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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 and the accompanying Form of Proxy 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 and the accompanying Form of Proxy 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 Requisitioned General Meeting and Unanimous recommendation of your Board to VOTE AGAINST the Requisitioned Resolutions

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 AGAINST** the resolutions to be proposed at the Requisitioned General Meeting 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).

Notice of a Requisitioned General Meeting to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY on 17 January 2022 at 10.30 a.m. (or as soon thereafter on that date as the separate general meeting of the Company convened for 10.15 a.m. on Monday, 17 January 2022 shall have been concluded or adjourned) is set out at the end of this document.

The action to be taken by Shareholders in respect of the Requisitioned General Meeting is set out on page 10 of this document. Whether or not you intend to be present at the Requisitioned General Meeting, you are requested to complete, sign and return the Form of Proxy for use in respect of the Requisitioned General Meeting which accompanies this document. To be valid, the Form of Proxy must be completed and signed in accordance with the instructions printed thereon 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 10.30 a.m. on 13 January 2022 (or, in the case of an adjournment of that meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Alternatively, Shareholders may complete a Form 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 the Requisitioned General Meeting.

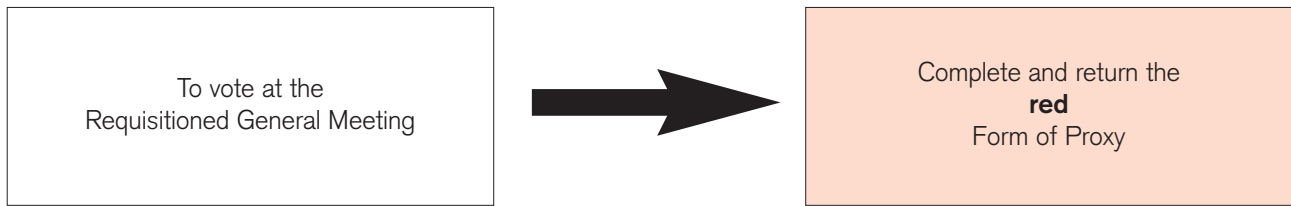
If you hold Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction to the Company's Registrar (CREST participant ID 8RA57). Alternatively, you may give proxy instructions by logging onto www.euroclear.com and following the instructions. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received by not later than 10.30 a.m. on 13 January 2022 (or, in the case of an adjournment of the Requisitioned General Meeting, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the 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 Requisitioned General 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



Alternatively, Shareholders may complete a Form 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 the Requisitioned General 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 Requisitioned General Meeting	10.30 a.m. on 13 January 2022
Requisitioned General Meeting	10.30 a.m. on 17 January 2022 ²

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 on that date as the separate general meeting of the Company convened for 10.15 a.m. on Monday, 17 January 2022 shall have been concluded or adjourned.

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 Requisitioned General Meeting and unanimous recommendation of your Board to VOTE AGAINST the Requisitioned Resolutions

INTRODUCTION

As announced on 8 December 2021, your Board has received a request to requisition a general meeting of the Company from certain of its Shareholders who, at the time of receipt of the request represented approximately 9.9 per cent. of the Company's issued share capital (the "**Requisitioning Shareholders**") on 2 December 2021.

The Company is required to convene a general meeting for the purpose of allowing Shareholders to consider and vote on seven requisitioned resolutions (the "**Requisitioned Resolutions**"). The Requisitioned Resolutions include resolutions to appoint Richard Roth and Robin Goodfellow as new directors of the Company and to remove all of the Company's current and experienced directors (being Terry Back, Sir Aubrey Brocklebank and Sir Peter Bazalgette) and a resolution that the Company's assets be sold and the Company shall discontinue as a venture capital trust. The full text of the Requisitioned Resolutions is set out in the Notice of the Requisitioned General Meeting set out at the end of this Circular. A statement from the Requisitioning Shareholders in connection with the Requisitioned Resolutions is set out in the Appendix to this Circular. Under the Companies Act, your Company is required to distribute to Shareholders the statement received from the Requisitioning Shareholders. **The statement in the Appendix to this Circular does not represent the views of your Board.**

The Requisitioned General Meeting will be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY at 10.30 a.m. on 17 January 2022 (or as soon thereafter on that date as the separate general meeting of the Company convened for 10.15 a.m. on 17 January 2022 concludes or is adjourned).

