

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt about the action to be taken, you should immediately consult your bank manager, stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 ("FSMA") if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.**

If you have sold or otherwise transferred all of your Shares in Triple Point Income VCT plc (the "**Company**"), please send this document and accompanying form of proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **Triple Point Income VCT plc**



*(Registered in England and Wales with registered number 06421083)*

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### **Proposed Related Party Transaction, Class 1 Transactions and Notice of General Meeting**

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A notice of a general meeting of the Company, to be held at 10:00 am on 2 September 2022, at 1 King William Street, London, EC4N 7AF (the "**General Meeting**"), to approve the Resolutions is set out on pages 10 to 12 of this document.

Although it is anticipated that restrictions in place (if any) to reduce the spread of COVID-19 (and any variant) at the time of the General Meeting will allow for Shareholders to attend in person, the Board is closely monitoring the situation. Should it become necessary to make alternative arrangements for the General Meeting, Shareholders will be given as much notice as practicably possible. To minimise this impact, Shareholders are encouraged to participate by casting their votes by proxy and appointing the chair of the General Meeting as their proxy. Please see Notes (d) and (e) to the notice of the General Meeting (the "**Notice of General Meeting**") on page 11 of this document.

To be valid, the form of proxy accompanying this document for the General Meeting (and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority) should be returned not less than 48 hours (excluding weekends and public holidays) before the General Meeting, either by post or by hand (during normal business hours only) to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. Alternatively, you may submit your proxy electronically by using the following link: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). The appointment of a proxy or a proxy instruction may also be submitted through the CREST system. Please see Notes (d) and (e) to the General Meeting on page 11 of this document for further details.

**A copy of the Notice of General Meeting and the information required by Section 311A Companies Act 2006 is available from [www.triplepoint.co.uk](http://www.triplepoint.co.uk).**

**Howard Kennedy Corporate Services LLP, which is authorised and regulated in the United Kingdom by the FCA, is acting for the Company and no-one else and will not, subject to the responsibilities and liabilities imposed by FSMA or the regulatory regime established thereunder, be responsible to any other person for providing advice in connection with any matters referred to herein.**

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## PART I — LETTER FROM THE CHAIR OF THE COMPANY

### Registered Office:

1 King William Street  
London  
EC4N 7AF

21 July 2022

Dear Shareholder,

### **Proposed Related Party Transaction, Class 1 Transactions and Notice of General Meeting**

#### **Introduction**

Shareholders will be aware that in July and December last year and in January this year, interim dividends were paid. Unfortunately, it has transpired that there was an accounting issue in respect of the payment of those dividends (the “**Dividends**”). The purpose of this letter is to explain the accounting issue and proposed actions Shareholders are being asked to take in order to rectify this issue.

#### **Background**

Under the Companies Act 2006 (the “**CA 2006**”), a company may only pay a dividend to its shareholders out of its distributable reserves. The Dividends were paid to Shareholders under the mistaken belief that the Company had sufficient distributable reserves to make these distributions. While the Company had more than sufficient reserves to pay the Dividends, not all of those reserves were “distributable reserves” for the purposes of the CA 2006. Therefore, the proportion of the Dividends that were not satisfied by the distributable reserves of the Company at the time the Dividends were paid are technically unlawful distributions for the purposes of the CA 2006. On this basis, the Company may technically have claims for the return of the Dividends against those Shareholders who received the Dividends (the “**Recipient Shareholders**”) and against those persons who were directors of the Company at the time of the payment of the Dividends (the “**Relevant Directors**”).

#### **The E Share class share premium account**

The Company has three classes of shares in issue, each of which pursues its own distinct investment strategy. The E Share class is the most recently created share class, with all E Shares being allotted between 3 April 2017 and 15 May 2017. The ITA 2007 provides that HMRC may withdraw a VCT’s approval as a VCT if it returns share capital to investors, in certain circumstances, at any time within a three year period beginning at the end of the accounting period in which the shares are issued.

The Company’s financial year end is 31 March and, therefore, the restrictions on distribution of capital under the VCT rules in relation to the E Shares came to an end on 31 March 2021.

As noted above, at the time the Dividends were paid the Company did not have sufficient distributable reserves to satisfy payment of the Dividends in full. Had the share premium account of the Company associated with the E Share class been cancelled prior to the payment of the Dividends and its cancellation approved by the Court, the Company would have had more than sufficient distributable reserves to pay the Dividends in accordance with the CA 2006.

