

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek advice from your bank manager, stockbroker, solicitor, accountant, or other independent financial 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 (the “Company”) you should send this document immediately to the purchaser or transferee or the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

TRIPLE POINT INCOME VCT PLC

(Registered in England and Wales with registered number 06421083)

Circular to Shareholders issued in connection with the proposals for:

- the reduction of capital and cancellation and repayment of the C Shares;
- the reduction of capital and cancellation and repayment of the D Shares;
- the amendment of the Existing Articles for the E Shareholders.

Notices of a General Meeting of the Company and Class Meetings of the C Shareholders and D Shareholders

Your attention is drawn to the letter from the Chair of the Company set out on pages 4 to 6 of this document which contains unanimous recommendations to vote in favour of the Resolutions to be proposed at the Meetings referred to below.

Notices convening a General Meeting and Class Meetings of the Company to be held at 1 King William Street, London EC4N 7AF on 4 October 2022 are set out in Parts 6 and 7 of this document.

Forms of Proxy for use at the Meetings are enclosed with this document. To be valid, the Forms of Proxy must be completed and returned either by post or by hand so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 48 hours (excluding weekends and public holidays) before the time of the relevant Meeting.

The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the relevant Meeting should you wish to do so.

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EXPECTED TIMETABLE

Publication of Circular	12 September 2022
Latest time and date for receipt of Forms of Proxy for General Meeting	9.00 am on 30 September 2022
Latest time and date for receipt of Forms of Proxy for the C Shareholders Class Meeting	9.30 am on 30 September 2022
Latest time and date for receipt of Forms of Proxy for the D Shareholders Class Meeting	9.45 am on 30 September 2022
General Meeting	9.00 am on 4 October 2022
C Shareholders Class Meeting	9.30 am on 4 October 2022 (or as soon as practicable thereafter, following the conclusion of the General Meeting)
D Shareholders Class Meeting	9.45 am on 4 October 2022 (or as soon as practicable thereafter, following the conclusion of the C Shareholders Class Meeting)
Register of members in relation to the C Shares and D Shares expected to close	5.30 pm on the day prior to the High Court hearing to confirm the Capital Reduction
Expected date of High Court hearing to confirm the Capital Reduction	November 2022
Expected Effective Date of the Capital Reduction	November 2022
Expected date of the removal of the listing of the C Shares and the D Shares from the Official List	November 2022

If there are any significant changes to the above times and/or dates Shareholders will be notified by an announcement through a Regulatory Information Service.

PART 1: LETTER FROM THE CHAIR OF THE COMPANY

Triple Point Income VCT plc
(Registered in England and Wales with registered number 06421083)

Directors:

David Frank (Chair)
Simon Acland
Michael Stanes

Registered Office:

4th Floor
1 King William Street
London EC4N 7AF

The purpose of this document is to explain the background to, and to seek Shareholders' approval under the 2006 Act for, the authorities needed to (i) reduce the capital of the Company by cancelling, extinguishing, and repaying all of the C Shares, (ii) reduce the capital of the Company by cancelling, extinguishing, and repaying all of the D Shares, and (iii) enable amendments to be made to the Existing Articles.

1. Introduction

As previously announced by the Company on 29 November 2021 and as reported in the Company's annual report for the year ended 31 March 2022, all the hydroelectric power assets within the C Share Class have now been sold and, following the interim dividend of 32.5p per share that was paid on 23 December 2021, 40p per C Share that was paid on 14 January 2022 to the C Shareholders and the interim dividend of 5.24p per C Share to be paid to C Shareholders on 21 October 2022, the proceeds from the sale of those assets have now been distributed to the C Shareholders. This brings total dividends paid to C Shareholders to 152.99p per C Share. The target return profile was to distribute 5p per C Share for the first 6 years, followed by a refinance event, returning 50p per C Share, followed by annual dividends of 3.5p per C Share. Shareholders approved the revised Investment Policy at the Annual General Meeting on 28 July 2021 in order to remove the 16-year holding period for the C Share Class and thereby provide the Board with the flexibility to proceed with a sale at any time, where it believed that this would be in the best interests of shareholders.