The purpose of this document is to convene the Requisitioned General Meeting in accordance with the Companies Act and to set out the reasons why your Board is recommending that Shareholders **VOTE AGAINST** each of the Requisitioned Resolutions.

RATIONALE FOR VOTING AGAINST EACH OF THE REQUISITIONED RESOLUTIONS

Your Board is always grateful for Shareholder challenge and feedback and has carefully considered the points raised by the Requisitioning Shareholders.

However, your Board unanimously recommends that you vote AGAINST each of the Requisitioned Resolutions. The reasons for this recommendation are as follows.

Performance of the H Share class

The H Share class is the best performing venture capital trust in the UK over the last five years, according to the Association of Investment Companies¹ (the "**AIC**"). A dividend of 20p per share was paid in August 2021 to H Shareholders. Following the proposed cancellation of the Company's capital redemption reserve and share premium account, as detailed in the AGM/GM Circular, your Board intends to pay a further special dividend in the first half of 2022 as well as continuing a regular dividend stream thereafter and activating a Share buyback facility. The Directors firmly recommend that you vote against the Requisitioned Resolutions so that the Company may continue to manage its H Shares under their evergreen mandate and produce returns for Shareholders.

¹ <https://www.theaic.co.uk/aic/find-compare-investment-companies?invsec=VCT&sortid=SPTR1Y&desc=true>

As was announced on 18 November 2021, the estimated unaudited net asset value total return (the “NAVTR”) per H Share as at 17 November 2021 was approximately 215p, an increase of 148.73p or 3.2 times from the 66.27p NAVTR as at February 2019. For a Shareholder who claimed 30 per cent. upfront tax relief, this is a return of more than 300 per cent. on initial investment. Put another way, a Shareholder who invested at 100p per H Share, claimed 30 per cent. upfront tax relief and who has already received dividends of 42p per H Share now has H Shares with a net asset value of 173p for a net cost of 28p. This follows the Company recently concluding three successful exits from deltaDNA, Unity Software and Jungle Creations. The continuing portfolio of investments continues to perform well, and the Investment Manager has a pipeline of new investments which it is about to complete. Your Board sees no reason to try to sell these assets and discontinue as a venture capital trust, so losing all the tax benefits this brings.

The Board has just completed a repayment exercise in respect of the Company’s I Share class – a class that previously represented approximately 86 per cent. of the Company’s aggregate issued share capital. Your Board informed I Shareholders that their assets would be realised and funds returned to them as soon as was practicable and this has now been done, with the I Share class consequently ceasing to exist on 16 December 2021. The Company is now in a position whereby it must undertake a capital reorganisation before it can implement the Board’s plans to pay dividends to H Shareholders and make Share buybacks. As detailed in the AGM/GM Circular, your Board has called a general meeting of the Company to approve the capital reorganisation which is expected to be completed by mid-March 2022.

Future of the Company

The Board believes the Investment Manager’s plans for the Company should excite Shareholders.

The Investment Manager has an impressive and well-balanced team comprising both experienced leaders as well as young and cognitively diverse professionals.

The Company is already invested in a number of highly-regarded creative economy companies, identified and selected by the Investment Manager, which are performing very well. The Investment Manager has identified a strong pipeline of further investment opportunities and is currently negotiating such investments. Through the Investment Manager’s larger funds, the Company also has access to investment opportunities of a quality which would not ordinarily be available to a venture capital trust.

