On 8 November 2013, the Company and the Investment Manager entered into the Existing IMA, certain provisions of which have since been varied by agreements dated 3 August 2016, 31 October 2017, 15 May 2018 and 27 September 2018, pursuant to which the Investment Manager provides discretionary investment management services to the Company.

The Investment Manager's appointment was for an initial period ending on 11 April 2018 in respect of the I Shares and 11 April 2019 in respect of the H Shares and, thereafter, may be terminated by either party on 12 months' notice, 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 any other classes of Shares.

The Investment Manager receives (a) an annual management fee of 1.75 per cent. of the NAV attributable to the I Shares, plus VAT (if applicable); (b) an annual management fee of 2.25 per cent. of the NAV attributable to the H Shares plus VAT (if applicable); and (c) a performance incentive fee in respect of the H Shares 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 NAV of the Company (the "Annual Running Costs Cap"), the Investment Manager will be responsible for the excess, by way of a reduction in its annual management fee for the following year, and to the extent that the excess is greater than the annual management fee for that following year, by a payment by the Investment Manager to the Company of the balance of such 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 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. Any such excess payment is carried forward and can be recouped by the Investment Manager in future years to the extent that annual running

costs in any future year are below the Annual Running Costs Cap. At 29 February 2020 the excess payments which may potentially be recouped by the Investment Manager totalled £142,258, which will increase to £207,258 once the excess amount of £65,000 for the year ended 29 February 2020 has been paid by the Investment Manager.

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 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 NAV 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 NAV per H Share in excess of £1.00.

There is no performance incentive fee in respect of the I Shares.

3. Existing ASA

On 18 February 2013, the Company entered into the Existing ASA with the Investment Manager, with effect from 1 March 2013, pursuant to which the Investment Manager provides administrative and related services to the Company. The appointment may be terminated by either party on 12 months' notice. Under the Existing ASA, 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 the Retail Prices Index ("RPI"). The annual fee payable for the year ending 28 February 2021 is £324,419 (plus VAT, if applicable).

4. Reasons for the proposed new IMA and new ASA

As part of the Board's overall review of costs and the Company's operations, the Directors held discussions with a number of other potential investment managers during December 2019 and January 2020. This led to a formal tender process in April and May 2020.

Following that process, the Board concluded that the best course of action would be to reappoint the incumbent Investment Manager under the terms of the New IMA, and to appoint FAS under the terms of the new ASA, for the following principal reasons:

- The Board believes that the incumbent Investment Manager is best placed to maximise the value of the Company's investment in Coolabi Group Limited, being by far the single largest holding in the Company's investment portfolio (the value of which represented almost 70% of the Company's net assets as at 29 February 2020). Any alternate appointment could, in the Board's view, jeopardise the Company achieving best value for this investment in a timely manner.
- The Board is of the view, having regard to the need to maintain an appropriate level of diversification across the Company's portfolio, that any new investments by the H Share fund would each be very limited in amount, and with little or no ability for the Company to make follow-on investments, if desired. There is a co-investment policy in place between the Company and Edge Creative Enterprise Fund LP ("ECEEF"), a larger venture capital fund also focussed on the creative industries, and which is managed by a company under common ownership with the incumbent Investment Manager. Through this co-investment policy, which would cease if the incumbent Investment Manager were no longer the Investment Manager, the Board believes that the Company is able to participate in investments which would not otherwise be available to the H Share fund on its own.

Consequently, on 13 May 2020, the Company entered into the New IMA and New ASA, which are subject to the approval of Shareholders and will result in the further benefits for the Company set out in paragraphs 5 and 6 below.

5. New IMA

It is proposed that, subject to the passing of the Resolutions at the General Meeting, the New IMA will replace the Existing IMA. The main differences between the Existing IMA and the New IMA are as follows:

Management Fee

With effect from 1 March 2021, there will be no annual management fee in respect of the I Shares. The annual management fee relating to the H Shares will remain the same, namely 2.25 per cent. of the NAV attributable to the H Shares plus VAT (if applicable).

Annual Running Cost Cap

The Annual Running Costs Cap will cease with effect from the commencement of the New IMA. In the year ended 29 February 2020, the relevant running costs of the Company were equivalent to 3.98% of NAV (the NAV as at 29 February 2020), being £1,134,082 per annum. The Annual Running Costs Cap will be reintroduced on the same terms as previously (at 3.5% of NAV) for the Company's accounting period ending on 28 February 2023 or, if earlier, when the net proceeds of any share offer by the Company results in the net assets attributable to the H Shares for an accounting period exceeding £11,426,053.

