

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other appropriately qualified independent financial adviser, authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are resident in a territory outside of the United Kingdom.

If you have sold, transferred or otherwise disposed of all your Shares in Edge Performance VCT public limited company (the “Company”), please pass this document, the accompanying Forms of Proxy and the annual report and financial statements of the Company for the financial year ended 28 February 2021 (the “Annual Report and Financial Statements”) as soon as possible to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold, transferred or otherwise disposed of only part of your holding of Shares in the Company, you should retain this document, the accompanying Forms of Proxy and the Annual Report and Financial Statements and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.



EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

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

Notice of the Reconvened Annual General Meeting and Notice of a General Meeting and Proposed Reduction of Capital

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part 1 of this document in which the Board unanimously recommends that Shareholders vote in favour of the resolutions to be proposed at the Meetings referred to below.

Capitalised terms used in this document have the meanings ascribed to them in Part 2 of this document.

The contents of this document should not be construed as legal, financial or tax advice. Each Shareholder should consult their own legal, financial or tax adviser for legal, financial or tax advice (as appropriate).

Notices of the Reconvened Annual General Meeting and the General Meeting to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on 17 January 2022, commencing respectively at 10.00 a.m. and 10.15 a.m. (or, in the case of the General Meeting, as soon thereafter as the Reconvened Annual General Meeting concludes or is adjourned), are set out at the end of this document.

The action to be taken by Shareholders in respect of each Meeting is set out on page 10 of this document. Whether or not you intend to be present at any Meeting, you are requested to complete, sign and return the Forms of Proxy for use in respect of the Reconvened Annual General Meeting and the General Meeting which accompany this document. To be valid, the Forms of Proxy must be completed and signed in accordance with the instructions printed thereon and delivered to the Company's registrar, The City Partnership (UK) Limited at The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH as soon as possible, but in any event so as to arrive not later than 10.00 a.m. on 13 January 2022 in the case of the Form of Proxy for the Reconvened Annual General Meeting, and not later than 10.15 a.m. on 13 January 2022 in the case of the Form of Proxy for the General Meeting (or, in the case of an adjournment of any Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the relevant adjourned Meeting). Alternatively, Shareholders may complete Forms of Proxy electronically via the Registrar's online proxy voting app at <http://proxy-edge.cpip.io>. Instructions for this option are given in note 3 in the Notice of each Meeting.

If you hold Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to the Company's Registrar (CREST participant ID 8RA57). Alternatively, you may give proxy instructions by logging onto www.euroclear.com and following the instructions. Proxies sent electronically must be sent as soon as possible and, in any event so as to be received by not later than 10.00 a.m. on 13 January 2022 in the case of proxies for the Reconvened Annual General Meeting, and not later than 10.15 a.m. on 13 January 2022 in the case of proxies for the General Meeting (or, in the case of an adjournment of any Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the relevant adjourned Meeting).

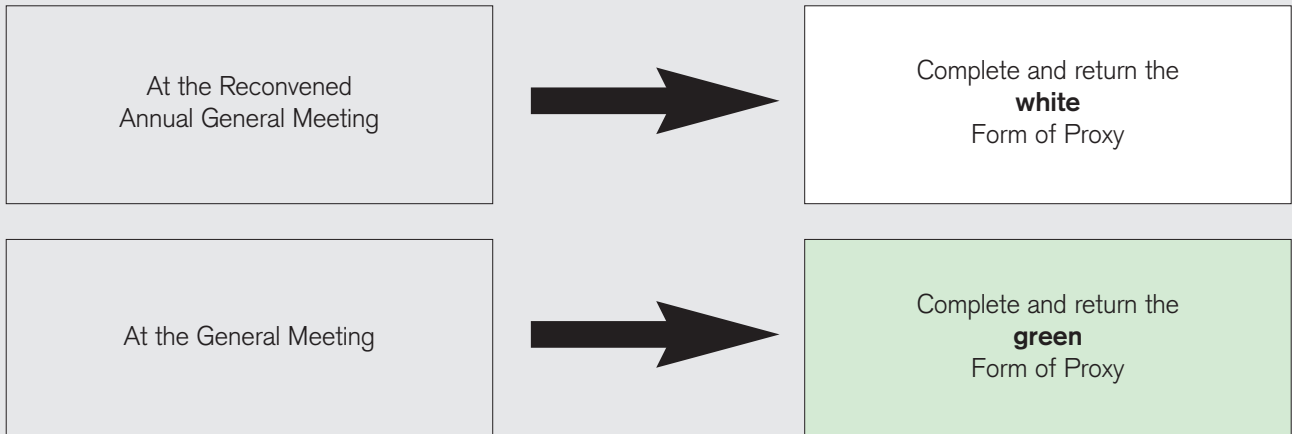
The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the relevant Meeting, or any adjournment thereof, if you wish to do so and are so entitled.