However, the Investment Manager has signalled that it is not willing to continue to manage the Company without a Board which is supportive of its plans. **Specifically, your Board has therefore reluctantly accepted that the Investment Manager will resign if the Board’s recommendations are not supported by Shareholders.** To protect Shareholders from the impact of having to continue to pay the Investment Manager for a period of nearly 14 months, the Investment Manager has agreed with the Board that the if Investment Manager resigns before 31 January 2022, its resignation will take effect as at **28 February 2022**, the Company’s current financial year end; the Company may similarly terminate the Investment Manager’s appointment effective as at 28 February 2022 if the Board’s recommendations are not supported by Shareholders.

Composition of the Requisitioning Shareholders

The Requisitioning Shareholders consist of what the Board believes to be self-serving (now former) I Shareholders who call themselves the “ShareSoc EPVCT Campaign” (previously known as the “Edge Shareholder Activist Group”). Although relatively small in number, the Requisitioning Shareholders were of sufficient size to be entitled to require the Company to convene the Requisitioned General Meeting under the Companies Act. **Your Board fundamentally disagrees with the Requisitioned Resolutions and urges you to vote against each of them.**

The Requisitioned Resolutions call for:

- the removal of all three of the current Board members;
- the appointment of two directors who form part of the group of Requisitioning Shareholders;
- the sale of all of the Company’s investments; and
- the discontinuation of the Company as a venture capital trust.

Following the closure of the I Share class, the Requisitioning Shareholders now represent less than 6.5 per cent. of the Company’s Shareholder base. Nonetheless, as an organised group, there is the very real possibility that their aims may carry the day unless other Shareholders vote against the Requisitioned Resolutions, as your Board intends to do in respect of their own beneficial holdings of Shares.

If the Requisitioned Resolutions are passed, it will signal the closure of the Company, the loss of its venture capital trust status and the resignation of its high-performing Investment Manager, bringing to an end the highly successful trajectory of the H Share fund, with no expectation of future growth in the value of your investment in the Company and with no clarity as to future dividends or share buyback opportunities.

The proposed discontinuation of the Company as a venture capital trust could also have a significant adverse impact on the tax relief which the Company's Shareholders enjoy as a result of investing in a venture capital trust. Such adverse effects include HM Revenue & Customs potentially requiring the repayment of income tax relief which some Shareholders have already received as a result of their investment in the Company.

The Requisitioning Shareholders are seeking to influence the future of the Company, in which they are no longer I Shareholders, end the best performing venture capital trust in the UK over the last five year period and imperil future returns by trying to sell the portfolio of investments currently held by the Company.

The Requisitioning Shareholders are trying to use their historic shareholding to seize control of your Company and the Board believes it is their intention to seek payment of money to which they are not entitled. To help us prevent the Requisitioning Shareholders from doing so, it is important that you vote.

The Requisitioning Shareholders' Assertions

The Directors are disappointed and somewhat surprised by the action that the Requisitioning Shareholders have taken, and the accusations made in the statement set out in the Appendix to this Circular. The Directors believe that not all the assertions in the statement are factually correct and certain statements do not reflect what the Board was asked to achieve.

In particular, the Requisitioning Shareholders have made a number of accusations regarding the Directors, Terry Back, Sir Aubrey Brocklebank and Sir Peter Bazalgette. The Directors all act in the best interests of Shareholders at all times. They have taken actions which have been demanded of them and which have been approved by Shareholders at every vote. In addition, the decisions of the Board in relation to the closure of the I Share class and the return of capital to I Shareholders were unanimous and were agreed upon by Robin Goodfellow, who has been nominated as a Director of the Company by the Requisitioning Shareholders, when he previously held office as a Director of the Company. These new demands are therefore perplexing.

