

Notice of the Annual General Meeting

Notice of the Company's 2022 Annual General Meeting is set out on pages 53 to 58 of this report. The resolutions to be put to the meetings are important.

It is the Board's opinion that all resolutions are in the best interests of shareholders as a whole and the Board recommends that shareholders should vote in favour of all resolutions. Any shareholder who is in any doubt as to what action to take should consult an appropriate independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your Shares in the Company, please forward this document, together with the forms of proxy, to the purchaser, transferee, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

2022 Annual General Meeting

The Company's sixteenth annual general meeting will be held at 11.00 am on Tuesday 23 August 2022 at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY. Notice of the meeting is set out on pages 53 to 58 of this report.

Although at the time of writing all Covid-19 regulations have been relaxed and currently there are no restrictions on public meetings, such as the Company's Annual General Meeting, the Board is mindful that not all Shareholders would wish to attend and vote in person. To ensure that all votes are counted for the resolutions being put to the meeting a poll will be called. Shareholders are encouraged to submit their proxy votes ahead of the meeting to ensure that their votes count towards deciding each resolution. Appointing the Chair of the meeting rather than a named person will ensure that the vote will count.

The business of the meeting is outlined below.

Resolution 1 – Annual report and financial statements

The Directors are required to present to the annual general meeting the annual report and financial statements for the financial year ended 28 February 2022.

Resolution 2 – Directors' Remuneration Report

Under The Large and Medium Sized Companies and Groups (Accounts and Reports) (Amendments) Regulations 2013, the Company is required to produce a Directors' Remuneration Report for each relevant financial year and to obtain shareholder approval for that report at the annual general meeting. The Directors' remuneration report is on pages 20 to 22 of the annual report for the year ended 28 February 2022.

Resolution 3 – Re-election of Terry Back

Terry Back retires as a Director in accordance with the UK Code and, being eligible, offers himself for re-election as a Director.

Resolution 4 – Re-election of Sir Peter Bazalgette

Sir Peter Bazalgette retires as a Director in accordance with the UK Code and, being eligible, offers himself for re-election as a Director.

Resolution 5 – Re-election of Sir Aubrey Brocklebank

Sir Aubrey Brocklebank retires as a Director in accordance with the UK Code and, being eligible, offers himself for re-election as a Director.

Resolution 6 – Change of investment policy

Following the redemption of the I shares the Company now has one share class the H Ordinary Shares. Therefore it is proposed to update the Company Investment Policy by deleting the following paragraphs of the Company's current Policy. All other text in the Investment Policy as detailed on page 3 will remain the same.

Text to be deleted:

I Share Fund

All of Edge Performance VCT's "planned exit" share classes (namely C Shares, D Shares, E Shares, F Shares, G Shares and I Shares) were consolidated into a single enlarged I Share Fund in September 2016.

Through a blend of fixed income securities, cash and near-cash, VCT-qualifying investments with a high level of underpinning and other VCT investments intended to achieve growth, the Company is looking to provide shareholders with significant capital preservation coupled with the potential for upside from the growth investments.

All of the Company's higher-underpinned VCT-qualifying investments have now been realised. The Company is therefore now seeking to maximise returns for I Shareholders within a reasonable timescale having regard to the market positions of its remaining portfolio companies.

Resolution 7 – Renewal of Directors' authority to allot Shares

By virtue of section 551 of the Companies Act 2006, the Directors require the authority of the Shareholders of the Company to allot Shares in the Company. This resolution authorises the Directors to make allotments of additional Shares with a total nominal value of £2,616,000 representing 225% of the issued share capital of the Company. The Board are looking to offer a Dividend Reinvestment Scheme in the future and are considering a Prospectus Offer of new shares, any authority granted by this resolution will be utilised for this. This authority will be effective until the later of (1) the date of the Company's 2023 annual general meeting, and (2) 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).