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SUMMARY OF ACTION TO BE TAKEN

To vote:



Alternatively, Shareholders may complete Forms of Proxy electronically via the Registrar's online proxy voting app at <http://proxy-edge.cpip.io>. Instructions for this option are given in note 3 in the Notice of each Meeting.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this circular	20 December 2021
Latest time and date for receipt of Forms of Proxy for the Reconvened Annual General Meeting	10.00 a.m. on 13 January 2022
Latest time and date for receipt of Forms of Proxy for the General Meeting	10.15 a.m. on 13 January 2022
Reconvened Annual General Meeting	10.00 a.m. on 17 January 2022
General Meeting	10.15 a.m. on 17 January 2022 ²
Final Court hearing to confirm the Reduction of Capital	10.30 a.m. on 8 March 2022 ³

Notes:

1. References to times in this document are to London times unless otherwise stated. The times and dates set out in the timetable above and referred to throughout this document may be adjusted by the Company. Any changes to the expected timetable will be notified by the Company through a Regulatory Information Service announcement.
2. Or as soon thereafter as the Reconvened Annual General Meeting concludes or is adjourned.
3. This time and date is provisional only and may be subject to change.

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:

Terry Back (*Chairman*)
Sir Peter Bazalgette
Sir Aubrey Brocklebank

Registered office:

1 Marylebone High Street
London
W1U 4LZ

20 December 2021

Dear Shareholders

Notice of the Reconvened Annual General Meeting, Notice of a General Meeting and Proposed Reduction of Capital

INTRODUCTION

I am writing to inform you that your Board has determined to reconvene the Company's 2021 annual general meeting (the "**Reconvened Annual General Meeting**") at 10.00 a.m. on 17 January 2022 at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY. Notice of the Reconvened Annual General Meeting is set out at the end of this document. A copy of the annual report and financial statements of the Company for the financial period ended 28 February 2021, which contains the Directors' reports and the Auditor's report on such financial statements, accompanies this document.

I am also writing to inform you that your Board has determined to convene a separate general meeting of the Company (the "**General Meeting**") at 10.15 a.m. on 17 January 2022 at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY to consider other business which would ordinarily be conducted at the Company's annual general meeting and, as a matter of special business, to consider a special resolution to approve the reduction and cancellation of the Company's capital redemption reserve and share premium account (the "**Reduction of Capital**") in order to improve the Company's distributable reserves position. Notice of the General Meeting is set out at the end of this document.

This letter explains the background to, and reasons for, the Meetings and the business to be conducted at the Meetings and contains a recommendation from your Board that you vote in favour of all of the resolutions to be proposed at the Meetings.

THE RECONVENED ANNUAL GENERAL MEETING

As you may recall, I wrote to Shareholders on 5 August 2021 to explain the Board's decision to adjourn the Company's 2021 annual general meeting because the Company's Annual Report and Financial Statements were not finalised and available for distribution at the time of publication of the notice of the annual general meeting. Your Board determined that the business of the annual general meeting could not have been properly conducted on 31 August 2021 (being the date of the original annual general meeting) in the absence of the finalised Annual Report and Financial Statements.

The Annual Report and Financial Statements are now available for distribution, a copy of which is enclosed with this document, and the Board believes that it is in Shareholders' best interests to proceed with holding the Reconvened Annual General Meeting. The business to be conducted at the Reconvened Annual General Meeting is set out in the Notice of the Reconvened Annual General Meeting at pages 13 to 16 (inclusive) of this document and is in all respects the same as that which was to be conducted at the original annual general meeting. Shareholders are being asked to consider and vote on the resolutions set out in that Notice, which relate to customary business conducted at an annual general meeting.

Summary of the resolutions to be proposed at the Reconvened Annual General Meeting

Five resolutions will be proposed at the Reconvened Annual General Meeting (together, the “**AGM Resolutions**”). Each resolution will be proposed as an ordinary resolution and, accordingly, each will be passed if more than 50 per cent. of the votes cast are in favour of the relevant resolution. All of the AGM Resolutions comprise ordinary business to be proposed at the Reconvened Annual General Meeting.

The AGM Resolutions are summarised below.

AGM Resolution 1: Company’s Annual Report and Financial Statements

AGM Resolution 1 proposes the receipt and adoption of the Annual Report and Financial Statements, including the reports of the Directors and the Auditor’s report for the year ended 28 February 2021, which the Directors must lay before Shareholders in a general meeting.

AGM Resolution 2: Directors’ Remuneration Report

AGM Resolution 2 is to approve the Directors’ annual report on remuneration on pages 22 to 24 of the Annual Report and Financial Statements. Section 439 of the Companies Act requires that a Directors’ remuneration report is put to a vote of Shareholders at the Reconvened Annual General Meeting. This vote is advisory and the Directors’ entitlement to receive remuneration is not conditional on the passing of this resolution.

AGM Resolution 3: Election of Sir Peter Bazalgette

The Company’s Articles require that any person who is appointed as a Director by the Board shall hold office until the next annual general meeting following their appointment and shall then be eligible to submit themselves for election by Shareholders. Sir Peter Bazalgette was appointed to the Board with effect from 21 December 2020 and is therefore standing for election at the Reconvened Annual General Meeting, being the Company’s first annual general meeting following his appointment.