The statement accompanying the Notice of the Requisitioned General Meeting outlines the proposed actions if Richard Roth and Robin Goodfellow take over the board. All these proposals have either been investigated by the Company and discounted or may cause the Company to incur additional costs and may prevent the Company from realising the potential of its current investments. As over 91 per cent. of the requisition votes received by share class came from I Shareholders whose I Shares have now ceased to exist, the costs of these actions will be borne by H Shareholders, as we explore below.

1. Proposal: *Press the Investment Manager for a rebate of fees*

The Board considers it extremely inappropriate to take action against the Investment Manager that has delivered for Shareholders the best performing venture capital trust in the UK over the past five years (according to the AIC) with a NAVTR of 215p per share.

2. Proposal: *Sell the assets of the Company and discontinue as a venture capital trust*

As mentioned above, the H Share class is the best performing venture capital trust in the UK according to the AIC and has an exciting portfolio of investments including the listed companies Unity Technologies Inc, Mirriad plc and audioBoom plc as well as the private companies Newsflare Ltd, Festicket Ltd and Dream Corporation Ltd. Your Company's H Share class has had another very positive year, returning a 20p dividend in August 2021.

The Company has had great success this year with its investments: the Investment Manager sold the Company's holding in Jungle Creations to a financial buyer for 2.25 times the original investment and the Company's investment in Audioboom Group plc has continued to perform strongly, currently standing at about 4 times the original investment. The Company's investment in deltaDNA, which the Investment Manager converted upon exit into an investment in Unity Software, the Company's first "unicorn" (with a market capitalisation of approximately US \$50 billion), has returned more than 20 times the initial investment. The Investment Manager has subsequently realised the majority of this gain.

With this success and with recent realisations, it is the Company's intention to continue to pay a regular dividend stream to Shareholders. In the first half of 2022, the Board also plans to pay a substantial dividend and to reactivate our Share buyback programme for Shareholders.

A discontinuation of the Company would result in the H Share class losing significant value from its existing investments, should it be possible to exit them at all at anything other than “fire sale” prices, and would mean that Shareholders miss out on future investment returns. This action would undoubtedly significantly damage Shareholder value.

3. Proposal: *Performance fee ambiguity*

The Company proposed a new Investment Management Agreement and Administrative Services Agreement at the general meeting held on 28 August 2020 which were both resoundingly approved by shareholders with a majority of 99.6 per cent. The Board is satisfied, having already been so advised by its lawyers, that there is no ambiguity in this agreement and any assertion of this by the Requisitioning Shareholders is incorrect; any investigation of this would result in further unnecessary costs to the Company.

Summary

The Directors of the Company believe that there is no merit in the actions proposed by the Requisitioning Shareholders. The assertions they make contain factual inaccuracies. At all times the Board has run the Company to maximise returns for Shareholders. The H Share performance has been excellent with the H Shares being ranked as the best performing venture capital trust by the AIC over the past five years. Your Board strongly advises that you do not let the Requisitioning Shareholders disrupt the smooth running of your Company. **Your Board strongly advises all Shareholders to vote against the Requisitioned Resolutions and allow the Company to return to paying dividends to Shareholders and to building the value of the Company. Whether or not you propose to attend the Requisitioned General Meeting in person, your Board recommends that you complete a Form of Proxy, appointing the chairman of the meeting to vote against the Requisitioned Resolutions. Completing a Form of Proxy will not prevent you from attending the Requisitioned General Meeting should you decide to do so.**

THE REQUISITIONED GENERAL MEETING

The Requisitioned General Meeting of the Company has been convened to be held at the offices of Simons Muirhead Burton LLP, 87-91 Newman Street, London W1T 3EY at 10.30 a.m. on Monday, 17 January 2022 (or as soon thereafter on that date as the separate general meeting of the Company convened for 10.15 a.m. on 17 January 2022 concludes or is adjourned). The formal Notice of the Requisitioned General Meeting is set out on pages 13 to 16 (inclusive) of this document.