Costs in excess of the Annual Running Cost Cap

Excess payments by the Investment Manager in respect of past years and which are still potentially recoverable from the Company by the Investment Manager under the Annual Running Cost Cap arrangements, totalling £207,258 after taking into account the £65,000 excess payment to be made by the Investment Manager for the year ended 29 February 2020 (which will be paid within 21 days of the Company's 2020 annual general meeting) have been written off, and will accordingly no longer be recoverable by the Investment Manager.

Term

The Investment Manager's appointment will be treated as having commenced on 13 May 2020 (subject to Shareholder approval) and will continue until the first accounting reference date of the Company falling no less than twelve (12) months after the date of service by either the Company or the Investment Manager on the other of notice of termination of the Investment Manager's appointment.

Save in respect of the above provisions, the provisions of the New IMA, including the performance incentive fee relating to the H Shares (see above for details, under the heading "Existing IMA") are the same as the Existing IMA.

6. New ASA

It is proposed that, subject to the passing of the Resolutions at the General Meeting, FAS shall take over the provision of administrative and related services to the Company with effect from 1 March 2021. FAS is currently wholly owned by David Glick, who is also the controlling shareholder and a director of the Investment Manager. The differences between the Existing ASA and the New ASA are as follows:

Administration Fee

The administration fee is to be reduced from £275,000 per annum (with increases linked to RPI, resulting in a fee for the year ending 28 February 2021 of £324,419) to £50,000 per annum (with no increases linked to RPI).

Term

FAS's appointment will commence on 1 March 2021 and will continue until the first accounting reference date of the Company falling no less than twelve (12) months after the date of service by either the Company or FAS on the other of notice of termination of FAS's appointment.

Save in respect of the above provisions, the provisions of the New ASA are the same as the Existing ASA.

7. Shareholder Approval

Under the Listing Rules, the Investment Manager is a related party of the Company. FAS is also a related party of the Company as FAS is owned by a former director of the Company, David Glick, who ceased to be a director of the Company within the past 12 months and, therefore, both the New IMA and New ASA constitute related party transactions requiring the approval of the Independent Shareholders under the Listing Rules. David Glick is also,

indirectly, the majority shareholder of the Investment Manager. For the purpose of determining what action the Company is required to take in respect of the New IMA and the New ASA, the Listing Rules require them be aggregated with each other, as they are both arrangements with entities connected to David Glick. Accordingly, both the New IMA and the New ASA are subject to the approval of Independent Shareholders at the General Meeting.

8. Risk Factors

If the Resolutions are not passed, the Existing IMA and the Existing ASA will continue and the benefits that will result from the New IMA and the New ASA will not be received. If the Resolutions are passed, dependent on when any notice is served, the applicable notice periods under both the New IMA and New ASA may be extended beyond the current rolling 12 months.

9. General Meeting

General Meeting

Pages 11 and 12 of this Circular contain a notice convening the General Meeting of the Company to be held at 10.00 am on 28 August 2020, where the Resolutions will be proposed to approve the New IMA and the New ASA.

10. Action to be taken by Shareholders

It is important that you complete the Form of Proxy and return it to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH so as to be received as soon as possible, and in any event by no later than 48 hours prior to the time of the General Meeting. Please see note 6 in the Notice of General Meeting for alternative options for submitting your proxy vote (including electronic appointment). Due to the Government restrictions on meetings, attendance at the General Meeting will be limited to the minimum quorum required being present which will be made up of Shareholders who are Directors. To minimise this impact, the Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online.

11. Recommendation

The Board considers that Resolution 1 to approve the the New IMA is in the best interests of the Company and the Shareholders as a whole and recommends that Shareholders vote in favour of the Resolution.

The Board considers that Resolution 2 to approve the the New ASA is in the best interests of the Company and the Shareholders as a whole and recommends that Shareholders vote in favour of the Resolution.

The Board, which has been so advised by the Sponsor, believes that the New IMA and New ASA are 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 New IMA and the New ASA.

General Meeting

All of the Directors intend to vote in favour of the Resolutions to be proposed at the General Meeting in respect of all their own aggregate beneficial shareholdings of 8,361 H Shares and 83,359 I Shares, representing approximately 0.072 per cent. of the issued H Shares and approximately 0.114 per cent. of the issued I Shares, and in aggregate representing approximately 0.108 per cent. of the total issued Shares.

The Investment Manager has undertaken to take all reasonable steps to ensure that its Associates and David Glick will not vote on the Resolutions.