The Board confirms that, following a continual Board performance evaluation process, Sir Peter Bazalgette has made a valuable contribution to the Board since his appointment and the Board is satisfied that he will continue to make an effective contribution.

AGM Resolutions 4 and 5: Re-appointment and remuneration of the Auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before Shareholders, to hold office until the end of the next such meeting. AGM Resolution 4 proposes, therefore, the re-appointment of UHY Hacker Young LLP as the Company’s auditor. AGM Resolution 5 seeks authority for the Directors to determine the Auditor’s remuneration.

THE GENERAL MEETING

In addition to the business to be conducted at the Reconvened Annual General Meeting, your Board believes that it is in Shareholders’ best interests to consider and vote on additional resolutions in respect of business which would ordinarily be conducted at the Company’s annual general meeting and, as a matter of special business, to consider and vote on a special resolution to approve the Reduction of Capital, at the General Meeting. The business to be conducted at the General Meeting is set out in the Notice of the General Meeting at pages 17 to 20 (inclusive) of this document.

Summary of the resolutions to be proposed at the General Meeting

Six resolutions will be proposed at the General Meeting (together, the “**GM Resolutions**”). GM Resolutions 1 to 3, inclusive, will be proposed as ordinary resolutions and, accordingly, each will be passed if more than 50 per cent. of the votes cast are in favour of the relevant resolution. GM Resolutions 4 to 6, inclusive, will be proposed as special resolutions and, accordingly, each will require not less than 75 per cent. of the votes cast to be in favour of it in order to be passed.

The GM Resolutions are summarised below.

GM Resolutions 1 and 2: Re-election of Terry Back and Sir Aubrey Brocklebank

In accordance with the AIC Code of Corporate Governance, all Directors are subject to annual re-election. Accordingly, GM Resolutions 1 and 2 propose that Terry Back and Sir Aubrey Brocklebank be re-elected as Directors of the Company.

The Board confirms that, following a continual Board performance evaluation process, each of Terry Back and Sir Aubrey Brocklebank has made a valuable contribution to the Board and the Board is satisfied that each of them will continue to make an effective contribution.

GM Resolution 3: Renewal of Directors' authority to allot shares

By virtue of section 551 of the Companies Act, the Directors require the authority of the Shareholders of the Company to allot shares in the Company. GM Resolution 3 authorises the Directors to make allotments of additional Shares with a total nominal value of no more than 10 per cent. of the issued Share capital of the Company at the date of the passing of the resolution. The Directors have no present intention of exercising the authority given by this resolution. This authority will be effective until the later of (i) the date of the Company's next annual general meeting in 2022, and (ii) 15 months after the date on which this resolution is passed (unless the authority is previously revoked, varied or extended by the Company in general meeting).

GM Resolution 4: Disapplication of statutory pre-emption rights

GM Resolution 4 supplements the authority to allot shares in the Company proposed to be conferred on the Directors by GM Resolution 3, by disapplying statutory pre-emption rights in respect of the Directors' authority to allot shares up to a total nominal value of no more than 10 per cent. of the issued share capital of the Company at the date of the passing of the resolution. This authority will be effective until the later of (i) the date of the Company's next annual general meeting in 2022, and (ii) 15 months after the date on which this resolution is passed (unless the authority is previously renewed, varied or revoked by the Company in general meeting).

GM Resolution 5: Purchase of shares by the Company

GM Resolution 5 authorises the Company, for the purposes of section 701 of the Companies Act, to make market purchases of Shares provided that:

- (a) such authority is limited to the purchase of up to 14.99 per cent. of the issued Share capital at the date of the passing of the resolution;
- (b) the maximum price (exclusive of expenses) which may be paid for a Share shall be the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for Shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days immediately preceding the day on which the purchase is made; and (ii) the value of the Company's Shares calculated on the basis of the higher of the price quoted for the last independent trade of, and the highest current independent bid for, any number of the Company's Shares on the trading venue where the purchase is carried out;
- (c) the Company may make a contract to purchase its own Shares under this authority prior to the expiry of this authority, and the Company may make a purchase of its own Shares in pursuance of any such contract; and
- (d) this power, unless previously varied, revoked or renewed, shall expire at the later of (i) the date of the Company's next annual general meeting in 2022, and (ii) 15 months after the date on which this resolution is passed (unless the authority is previously renewed, varied or revoked by the Company in general meeting).

The Directors will only exercise the authority conferred by GM Resolution 5 after careful consideration and when to do so would be in the best interests of Shareholders generally. Any purchase of Shares would be made by means of a market purchase through the London Stock Exchange and Shares purchased would either be cancelled (and the number of Shares in issue reduced accordingly) or held as treasury shares.

As at the Latest Practicable Date, the Company had no share warrants or options over shares outstanding, and the Company held no Shares in treasury.

GM Resolution 6: Reduction of Capital

Following the payment of the recent interim dividend to the holders of the Company's former I shares, the Company has only a small amount of distributable reserves remaining. This position may limit the Company's ability to buy back Shares and pay further dividends to Shareholders in the future.