The resolutions that will be put to Shareholders at the Requisitioned General Meeting are:

1. That Richard Anthony Roth, having consented to act, be appointed as a director of the Company;
2. That Robin Magnus Goodfellow, having consented to act, be appointed as a director of the Company;
3. That the Company's assets shall be sold and the Company shall discontinue as a venture capital trust;
4. That Terence Alan James Back be removed as a director of the Company;
5. That Sir Aubrey Thomas Brocklebank be removed as a director of the Company;
6. That Sir Peter Lytton Bazalgette be removed as a director of the Company; and
7. That, in accordance with the provisions of section 316(2)(a) of the Companies Act, the expenses of the Company in complying with sections 304 and 315 of the Companies Act in respect of the above resolutions and the accompanying statement from the Requisitioning Shareholders be paid by the Company and, to the extent that any sum has been paid by those members to the Company in accordance with sections 316(2)(b) of the Companies Act, such sum shall be reimbursed to those members.

Each of the Requisitioned Resolutions will be proposed as an ordinary resolution and the vote on each resolution will be conducted by way of a poll. An ordinary resolution requires a simple majority of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

In accordance with the Company's articles of association, all Shareholders entitled to vote and be present in person or by proxy at the Requisitioned General Meeting shall upon a poll have one vote in respect of each Share held.

In order to ensure that a quorum is present at the Requisitioned General Meeting, it is necessary for at least two Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a corporate representative).

ACTION TO BE TAKEN

A red Form of Proxy for use in connection with the Requisitioned General Meeting is enclosed with this document.

Whether or not you propose to attend the Requisitioned General 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 the Requisitioned General Meeting for instructions) or to complete and sign the Form 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 10.30 a.m. on 13 January 2022. Unless the Form of Proxy is received by the aforementioned date and time, it will be invalid. The lodging of a Form of Proxy will not prevent you from attending the Requisitioned General 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 10.30 a.m. on 13 January 2022. 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 aforementioned date and time it will be invalid.

RECOMMENDATION TO VOTE AGAINST EACH REQUISITIONED RESOLUTION

Your Board considers that the passing of each of the Requisitioned Resolutions is not in the best interests of the Company and its Shareholders as a whole. Accordingly, your Board unanimously recommends that Shareholders **VOTE AGAINST** each of the Requisitioned Resolutions at the Requisitioned General Meeting, as the Directors intend to do in respect of their own beneficial holdings of Shares amounting, in aggregate, to 45,679 Shares representing approximately 0.39 per cent. of the issued share capital of the Company as at 19 December 2021 (being the latest practicable date prior to the publication of this document).

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:

Administrative Services Agreement	the agreement between, among others, the Company and Finance Administration Services, effective from 1 March 2021
AGM/GM Circular	the circular sent to shareholders on 20 December 2021 containing, among other things, notices of the Company's reconvened annual general meeting and of a general meeting of the Company
Board	the board of Directors or any duly constituted committee thereof
Companies Act	the Companies Act 2006, as amended
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
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
Form of Proxy	the form of proxy for use by Shareholders in respect of the Requisitioned General Meeting
FSMA	the Financial Services and Markets Act 2000, as amended
Investment Management Agreement	the agreement between, among others, the Company and the Investment Manager entered into on 13 May 2020 and approved at the Company's annual general meeting on 28 August 2020
Investment Manager	Edge Investments Limited, a company incorporated in England and Wales (registered number 05507396) whose registered office is at 1 Marylebone High Street, London W1U 4LZ
I Shareholders	individuals who held I Shares in the Company, prior to the conversion of the I Shares into H Shares and deferred shares in accordance with the Company's articles of association on 16 December 2021
I Shares	the I shares of £0.10 each in the capital of the Company which were converted into H Shares and deferred shares in accordance with the Company's articles of association on 16 December 2021
London Stock Exchange	London Stock Exchange plc
NAVTR	has the meaning set out on page 7 of this document
Notice of the Requisitioned General Meeting	the notice of the Requisitioned General Meeting set out at the end of 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

