

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

If you have sold or transferred all of your shares in Triple Point Income VCT plc, you should pass this document, together with the accompanying Form of Proxy, to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.



## **Notice of Annual General Meeting**

**Including**

**Proposed amendments to the  
Company's Investment Policy**

Notice of the Annual General Meeting which has been convened for 28 July 2021 at 10.00am at 1 King William Street, London EC4N 7AF is set out on page 5.

To be valid, Forms of Proxy must be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event not later than 10am on 26 July 2021.





Registered Office:  
1 King William Street  
London  
EC4N 7AF  
United Kingdom

21 June 2021

Dear Shareholder,

### **Notice of Annual General Meeting**

The Annual General Meeting (the **Meeting**) of Triple Point Income VCT plc (the Company: registered in England and Wales with registered number 06421083) will be held at 1 King William Street, London, EC4N 7AF at 10.00am on 28 July 2021.

If you would like to vote on the resolutions, please fill in the Form of Proxy sent to you with this notice and return it to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY as soon as possible and in any event not later than 10.00am on 26 July 2021.

The Explanatory Notes on pages 6 to 9 sets out the details of all resolutions, and further information on Resolution 7 is set out below.

### **Resolution 7 – Proposed amendments to the Company's Investment Policy**

The Company's current investment policy (**Investment Policy**) sets out the holding periods for the assets in the C and D share classes, being 16 years following investment, and 10 to 12 years for the E share class with, in the case of the E shares, a possible early partial return of funds to shareholders if market conditions present such an opportunity. At the time of investment it was not envisaged that there would be a full exit of the C and D share classes, and consequent return of capital to shareholders, at an earlier point. However, the Board now considers that it is an opportune time to explore a potential portfolio sale of the hydroelectric assets in order to take advantage of favourable market conditions. In order to do so, the Company must first amend its Investment Policy to remove the 16 year holding period for the C and D share classes, which are wholly invested in hydroelectric assets, to provide the Board with the flexibility to proceed with a sale at any time where it believes that this would be in the best interests of shareholders.

It should be noted that, in accordance with the Investment Policy and as previously communicated to the C and D share class shareholders, a partial return of funds to those shareholders after 6 years has already taken place. No change is required to the Investment Policy in respect of the E share class, as a sale of the hydroelectric assets in the E share class would be a partial return of funds to shareholders, with other assets being held in the E share class portfolio.

The Board believes that there are a number of benefits for a sale of the hydroelectric assets at the present time as set out below:-

- a) The Company has undertaken a detailed analysis and considers that the internal rate of return ("IRR") to investors would be higher following a disposal of the hydroelectric assets now in comparison to holding to full-term under the current Investment Policy. The Company has modelled the return to investors on the basis of an independent report setting out the potential disposal value of the hydroelectric assets.
- b) A sale of the hydroelectric assets at the present time would enable shareholders to capitalise on the current favourable market conditions reflecting low discount rates, scarcity of in demand hydroelectric assets with inflation linked Feed-In-Tariff (FIT) income, and a long circa 15 year remaining FIT period all of which should make these assets attractive to a buyer.
- c) A sale of the hydroelectric assets and return of proceeds would provide investors with liquidity which is advantageous during periods of economic uncertainty.
- d) Shareholders in several share classes would save on future fees payable, including investment management fees, adviser fees and other ongoing running costs.

e) It would remove shareholders from being exposed to future operational risks of the hydroelectric assets and portfolio risks such as Scottish independence and further removals of business rate discounts.

Should this resolution pass and a favourable sale price and terms be achieved, the proposed Investment Policy will allow the Board to complete a sale of the hydroelectric assets in the C, D and E share classes, with the intention to return the full proceeds of investment to C, D and E share class shareholders. This would result in a partial return of funds to E share class shareholders with other assets being held in the E share class portfolio. It is further noted that the Company will ensure that the VCT qualifying investment level is managed following a sale of assets to remain above the requisite 80% level.