Under the Companies Act and the Companies Order 2008, a company may, with the sanction of a special resolution of its shareholders and the confirmation of the court, reduce or cancel all or part of its existing share capital and apply the sums resulting from such reduction to, among other things, create distributable reserves.

Your Board is committed to facilitating the future payment of dividends and offering Shareholders the ability to sell their Shares back to the Company. Accordingly, your Board is proposing to reduce and cancel the Company's capital redemption reserve and part of its share premium account. Subject to confirmation by the High Court of Justice in London (the "**Court**") and the Reduction of Capital taking effect, the amounts so cancelled will be credited to the Company's distributable reserves. This will improve the Company's distributable reserves position and will provide the Company with flexibility to support, amongst other things, Share buy-backs and the payment of dividends or other distributions to Shareholders in the future.

It is expected that, as at the date of the General Meeting, the amount standing to the credit of the Company's capital redemption reserve will be approximately £11,425,404. The Company proposes to cancel the entirety of this reserve.

It is expected that, as at the date of the General Meeting, the amount standing to the credit of the Company's share premium account will be approximately £3,318,389. The Company proposes to cancel the entirety of this amount.

GM Resolution 6 is a composite resolution providing for the cancellation of (i) the entire balance standing to the credit of the Company's capital redemption reserve, and (ii) the balance standing to the credit of the Company's share premium account.

As noted above, under the Companies Act, the Reduction of Capital is conditional on the approval of the Company's Shareholders and confirmation by the Court. The Company intends to make an application to the Court to confirm the Reduction of Capital promptly after the conclusion of the Meetings provided that GM Resolution 6 is passed. It is anticipated that an initial Court hearing in relation to the Reduction of Capital will take place on 9 February 2022, with the final Court hearing expected to take place on 8 March 2022, and that the Reduction of Capital will become effective by 14 March 2022 following registration of the Court order at Companies House.

The Court will need to be satisfied that the interests of the creditors (including contingent creditors) of the Company, whose debts remain outstanding on the date that the Reduction of Capital becomes effective, will be protected and will not be prejudiced. It is the Board's intention, if GM Resolution 6 is passed by Shareholders, to adduce evidence as to the Company's financial position and take any other appropriate steps to satisfy the Court that the Company's creditors will not be so prejudiced.

Shareholders should note that if the Court declines to confirm the Reduction of Capital, then the cancellation of the capital redemption reserve and part of the share premium account will not take place.

THE MEETINGS

The formal notices convening the Meetings, each to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on 17 January 2022, are set out at the back of this document.

In accordance with the Articles, all Shareholders present in person or by proxy at each of the Meetings shall have one vote on a show of hands and, on a poll, shall have one vote in respect of each Share held. Voting at each of the Meetings will be carried out by way of a poll.

In order to ensure that a quorum is present at each of the Meetings, it is necessary for at least two Shareholders entitled to vote to be present, whether in person or by proxy.

ACTION TO BE TAKEN

Forms of Proxy for use in connection with the Meetings are enclosed with this document as follows:

- (a) for the Reconvened Annual General Meeting, a white Form of Proxy; and
- (b) for the General Meeting, a green Form of Proxy.

Whether or not you propose to attend any Meeting in person, you are requested either to appoint a proxy or proxies electronically via the Registrar's online proxy voting app at <https://proxy-edge.cpip.io> (see note 3 in the Notice of each Meeting for instructions) or to complete and sign the Forms of Proxy. Completed Forms of Proxy should be returned by post to The City Partnership (UK) Limited at The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH as soon as possible, but in any event so as to be received by the Registrar not later than:

- (a) 10.00 a.m. on 13 January 2022 in relation to the white Form of Proxy for the Reconvened Annual General Meeting; and
- (b) 10.15 a.m. on 13 January 2022 in relation to the green Form of Proxy for the General Meeting.

Unless the relevant Form of Proxy is received by the relevant date and time set out above, it will be invalid. The lodging of a Form of Proxy will not prevent you from attending the relevant Meeting and voting in person if you are entitled to do so.

If you hold Shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to the Registrar (CREST Participant ID 8RA57) so that it is received no later than the relevant time set out in paragraphs (a) and (b) above. The time of receipt will be taken to be the time from which the Company's Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Unless the CREST Proxy Instruction is received by the relevant date and time above it will be invalid.

RECOMMENDATION

The Board considers that all the resolutions to be proposed at the Meetings are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that you vote in favour of all of the resolutions as each Director intends to do in respect of his own beneficial shareholdings.

