

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold or otherwise transferred all of your shares in Amati AIM VCT plc (the “**Company**”), please send this document, together with the accompanying form of proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

AMATI AIM VCT PLC

(Incorporated and registered in England and Wales with registered number 04138683)

Notice of Annual General Meeting

Notice of the annual general meeting of the Company to be held on 5 June 2020 at 2.00 p.m. (the “**Annual General Meeting**” or “**AGM**”) at the offices of Amati Global Investors Limited, 8 Coates Crescent, Edinburgh EH3 7AL is set out at the end of this document. Given the risks posed by the global COVID-19 pandemic and in accordance with the provisions of the Articles of Association and Government guidance, the Company may impose entry restrictions on shareholder attendance at the AGM.

Shareholders are encouraged to vote in favour of the resolutions to be proposed at the AGM in advance. In order to ensure that your votes are registered in the event that attendance at the AGM is not possible or restricted, shareholders are strongly advised to vote through the Registrar's online voting facility or by form of proxy. Shareholders who hold their shares through an investment platform or other nominee service are encouraged to contact their investment platform provider or nominee as soon as possible to arrange for votes to be lodged on their behalf.

Shareholders may register their votes electronically by visiting the website of the Registrar. Votes lodged through the online facility must be received by the Registrar not later than 2.00 p.m. on 3 June 2020. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on “Register” under the title Account Log In. If you have already registered, log in and click on “My Meeting Votes”.

Alternatively, the form of proxy accompanying this document may be completed and returned, in accordance with the instructions printed on it, to the Company's registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR or by scan and email to voting@shareregistrars.uk.com (please include Amati AIM VCT plc and your name in the subject line of the email) to be received as soon as possible, but in any event not later than 2.00 p.m. on 3 June 2020.

Directors

Peter Lawrence (*Chairman*)
Julia Henderson
Susannah Nicklin
Brian Scouler

Registered Office

27/28 Eastcastle Street
London
W1W 8DH

7 May 2020

Dear Shareholder

Notice of Annual General Meeting

The AGM will be held on 5 June 2020 at 2.00 p.m. at the offices of Amati Global Investors Limited (the “**Manager**”), 8 Coates Crescent, Edinburgh EH3 7AL. Notice of the AGM is set out at the end of this document.

As investors are aware, the Company has always encouraged shareholder attendance at its annual general meetings, taking the opportunity for the Manager to run an investor event alongside the annual general meeting, inviting representatives from portfolio companies to present and also holding the Amati Guildhall Creative Entrepreneurs Award.

The Company is required by law to hold an annual general meeting. However, given the circumstances of the current global COVID-19 pandemic, the Board is concerned for the safety and wellbeing of the shareholders and other attendees of the AGM. Having carefully considered all of the options available, the Board has decided that the Company will conduct only the formal, statutory business of the AGM on 5 June 2020. In order to meet the Company’s legal requirements and to protect the health of shareholders the Board has put the following measures in place:

- in accordance with the Articles and any Government restrictions in place at the time of the AGM, the Company may impose entry restrictions on shareholder attendance at the AGM;
- if, due to Government restrictions, it is not possible for any of the Directors to attend the AGM, in order to ensure that a quorum is present, two employees of the Manager, who are also shareholders of the Company will be present at the meeting;
- there will be no presentations at the AGM;
- as is normal, the votes on the resolutions to be proposed at the AGM will be conducted on a show of hands and the chair of the meeting will vote in accordance with the proxies held; and
- the Manager will set up a dedicated page on its website setting out all the information relating to this year’s AGM in one place, including a list of the resolutions to be voted on. A clear link will be provided to this page from the home page at www.amatiglobal.com. Following the AGM, results of the voting at the AGM will also be posted here.

The Board acknowledges that this is an unprecedented approach for the Company, but we hope that shareholders will appreciate that these are unique circumstances. The Board will continue to monitor Government guidance and will update shareholders on any changes to the above measures by way of an announcement to the London Stock Exchange and through the page dedicated to the AGM on the Manager’s website.

The Manager will be making available a portfolio update to shareholders on their website, along with short presentations from a selection of the VCT’s portfolio companies. If you already receive emails from Amati you will be advised separately how to view this presentation. If not, please email info@amatiglobal.com to join the email distribution list.

In order to maintain shareholder engagement with the Board and the Manager, I would encourage shareholders to email any questions they may have either on the business of the AGM or the portfolio to info@amatiglobal.com by 27 May 2020. The Manager intends to publish the questions and answers on the page dedicated to the AGM on the Manager's website on 1 June 2020 prior to the AGM being held.