Yours faithfully

Terry Back
Chairman

PART 2 - ADDITIONAL INFORMATION

1. Responsibility

The Directors, whose names appear on page 3, accept responsibility for the information contained in this document. To the best of the knowledge of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Material Contracts

Other than the contracts listed in paragraphs 2.1 to 2.6 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.

- 2.1 The Existing IMA, details of which are set out in Part 1 of this Circular.
- 2.2 The New IMA, details of which are set out in Part 1 of this Circular, and which is subject to the approval of the Independent Shareholders at the General Meeting.
- 2.3 The Existing ASA, details of which are set out in Part 1 of this Circular.
- 2.4 The New ASA, details of which are set out in Part 1 of this Circular, and which is subject to the approval of the Independent Shareholders at the General Meeting.
- 2.5 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 received an initial fee of 5 per cent. of the aggregate value of the gross proceeds of the H Share Top-Up Offer, and is entitled to receive 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.

- 2.6 A letter agreement dated 13 May 2020 between the Company and the Investment Manager, subject to the approval of the Independent Shareholders at the General Meeting, terminating the Existing ASA

3. No significant change

The Board carried out a review of the Company's portfolio in light of the Covid-19 pandemic; on 21 April 2020, the Company announced that the unaudited NAV of the H Share class as at 31 March 2020 was £7,685,368 (66.30p per H Share, a reduction of 17.04% since the last published unaudited valuation as at 31 August 2019) and that the unaudited NAV of the I Share class as at 31 March 2020 was £20,005,707 (27.37p per I Share, a reduction of 12.01% since the last published unaudited valuation as at 31 August 2019). Save in respect of these decreases in NAVs, there has been no significant change in the financial position of the Company since 29 February 2020, the date to which the most recently published audited financial information of the Company was made up.

4. 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	0.072	50,091	0.069	58,452	0.069
Lord Flight	0	0.000	62,042	0.085	62,042	0.073
Terry Back	0	0.000	0	0.000	0	0.000
Sir Aubrey Brocklebank	0	0.000	0	0.000	0	0.000

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

5. Substantial share interests

- 5.1 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 6,865,701 Shares, representing 8.106279535 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 4,855,527 Shares, representing 5.732882797 per cent. of the issued share capital of the Company as at the date of this Circular;
 - (iii) CGWL Nominees Limited, which holds, as nominee for third parties, a total of 4,430,488 Shares, representing 5.23104257 per cent. of the issued share capital of the Company as at the date of this Circular.

6. Miscellaneous

- 6.1 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.
- 6.2 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).
- 6.3 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 New IMA and the New ASA to be fair and reasonable as far as the Shareholders are concerned.
- 6.4 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 FCA (firm reference number 455446).
- 6.5 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.
- 6.6 As at the date of this Circular, no warrants or options to subscribe for Shares are outstanding.
- 6.7 As at the date of this Circular, the Company does not hold any treasury Shares.
- 6.8 Save for the New IMA, the New ASA and the letter agreement referred to in paragraph 2.6 of this Part 2, the Company has not entered into any related party transactions since 29 February 2020, the date of the Company's last published audited financial information.
- 6.9 None of the Directors has a service contract with the Company and no such contract is proposed.

7. Document available for inspection

The Company's articles of association 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 during normal business hours on any day (Saturdays, Sundays and public holidays excepted) until the conclusion of the General Meeting.

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	the former C shares of 10p each in the capital of the Company
Circular	this document dated 30 July 2020
Company	Edge Performance VCT Public Limited Company
D Shares	the former D shares of 10p each in the capital of the Company
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
E Shares	the former E shares of 10p each in the capital of the Company
Existing ASA	the administrative services agreement dated 18 February 2013 between the Company and the Investment Manager, the principal terms of which are summarised in Part 1 of this Circular
Existing IMA	the investment management agreement dated 8 November 2013, as subsequently varied, between the Company and the Investment Manager, the principal terms of which are summarised in Part 1 of this Circular
FAS	Lupfaw 318 Limited, trading as Fund Administration Services (company number 07520935)
FCA	the Financial Conduct Authority, or its successor regulator
F Shares	the former F shares of 10p each in the capital of the Company
Form of Proxy	the form of proxy for use at the General Meeting
FSMA	the Financial Services and Markets Act 2000 (as amended)
G Shares	the former G shares of 10p each in the capital of the Company
General Meeting	the general meeting of the Company to be held at 10.00 am on 28 August 2020 (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
Independent Shareholders	Shareholders other than the Investment Manager and its Associates
Investment Manager	Edge Investments Limited, (company number 05507396) which is authorised and regulated by the FCA (firm reference number 455446)
I Shares	I shares of 10p each in the capital of the Company
Listing Rules	the listing rules issued by the FCA in accordance with section 73A of FSMA
NAV	net asset value
New ASA	the administrative services agreement dated 13 May 2020 (as varied on 30 July 2020) between the Company and FAS, which is subject to the approval of the Independent Shareholders at the General Meeting, the principal terms of which are summarised in Part 1 of this Circular
New IMA	the investment management agreement dated 13 May 2020 (as varied on 30 July 2020) between the Company and the Investment Manager, which is subject to the approval of the Independent Shareholders at the General Meeting, the principal terms of which are summarised in Part 1 of this Circular