In accordance with the Financial Conduct Authority's (**FCA**) listing rules, the proposed change to the Company's published Investment Policy has been approved by the FCA and is conditional upon the approval of the Company's shareholder at the Meeting.

A full version of the Company's current Investment Policy, highlighting the proposed changes, is set out on pages 3 to 4.

### **Recommendation**

The Board considers that all resolutions contained in this AGM notice are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board unanimously recommends that you vote in favour of the proposed resolutions.

Yours sincerely,

**David Frank**

Chair

Triple Point Income VCT plc  
Company Number: 06421083

Registered Office: 1 King William Street, London, EC4N 7AF, United Kingdom

## Proposed Investment Policy

### Investment Objectives

The Company's main focus is to generate returns from a portfolio of investments in companies based in the UK in order to make regular tax-free dividends.

The key objectives of the Company are to:

- a) Pay regular tax-free dividends to investors;
- b) Maintain VCT status to enable investors to benefit from the associated tax reliefs;
- c) Reduce the volatility normally associated with early stage investments by applying its Investment Policy;
- d) In respect of the C Shares and the D Shares, provide investors with the opportunity to exit ~~shortly after 16 years following investment with a partial return of funds to Shareholders after 6 years~~ if market conditions present such an opportunity; and
- e) In respect of the E Shares, provide investors with the opportunity to exit between 10 and 12 years following investment with a possible early partial return of funds to Shareholders if market conditions present such an opportunity.

The Company will not vary these objectives to any material extent without the approval of the Shareholders.

The Company's Investment Policy has been designed to satisfy the legislative requirements of the VCT scheme and to provide stable and readily realisable returns. The Company's Investment Policy is directed towards new investments into cash generative businesses which are operating in stable or mature fields with a high-quality customer base and which can provide a positive return to investors. The Board may on occasion, where deemed appropriate, invest in less mature or stable fields where there is the opportunity for substantial growth and development. The investments will be made with the intention of growing and developing the revenues and profitability of the target businesses to enable them to be considered for traditional forms of bank finance and other funding. This, in turn, should enable the Company to benefit from refinance gains or from a favourable sale to a third party.

Although the landscape of VCTs has been affected, the Investment Policy of the Company will continue to aim for regular tax-free dividends, maintenance of the VCT qualifying status and to minimise the volatility associated with early stage investments.

In respect of Qualifying Investments, the Company will seek:

- a) Investments on which robust due diligence has been undertaken;
- b) Investments where there is access to regular material financial and other information;
- c) Investments where it may be possible to mitigate capital losses through careful analysis of the collateral available; and
- d) Investments where there is a strong relationship with the key decision makers.

### Target Asset Allocation

The Company aims to invest its capital fully in VCT Qualifying Investments. Where this is not practicable, the long-term investment profile of the Company is expected to be:

- At least 80% in VCT Qualifying Investments; and
- A maximum of 20% in permitted Non-Qualifying Investments, cash or cash-based similar liquid investments.

### Qualifying Investments

The key ongoing objective of the Company is to generate an attractive return for investors, through a combination of tax-free income and capital appreciation.

The Company will pursue investments in a range of industries but the type of business being targeted is subject to the specific investment criteria discussed below. The objective is to build a portfolio of unquoted companies which are cash generative and, therefore, capable of producing income and capital repayments to the Company prior to their disposal by the Company.

Although invested in diverse industries, it is intended that the Company's portfolio will comprise companies with certain characteristics, for example clear commercial and financial objectives, strong customer relationships and, where possible, tangible assets with value. The Company will focus on identifying businesses typically with contractual revenues from financially sound counterparties or a stream of predictable transactions with multiple clients.

Businesses with assets providing valuable security may also be considered. The objective is to reduce the risk of losses through reliability of cash flows or quality of asset backing and to provide investors with tax-free income.