Special Business to be proposed at the AGM

An explanation in relation to the special business to be proposed at the AGM is set out below.

Resolution 11 – Continuation of the Company

As required under the Articles it is proposed that the Company continue in being as a venture capital trust. This resolution will be proposed as an ordinary resolution.

Resolution 12 – Disapplication of pre-emption rights

Resolution 10 seeks authority for the Directors to be authorised pursuant to Section 551 of the Companies Act 2006 to allot relevant securities up to a maximum aggregate nominal value of £1,500,000. Subject to the passing of resolution 10, resolution 12 renews the Directors authority to allot equity securities for cash without pre-emption rights applying in certain circumstances. This resolution will authorise the Directors, until the date falling 15 months after the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company, to issue ordinary shares for cash without pre-emption rights applying up to a maximum aggregate nominal value of £1,500,000 (being 30,000,000 ordinary shares). Resolution 12 will be proposed as a special resolution.

Resolution 13 – Share buy-backs

The Company's current authority to make market purchases of up to approximately 14.99 per cent. of its issued share capital expires shortly. The Company's remaining authority is for 11,467,542 ordinary shares. Resolution 13 seeks renewal of such authority until the date falling 15 months after the date of the passing of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company. The price paid for shares will not be less than the nominal value of the shares nor more than the maximum amount permitted to be paid in accordance with the rules of the FCA in force as at the date of purchase. This authority will only be exercised if, in the opinion of the Directors, a repurchase would be in the best interests of shareholders as a whole. Any shares repurchased under this authority will either be cancelled or held in treasury at the discretion of the Board for future re-sale in appropriate market conditions.

The maximum number of shares authorised to be purchased pursuant to the authority represents 14.99 per cent. of the total number of the total number of shares in issue at the date the resolution is passed. As at the date of this notice 14.99 per cent. of the Company's issued share capital represents 15,639,895 ordinary shares. Resolution 13 will be proposed as a special resolution.

Re-election of Directors

In addition to the business set out above and in accordance with the AIC Code of Corporate Governance, all Directors are proposed for re-election at the AGM. Biographies in relation to each of the Directors are set out on page 6 of this document.

Action to be taken

You may register your votes electronically by visiting the website of the Registrar. Votes lodged through the online facility must be received by the Registrar not later than 48 hours (excluding non-working days) before the start of the meeting or any adjournment thereof. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".

Shareholders who hold their shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Registrar not later than 48 hours (excluding non-working days) before the start of the meeting or any adjournment thereof. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.

Shareholders who hold their shares through an investment platform or other nominee service are encouraged to contact their investment platform provider or nominee as soon as possible to arrange for votes to be lodged on their behalf.

Shareholders will also find enclosed a form of proxy for use in connection with the AGM. Shareholders who wish to register their votes using the form of proxy are requested to complete, sign and return the form of proxy as soon as possible, in accordance with the instructions printed on it.

To be valid, the enclosed form of proxy must be lodged with the Company's registrars at Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR or by scan and email to voting@shareregistrars.uk.com (please include Amati AIM VCT plc and your name in the subject line of the email) to be received as soon as possible, but in any event not later than 2.00 p.m. on 3 June 2020.

The completion and return of the form of proxy will not prevent a shareholder from attending and voting in person at the AGM however given the risks posed by the spread of Covid-19 and in accordance with the provisions of the Company's Articles and Government guidance, the Company may impose entry restrictions on attendance at the AGM. If a shareholder does not hold their Ordinary Shares directly, they are requested to arrange for their nominee to vote on their behalf.

In the event that the developing situation surrounding COVID-19 should alter the plans in relation to the AGM the Company will update shareholders through an announcement to the London Stock Exchange and will provide further details on the page dedicated to the AGM on the Manager's website. The Board would encourage all shareholders to exercise your votes in respect of the AGM in advance. This should ensure that your votes are registered in the event that attendance at the AGM is not possible or is restricted.

Recommendation

The Directors consider the passing of the resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions.

The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to 863,897 Ordinary Shares, representing approximately 0.83 per cent. of the issued share capital of the Company as at the date of this document).

Yours faithfully

Peter Lawrence
Chairman

Directors' Biographies

Peter Lawrence

Peter Lawrence joined the Board in May 2018 and is chairman of the Company. He is also chairman of Baronsmead Venture Trust plc and of Anpario plc, which is traded on AIM. On 7 March 2019 he retired as chairman of ECO Animal Health Group plc, an AIM traded company which he founded in 1972. Peter was chairman of Amati VCT plc prior to the merger with Amati AIM VCT plc.