As previously announced by the Company on 29 November 2021 and as reported in the Company's annual report for the year ended 31 March 2022, all the hydroelectric power assets within the D Share Class have now been sold. As of 20 July 2022, the one residual investment in the D Share Class in Green Highland Shenval Ltd has been sold. Following the interim dividend of 45p paid on 23 December 2021 and the interim dividend of 6.02p per D Share to be paid to D Shareholders on 21 October 2022, the proceeds from the sale of those assets have now been distributed to the D Shareholders. This brings total dividends paid to D Shareholders to 122.77p per D Share. The target return profile was to distribute 5p per D Share for the first 6 years, followed by a refinance event, returning 50p per D Share, followed by annual dividends of 3.5p per D Share. Shareholders approved the revised Investment Policy at the Annual General Meeting on 28 July 2021 in order to remove the 16-year holding period for the D Share Class and thereby provide the Board with the flexibility to proceed with a sale at any time, where it believed that this would be in the best interests of shareholders.

As also announced on 29 November 2021 and as reported in the Company's annual report for the year ended 31 March 2022, following the above disposals of the Company's hydroelectric power assets it is

the Company's intention to wind down and cancel the C Share and the D Share classes.

Further details of the Capital Reduction are set out in Part 2.

2. Shareholders' Approval

Under the 2006 Act, the Proposals require Shareholders' approval at the General Meeting and at the Class Meetings. The Resolutions proposed to be put to Shareholders are to approve:

- the reduction of the Company's share capital by cancelling and repaying the C Shares;
- the reduction of the Company's share capital by cancelling and repaying the D Shares; and
- the amendment of the Existing Articles.

Further details of the Resolutions are set out below and in full in the Notices in Parts 6 and 7 of this document.

3. Explanation of the Resolutions

Resolutions to be proposed at the General Meeting:

Special Resolution 1:

Resolution 1 to be proposed at the General Meeting will, if passed: cancel, extinguish, and repay all of the C Shares, subject to the Registrar of Companies registering the order of the High Court confirming the C Share Capital Reduction.

Special Resolution 2:

Resolution 2 to be proposed at the General Meeting will, if passed: cancel, extinguish, and repay all of the D Shares, subject to the Registrar of Companies registering the order of the High Court confirming the D Share Capital Reduction.

Special Resolution 3

Resolution 3 to be proposed at the General Meeting will, if passed, adopt the New Articles (which will remove the obsolete provisions relating to the C Shares and the D Shares), subject to the Registrar of Companies registering the order of the High Court confirming the Capital Reduction.

Resolution to be proposed at the C Shareholders' Class Meeting:

Special Resolution:

The Resolution to be proposed at the C Shareholders' Class Meeting will, if passed, approve the proposed C Share Capital Reduction and the adoption of the New Articles (which are to be approved at the General Meeting), together with any variation, alteration or abrogation of the rights attaching to the C Shares as a result.

Resolution to be proposed at the D Shareholders' Class Meeting:

Special Resolution:

The Resolution to be proposed at the D Shareholders' Class Meeting will, if passed, approve the proposed D Share Capital Reduction and the adoption of the New Articles (which are to be approved at the General Meeting), together with any variation, alteration or abrogation of the rights attaching to the D Shares as a result.

The New Articles are available for inspection from the date of this document until the close of the Class Meetings at the registered office of the Company.

The General Meeting has been convened for 9.00 am on 4 October 2022 at 1 King William Street, London EC4N 7AF. The C Shareholders' Class Meeting has been convened for 9.30 am on 4 October 2022 at 1 King William Street, London EC4N 7AF (or as soon as practicable thereafter following the conclusion of the General Meeting) and the D Shareholders' Class Meeting has been convened for 9.45 am on 4 October 2022 at 1 King William Street, London EC4N 7AF (or as soon as practicable thereafter following the conclusion of the C Shareholders' Class Meeting).