The criteria against which investment targets would be assessed will include the following:

- a) An attractive valuation at the time of the investment;
- b) Managed risk of capital losses;
- c) The quality of the company's cash flows;
- d) The quality of the businesses' counterparties, suppliers and market position;
- e) The sector in which the business is active;
- f) The quality of the company's assets;
- g) The opportunity to structure an investment that can produce distributable income;
- h) The potential for growing and developing the revenues and profitability of the company to enable it to be considered for traditional forms of bank finance and other funding; and
- i) The ability to facilitate an exit which enables the Company to meet its key investment objective of returning funds in line with shareholder expectations.

As the value of investments increase the Company's Investment Manager will monitor opportunities for the Company to realise capital gains to enable the Company to make tax-free distributions to Shareholders.

#### ***Non-Qualifying Investments***

The Non-Qualifying Investments will be managed with the intention of generating a positive return. The Non-Qualifying Investments will comprise from time to time a variety of assets including (a) short-term deposits of money, shares or units in alternative investment funds (which have the meaning given by regulation 3 of the Alternative Investment Fund Managers Regulations 2013) or in undertakings for the collective investment in transferable securities (which have the meaning given by Section 363A(4) of the Taxation (International and Other Provisions) Act 2010), which may be repurchased, redeemed, or paid out on no more than seven days' notice; and (b) ordinary shares or securities in a company which are acquired on a regulated market (defined in Section S274(4) ITA 2007).

#### ***Borrowing Powers***

To the extent that borrowing is required, the Directors will restrict the borrowings of the Company and exercise all voting and other rights or powers of control over its subsidiary undertakings (if any) to ensure that the aggregate amount of money borrowed by the Group, being the Company and any subsidiary undertakings for the time being, (excluding intra-Group borrowings), shall not without the previous sanction of an ordinary resolution of the Company exceed 30% of its NAV at the time of any borrowing.

#### ***Risk Diversification***

The Company aims to invest in a number of different businesses within different industry sectors but may focus investments in a single sector where appropriate to do so. No single investment by the Company will represent more than 15% of the aggregate NAV of the Company at the time the investment is made.

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Triple Point Income VCT PLC (the "Company") will be held at 10.00am on 28 July 2021 at 1 King William Street, London, EC4N 7AF to transact the following business.

You will be asked to consider and, if thought fit, approve the following resolutions. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions.

**For further information on all resolutions, please refer to the Explanatory Notes which can be found on pages 6 to 9.**

#### **Ordinary Resolutions**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31 March 2021 and the reports of the Directors and Auditors on those Financial Statements (**Annual Report and Accounts**).
2. To approve the Directors' Remuneration Report (excluding the part containing the Directors' Remuneration Policy) contained within the Annual Report and Accounts for the financial year ended 31 March 2021.
3. To re-elect David Frank as a Director.
4. To re-elect Michael Stanes as a Director.
5. To re-elect Simon Acland as a Director.
6. To re-appoint BDO LLP as Auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company, and to authorise the Audit Committee to determine the Auditor's remuneration.
7. That the proposed revised Investment Policy set out on pages 3 to 4 of this Notice of AGM be adopted as the Investment Policy of the Company to the exclusion of all previous Investment Policies of the Company.

#### **Special Resolutions**

8. That the Company be and is hereby authorised in accordance with section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (as defined in section 693(4) of the Act) of fully paid C Shares, D Shares or E Shares of 1 pence provided that:
  - (i) the maximum aggregate number of C Shares authorised to be purchased is an amount equal to 10% of the issued C Shares (equated to 1,344,143 C Shares) as at the date of this Resolution;

- (ii) the maximum aggregate number of D Shares authorised to be purchased is an amount equal to 10% of the issued D Shares (equated to 1,360,463 D Shares) as at the date of this Resolution;
- (iii) the maximum aggregate number of E Shares authorised to be purchased is an amount equal to 10% of the issued E Shares (equated to 2,894,957 E Shares) as at the date of this Resolution.
- (iv) the minimum price which may be paid for a C Share or D Share or E Share is 1 pence;
- (v) the maximum price which may be paid for a C Share, a D Share or an E Share is an amount, exclusive of expenses, equal to 105% of the average of the middle market prices for the C Shares, D Shares and E Shares as derived from the Daily Official List of the UK Listing Authority for the five business days immediately preceding the day on which the C Share, D Share or E Share (as applicable) are purchased; and
- (vi) this authority shall expire either at the conclusion of the next Annual General Meeting of the Company or 15 months following the date of the passing of this Resolution, whichever is the first to occur (unless previously renewed, varied or revoked by the Company in a general meeting), provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

9. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

The Board considers that all resolutions contained in this Notice of Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The Board unanimously recommends that members vote in favour of the proposed resolutions.