#### **Proposed actions to rectify the unlawful dividend payment**

In order to rectify the unlawful dividend payment, the Board has since cancelled the share premium account associated with the E Share class in accordance with the CA 2006 (the “**Cancellation**”), with the approval of Shareholders and the Court and proposes to appropriate the distributable reserves arising from the Cancellation to the payment of the Dividends. The Company’s published annual report for the period ended 31 March 2022 (the “**Annual Report**”) shows distributable reserves sufficient to allow for this appropriation. Furthermore, in order to protect the Recipient Shareholders from a claim for repayment of the Dividends and the Relevant Directors against a claim in respect of the

unlawful payment of the Dividends, two resolutions are proposed to be passed to i) waive any claim the Company may have against the Recipient Shareholders for the return of the Dividends by entering into a deed of release in favour of such shareholders; and (ii) waive any claim the Company may have against the Relevant Directors for personal liability in relation to the Dividends by entering into a deed of release in favour of such directors. The CA 2006 provides that shareholders who received an unlawful distribution made wholly or in part in contravention of Part 23 of CA 2006 are only liable to repay it (or that part of it which was unlawful) if, at the time of the distribution, the shareholder knew or had reasonable grounds for believing that it was made in contravention of Part 23.

As it is proposed that the Relevant Directors will be the beneficiaries of the deed of release, this requires Shareholder approval under the Listing Rules, as the Relevant Directors are "related parties" of the Company under those rules.

In addition, under the Listing Rules the entering into of the deeds of release in favour of the Recipient Shareholders and the Relevant Directors are each classified as a "class 1" transaction and as such require Shareholder approval prior to the deeds of release being entered into. Class 1 transactions are transactions that are outside the normal course of a company's business and which exceed a 25% threshold relative to the size of the company. For listed funds these tests are normally determined by comparing the size of the transaction to the company's net asset value or market capitalisation. Where transactions meet the "class 1" size threshold shareholder approval for entering into those transactions is required. The deed of release in favour of the Relevant Directors meets the class 1 size threshold as it is potentially unlimited in economic terms (though in practise any claims that could be brought would be limited to the extent of the Dividends, interest and associated costs of recovery). The deed of release in favour of the Recipient Shareholders meets the class 1 size threshold as any claims that could be brought would be for the return of the Dividends (together with interest and associated costs of recovery) and the amount of the Dividends exceeds the 25% threshold relative to the size of the Company's net asset value and market capitalisation. Therefore, the deeds of release in favour of the Relevant Directors and the Recipient Shareholders are both class 1 transactions.

Accordingly, the purpose of Resolution 3 is to seek Shareholder approval for entering into the deed of release with the Relevant Directors, which is both a related party transaction and a class 1 transaction. The purpose of Resolution 2 is to seek Shareholder approval for entering into the deed of release with the Recipient Shareholders, which is a class 1 transaction. Resolution 1 requires Shareholder approval under company law.

### **General Meeting**

The purpose of this document is to convene a General Meeting to propose the Resolutions set out on page 10 hereof, and summarised above, which will, if passed, give the Board the authority to i) appropriate the Company's distributable reserves set out in the Annual Report to the past payment of the Dividends; ii) waive any claim the Company may have against the Recipient Shareholders for the return of the Dividends by entering into a deed of release in favour of such shareholders; and (iii) waive any claim the Company may have against the Relevant Directors for personal liability in relation to the Dividends by entering into a deed of release in favour of such directors.

The Notice of General Meeting, to be held at 10:00 am on 2 September 2022 at 1 King William Street, London, EC4N 7AF, is set out at the end of this document.

The Resolutions will be proposed as special resolutions requiring the approval of 75% of the votes cast on each Resolution.

### **Action to be taken**

Enclosed with this document, Shareholders will find a form of proxy for use at the General Meeting, which you are requested to complete and return whether or not you propose to attend the General Meeting, so that it is received not less than 48 hours (excluding weekends and public holidays) before the General Meeting. Alternatively, you may submit your proxy electronically by using the following link: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). The appointment of a proxy or a proxy instruction may also be submitted through the CREST system. Completion and return of the form of proxy will not prevent you from attending the General Meeting and voting in person should you wish to do so.

**Recommendation**

The Board believes that Resolutions 1 and 2 are in the best interests of the Shareholders as a whole and unanimously recommends that Shareholders vote in favour of Resolution 1 and 2.

The Board will not be voting on Resolution 3 or providing a recommendation as to how Shareholders should vote on Resolution 3 in view of their interest in the subject matter of that resolution. However, the Board has been advised by Howard Kennedy Corporate Services LLP that Resolution 3 is fair and reasonable so far as Shareholders are concerned, having taken into account (but not relied on) the commercial assessment of the Board. The Board has also undertaken to take all reasonable steps to ensure that their associates will not vote on Resolution 3. The Board unanimously recommends that Shareholders exercise their right to vote on Resolution 3.

