

# FORM OF SHAREHOLDERS' DEED OF RELEASE DEED POLL

THIS DEED POLL is made on \_\_\_\_\_ 2023

**BY:**

**EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY**, a public company limited by shares incorporated in England and Wales with registered number 05558025 and whose registered office is at 1 Marylebone High Street, London W1U 4LZ (the "**Company**") in favour of the Recipient Shareholders (as defined below).

**WHEREAS:**

- (A) As explained in the circular addressed to the shareholders of the Company dated 14 December 2022 that is appended to this deed poll (the "**Circular**"), the board of directors of the Company has become aware of issues in respect of the payment of the following dividends (the "**Relevant Dividends**"):
- the interim dividend of 20 pence per H share paid on 27 August 2021;
  - the interim dividend of 8.5 pence per I share paid on 27 August 2021; and
  - the interim dividend of 3.39 pence per I share paid on 6 December 2021.
- (B) The Company has been advised that, as a consequence of the Relevant Dividends having been made otherwise than in accordance with the Companies Act 2006 and/or in breach of the common law doctrine of capital maintenance, it may have claims against past and present shareholders who were recipients of one or more of the Relevant Dividends (or their personal representatives (and their successors in title) if they are deceased) (the "**Recipient Shareholders**").
- (C) Pursuant to the resolution set out in the Notice of General Meeting (as such term is defined in the Circular) and duly passed by the Company's shareholders at the Company's general meeting held on 11 January 2023, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Dividends against the Recipient Shareholders and wishes to enter into this deed poll in favour of the Recipient Shareholders in order to effect the same.

**THIS DEED POLL WITNESSES** as follows:

## 1. RELEASE

The Company unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against each of them (whether such liability, claims or demands are present, future, actual or contingent, known or unknown) in connection with receipt by them of all or part of the Relevant Dividends.

## 2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

**IN WITNESS** of which this deed poll has been executed and has been delivered on the date which appears first above.

**EXECUTED** as a **DEED POLL** by \_\_\_\_\_ )

**EDGE PERFORMANCE VCT PUBLIC LIMITED COMPANY** )

acting by \_\_\_\_\_ )

\_\_\_\_\_  
Director

and acting by \_\_\_\_\_ )

\_\_\_\_\_  
Director/Company Secretary