Yours faithfully,

Terry Back
Chairman

PART 2

DEFINITIONS

Unless the context otherwise requires, the following words and expressions have the following meanings in this document:

AGM Resolutions	the ordinary resolutions to be proposed at the Reconvened Annual General Meeting, as set out in the Notice of the Reconvened Annual General Meeting
Annual Report and Financial Statements	the annual report and financial statements of the Company for the year ended 28 February 2021, a copy of which accompanies this document
Articles	the articles of association of the Company
Auditor	UHY Hacker Young LLP
Board	the board of Directors or any duly constituted committee thereof
Companies Act	the Companies Act 2006, as amended
Companies Order 2008	the Companies (Reduction of Share Capital) Order 2008
Company	Edge Performance VCT public limited company, a company incorporated in England and Wales (registered number 05558025) whose registered office is at 1 Marylebone High Street, London W1U 4LZ
Court	the High Court of Justice of England and Wales in London
Directors	the directors of the Company
FCA	the Financial Conduct Authority of the United Kingdom, including any replacement or substitute thereof and any regulatory body or person succeeding, in whole or in part, to the functions thereof
Forms of Proxy	the forms of proxy for use by Shareholders in respect of the Reconvened Annual General Meeting and the General Meeting, and " Form of Proxy " shall mean either of them as the context requires
FSMA	the Financial Services and Markets Act 2000, as amended
General Meeting	the general meeting of the Company to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on Monday, 17 January 2022 at 10.15 a.m. (or as soon thereafter as the Reconvened Annual General Meeting concludes or is adjourned)
GM Resolutions	the ordinary and special resolutions to be proposed at the General Meeting, as set out in the Notice of the General Meeting
Latest Practicable Date	19 December 2021
London Stock Exchange	London Stock Exchange plc
Meetings	the Reconvened Annual General Meeting and the General Meeting, and " Meeting " shall mean either of them as the context requires
Notice or Notice of Meeting	the respective notices of the Reconvened Annual General Meeting (the " Notice of the Reconvened Annual General Meeting ") and the General Meeting (the " Notice of the General Meeting "), as appropriate, each as set out at the end of this document

Reconvened Annual General Meeting

the reconvened annual general meeting of the Company to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on Monday, 17 January 2022 at 10.00 a.m.

Reduction of Capital

the proposed cancellation of the Company's capital redemption reserve and share premium account, all as described in this document

Registrar

The City Partnership (UK) Limited, a company incorporated in Scotland (registered number SC269164) whose registered office is at 110 George Street, Edinburgh, Scotland EH2 4LH

Regulatory Information Service or RIS

any of the regulatory information services set out in Appendix 3 of the listing rules of the FCA

Shareholders

holders of Shares

Shares

H shares of £0.10 each in the capital of the Company

VCT

a venture capital trust, as defined in section 259 of the Income Tax Act 2007

NOTICE OF RECONVENED ANNUAL GENERAL MEETING

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

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

Notice is hereby given that the annual general meeting of Edge Performance VCT public limited company (the "**Company**") will be reconvened and held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on Monday, 17 January 2022 at 10.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions, each of which will be proposed as an ordinary resolution.

ORDINARY RESOLUTIONS

1. To receive and adopt the Directors' and the independent auditor's reports and the Company's audited financial statements for the financial year ended 28 February 2021.
2. To approve the Directors' Remuneration Report for the financial year ended 28 February 2021.
3. To elect Sir Peter Bazalgette as a Director of the Company.
4. To re-appoint UHY Hacker Young LLP as independent auditor of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which financial statements are laid before the Company.
5. To authorise the Directors to determine the remuneration of UHY Hacker Young LLP as auditor of the Company.

By order of the Board

The City Partnership (UK) Limited
Company Secretary

Dated: 20 December 2021

Registered office:

1 Marylebone High Street
London
W1U 4LZ

Notes:**1. Entitlement to attend and vote**

If you wish to attend the Reconvened Annual General Meeting in person, you should arrive at the venue for the meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity prior to being admitted to the meeting.

To be entitled to attend and vote at the Reconvened Annual General Meeting (and for the purpose of determining the votes that may be cast), members must be registered in the Company's register of members by close of business on 13 January 2022 (or, if the meeting is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting). No member shall, unless the Board otherwise decides, be entitled to vote in respect of any share held by them (either personally or by proxy) at the Reconvened Annual General Meeting unless all calls or other sums presently payable in respect of those shares have been paid.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the Reconvened Annual General Meeting. A proxy need not be a member of the Company but must attend the Reconvened Annual General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying form of proxy.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the chairman of the Reconvened Annual General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). Members must state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If a member wishes to appoint more than one proxy, they should contact the Registrar at proxies@city.uk.com or by telephone on 01484 240 910. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the Reconvened Annual General Meeting by marking the 'vote withheld' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' the resolution.

The appointment of a proxy will not prevent a member from attending the Reconvened Annual General Meeting and voting in person if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

Members can:

- 2.1. appoint a proxy or proxies and give proxy instructions by returning (i) the enclosed form of proxy by post or (ii) a legible scan of the completed form of proxy to proxies@city.uk.com; or
- 2.2. register their proxy appointment electronically; or
- 2.3. if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.

3. Appointment of proxy electronically

As an alternative to completing a form of proxy, you can appoint a proxy or proxies electronically via the Registrar's online 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. Full instructions are given on the website. To be valid your proxy appointment(s) and instructions should reach the Registrar no later than 48 hours (excluding non-working days) before the time of the Reconvened Annual General Meeting or any adjournment of that meeting.