Resolution 8 – Disapplication of pre-emption rights

Resolution 8, which will be proposed as a special resolution, supplements the Directors' authority to allot Shares in the Company for cash given to them by resolution 7, the resolution proposes the authority to disapply pre-emption rights in respect of their authority to allot Shares

- (i) with an aggregate value up to but not exceeding £2,500,000 representing 215% of the issued share capital at the date of this report, in connection with offer(s) for subscription; and
- (ii) with an aggregate nominal value of up to, but not exceeding, £116,000 or 10% of the issued share capital of the Company from time to time;

in each case where the proceeds of issue may be used in whole or part to purchase the Company's shares in the market.

This authority will be effective until the later of the date of (1) the Company's 2023 annual general meeting, and (2) 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).

Resolution 9 – Purchase of Shares by the Company

Resolution 9, which will be proposed as a special resolution, authorises the Company for the purpose of section 701 of the Companies Act 2006 to make market purchases of Shares provided that:

- (i) such authority is limited to the purchase of 14.99% of the issued Share capital immediately prior to the passing of this resolution;
- (ii) the maximum price (exclusive of expenses) which may be paid for such Shares shall be the higher of:
 - (a) an amount equal to 105% of the average of the middle market quotations for such class of the Company's

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

- (b) the value of such class of the Company's Shares 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;
- (iii) 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 this power, unless previously varied, revoked or renewed shall come to an end at the later of (1) the date of the Company's 2023 annual general meeting, and (2) 15 months after the date on which this resolution is passed.

Although at the time of writing all Covid-19 regulations have been relaxed and currently there are no restrictions on public meetings, such as the Company's Annual General Meeting, the Board is mindful that not all Shareholders would wish to attend and vote in person. To ensure that all votes are counted for the resolutions being put to the meeting a poll will be called. Shareholders are encouraged to submit their proxy votes ahead of the meeting to ensure that their votes count towards deciding each resolution. Appointing the Chair of the meeting rather than a named person will ensure that the vote will count.

Notice is hereby given that the sixteenth annual general meeting of the Company will be held at 11.00 am on Tuesday 23 August 2022 at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY for the purpose of considering and, if thought fit, passing the following resolutions (of which resolutions 1 to 7, inclusive, will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions).

ORDINARY RESOLUTIONS

1. To receive and adopt the Directors' and the independent auditor's reports and the Company's financial statements for the year ended 28 February 2022.
2. To approve the Directors' Remuneration Report for the year ended 28 February 2022.
3. To re-elect Terry Back who is retiring in accordance with the UK Code and who, being eligible, offers himself for re-election as a Director of the Company.
4. To re-elect Sir Peter Bazalgette who is retiring in accordance with the UK Code and who, being eligible, offers himself for re-election as a Director of the Company.
5. To re-elect Sir Aubrey Brocklebank who is retiring in accordance with the UK Code and who, being eligible, offers himself for re-election as a Director of the Company.
6. To change the investment policy by deleting the text relating to the former I Shares. Full details of the deleted text are on page 54 above.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, to pass the following resolutions, resolution 7 as an ordinary resolution and resolutions 8 and 9 as special resolutions of the Company:

7. That the Directors be and are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006, the Directors require the authority of the Shareholders of the Company to allot Shares in the Company. This resolution authorises the Directors to make allotments of additional Shares with a total nominal value of £2,616,000 representing 225% of the issued share capital of the Company. This authority will be effective until the later of (1) the date of the Company's 2023 annual general meeting, and (2) 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).

SPECIAL RESOLUTIONS

8. Resolution 8, which will be proposed as a special resolution, supplements the Directors' authority to allot Shares in the Company for cash given to them by resolution 7, the resolution proposes the authority to disapply pre-emption rights in respect of their authority to allot Shares

- (i) with an aggregate value up to but not exceeding £2,500,000 representing 215% of the issued share capital at the date of this report, in connection with offer(s) for subscription; and
- (ii) with an aggregate nominal value of up to, but not exceeding, £116,000 or 10% of the issued share capital of the Company from time to time;

in each case where the proceeds of issue may be used in whole or part to purchase the Company's shares in the market.