**By order of the Board  
Hanway Advisory Limited  
Company Secretary**

Registered Office:  
1 King William Street  
London  
EC4N 7AF

21 June 2021

## Explanatory Notes

An explanation of each of the resolutions is set out below.

Resolutions 1 to 7 (inclusive) are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 8 and 9 are proposed as special resolutions. This means that for this resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

### Annual Report and Accounts

#### *Resolution 1*

The Directors of the Company are required to present the Annual Report and Accounts to the Meeting.

### Directors' Remuneration Report (excluding the Directors' Remuneration Policy)

#### *Resolution 2*

The Directors' Remuneration Report provides details of the remuneration paid to the Directors during the year ended 31 March 2021.

In line with current legislation, the resolution is an advisory vote only and will not affect the way in which the pay has been implemented or the future remuneration that is paid to any Director. The Remuneration Report can be found on pages 61 to 65 of the Annual Report and Accounts.

### Directors

#### *Resolutions 3 to 5*

The Board seeks approval of the re-election of the Directors of the Board. In accordance with provision 23 of the AIC Code of Corporate Governance (published in February 2019), all Directors will be subject to annual re-election. Those willing to serve again will retire and submit themselves for re-election. The Directors believe that the Board offers a combination of skills, experience and knowledge and that all the non-executive Directors are independent in character and judgement.

The Board considers that the performance of each Director continues to be effective and demonstrates the commitment required to continue in their present roles, and that each Director's contribution continues to be important to the Company's long-term sustainable success and future viability. This consideration is based on, amongst other things, the business skills and industry experience of each of the Directors, as well as their knowledge and understanding of the Company's business model and economic cycle.

The Board has also considered the other contributions which individual Directors may make to the work of the Board, with a view to ensuring that:

- the Board maintains a diverse balance of skills, knowledge, backgrounds and capabilities leading to effective decision-making;
- each Director is able to commit the appropriate time necessary to fulfilling their roles; and
- each Director provides constructive challenge, strategic guidance, offers specialist advice and holds third party service providers to account.

Biographical details of each of the Directors are as follows:

#### *David Frank*

##### *– Independent non-executive Chair*

David is the Chairman of the Board. He was a partner in Slaughter and May for 22 years before retiring from the firm in 2008. As well as being the firm's first Practice Partner from 2001 to 2008, his practice involved acting for several venture capital houses, including 3i and Schroder Ventures. He was also involved in several flotations in the venture capital sector, including 3i, Baronsmead and SVG Capital. Since retiring from legal practice, he has established a portfolio of voluntary roles.

#### *Michael Stanes*

##### *– Independent non-executive director*

Michael has been an Investment Director at Heartwood Investment Management, a London-based firm providing investment management and wealth structuring services for high net worth individuals, since 2010. He began his career at Warburg Investment Management (which became Mercury Asset Management) where he ran equity portfolios in London and Tokyo. He then moved to the US where he founded a business on behalf of Merrill Lynch offering equity portfolio management to high net worth individuals. In 2002 he joined Goldman Sachs Asset Management in London running global equity portfolios for a range of institutional and individual clients before joining a new fund management partnership as CEO.