Yours sincerely

**David Frank**

**Chair**

## PART II - ADDITIONAL INFORMATION

### 1. Responsibility

The Company and the Directors, whose names appear in paragraph 3 below, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

### 2. Share Capital

2.1 As at 20 July 2022 (being the latest practicable date prior to the publication of this document), the issued share capital of the Company was 55,957,801, composed of 13,413,088 C Shares; 13,604,637 D Shares and 28,940,076 E Shares.

2.2 As at 20 July 2022 (being the latest practicable date prior to the publication of this document), no share or loan capital of the Company was under option or had been agreed, conditionally or unconditionally, to be put under option, nor did the Company hold any share capital in treasury.

### 3. Directors and their Interests

As at 20 July 2022 (being the latest practicable date prior to publication of this document), the interests of the Directors (and persons connected with such Directors), in the issued share capital of the Company was as follows:

<b>Director</b>	<b>No. of Shares</b>	<b>% of Issued Share Capital</b>
David Frank	Nil	Nil
Simon Acland	48,750 D Shares (held by Simon Acland's wife)	0.1
Michael Stanes	Nil	Nil

3.1 Save as disclosed above, no Director nor (so far as is known to the relevant Director) any person connected with a Director has any interest in the share capital of the Company.

3.2 Each of the Directors has entered into a letter of appointment with the Company for the provision of their services as directors, for the fees disclosed in paragraph 3.3 below, pursuant to which they are required to devote such time to the affairs of the Company as the Board reasonably requires consistent with their role as a non-executive Director. There are no commission or profit sharing arrangements and no compensation is payable on termination of the agreements. No amounts have been put aside to provide pensions, retirement or similar benefits to any Directors.

3.3 The current annual remuneration of the Directors is as follows:

<b>Director</b>	<b>Annual Fees</b>
David Frank	£24,000
Simon Acland	£21,000
Michael Stanes	£21,000

3.4 There have been no related party transactions or fees paid by a Director to a related party of that Director during the period from 31 March 2022, the date of the Company's last published audited financial information, to the date of this document.

### 4. Substantial Shareholders

4.1 The Company is not aware of any person, not being a member of its administrative, management or supervisory bodies who, as at the date of this document, is directly or indirectly, interested in 3% or more of the issued share capital of the Company and who is required to notify such

interest in accordance with the Disclosure Guidance & Transparency Rules or who directly or indirectly controls the Company.

**5. Material Contracts**

5.1 Save for the non-executive director appointment letters referred to in paragraph 3.2 above, there are no contracts material to the Company that have been entered into by the Company at any time the details of which Shareholders would reasonably require in order to make a properly informed assessment of how to vote on each Resolution.

**6. Significant Change**

There has been no significant change in the financial position and performance of the Company since 31 March 2022, the date to which the last audited financial information of the Company was published.

**7. Other**

7.1 The Company was incorporated and registered in England and Wales on 7 November 2007 as a public company limited by shares under the CA 1985 with registered number 06421083 (LEI: 213800IXD8S5WY88L245).

7.2 Save as set out in this document, there have been no related party transactions or fees paid by the Company to a related party during the period from 31 March 2022, the date of the Company's last published audited financial information, to the date of this document.

7.3 There have been no governmental, legal or arbitration proceedings (including any such proceedings which are or were pending or threatened of which the Company is aware) during the 12 months immediately preceding the date of this document, which may have, or have had in the recent past, a significant effect on the Company's financial position or profitability.

7.4 Howard Kennedy Corporate Services LLP consents to the inclusion of its fair and reasonable statement in this Circular, in the form and context in which it appears, for the purpose of complying with Listing Rule 13.4.1R (6).

**8. Documents Available for Inspection**

Copies of the following documents will be available for inspection during normal business hours on any day (Saturdays, Sundays and public holidays excepted) from the date of this document for a period of 12 months at the registered office of the Company and on the Company's website at [www.triplepoint.co.uk](http://www.triplepoint.co.uk). The documents will also be available for inspection at the place of the General Meeting during, and for at least 15 minutes before, the General Meeting:

8.1 the Articles;

8.2 the Annual Report;

8.3 the deeds of release in favour of the Recipient Shareholders and the Relevant Directors respectively; and

8.4 this document.