Requisitioned 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 10.30 a.m. (or as soon thereafter on that date as the separate general meeting of the Company convened for 10.15 a.m. on Monday, 17 January 2022 concludes or is adjourned)

Requisitioned Resolutions

the ordinary resolutions to be proposed at the Requisitioned General Meeting, as set out in the Notice of the Requisitioned General Meeting

Requisitioning Shareholders

has the meaning set out on page 6 of this document

Shareholders or H Shareholders

holders of Shares

Shares or H Shares

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

NOTICE OF REQUISITIONED 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 10.30 a.m. (or as soon thereafter on that date as the separate general meeting of the Company convened for 10.15 a.m. on Monday, 17 January 2022 shall have been concluded or adjourned) 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. **THAT** Richard Anthony Roth, having consented to act, be and is hereby appointed as a director of the Company.
2. **THAT** Robin Magnus Goodfellow, having consented to act, be and is hereby appointed as a director of the Company.
3. **THAT** the Company's assets shall be sold and the Company shall discontinue as a venture capital trust.
4. **THAT** Terence Alan James Back be and is hereby removed as a director of the Company.
5. **THAT** Sir Aubrey Thomas Brocklebank be and is hereby removed as a director of the Company.
6. **THAT** Sir Peter Lytton Bazalgette be and is hereby removed as a director of the Company.
7. **THAT**, in accordance with the provisions of section 316(2)(a) of the Companies Act 2006, the expenses of the Company in complying with sections 304 and 315 of the Companies Act 2006 in respect of the above resolutions and accompanying statement be paid by the Company and, to the extent that any sum has been paid by those members to the Company in accordance with sections 316(2)(b) of the Companies Act 2006, such sum shall be reimbursed to those members.

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 Requisitioned General Meeting in person, you should arrive at the venue for the Requisitioned 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 Requisitioned General Meeting.

To be entitled to attend and vote at the Requisitioned 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 Requisitioned 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 Requisitioned General Meeting. A proxy need not be a member of the Company but must attend the Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 Requisitioned 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 10.30 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 Requisitioned 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 Requisitioned 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 Requisitioned General Meeting, including the information required by Section 311A of the Companies Act, and a copy of this Notice of the Requisitioned 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. Questions at the Requisitioned General Meeting

The Board considers the Requisitioned General Meeting as an opportunity for shareholder engagement. The Board must answer any question relating to the business being dealt with at the Requisitioned 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.

14. Voting and announcement of results

Voting at the Requisitioned General Meeting will be conducted on a poll. As soon as practicable following the Requisitioned General Meeting, the results of the voting at the Requisitioned 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.

15. 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 Requisitioned 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 Requisitioned 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.

APPENDIX – STATEMENT FROM THE REQUISITIONING SHAREHOLDERS

Your Company is required under section 314 of the Companies Act to distribute to Shareholders the following statement received from the Requisitioning Shareholders. **This statement does not represent the views of your Board.**

APPENDIX – STATEMENT FROM THE REQUISITIONING SHAREHOLDERS

Open letter to Edge Performance VCT (EPVCT) H Class shareholders

Do you want a new, competent, shareholder-friendly and experienced VCT board to look after your best interests?

Richard Roth and Robin Goodfellow offer their services to shareholders as an attractive alternative to the current board. Both are significant shareholders in each share class.

We believe that it is now in shareholders' best interests to wind up the VCT and to get funds returned. By calling this GM we give you the chance to vote.

Richard and Robin have, for the last seven years, been directors of cost efficient small VCTs with low management fees and a track record of returning funds to shareholders after profitable exits.

Robin was on the board of EPVCT for the last 15 months following a successful ShareSoc campaign; however his effectiveness was limited by the intransigence of the rest of the board.

In our opinion, you have not been well served by recent boards. This year EPVCT only got its accounts out in the required timeframe by claiming a 2 month Covid extension, the only VCT to have to do so. Even then the Company was unable to get the accounts (still not mailed to you after 3 months) out in time to hold a valid AGM before the deadline of 31 August.