4. Action to be Taken

You will find, in Part 6 and Part 7 of this document, Notices convening the General Meeting and the Class Meetings. A detailed explanation of each of the Resolutions to be put to the Meetings is set out in paragraph 3 above, and the Resolutions are set out in full in the Notices at the end of this document.

You will find enclosed with this document Forms of Proxy for use at the General Meeting and Class Meetings. Whether or not you propose to attend the General Meeting and Class Meetings, you are requested to complete and return the Forms of Proxy enclosed to be received as soon as possible and, in any event, not less than 48 hours before the time appointed for holding of the General Meeting and Class Meetings (excluding weekends and public holidays). Completion and return of a Form of Proxy will not prevent you from attending and voting in person at the General Meeting and Class Meetings should you wish to do so. Please return the Forms of Proxy by post or hand to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

5. Recommendation

The Board considers that the Proposals are in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions.

David Frank
Chair

12 September 2022

PART 2: FURTHER DETAILS ON THE CAPITAL REDUCTION

1. Capital Reduction

Now that all the investments held by the C Share and D Share pools have been realised and the proceeds distributed to the C Shareholders and D Shareholders, save for the dividends of 5.24p per C Share and 6.02p per D Share which are due to be paid on 21 October 2022 and save for such amounts as may be necessary to ensure that these share classes can meet all of their continuing costs and fees, the Company is putting forward proposals for Shareholders to approve the cancellation and extinguishment of all of the C Shares and the D Shares which will permit the final return of capital, representing the nominal value of the C Shares and the D Shares, to the C Shareholders and D Shareholders.

The share capital paid up on the C Shares and D Shares is £134,130.88 and £136,046.37 respectively, being the aggregate nominal value of all of the C Shares and the D Shares. Cancelling the C Shares and the D Shares, with the prior approval of Shareholders by way of special resolutions and the subsequent confirmation by the High Court of the Capital Reduction, will remove the C Shares and D Shares and permit a final amount of 1.0p per C Share and D Share to be repaid to C Shareholders and D Shareholders, respectively. If approved, the cancellation of the C Shares and D Shares is expected to take place in November 2022 and, in the days following the cancellation, the Company proposes to despatch cheques or procure that funds are transferred by BACs transfer to the C Shareholders and the D Shareholders in respect of the proceeds of the Capital Reduction.

In order to effect the Capital Reduction under the 2006 Act, the Company requires (i) the authority of the Shareholders by the passing of the special resolutions at the General Meeting and (ii) the authority of the C Shareholders and D Shareholders by the passing of the special resolutions at the C Shareholders' Class Meeting and D Shareholders' Class Meeting respectively, to approve the Capital Reduction, with all the Meetings to be held at the Company's registered office on 4 October 2022.

The Capital Reduction must then be confirmed by the High Court, to which the Company will make an application if the relevant Resolutions are passed at the Meetings. The Company has arranged provisional dates at the High Court for the requisite hearings and the date for the final High Court hearing will be published at the direction of the High Court in a national newspaper at least seven days before the final High Court hearing.

The Capital Reduction will take effect when the High Court order confirming it (together with a statement of capital approved by the High Court) has been registered with the Registrar of Companies. The Effective Date of the Capital Reduction is currently expected to be in November 2022, within a few working days of the hearing at which the High Court confirms the Capital Reduction. The precise timing of the Capital Reduction will depend on the availability of appropriate dates for the High Court hearing and on the directions given by the High Court and, as such, definitive dates and times cannot be determined.

The Board reserves the right (where necessary by application to the High Court) to abandon, discontinue or adjourn any application to the High Court for confirmation of the Capital Reduction, and hence that Capital Reduction itself, if the Board believes that the terms required to obtain such confirmation are unsatisfactory to the Company or if, as the result of a material unforeseen event, the Board considers that to continue with the Capital Reduction is inappropriate or inadvisable.