Date: 21 July 2022

### **PART III DEFINITIONS**

"Annual Report"	the Company's published annual report for the period ended 31 March 2022
"Articles"	the articles of association of the Company
"Board" or "Directors"	the current directors of the Company
"CA 2006"	the Companies Act 2006
"Cancellation"	the cancellation of the Company's share premium account relating to the E Shares effective on 28 March 2022
"Company"	Triple Point Income VCT plc
"Court"	the High Court of England and Wales
"CREST"	the UK based central securities depositary
"C Shares"	the C ordinary shares of 1p each in the capital of the Company, as defined in the Articles (and each a "C Share")
"Disclosure Guidance & Transparency Rules"	the FCA's disclosure, guidance and transparency rules sourcebook
"Dividends"	the July Interim Dividend; the December D Share Interim Dividend; the December E Share Interim Dividend; the January C Share Interim Dividend and the January E Share Interim Dividend, each defined in the Notice of General Meeting on page 10 of this document
"D Shares"	the D ordinary shares of 1p each in the capital of the Company, as defined in the Articles (and each a "D Share")
"E Shares"	the E ordinary shares of 1p each in the capital of the Company, as defined in the Articles (and each an "E Share")
"FCA"	the Financial Conduct Authority
"FSMA"	the Financial Services and Markets Act 2000, as amended from time to time
"General Meeting" or "Meeting"	the general meeting of the Company to be held at 10:00 am on 2 September 2022, at 1 King William Street, London, EC4N 7AF (or any adjournment thereof)
"HMRC"	HM Revenue and Customs
"ITA 2007"	Income Tax Act 2007, as amended from time to time
"Listing Rules"	the listing rules of the FCA
"Manager"	the Company's investment manager, being Triple Point Investment Management LLP
"Notice of General Meeting"	the notice set out on page 10 of this document convening the Meeting
"Recipient Shareholders"	Shareholders who received the Dividends (each a "Recipient Shareholder"), or the personal representatives and successors in title, as appropriate, of that shareholder's estate if he or she is deceased
"Regulatory Information Service"	a regulatory information service that is on the list of regulatory information services maintained by the FCA
"Relevant Directors"	those persons who were directors of the Company at the time of the payment of the Dividends
"Resolution 1"	resolution 1 set out in the Notice of General Meeting
"Resolution 2"	resolution 2 set out in the Notice of General Meeting

"Resolution 3"	resolution 3 set out in the Notice of General Meeting
"Resolutions"	Resolution 1, 2 and 3
"Shareholders"	holders of Shares (and each a "Shareholder")
"Shares"	one or more of the C, D and E Shares (and each a "Share")
"VCT"	a company approved as a venture capital trust by the board of HMRC under section 274 ITA 2007, as amended

**Triple Point Income VCT plc**

**(Registered in England and Wales with registered number 06421083)**

**NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a general meeting of Triple Point Income VCT plc (the "**Company**") will be held at 10:00 am on 2 September 2022 at 1 King William Street, London, EC4N 7AF, for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as special resolutions:

**Special Resolutions**

1. THAT,
  - a) the Directors be and are hereby authorised to appropriate distributable reserves of the Company (as shown in the balance sheet in the annual report of the Company made up to 31 March 2022) to the payment of the interim dividend on the Company's E ordinary shares of 1.75 pence per share paid on 30 July 2021 to E class Shareholders on the register at the close of business on 16 July 2021 (the "**July Interim Dividend**");
  - b) the Directors be and are hereby authorised to appropriate distributable reserves of the Company (as shown in the balance sheet in the annual report of the Company made up to 31 March 2022) to the payment of the interim dividend on the Company's D ordinary shares of 45 pence per share paid on 23 December 2021 to D class Shareholders on the register at the close of business on 10 December 2021 (the "**December D Share Interim Dividend**");
  - c) the Directors be and are hereby authorised to appropriate distributable reserves of the Company (as shown in the balance sheet in the annual report of the Company made up to 31 March 2022) to the payment of the interim dividend on the Company's E ordinary shares of 12 pence per share paid on 23 December 2021 to E class Shareholders on the register at the close of business on 10 December 2021 (the "**December E Share Interim Dividend**");
  - d) the Directors be and are hereby authorised to appropriate distributable reserves of the Company (as shown in the balance sheet in the annual report of the Company made up to 31 March 2022) to the payment of the interim dividend on the Company's C ordinary shares of 40 pence per share paid on 14 January 2022 to C class Shareholders on the register at the close of business on 24 December 2021 (the "**January C Share Interim Dividend**");
  - e) the Directors be and are hereby authorised to appropriate distributable reserves of the Company (as shown in the balance sheet in the annual report of the Company made up to 31 March 2022) to the payment of the interim dividend on the Company's E ordinary shares of 5.5 pence per share paid on 14 January 2022 to E class Shareholders on the register at the close of business on 24 December 2021 (the "**January E Share Interim Dividend**");
2. THAT, any and all claims that the Company may have in respect of the payment of the July Interim Dividend, the December D Share Interim Dividend, the December E Share Interim Dividend, the January C Share Interim Dividend and the January E Share Interim Dividend (together the "**Dividends**") against those shareholders who appeared on the register of members on the relevant record dates (or the personal representatives and successors in title, as appropriate, of a shareholder's estate if he or she is deceased) be released and a deed of release in favour of such shareholders be entered into by the Company in the form of the deed produced to this Meeting and signed by the Chairman for the purposes of identification; and
3. THAT conditional on the passing of Resolutions 1 and 2 set out in the Notice of General Meeting convening this Meeting, any and all claims which the Company may have against its directors arising out of the payment of the Dividends be released and that a deed of release in favour of those directors be entered into by the Company in the form of the deed produced to this Meeting and signed by the Chairman for the purposes of identification.