Despite public assurances to the Stock Exchange that the adjourned AGM would be held as soon as possible thereafter and that all the directors would stand for election, the current board has reneged on both promises. In doing so, they have disenfranchised 73.1m I Class shares which many of you will also have owned.

As you will be aware, the I Class was the worst performing VCT class in recent history and its shareholders have lost over half their money since inception (we estimate the planned exit share classes have lost around £47m). Meanwhile the manager, EIL, (90% owned by David Glick) has earned nearly £4m of fees since the expected 2017 end of limited life, while primarily overseeing a single unquoted asset. A shareholder-friendly board would have pressed the manager for a rebate of such excessive fees. Now I Class shareholders have even been prevented from expressing their views at an AGM and voting on the directors who oversaw this omnishambles. A new board will press EIL for a rebate.

Should this bother you as an H Class shareholder who has just experienced two years of very good growth? Only 2 years ago your H Class share was the second worst performing VCT, trading at only 40p after 9 years. The sale of DeltaDNA in 2019 then provided an uplift towards restoring the original NAV, but then happenstance rather than EIL skill, has provided a huge increase in value as the DeltaDNA acquirer, Unity, floated on NYSE and quadrupled.

But H Class shareholders, where are your dividends? Contrary to the EPVCT Investment Policy the majority of cash gain on the 2019 DeltaDNA sale was not paid out. Your 20p dividend was delayed for 2 years and the board broke its prospectus and December 2020 promise to put a buyback policy in place.

Where is your dividend on your Unity £10.9m sales proceeds? Under pressure from a ShareSoc campaign seeking to sack the incumbent board, the Manager sold most of your Unity holdings to create distributable reserves to pay a final £2.5m I class dividend with plans to immediately remove I shareholders' ability to vote. In our opinion, despite the H share pool currently having more than £10m cash, no further dividends can be paid to H shareholders at this time as the board have used all of the Company's reserves in paying an I class dividend.

In our opinion, there is an ambiguity in the performance fee agreement: depending on when a dividend is declared, it can be double counted in the performance fee calculation. Were a £5m dividend declared after 28 Feb 2022 and before accounts approval in June 2022 it will trigger an additional 19% performance fee, almost £1m to the manager. A new board would be alert to this and prevent an unwarranted transfer of benefits to the manager.

Finally, we address the future of the H class: as you know the H Class is mainly in cash and Audioboom is liquid. The H class has reached maturity and is ripe for winding up. Any reinvestment or fundraising will delay the return of your money. All H Class shareholders we have spoken to have told us they just want to get out. A new board will listen to shareholders.

In our opinion, EPVCT is too small to be economic with its current cost structure. The past performance of the I Class and poor corporate governance have left such a bad impression with both shareholders and IFAs that new fundraising will be very difficult. The "evergreen" remit of the H class has not been backed up by regular fundraises and it should now be treated as a "planned exit" class.

We therefore recommend that shareholders support our resolution to sell the assets and discontinue as a VCT. Most of the money is in cash and can be returned to shareholders in full quickly. Shareholders will get a further vote to place the Company in liquidation. The 2 small remaining unquoted assets can be disposed of by the liquidator within the 3 year permitted VCT run-off timeframe. This is a well-trodden path that has recently been followed by several VCTs: Chrysalis, Artemis, Ventus, Gresham House Renewable and New Century AIM.

Vote to wind up the VCT and get your money back. Please vote for a new board of Richard Roth and Robin Goodfellow to facilitate this. Please vote to remove the old board.

ShareSoc support this plan, believing it is outrageous that the EPVCT Board are unwilling to hold an AGM. Shareholders should be allowed to take a vote on how the company is managed.

For more information, please see <https://www.sharesoc.org/campaigns/edge-vct-campaign/>

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