As a consequence of the proposed cancellation of the C Shares and D Shares, certain provisions relating to those shares in the Existing Articles will become obsolete and it is proposed, therefore, to

amend the Existing Articles (by the adoption of the New Articles) to allow for these obsolete provisions to be deleted, subject to the Registrar of Companies registering the order of the High Court confirming the Capital Reduction. In order to adopt the New Articles under the 2006 Act, the Company requires the authority of the Shareholders by the passing of a special resolution at the General Meeting and by the passing of the special resolutions at the C Shareholders' Class Meeting and at the D Shareholders' Class Meeting, respectively.

2. Taxation

All of the C Shares and D Shares have reached the end of their five-year minimum VCT holding period. The Capital Reduction should, therefore, be able to take place without the withdrawal of the income tax relief that the C Shareholders and the D Shareholders received on their original subscription.

Generally, any C Shareholder or D Shareholder who was a Qualifying Investor and who has not invested more than £200,000 in shares in VCTs in any one tax year, should not be liable for UK income tax on dividends paid on those shares.

The cancellation and extinguishment of the C Shares and the D Shares should not impact the Company's status as a VCT.

PART 3: ADDITIONAL INFORMATION

1. The Company and the Directors, whose names appear on page 4, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors 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. As at 2 September 2022 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 13,413,088 C Shares, 13,604,637 D Shares and 28,940,076 E Shares.
3. As at 2 September 2022 (being the latest practicable date prior to publication of this document) Simon Acland, a Director, and his immediate family had an interest in 48,750 D Shares and neither David Frank nor Michael Stanes, the other Directors, nor their immediate families, had an interest in Shares.
4. There has been no significant change in the financial or trading position of the Company since 31 March 2022, the date to which the most recent published audited financial information of the Company was made up.

PART 4: RISK FACTORS

The Directors consider the following to be risk factors of which the Directors are aware that are material to the Company in the context of the Proposals.

The Company's business, financial condition or results could be materially and adversely affected by any of the risks described below. In such cases, the market price of the Shares may decline due to any of these risks and investors in the Company may lose all or part of their investment. Additional risks not presently known to the Directors, or that the Directors currently deem immaterial, may also have an adverse effect on the Company.

Risks relating to the Proposals

- Any fixed annual running costs for the Company will be charged in full by the E Share class following the cancellation and extinguishment of the C Share and D Share classes.
- In the event that the Proposals are rejected at the Meetings, the Company will have incurred certain fixed costs associated with the Proposals without receiving the benefit of the Proposals.
- The Proposals are conditional on the Resolutions being passed at the Meetings.

Risks relating to Taxation

- This document is prepared in accordance with the Company's interpretation of current tax legislation, rules, and practice. Such interpretation may not be correct, and it is always possible that tax legislation, rules and practice may change.
- The tax benefits associated with a VCT investment and their value to a Shareholder are dependent on the Shareholder's personal circumstances. The tax benefits may not be available to all Shareholders and/or may be lost by Shareholders in certain circumstances.

Shareholders should seek independent tax advice to determine and understand their personal tax position.

PART 5: DEFINITIONS

2006 Act

Companies Act 2006 (as amended from time to time)

C Shares

C ordinary shares of 1 penny each in the capital of the Company

C Shareholders

holders of C Shares

C Share Capital Reduction

the reduction of the capital of the Company by cancelling, extinguishing, and repaying all of the C Shares

C Shareholders' Class Meeting

the class meeting of the C Shareholders to be held on 4 October 2022 (or any adjournment of such meeting)

Capital Reduction

the C Share Capital Reduction and the D Share Capital Reduction

Class Meetings

the C Shareholders Class Meeting and the D Shareholders Class Meeting

Company

Triple Point Income VCT plc

D Shares

D ordinary shares of 1 penny each in the capital of the Company

D Shareholders

holders of D Shares

D Share Capital Reduction

the reduction of the capital of the Company by cancelling, extinguishing, and repaying all of the D Shares

D Shareholders' Class Meeting

the class meeting of the D Shareholders to be held on 4 October 2022 (or any adjournment of such meeting)