Susannah Nicklin

Susannah Nicklin joined the Board in May 2016. She is an investment and financial services professional with 25 years of experience in executive roles at Goldman Sachs and Alliance Bernstein in the US, Australia and the UK. She has also worked in the social impact private equity sector with Bridges Ventures and the Global Impact Investing Network. Susannah is a non-executive director and senior independent director at Pantheon International plc, a non-executive director and senior independent director of City of London Investment Group plc, a non-executive director of the North American Income Trust and a non-executive director of Baronsmead Venture Trust plc. She holds the Chartered Financial Analyst credential from the CFA Institute.

Julia Henderson

Julia Henderson joined the Board in May 2018. She has specialised in advising quoted and unquoted companies for over thirty years. Her corporate finance career began at ANZ Merchant Bank after which she became a co-founder of Beeson Gregory Limited, a mid-market investment bank. Since 2004 she has been an independent consultant, chairman and non-executive director to companies across a broad range of sectors. Previous non-executive directorships include Alkane Energy plc, ECO Animal Health Group plc, GTL Resources plc and TP Group plc. She was a director of Amati VCT plc prior to the merger with Amati AIM VCT plc.

Brian Scouler

Brian Scouler joined the Board in May 2018. He spent 25 years in Private Equity with Charterhouse, Royal Bank of Scotland and Dunedin. He has wide experience of buying and selling private companies and investment portfolio management, sitting on numerous investee company boards. He was formerly manager of a quoted investment trust and a member of the steering committee of LPEQ, the listed private equity group. He is a Chartered Accountant with a number of non-executive and advisory appointments. He was a director of Amati VCT plc prior to the merger with Amati AIM VCT plc.

AMATI AIM VCT PLC

(Incorporated and registered in England and Wales with registered number 04138683)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of AMATI AIM VCT plc (the “**Company**”) will be held on 5 June 2020 at 2.00 p.m. at the offices of Amati Global Investors Limited, 8 Coates Crescent, Edinburgh EH3 7AL to consider and, if thought fit, pass the following resolutions.

ORDINARY BUSINESS

To consider, and if thought fit, to pass the following Resolutions 1 to 11 as Ordinary Resolutions of the Company:

Ordinary Resolutions

1. To receive and adopt the Directors’ Report and Financial Statements of the Company for the financial year ended 31 January 2020 together with the Independent Auditor’s Report thereon.
2. To approve the Directors’ Remuneration Policy.
3. To approve the Directors’ Remuneration Report for the financial year ended 31 January 2020.
4. To re-appoint BDO LLP of 150 Aldersgate Street, London, EC1A 4AB as auditor of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company to be held in 2021 at which financial statements are laid before the Company.
5. To authorise the directors to fix the remuneration of the auditor.
6. To re-elect Peter Lawrence as a director of the Company.
7. To re-elect Susannah Nicklin as a director of the Company.
8. To re-elect Julia Henderson as a director of the Company.
9. To re-elect Brian Scouler as a director of the Company.
10. THAT, in substitution for all subsisting authorities to the extent unused, 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 and issue Ordinary Shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal value of £1,500,000, provided that:
 - (i) the authority hereby conferred by this Resolution shall expire (unless previously renewed or revoked) on the earlier of the date of the annual general meeting of the Company to be held in 2021 and the date which is 15 months after the date on which this Resolution is passed;
 - (ii) the directors may make an offer or agreement which would or might require Ordinary Shares to be allotted, or the Rights are granted, after the authorisation had expired; and
 - (iii) the directors may allot Ordinary Shares, or grant Rights, under the authority conferred by this Resolution after authorisation has expired if the Ordinary Shares are allotted, or the Rights are granted, in pursuance of an offer or agreement made by the Company before the authorisation expired.

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Resolution 11 (continuation of the Company as a venture capital trust) as an Ordinary Resolution, Resolution 12 (disapplication of pre-emption rights) and Resolution 13 (share buy-backs) as Special Resolutions of the Company:

Ordinary Resolution

11. THAT, in accordance with Article 174 of the articles of association of the Company, the continuation of the Company as a venture capital trust be approved.