#### *Simon Acland*

##### *– Independent non-executive director*

Simon has over 30 years' experience in venture capital, primarily at Quester, where he became Managing Director. When Quester was sold in 2007 it had £200 million under management and was one of the leading UK venture capital and VCT investment managers. Simon was a director of over 20 companies in Quester's portfolio, many of which achieved successful exits through flotation or trade sales. Simon is currently a director of several private companies, including the Satellite Applications Catapult, and is a member of the investment committee of the Angel Co-Fund. Simon is a Founder and Director of Green Angel Syndicate, the UK's only business angel group specialising in the fight against climate change and global warming. He also acts as an Adviser to the Triple Point Impact EIS Fund.

## **Re-appointment and remuneration of Auditor**

### *Resolution 6*

The Company must appoint an auditor at each general meeting at which the accounts are presented to Shareholders, to hold office until the conclusion of the next such meeting. This resolution seeks approval to re-appoint BDO LLP as the Company's Auditor and authorise the Audit Committee to determine the remuneration of the Auditors.

## **Change of Investment Policy**

### *Resolution 7*

The Listing Rules require any proposed material change to the Company's published Investment Policy to be submitted to the FCA for prior approval, and the approval of the FCA has been granted.

Resolution 7 is being proposed because the Listing Rules also require Shareholder approval prior to any material changes being made to the Company's Investment Policy. As the FCA has given its approval for the proposed changes, the revised policy will be implemented immediately following approval by Shareholders at the Annual General Meeting.

The full text of the proposed Investment Policy with proposed changes highlighted in order to allow easy comparison, is set out on pages 3 to 4 of this document.

## **Purchase of own shares**

### *Resolution 8*

The Company's members are being asked to renew the Directors authority to make market purchases of up to 5,599,563 C, D and E Shares (excluding shares held in treasury) of the Company (which represents 30% of the issued share capital of the Company as at 21 June 2021) and the Resolution sets out the minimum and maximum process that can be paid, exclusive of expenses. Any C, D, and E Ordinary Shares in the Company purchased pursuant to the authority sought under the Resolution may either be cancelled, and not be available for reissue, or held in treasury. Once held in treasury, such shares may be cancelled or sold for cash. At the date of this Notice of AGM, the Company does not hold any Ordinary Shares in the capital of the Company in treasury. The authority conferred will expire at the conclusion of the next annual general meeting of the Company or on the expiry of 15 months from the passing of the Resolution whichever is the first to occur (unless previously renewed, varied or revoked by the Company in general meeting).

The Board intends to use this authority to continue its share buy-back policy.

## **Notice of general meetings**

### *Resolution 9*

This resolution is to allow the Company to hold general meetings (other than an AGM) on 14 clear

days' notice. The notice period required by the Act for general meetings of the Company is 21 clear days unless:

- Shareholders approve a shorter notice period, which cannot be less than 14 clear days; and
- the Company offers the facility for all Shareholders to vote by electronic means.

AGMs must always be held on at least 21 clear days' notice. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

## **Further notes on the Meeting**

### *Coronavirus (COVID-19)*

The Board is closely monitoring the impact of the COVID-19 in the United Kingdom. At the date of this notice, it is expected that all COVID-19 restrictions will be lifted by the date of the AGM and allow for the AGM to be convened in person. However, if restrictions come into force that would apply on the date of the AGM, Shareholders will not be permitted to attend the Meeting, and the Meeting will proceed at the Company's offices as set out in the notice in line with the UK Government Measures and the Company's Articles of Association. If this is the case, or should it become necessary to make alternative arrangements for the Meeting, for example a change of venue, postponement or any additional safety measures, Shareholders will be given as much notice as practicably possible. To minimise this impact, the Board actively encourages Shareholders to vote by proxy, and where possible, to vote by proxy online.

### *Entitlement to attend and vote*

Only those members registered in the Company's register of members at close of business on Monday 26 July 2021 (or in the event of an adjournment, at close of business on the date which is two working days prior to the adjourned meeting), or their duly appointed proxy, shall be entitled to attend or vote at the Meeting. Changes to the register of members after the deadline shall be disregarded in determining the rights of the persons to attend and vote at the Meeting.

### *Attending in person*

A form of identification should be presented if you wish to attend the Meeting in person.