Directors or Board

the board of directors of the Company

E Shares

E ordinary shares of 1 penny each in the capital of the Company

Effective Date

the date on which the order of the High Court confirming the Capital Reduction has been registered by the Registrar of Companies

Existing Articles

the current articles of association of the Company as at the date of this document

FCA

Financial Conduct Authority

Forms of Proxy

the forms of proxy for use in connection with the Meetings

General Meeting

the general meeting of the Company to be held on 4 October 2022 (or any adjournment of such meeting)

High Court

the High Court of England and Wales

Meetings

the General Meeting and the Class Meetings (as the context permits)

New Articles

the articles of association that are proposed to be adopted by the Company at the General Meeting.

Notices

the notices of General Meeting and Class Meetings set out in Parts 6 and 7 of this document

Official List

the Official List of the FCA

Proposals

the proposals described in Part 1 and in Part 2 above

Qualifying Investor

an individual aged 18 or over who satisfies the conditions of eligibility for tax relief available to investors in a VCT

Registrar of Companies

the Registrar of Companies in England and Wales

Regulatory Information Service

a regulatory information service that is approved by the FCA as meeting the relevant criteria and that is on the list of regulatory information services maintained by the FCA

Resolutions

the resolutions to be proposed at the Meetings, as set out in the relevant Notice

Shareholders

holders of Shares

Shares

C Shares and/or D Shares and/or E Shares (as the context requires)

VCT

a venture capital trust as defined in section 259 of the Income Tax Act 2007 (as amended)

PART 6: NOTICE OF GENERAL MEETING

Triple Point Income VCT plc

(Incorporated in England and Wales: Registered Number 06421083)

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that a General Meeting of the Shareholders of Triple Point Income VCT plc (the Company) will be held at 9.00 am on 4 October 2022 at 1 King William Street, London EC4N 7AF for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

Special Resolutions

- (1) THAT, subject to the approval of the High Court of Justice, the capital of the Company be reduced by cancelling, extinguishing, and repaying all the issued C Shares of 1 penny each of the Company.
- (2) THAT, subject to the approval of the High Court of Justice, the capital of the Company be reduced by cancelling, extinguishing, and repaying all the issued D Shares of 1 penny each of the Company.
- (3) THAT, conditional upon the registration by the Registrar of Companies of the orders of the High Court confirming the reduction of the Company's capital referred to in Resolutions 1 and 2 above, the articles of association presented to the meeting and initialled by the Chair be adopted in place of the existing articles of association of the Company.

For the purpose of these resolutions, words and expressions defined in the circular issued to the Company's shareholders dated 12 September 2022 shall have the same meaning in this resolution, save where the context requires otherwise.

Dated: 12 September 2022 Registered Office: 4 th Floor 1 King William Street London EC4N 7AF	By order of the Board, Hanway Advisory Limited Company Secretary
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Information regarding the General Meeting, including the information required by section 311A of the Companies Act 2006 ("CA 2006"), is available from www.triplepoint.co.uk

Notes:

- (a) Any member of the Company entitled to attend and vote at the General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the General Meeting in order to represent his appointor. A member entitled to attend and vote at the General Meeting may appoint the Chair

or another person as his proxy although the Chair will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chair) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (i) below. Under section 319A of the CA 2006, the Company must answer any question a member asks relating to the business being dealt with at the General Meeting unless:

- answering the question would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.

(b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's Registrar, Computer-share Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the General Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.

(c) In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly revoking the proxy appointment to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC before the General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.

(d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the General Meeting in person, the proxy appointment will automatically be terminated.

(e) Copies of the Directors' letters of appointment, a copy of the New Articles (marked up to show the proposed changes) and a copy of the Company's current articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice, until the end of the General Meeting for at least 15 minutes prior to and during the meeting.

(f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at close of business on 30 September 2022 or, in the event that the General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on 30 September 2022 or, in the event that the General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the General Meeting.

(g) 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 exercises powers over the same share.