Special Resolutions

12. THAT, subject to the passing of Resolution 10 set out in the Notice of this Meeting and in substitution for any existing authorities, the directors be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (which expression shall have the meaning ascribed to it in section 560 of the Act) for cash pursuant to the authority given in Resolution 10 set out in the Notice to this Meeting, or by way of sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment (that is, that the directors' authority to disapply pre-emption rights is renewed), up to an aggregate nominal amount of £1,500,000. The authority hereby conferred by this Resolution shall expire (unless previously renewed or revoked) on the earlier of the date of the annual general meeting of the Company to be held in 2021 and the date which is 15 months after the date on which this Resolution is passed.
13. THAT, in substitution for existing authorities, the Company be and is hereby empowered to make one or more market purchases within the meaning of Section 701 of the Act, of the Ordinary Shares (either for cancellation or for the retention of treasury shares for future re-issue or transfer) provided that:
- (i) the maximum aggregate number of Ordinary Shares authorised to be purchased is such number thereof being 14.99 per cent. of the issued ordinary share capital of the Company as at the date of this resolution;
 - (ii) the minimum price which may be paid per Ordinary Share is 5 pence per share, the nominal amount thereof;
 - (iii) the maximum price (exclusive of expenses) which may be paid per Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotation of such Ordinary Share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is to be purchased;
 - (iv) the authority hereby conferred shall expire on the earlier of the annual general meeting of the Company to be held in 2021 and the date which is 15 months after the date on which this Resolution is passed; and
 - (v) the Company may make a contract to purchase its own Ordinary Shares under the authority conferred by this Resolution prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority and may make a purchase of such Ordinary Shares pursuant to any such contract.

By order of the Board

The City Partnership (UK) Limited
Secretary

7 May 2020

Registered office

27/28 Eastcastle Street
London W1W 8DH

Notes:

1. A member entitled to attend and vote at the Meeting convened by the above Notice of Meeting is entitled to appoint one or more proxies to attend, speak and to vote in the member's place. A proxy need not be a member of the Company.
2. To appoint a proxy you may use the Form of Proxy enclosed with this Notice of Meeting. To be valid, the Form of Proxy, together with the power of attorney or other written authority (if any) under which it is signed or a notarially certified or office copy of the same, must be deposited by 2.00 pm on 3 June 2020 to Share Registrars Ltd, The Courtyard, 17 West Street, Farnham GU9 7DR (the "Registrar"). Completion of the Form of Proxy will not prevent you from attending and voting in person.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only shareholders registered in the register of members of the Company at 6.00 p.m. on 3 June 2020 (or if this meeting is adjourned, at 6.00 p.m. on the day two business days prior to the adjourned meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 48 hours before the time appointed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to a different share or shares held by him/her. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Registrar by email to enquiries@shareregistrars.uk.com for (an) additional form(s), or you may photocopy the enclosed form of proxy. Please indicate in the box next to the proxy holder's name the number of securities in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.

A reply paid Form of Proxy is enclosed with members' copies of this document. To be valid, it should be lodged with the Registrar at Share Registrars Ltd, The Courtyard, 17 West Street, Farnham GU9 7DR so as to be received not later than 48 hours before the time appointed for the Meeting or any adjourned meeting or, in the case of a poll taken subsequent to the date of the Meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.

5. Online voting: alternatively, you may register your votes electronically by visiting the website of the Registrar. Votes lodged through the online facility must be received by the Registrar not later than 48 hours (excluding non-working days) before the start of the meeting or any adjournment thereof. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
6. Shareholders who hold their shares electronically may submit their votes through CREST, by submitting the appropriate and authenticated CREST message so as to be received by the Registrar not later than 48 hours (excluding non-working days) before the start of the meeting or any adjournment thereof. Instructions on how to vote through CREST can be found by accessing the following website: www.euroclear.com.
7. If you are a CREST system user (including a CREST personal member) you can appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by Share Registrars (ID number 7RA36) not later than 48 hours (excluding non-working days) before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message. CREST personal members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing

proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

8. As at 1 May 2020 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 104,335,530 shares of 5p each, carrying one vote each at an annual general meeting of the Company. Therefore, the total voting rights in the Company as at 1 May 2020 was 104,335,530.
9. Subject to any restrictions placed on attendance at the AGM due to the current COVID-19 pandemic, appointment of a proxy will not preclude a member from subsequently attending, voting and speaking at the Meeting should the member subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the Form of Proxy.
10. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "**Nominated Person**") may, under an agreement between the Nominated Person and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
11. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1 to 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
12. The Register of Directors' Interests will be available for inspection at the Meeting.
13. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):
 - Calling Amati Global Investors Limited on 0131 503 9115 or emailing info@amatiglobal.comYou may not use any electronic address provided either in this Notice or any related documents (including the chairman's letter and Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.
14. A copy of the Notice of the Annual General Meeting and the information required by Section 311A of the Companies Act 2006 is included on the Company's website, www.amatiglobal.com.
15. Given the risks posed by the spread of COVID-19 and in accordance with the provisions of the Articles of Association and Government guidance, the Company may impose entry restrictions on certain persons wishing to attend the AGM in order to secure the orderly and proper conduct of the AGM. Such restrictions may include preventing attendance at the meeting in person of shareholders. Other restrictions may be imposed as the chairman of the meeting may specify in order to ensure the safety of those attending the AGM.