4. Appointment of proxy using a form of proxy

A form of proxy for use in connection with the Reconvened Annual General Meeting is enclosed. To be valid any completed and signed form of proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH. Members may also choose to send a legible scan of the completed and signed form of proxy to proxies@city.uk.com. In each case, to be valid the form of proxy must be received no later than 48 hours (excluding non-working days) before the time of the Reconvened Annual General Meeting or any adjournment of that meeting.

If you do not have a form of proxy and believe that you should have one, or you require additional forms of proxy, please contact the Registrar at proxies@city.uk.com or by telephone on 01484 240 910. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday.

5. Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies for the Reconvened Annual General Meeting by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual and Euroclear UK & International Limited's specifications to ensure a valid proxy appointment and/or instructions are submitted through the CREST service.

In order for a proxy appointment made via CREST to be valid, the proxy message must be:

- 5.1. properly authenticated in accordance with Euroclear UK & International Limited's specifications;
- 5.2. contain the information required for such instruction, as described in the CREST manual; and
- 5.3. be received by the Registrar (ID 8RA57) by no later than 48 hours (excluding non-working days) before the time of the Reconvened Annual General Meeting or any adjournment of that meeting.

For this purpose, the time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST. Members and/or voting service providers using the CREST service should refer to the CREST manual for guidance on the practical limitations of CREST service and timings. The Board may treat as invalid a CREST proxy appointment or instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. Revocation of proxy

In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- 6.1. by sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to The City Partnership (UK) Limited, The Mending Rooms, 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 of 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
- 6.2. by sending an email, clearly stating your intention to revoke your proxy appointment, to proxies@city.uk.com; or
- 6.3. by amending or deleting your proxy vote electronically via the Registrar's online 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 each case, the revocation notice must be received as above by no later than 10.00 a.m. on 13 January 2022 (or if the 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 provisions of these notes, your appointment will remain valid.

7. Appointment of proxy by joint holders

In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. The first-named holder is considered the most senior for this purpose.

8. Corporate representatives

Any corporation which is a member can, by a resolution of its board of directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at the Reconvened Annual General Meeting.

9. Nominated persons

Any person who receives this Notice as a person nominated under section 146 of the Companies Act to enjoy information rights (a "**Nominated Person**") may, under an agreement with themselves and the registered member by whom they have been nominated, be entitled to be appointed (or have someone else appointed) as proxy to vote at the Reconvened Annual General Meeting. If a Nominated Person does not have such a right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the registered member as to the exercise of voting rights. Any queries with respect to your rights as a Nominated Person should be directed to the registered member.

10. Website details

Information regarding the Reconvened Annual General Meeting, including the information required by Section 311A of the Companies Act, and a copy of this Notice of the Reconvened Annual General Meeting is available on the Company's website at www.edge.vc.

11. Voting rights

As at 6.00 p.m. on 19 December 2021 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 11,595,682 H shares, carrying one vote each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 6.00 p.m. on 19 December 2021 were 11,595,682 votes.

12. Notification of shareholdings

Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person as their proxy will need to ensure that both they and their proxy complies with their respective disclosure obligations under the FCA's Disclosure Guidance and Transparency Rules. Should the members grant the chairman or any director voting authority representing 3 per cent. or more of the total voting rights of the Company, an appropriate disclosure will be released to the London Stock Exchange in accordance with the FCA's Disclosure Guidance and Transparency Rules.

13. Members' right to require circulation of resolution to be proposed at the meeting

Members meeting the threshold requirements set out in the Companies Act have the right to: (a) require the Company to give notice of any resolution which can properly be, and is to be, moved at the meeting pursuant to Section 338 of the Companies Act; and/or (b) include a matter in the business to be dealt with at the meeting, pursuant to Section 338A of the Companies Act.

14. Questions at the Reconvened Annual General Meeting

The Board considers the Reconvened Annual General Meeting as an opportunity for shareholder engagement. The Board must answer any question relating to the business being dealt with at the Reconvened Annual General Meeting unless it would be undesirable in the interests of the Company or the good order of the meeting or if an answer to the question is already provided on the Company's website in the form of an answer to a question or if answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information.

15. Website publication of audit concerns

The members of the Company may require the Company to publish, on its website, a statement setting out any matter relating to the audit of the Company's annual report, including the Auditor's report and the conduct of the audit, which they intend to raise at the next meeting of the Company. The Company will be required to do so once it has received such requests from either:

- 15.1. members representing at least 5 per cent. of the total voting rights of the Company; or
- 15.2. at least 100 members who have a relevant right to vote and hold shares in the Company on which there has been paid up an average sum per member of at least £100.

Such requests must be made in writing and must state the member's full name and address, and be sent to: the Company Secretary, Edge Performance VCT public limited company, 1 Marylebone High Street, London W1U 4LZ.

16. Voting and announcement of results

Voting at the Reconvened Annual General Meeting will be conducted on a poll. As soon as practicable following the Reconvened Annual General Meeting, the results of the voting at the Reconvened Annual General Meeting, the number of votes cast for and against and the number of votes withheld in respect of each resolution will be announced via a Regulatory Information Service and placed on the Company's website at www.edge.vc.