Notice	the notice of the General Meeting set out on pages 11 and 12 of this Circular
Resolutions	the resolutions to be proposed at the General Meeting, as set out in the Notice, and each a "Resolution"
Shareholder	a holder of H Shares and/or I Shares as the case may be
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 Income Tax Act 2007 (as amended)

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

(Incorporated in England and Wales with registered number 5558025)
(the "Company")

Due to the Government restrictions on meetings, attendance at the General Meeting will be limited to the minimum quorum required being present which will be made up of Shareholders who are Directors. To minimise this impact Shareholders should vote by proxy, and where possible, to vote by proxy online.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the Company will be held at 10.00 am on 28 August 2020 for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. **THAT**, conditional on the passing of Resolution 2, the New IMA, as defined in, and details of which are set out in, the circular issued to the Company's shareholders dated 30 July 2020, be and is hereby approved.
2. **THAT**, conditional on the passing of Resolution 1, the New ASA, as defined in, and details of which are set out in, the circular issued to the Company's shareholders dated 30 July 2020, be and is hereby approved.

Dated: 30 July 2020

By order of the Board

The City Partnership (UK) Limited
Company Secretary

Registered Office:

1 Marylebone High Street
London
W1U 4LZ

Notes:

1. Due to the Government restrictions on meetings, attendance at the General Meeting will be limited to the minimum quorum required being present which will be made up of Shareholders who are Directors. To minimise this impact, the Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online. Only those Shareholders registered on the Company's register of members at close of business on 26 August 2020, or, if the General Meeting is adjourned, at close of business two days (excluding non-working days) prior to the date set for the adjourned General Meeting, shall be entitled to vote at the General 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 at the time and date set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the General Meeting and you should have received a Form of Proxy with this Notice. If you have not received a Form of Proxy please contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy. Due to the Government restrictions on meetings, attendance at the General Meeting will be limited to the minimum quorum required being present which will be made up of Shareholders who are Directors. Accordingly, when completing their Form of Proxy Shareholders are urged to appoint the Chairman of the General Meeting as their proxy. Any other appointee may not be permitted to attend the virtual General Meeting
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares, but see 3. above You may not appoint more than one proxy to exercise rights attached to any one Share. To appoint more than one proxy, contact The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH.
5. To appoint a proxy, you must:
 - send a completed hard copy of the Form of Proxy to The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH; or
 - send a legible scan of the completed hard copy of the Form of Proxy to proxies@city.uk.com; or
 - appoint a proxy electronically via the registrar's on-line Proxy Voting App at <https://proxy-edge.cpip.io>. You will need your City Investor Number (CIN) and your Access Code which are shown on the attendance card(s) enclosed.
6. For a proxy appointment to be valid, the hard copy, e-mailed scan or electronic appointment, as applicable, must be received as above, by no later than 10.00 am on 26 August 2020, or if the General Meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned General Meeting. When completing their Form of Proxy Shareholders are urged to appoint the Chairman of the General Meeting as their proxy. Any other appointee may not be permitted to attend the virtual General Meeting. 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 The City Partnership (UK) Limited, Suite 2 Park Valley House, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. 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@city.uk.com; or
 - by amending or deleting your proxy vote electronically via the registrar's on-line Proxy Voting App at <https://proxy-edge.cpip.io>. You will need your City Investor Number (CIN) and your Access Code which are shown on the attendance card(s) enclosed

In either case, the revocation notice must be received as above by no later than 10.00 am on 26 August 2020, or if the General Meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned General 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. As at the date of this Notice (30 July 2020), the Company's issued Share capital comprises 8,592,430 H Shares and 73,103,650 I Shares. Each H Share 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 (30 July 2020) is 84,696,080.
8. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at the General 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.
9. Except as provided above, Shareholders who have general queries about the General 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 +44 (0)20 7317 1300.
10. 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.