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AMATI AIM VCT PLC

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 5 JUNE 2020

I/We (block capitals please)

of

being a member(s) of Amati AIM VCT plc, hereby appoint (see notes 1 and 2 below)

or failing him/her the chairman of the Meeting to be my/our proxy and exercise all or any of my/our rights to attend, speak and vote for me/us in respect of my/our voting entitlement on my/our behalf at the Annual General Meeting of the Company to be held at the offices of Amati Global Investors Limited, 8 Coates Crescent, Edinburgh EH3 7AL on 5 June 2020 at 2.00pm, notice of which was dated 7 May 2020, and at any adjournment thereof. The proxy will vote as indicated below in respect of the resolution set out in the notice of meeting:

☐ Please indicate by placing an **X** in this box if this proxy appointment is one of multiple appointments being made (see note 2 overleaf).

Please indicate with an X in the boxes below how you wish your votes to be cast.

| Resolutions | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Directors' Report and Financial Statements together with the Independent Auditor's Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Policy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' Annual Report on Remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint BDO LLP as auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the directors to fix the remuneration of the auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To re-elect Peter Lawrence as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Susannah Nicklin as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Julia Henderson as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Brian Scouler as a director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To empower the directors to allot Ordinary Shares up to a maximum aggregate nominal value of £1,500,000 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To approve the continuation of the Company as a venture capital trust | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To renew the directors' authority to disapply pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the directors to buy back shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature(s)

Date



Notes relating to the Form of Proxy:

1. Every member has the right to appoint some other person(s) of the member's choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights to attend, speak or vote on his/her behalf at the Meeting. A member wishing to appoint a person other than the chairman of the Meeting as proxy should insert the name of such person in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter alongside the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Any alteration or deletion must be signed or initialled.
2. A member may appoint more than one proxy in relation to a meeting, provided that the proxy is appointed to exercise the rights attached to a different share or shares held by him/her. To appoint more than one proxy, please contact Share Registrars Limited by email to enquiries@shareregistrars.uk.com for (an) additional form(s), or you may photocopy this form. Please indicate alongside the proxy holder's name the number of shares in relation to which the proxy holder is authorised to act as your proxy. Please also indicate by placing an X in the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the same envelope.
3. Subject to any restrictions placed on attendance at the AGM due to the current COVID-19 pandemic, appointment of a proxy will not preclude a member from subsequently attending, voting and speaking at the Meeting should the member subsequently decide to do so.
4. Where the Form of Proxy is executed by an individual it must be signed by that individual or his or her attorney.
5. Where the Form of Proxy is executed by joint shareholders it may be signed by any of the members, but the vote of the member whose name stands first in the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
6. Where the Form of Proxy is executed by a corporation it must be either under its seal or under the hand of an officer or attorney duly authorised.
7. If the Form of Proxy is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether and how he/she votes, as he/she will on any other matters to arise at the meeting.
8. Online voting: alternatively, you may register your votes electronically by visiting the website of the Registrar. Votes lodged through the online facility must be received by the Registrar not later than 48 hours (excluding non-working days) before the start of the meeting or any adjournment thereof. You will need to register in order to be able to use this service. To register, please visit www.shareregistrars.uk.com and click on "Register" under the title Account Log In. If you have already registered, log in and click on "My Meeting Votes".
9. To be valid, the Form of Proxy, together with, if applicable, the power of attorney or other written authority under which it is signed, or a certified copy thereof, must be sent or delivered to the Registrar at Share Registrars Limited, The Courtyard, 17 West Street, Farnham GU9 7DR or by scan and email to voting@shareregistrars.uk.com (please include Amati AIM VCT plc and your name in the subject line of the email) to be received as soon as possible, but in any event not later than 2.00 p.m. on 3 June 2020.
10. The "vote withheld" option is provided to enable a member to abstain from voting on the resolution; however, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" the Resolution(s).