

FORM OF DIRECTORS' 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 each of the current and certain former directors of the Company, whose names are set out in the schedule to this deed (the "**Relevant Directors**") (or the personal representatives and their successors in title (as appropriate) of his estate if such Relevant Director is deceased).

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 each of the Relevant Directors (or the personal representatives and their successors in title (as appropriate) of his estate if a Relevant Director is deceased).
- (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 each of the Relevant Directors (or the personal representatives and their successors in title (as appropriate) of his estate if a Relevant Director is deceased) and wishes to enter into this deed poll in favour of the Relevant Directors and the personal representatives and their successors in title of the estate of any deceased Relevant Directors 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 Relevant Directors or the personal representatives and their successors in title (as appropriate) of the Relevant Director's estate (if a Relevant Director is deceased) from any and all liability that any of them 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), including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the approval, making and/or payment 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

SCHEDULE

Name	Date of Appointment	Date of Termination
(A) Current Directors		
Terence Alan James Back	17 August 2017	N/A
Sir Peter Lytton Bazalgette	21 December 2020	N/A
Sir Aubrey Thomas Brocklebank	11 November 2019	N/A
(B) Former Director		
Robin Magnus Goodfellow	31 July 2020	18 November 2021