### *Right to appoint proxy*

A member entitled to vote at the Meeting is entitled to appoint one or more proxies to exercise all or any of the rights to attend, speak. Only more than one proxy can be appointed provided each proxy is appointed to exercise rights attached to different shares. More than one proxy may not be appointed to exercise rights attached to any one share.

A proxy can be appointed by using the procedures set out in these notes and the notes to the proxy form. A proxy need not be a member of the Company but must attend the Meeting to represent

the member. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If no voting indication is given, the proxy will vote or abstain from voting at their discretion.

#### ***Appointment of proxy in hard copy form***

A hard copy form of proxy is sent to all members. To be effective, the instrument appointing a proxy (together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority) must be posted to the office of the registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, so as to be received by 10.00am on 26 July 2021 or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending or voting at the Meeting in person if he or she so wishes. In the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power of authority) must be included with the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

#### ***Appointment of proxy online***

A proxy may be submitted electronically using the following link: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Members can use this service to vote or appoint a proxy on-line. The same voting deadline of 48 hours before the timing of the Meeting applies as if you were using personalised proxy form to vote or appoint a proxy by post to vote for you.

#### ***Appointment of proxy through CREST***

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy, or is an

amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

#### ***Joint holder of shares***

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. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding, the first-named being the most senior.

#### ***Right of corporate shareholder to appoint corporate representatives***

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercise powers over the same shares.

#### ***Methods of communication***

Except as previously provided above, members who have general queries about the Meeting should contact the Company's Registrar, Computershare, at

www.investorcentre.co.uk/contactus or the Company Secretary at the Company's registered office or by emailing contact@hanwayadvisory.com. You may not use the electronic address provided either in this notice or any related documents, to communicate with the Company for any purposes other than those expressly stated.

#### ***Shareholders right to ask questions***

Under Section 319A of the Act, the Company must answer any question you ask relating to the business being dealt with at the 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.

#### ***Nominated Persons***

If you are a person who has been nominated under Section 146 of the Act to enjoy information rights (Nominated Person):

- you may have a right under an agreement between you and the member of the Company who has nominated you to have Information Rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the Meeting
- if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to exercise of voting rights; and
- your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

#### ***Website publication of audit concerns***

Pursuant to Chapter 5 of Part 16 of the Act (Sections 527 to 531), where requested by a member or members having a right to vote at the Meeting and holding at least 5% of total voting rights of the Company, or at least 100 members having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website a statement setting out any matter that such members propose to raise at the Meeting relating to audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Meeting. The request:

- may be in hard copy form signed by the member, stating the full members' name and address and is sent to the Company Secretary, Hanway Advisory Limited, 1 King William Street, London, EC4N 7AF or in electronic form stating the member's full name, address, and shareholder reference and is sent to contact@hanwayadvisory.com stating "AGM" in the subject field;
- must identify the statement to which it relates either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it; and
- must be received by the Company at least one week before the Meeting.

Where the Company is required to publish such a statement on its website, it may not require the members making the request to pay any expenses incurred by the Company in complying with the request, it must forward the statement to the Company's Auditor no later than the time the statement is made available on the Company's website and the statement may be dealt with as part of the business of the Meeting.

#### ***Total number of shares and voting rights and the rights of Shareholders to participate in meetings***

As at 21 June 2021 (being the last practicable day prior to the publication of this notice) the Company's issued share capital comprised of 13,441,438 C Share of 1p each, 13,604,637 D Share of 1p each and 28,949,575 E Share of 1p each. Each C, D and E Share of 1p each carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company on 21 June 2021 is 55,995,650.

#### ***Documents available for inspection***

Copies of the letters of appointment of each of the Directors and the Memorandum and Articles of Association of the Company, will be available for inspection at the registered office of the Company during usual business hours on any week day from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.

#### ***Website publication***

Information regarding the Meeting, including the information required by Section 311A of the Companies Act 2006, is available from <https://www.triplepoint.co.uk/current-vcts/triple-point-income-vct-plc/s1238/>