Dated 21 July 2022

For the purpose of Resolution 1,2 and 3, words and expressions defined in the document issued to the Company's shareholders dated 21 July 2022 shall have the same meanings in this Resolutions 1,2 and 3, save where the context requires otherwise.

**By order of the Board**

Hanway Advisory Limited  
Company Secretary

**Registered Office:**

1 King William Street, London, EC4N 7AF

Information regarding the General Meeting, including the information required by section 311A of the CA 2006 is available from: [www.triplepoint.co.uk](http://www.triplepoint.co.uk).

**Notes:**

- (a) Although it is anticipated that restrictions in place (if any) to reduce the spread of COVID-19 (and any variant) at the time of the General Meeting will allow for Shareholders to attend in person, the Board is closely monitoring the situation. Should it become necessary to make alternative arrangements for the General Meeting, Shareholders will be given as much notice as practicably possible. To minimise this impact, Shareholders are encouraged to participate by casting their votes by proxy and appointing the chair of the General Meeting as their proxy.
- (b) A member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member.
- (c) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two business days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (d) A form of proxy is enclosed which, to be effective, must be completed and delivered by post or hand to the registrars of the Company, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 48 hours (excluding non-working days) before the time the General Meeting is scheduled to begin. Alternatively, you may submit your proxy electronically by using the following link: [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). Members can use this link to vote or appoint a proxy online and the same voting deadline of 48 hours (excluding non-working days) before the time of the General Meeting applies.

Appointment of a proxy, or any CREST proxy instruction (as described in paragraph (e) below) will not preclude a member from subsequently attending and voting at the meeting should he or she choose to do so.

These are the only acceptable means by which proxy instructions may be submitted electronically.

- (e) To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) through the CREST system, CREST messages must be received by the issuer's agent (ID 3RA50) 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 time stamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies through 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.
- (f) Any person receiving a copy of the Notice as a person nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person') should note that the provisions in Notes (a) and (b) above concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have

a right under an agreement between the Nominated Person and the member by whom he or she was nominated 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 have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting.

- (g) Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the General Meeting which relates to the business of the meeting although no answer need be given (a) if to do so would interfere unduly with the preparation of the meeting or involve disclosure of confidential information; (b) if the answer has already been given on the Company's website; or (c) if it is undesirable in the best interests of the Company or the good order of the meeting.
- (h) A copy of the Notice of General Meeting and the information required by Section 311A Companies Act 2006 is available from [www.triplepoint.co.uk](http://www.triplepoint.co.uk). Copies of the Directors' letters of appointment, the register of Directors' interests in the ordinary shares of the Company kept in accordance with the Listing Rules and a copy of the articles of association of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday from the date of this notice until the General Meeting, and at the place of that meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.
- (i) As at 20 July 2022 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 13,413,088 C Shares, 13,604,637 D Shares and 28,940,076 E Shares carrying one vote each. The Company does not hold any treasury shares. Therefore, the total voting rights in the Company as at 20 July 2022 are 55,957,801.
- (j) 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 the resolution. If no voting indication is given, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- (k) Except as provided above, members who have general queries about the General Meeting should contact the Company's Registrar, Computershare Investor Services PLC, at [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus) or the Company's Secretary at the Company's registered office or by emailing [contact@hanwayadvisory.com](mailto:contact@hanwayadvisory.com).
- (l) Members may not use any electronic address provided either in this Notice of General Meeting, or any related documents (including the Chair's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.