(h) As at 2 September 2022, the Company's issued share capital comprised 13,413,088 C Shares, 13,604,637 D Shares and 28,940,076 E Shares. The total number of voting rights in the Company as at 9 September 2022 is 55,957,801. The website referred to above will include information on the number of shares and voting rights.

(i) If you are a person who has been nominated under section 146 of the CA 2006 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 General 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 the exercise of voting rights;

- your main point of contact in terms of your investment in the Company remains the Relevant Member (or 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.

(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 Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY at www.investorcentre.co.uk/contactus or the Company's Secretary at the Company's registered office or by emailing cosec@hanwayadvisory.com.

(l) Members may not use any electronic address provided either in this notice of the 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.

PART 7: NOTICE OF CLASS MEETINGS

TRIPLE POINT INCOME VCT PLC

(Incorporated in England and Wales: Registered Number 06421083)

NOTICE OF CLASS MEETING OF THE HOLDERS OF C SHARES

Notice is hereby given that a Class Meeting of the holders of C Shares in Triple Point Income VCT plc (the Company) will be held at 9.30 am on 4 October 2022 (or as soon as practicable thereafter, following the conclusion of the General Meeting) at 1 King William Street, London EC4N 7AF for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the holders of C Shares in the Company.

In the event that the Class Meeting shall be adjourned, the adjourned class meeting will be held at 9.30 am on 19 October 2022 at 1 King William Street, London EC4N 7AF and when the holder or holders of C Shares present shall form a quorum.

Special Resolution

(1) THAT, conditional upon the passing of resolutions 1 and 3 set out in the notice of general meeting of the Company convened to be held on 4 October 2022 (the "General Meeting"), the proposed reduction of capital by cancelling, extinguishing and repaying all the issued C Shares of 1 penny each of the Company and the adoption of new articles of association proposed to be approved by special resolution of the Company at the General Meeting, be approved and any variation, alteration or abrogation of the rights attaching to the Company's C Shares of 1 penny each thereby involved be approved.

Dated: 12 September 2022 Registered Office: 4 th Floor 1 King William Street London EC4N 7AF	By order of the Board, Hanway Advisory Limited Company Secretary
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Information regarding the Class Meeting, including the information required by section 311A of the Companies Act 2006 ("CA 2006"), is available from www.triplepoint.co.uk.

Notes:

(a) Any member of the Company entitled to attend and vote at the Class Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Class Meeting in order to represent his appointor. A member entitled to attend and vote at the Class Meeting may appoint the Chair or another person as his proxy although the Chair will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chair) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (i) below. Under section 319A of the CA 2006, the Company must answer any question a member asks relating to the business being dealt with at the Class Meeting unless:

- answering the question would interfere unduly with the preparation for the Class 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 Class Meeting that the question be answered.

(b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Class Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.

(c) In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly revoking the proxy appointment to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC before the Class Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.

(d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Class Meeting in person, the proxy appointment will automatically be terminated.

(e) Copies of the Directors' letters of appointment, a copy of the New Articles (marked up to show the proposed changes) and a copy of the Company's current articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice, until the end of the Class Meeting for at least 15 minutes prior to and during the meeting.

(f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at close of business on 30 September 2022 or, in the event that the Class Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the Class Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on 30 September 2022 or, in the event that the Class Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Class Meeting.

(g) 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 exercises powers over the same share.

(h) As at 2 September 2022, the Company's issued share capital comprised 13,413,088 C Shares, 13,604,637 D Shares and 28,940,076 E Shares. The total number of voting rights in the Company as at 2 September 2022 is 55,957,801. The website referred to above will include information on the number of shares and voting rights.

(i) If you are a person who has been nominated under section 146 of the CA 2006 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 Class 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 the exercise of voting rights;
- your main point of contact in terms of your investment in the Company remains the Relevant Member (or 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.

(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 Class Meeting.

- (k) Except as provided above, members who have general queries about the Class General Meeting should contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY at www.investorcentre.co.uk/contactus or the Company's Secretary at the Company's registered office or by emailing cosec@hanwayadvisory.com.
- (l) Members may not use any electronic address provided either in this notice of the Class 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.