Should 20 per cent or more of votes be cast against a board recommendation for a resolution, an explanation of what actions the Company intends to take to consult shareholders will be provided when announcing voting results. An update on views received from shareholders and actions taken will also be published no later than six months after the Reconvened Annual General Meeting together with a final summary in the next annual financial report.

17. Documents on display

No Director has a service contract with the Company but copies of the Directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (English public holidays are excepted) from the date of this Notice and at the location of the Reconvened Annual General Meeting for at least 15 minutes prior to the meeting and during the meeting.

18. Communication

Members are advised that, unless otherwise stated, any telephone number, website or email address which may be set out in this Notice of the Reconvened Annual General Meeting or in any related documents (including the form of proxy) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.

NOTICE OF GENERAL MEETING

EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY

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

Notice is hereby given that a general meeting of Edge Performance VCT public limited company (the "Company") will be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on Monday, 17 January 2022 at 10.15 a.m. (or as soon thereafter on that date as the reconvened Annual General Meeting of the Company of the same day and place shall have been concluded or adjourned) for the purposes of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 3 (inclusive) will be proposed as ordinary resolutions and resolutions 4 to 6 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To re-elect Terry Back as a Director of the Company.
2. To re-elect Sir Aubrey Brocklebank as a Director of the Company.
3. THAT:
 - (a) the Directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company, up to an aggregate nominal value equal to 10 per cent. of the nominal value of the issued ordinary share capital of the Company as at the date of the passing of this resolution, during the period commencing on the passing of this resolution and expiring on the later of: (i) the date of the next annual general meeting of the Company to be held in 2022, and (ii) the date which is 15 months after the date on which this resolution is passed (unless the authority is previously revoked, varied or extended by the Company in general meeting) but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry; and
 - (b) all previous authorities given to the Directors of the Company in accordance with section 551 of the Act be and are hereby revoked, provided that such revocation shall not have retrospective effect.

SPECIAL RESOLUTIONS

4. THAT the Directors of the Company be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the "**Act**"), to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given pursuant to resolution 3 set out in the notice of general meeting of which this resolution forms part as if section 561(1) of the Act did not apply to such allotment, provided that this power shall (unless previously renewed, varied or revoked) expire on the later of: (i) the date of the next annual general meeting of the Company to be held in 2022, and (ii) the date which is 15 months after the date on which this resolution is passed and provided further that this power shall be limited to the allotment of equity securities from time to time with an aggregate nominal value equal to 10 per cent. of the nominal value of the issued ordinary share capital of the Company as at the date of the passing of this resolution.
5. THAT the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Companies Act 2006 (the "**Act**"), to make market purchases (within the meaning of section 693(4) of the Act) of H shares of £0.10 each in the capital of the Company ("**H Shares**"), provided that:
 - (a) such authority is limited to the purchase of up to 14.99 per cent. of the issued H Share capital as at the date of the passing of this resolution;
 - (b) the minimum price (excluding expenses) which may be paid for an H Share is £0.10 per share, being the nominal amount of each such share;
 - (c) the maximum price (excluding expenses) which may be paid for an H Share shall be the higher of:
 - (i) an amount equal to 105 per cent. of the average of the middle market quotations for the H Shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days immediately preceding the day on which the purchase was made; and

(ii) the value of an H Share calculated on the basis of the higher of the price quoted for (1) the last independent trade of and (2) the highest current independent bid for any number of such class of the Company's shares on the trading venue where the purchase is carried out;

(d) the Company may make a contract or contracts to purchase H Shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority, and the Company may make a purchase of H Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired; and

(e) the authority hereby conferred shall (unless previously renewed or revoked) expire on the later of: (i) the date of the next annual general meeting of the Company to be held in 2022, and (ii) the date which is 15 months after the date on which this resolution is passed.

6. THAT:

(a) the entire amount standing to the credit of the Company's capital redemption reserve as at the date of the passing of this resolution be cancelled and extinguished; and

(b) the entire amount standing to the credit of the Company's share premium account as at the date of the passing of this resolution be cancelled and extinguished.

By order of the Board

The City Partnership (UK) Limited
Company Secretary

Dated: 20 December 2021

Registered office:

1 Marylebone High Street
London
W1U 4LZ

Notes:**1. Entitlement to attend and vote**

If you wish to attend the General Meeting in person, you should arrive at the venue for the General Meeting in good time to allow your attendance to be registered. It is advisable to have some form of identification with you as you may be asked to provide evidence of your identity prior to being admitted to the General Meeting.

To be entitled to attend and vote at the General Meeting (and for the purpose of determining the votes that may be cast), members must be registered in the Company's register of members by close of business on 13 January 2022 (or, if the meeting is adjourned, 48 hours (excluding non-working days) prior to the adjourned meeting). No member shall, unless the Board otherwise decides, be entitled to vote in respect of any share held by him (either personally or by proxy) at the General Meeting unless all calls or other sums presently payable in respect of those shares have been paid.