This authority will be effective until the later of the date of (1) the Company's 2023 annual general meeting, and (2) 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).

9. That the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of H Shares and I Shares of 10 pence each in the capital of the Company, provided that:

- (i) such authority is limited to the purchase of 14.99 per cent of the issued Share capital as at the date of this resolution;
- (ii) the minimum price (excluding expenses) which may be paid for such Shares is 10 pence per share, the nominal amount of each share;
- (iii) the maximum price (excluding expenses) which may be paid for such Shares shall be the higher of:
 - (a) an amount equal to 105 per cent of the average of the middle market quotations for such class of the Company's 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

- (b) the value of such class of the Company's shares 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; and
- (iv) the Company may make a contract or contracts to purchase its Shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of the authority, and the Company may make a purchase of its own Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

The authority hereby conferred shall (unless previously renewed or revoked) expire on the later of: (1) the date of the annual general meeting of the Company to be held in 2023, and (2) the date which is 15 months after the date on which this resolution is passed.

By order of the Board

ISCA Administration Services Limited

Company Secretary
Dated: 29 June 2022

Registered Office:
1 Marylebone High Street
London W1U 4LZ

Notes:

1. Although at the time of publication there are no Government restrictions on attendance at the Annual General Meeting, 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 19 August 2022, or, if the Annual General Meeting is adjourned, at close of business two days (excluding non-working days) prior to the date set for the adjourned Annual General Meeting, shall be entitled to vote at the Annual General Meeting.
2. Information regarding the meeting, including the information required by section 311A of the Companies Act 2006, is available from www.edge.vc.
3. If you are a Shareholder of the Company at the time and date set out in paragraph 1, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, contact The City Partnership (UK) Limited, The Mending Rooms, 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, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH; or
 - appoint a proxy electronically via the registrar's on-line Proxy Voting App at <https://proxy-edge-agm.cpip.io>. You will need your City Investor Number (CIN) and your Access Code which are shown on the attendance card(s) enclosed; or
 - send a legible scan of the completed hard copy of the form of proxy to proxies@city.uk.com. For a proxy appointment to be valid, the hard copy, emailed scan or electronic appointment, as applicable, must be received as above, by no later than 11.00 am on Friday 19 August 2022, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting.
6. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:
 - by sending a signed hard copy notice, clearly stating your intention to revoke your proxy appointment, to 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 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-agm.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 11.00 am on Friday 19 August 2022, or if this meeting is adjourned, by no later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. As at the date of this notice (29 June 2022), the Company's issued share capital comprises 11,595,682 H Shares. Each 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 (29 June 2022) is 11,595,682.
9. Under section 319A of the Companies Act 2006, the Company must answer any question you ask relating to the business being dealt with at this meeting unless:
 - answering the question would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
10. Except as provided above, Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - by e-mail to info@edge.uk.com; or
 - by post to Shareholder Relations, Edge Performance VCT plc, 1 Marylebone High Street, London W1U 4LZ; or
 - by telephone on 020 7317 1300.
11. You may not use any electronic address provided in this notice, or in any related documents, to communicate with the Company for any purposes other than those expressly stated.
12. Copies of the following documents will be available for inspection at the registered office of the Company during usual business hours on any working day (Saturdays, Sundays and public holidays excluded) from the date of this notice, until the end of this meeting, and at the place of this meeting for at least 15 minutes prior to and during this meeting:
 - the Directors' and the independent auditor's reports and the Company's financial statements for the year ended 28 February 2022 (resolution 1); and
 - the Directors' Remuneration Report (resolution 2);
 - the Directors' letters of appointment (resolutions 3 to 5).
13. Information about the Directors who are proposed for re-election at this meeting is shown in the Company's annual report and financial statements for the year ended 28 February 2022 (resolutions 3 to 5).