TRIPLE POINT INCOME VCT PLC

(Incorporated in England and Wales: Registered Number 06421083)

NOTICE OF CLASS MEETING OF THE HOLDERS OF D SHARES

Notice is hereby given that a Class Meeting of the holders of D Shares in Triple Point Income VCT plc (the Company) will be held at 9.45 am on 4 October 2022 (or as soon as practicable thereafter, following the conclusion of the C Shareholders Class Meeting) at 1 King William Street, London EC4N 7AF for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the holders of D Shares in the Company.

In the event that the Class Meeting shall be adjourned, the adjourned class meeting will be held at 9.45 am on 19 October 2022 at 1 King William Street, London EC4N 7AF and when the holder or holders of D Shares present shall form a quorum.

Special Resolution

(1) THAT, conditional upon the passing of resolutions 2 and 3 set out in the notice of general meeting of the Company convened to be held on 4 October 2022 (the "General Meeting"), the proposed reduction of capital by cancelling, extinguishing and repaying all the issued D Shares of 1 penny each of the Company and the adoption of new articles of association proposed to be approved by special resolution of the Company at the General Meeting, be approved and any variation, alteration or abrogation of the rights attaching to the Company's D Shares of 1 penny each thereby involved be approved.

Dated: 12 September 2022 Registered Office: 4 th Floor 1 King William Street London EC4N 7AF	By order of the Board, Hanway Advisory Limited Company Secretary
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Information regarding the Class Meeting, including the information required by section 311A of the Companies Act 2006 ("CA 2006"), is available from www.triplepoint.co.uk.

Notes:

(a) Any member of the Company entitled to attend and vote at the Class Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Class Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Class Meeting in order to represent his appointor. A member entitled to attend and vote at the Class Meeting may appoint the Chair or another person as his proxy although the Chair will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chair) and give instructions directly to that person. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in these Notes. Please read Note (i) below. Under section 319A of the CA 2006, the Company must answer any question a member asks relating to the business being dealt with at the Class Meeting unless:

- answering the question would interfere unduly with the preparation for the Class 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 Class Meeting that the question be answered.

(b) To be valid, a Form of Proxy and the power of attorney or other written authority, if any, under which it is signed or an office or notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of such power and written authority, must be delivered to the Company's Registrar, Computer-share Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Class Meeting or adjourned meeting at which the person named in the Form of Proxy proposes to vote. In the case of a poll taken more than 48 hours (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll, or where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered at the meeting at which the demand is made.

(c) In order to revoke a proxy instruction a member will need to inform the Company by sending a signed hard copy notice clearly revoking the proxy appointment to the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Computershare Investor Services PLC before the Class Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.

(d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person. If a member appoints a proxy and that member attends the Class Meeting in person, the proxy appointment will automatically be terminated.

(e) Copies of the Directors' letters of appointment, a copy of the New Articles (marked up to show the proposed changes) and a copy of the Company's current articles of association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice, until the end of the Class Meeting for at least 15 minutes prior to and during the meeting.

(f) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at close of business on 30 September 2022 or, in the event that the Class Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the Class Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after close of business on 30 September 2022 or, in the event that the Class Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Class Meeting.

(g) 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 exercises powers over the same share.

(h) As at 2 September 2022, the Company's issued share capital comprised 13,413,088 C Shares, 13,604,637 D Shares and 28,940,076 E Shares. The total number of voting rights in the Company as at 2 September 2022 is 55,957,801. The website referred to above will include information on the number of shares and voting rights.

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- 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 Class 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 the exercise of voting rights;
- your main point of contact in terms of your investment in the Company remains the Relevant Member (or 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.

(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 Class Meeting.

(k) Except as provided above, members who have general queries about the Class General Meeting should contact Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY at

www.investorcentre.co.uk/contactus or the Company's Secretary at the Company's registered office or by emailing cosec@hanwayadvisory.com.

(I) Members may not use any electronic address provided either in this notice of the Class 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.

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