2. Appointment of proxies

Members are entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting to represent a member. To be validly appointed a proxy must be appointed using the procedures set out in these notes and in the notes to the accompanying form of proxy.

If members wish their proxy to speak on their behalf at the meeting, members will need to appoint their own choice of proxy (not the chairman of the General Meeting) and give their instructions directly to them.

Members can only appoint more than one proxy where each proxy is appointed to exercise rights attached to different shares. Members cannot appoint more than one proxy to exercise the rights attached to the same share(s). Members must state clearly on each form of proxy the number of shares in relation to which the proxy is appointed. If a member wishes to appoint more than one proxy, they should contact the Registrar at proxies@city.uk.com or by telephone on 01484 240 910. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday.

A member may instruct their proxy to abstain from voting on any resolution to be considered at the General Meeting by marking the 'vote withheld' option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' or 'against' the resolution.

The appointment of a proxy will not prevent a member from attending the General Meeting and voting in person if they wish.

A person who is not a member of the Company but who has been nominated by a member to enjoy information rights does not have a right to appoint any proxies under the procedures set out in these notes and should read note 9 below.

Members can:

- 2.1. appoint a proxy or proxies and give proxy instructions by returning (i) the enclosed form of proxy by post or (ii) a legible scan of the completed form of proxy to proxies@city.uk.com; or
- 2.2. register their proxy appointment electronically; or
- 2.3. if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service.

3. Appointment of proxy electronically

As an alternative to completing a form of proxy, you can appoint a proxy or proxies electronically via the Registrar's online 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. Full instructions are given on the website. To be valid your proxy appointment(s) and instructions should reach the Registrar no later than 48 hours (excluding non-working days) before the time of the General Meeting or any adjournment of that meeting.

4. Appointment of proxy using a form of proxy

A form of proxy for use in connection with the General Meeting is enclosed. To be valid any completed and signed form of proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand by the Registrar at The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH. Members may also choose to send a legible scan of the completed and signed form of proxy to proxies@city.uk.com. In each case, to be valid the form of proxy must be received no later than 48 hours (excluding non-working days) before the time of the General Meeting or any adjournment of that meeting.

If you do not have a form of proxy and believe that you should have one, or you require additional forms of proxy, please contact the Registrar at proxies@city.uk.com or by telephone on 01484 240 910. Lines are open from 9.00 a.m. to 5.30 p.m., Monday to Friday.

5. Appointment of proxy through CREST

CREST members who wish to appoint a proxy or proxies for the General Meeting by utilising the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual and Euroclear UK & International Limited's specifications to ensure a valid proxy appointment and/or instructions are submitted through the CREST service.

In order for a proxy appointment made via CREST to be valid, the proxy message must be:

- 5.1. properly authenticated in accordance with Euroclear UK & International Limited's specifications;
- 5.2. contain the information required for such instruction, as described in the CREST manual; and
- 5.3. be received by the Registrar (ID 8RA57) by no later than 48 hours (excluding non-working days) before the time of the General Meeting or any adjournment of that meeting.

For this purpose, the time of receipt will be taken to be the time from which the Registrar is able to retrieve the message by enquiry to CREST. Members and/or voting service providers using the CREST service should refer to the CREST manual for guidance on the practical limitations of CREST service and timings. The Board may treat as invalid a CREST proxy appointment or instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- 6.1. by sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to The City Partnership (UK) Limited, The Mending Rooms, 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 of 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
- 6.2. by sending an email, clearly stating your intention to revoke your proxy appointment, to proxies@city.uk.com; or
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Any corporation which is a member can, by a resolution of its board of directors or other governing body, authorise such person or persons as it thinks fit to act as its representative or representatives at the General Meeting.

9. Nominated persons

Any person who receives this Notice as a person nominated under section 146 of the Companies Act to enjoy information rights (a "Nominated Person") may, under an agreement with themselves and the registered member by whom they have been nominated, be entitled to be appointed (or have someone else appointed) as proxy to vote at the General Meeting. If a Nominated Person does not have such a right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the registered member as to the exercise of voting rights. Any queries with respect to your rights as a Nominated Person should be directed to the registered member.

10. Website details

Information regarding the General Meeting, including the information required by Section 311A of the Companies Act, and a copy of this Notice of the General Meeting is available on the Company's website at www.edge.vc.

11. Voting rights

As at 6.00 p.m. on 19 December 2021 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 11,595,682 H shares, carrying one vote each. The Company holds no shares in treasury. Therefore, the total voting rights in the Company as at 6.00 p.m. on 19 December 2021 were 11,595,682 votes.

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No Director has a service contract with the Company but copies of the Directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (English public holidays are excepted) from the date of this Notice and at the location of the General Meeting for at least 15 minutes prior to the meeting and during the meeting.

16. Communication

Members are advised that, unless otherwise stated, any telephone number, website or email address which may be set out in this Notice of General Meeting or in any related documents (including the form of proxy) is not to be used for the purposes of serving information or documents on, or otherwise communicating with, the Company for any purposes other than those expressly stated.