

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 Praetura Growth VCT plc (the "**Company**"), please send this document including the Form(s) 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.

Praetura Growth VCT PLC

(Registered in England and Wales with registered number 14525115)

Notice of Annual General Meeting and proposal to obtain allotment authorities

Your attention is drawn to the letter from the Chairman of the Company set out at Part 1 of this document, which contains unanimous recommendations from the Board of the Company for Shareholders to vote in favour of the Resolutions being proposed at the first annual general meeting of the Company (the "**AGM**").

A notice convening the AGM, to be held at 2 p.m. on 23 July 2024, at Level 8 Bauhaus, 27 Quay Street, Manchester, England, M3 3GY, is set out in Part 3 of this document.

To be valid, the Form(s) of Proxy for the AGM enclosed with this document (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 so as to be received by the Company's Registrar, The City Partnership (UK) Limited, not less than 48 hours (excluding weekends and public holidays) before the AGM, either by post or by hand (during normal business hours only) to The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. Alternatively, you may submit your proxy electronically by emailing a scanned copy of the signed Form of Proxy to proxies@city.uk.com. The appointment of a proxy or a proxy instruction may also be submitted through the CREST system.

A copy of the Notice of AGM and the information required by Section 311A Companies Act 2006 is available from the following website: <https://www.praeturainvestments.co.uk/vct/>.

CONTENTS

PART 1	LETTER FROM THE CHAIRMAN OF THE COMPANY	3
PART 2	DEFINITIONS	5
PART 3	NOTICE OF ANNUAL GENERAL MEETING	7

PART 1 — LETTER FROM THE CHAIRMAN OF THE COMPANY

Registered Office:

Level 8 Bauhaus
27 Quay Street
Manchester
England
M3 3GY

Dear Shareholder,

Successful launch

Last year, the Company issued a Prospectus relating to its first Offer for subscription of Ordinary Shares, which opened to investors on 14 June 2023.

The Company issued Ordinary Shares pursuant to the Offer on 5 April 2024 and 9 April 2024 respectively, and having raised an amount in excess of the minimum aggregate subscription required for the Shares to be admitted, the Company's Ordinary Shares were accordingly admitted to the Premium Segment of the Official List and commenced trading on the Main Market of the London Stock Exchange on 10 April 2024 (the "**Admission**"). Further Ordinary Shares were issued on 5 June 2024 and were admitted to trading on 7 June 2024, following which the Offer closed to further subscriptions. In aggregate, the Company issued 3,427,655 Ordinary Shares under the Offer.

The Company's Annual Report for its first financial year ending 31 January 2024 has been published and will be laid before Shareholders at the AGM required to be held in accordance with the CA 2006. The Annual Report covers a period prior to Admission and therefore before the Company commenced operations. The publication of the Annual Report is a requirement under the CA 2006.

Notice of AGM

The purpose of this document is to convene the first AGM of the Company at which Shareholders will be asked to vote on the proposed Resolutions. A notice convening the AGM, to be held at 2 p.m. on 23 July 2024, at Level 8 Bauhaus, 27 Quay Street, Manchester, England, M3 3GY, is set out in Part 3 of this document.

Recommendation to vote in favour of the Resolutions

The Board unanimously recommends voting in favour of the proposed Resolutions, which they believe to be in the best interests of Shareholders as a whole. Each of the Directors accordingly intend to vote in favour of the Resolutions in respect of their own beneficial holdings in the Company.

Explanatory Notes to the Resolutions

An explanation of the Resolutions to be proposed at the AGM is set out below. Resolution 1 to 7 will be proposed as Ordinary Resolutions requiring the approval of more than 50% of the votes cast and Resolutions 8 to 10 will be proposed as Special Resolutions requiring the approval of 75% or more of the votes cast.

Resolution 1

The Directors seek approval to receive and adopt the Financial Statements of the Company for the financial year ended 31 January 2024.

Resolution 2

The Company must appoint an auditor at each general meeting at which the Company's annual accounts are laid before Shareholders, to hold office until the conclusion of the next such meeting. Resolution 2 seeks Shareholder approval to re-appoint Macintyre Hudson LLP as the Company's Auditor.

Resolution 3

In accordance with normal practice, Resolution 3 seeks authority for the Directors to determine the Auditor's remuneration.

Resolutions 4 to 6

The Articles provide that each Director shall retire and stand for re-election at the first AGM following their appointment.

Resolution 7

The Directors are seeking authority pursuant to Section 551 of the Act for the Company to allot Ordinary Shares, or rights to subscribe for Ordinary Shares, up to an aggregate nominal value of £200,000. The authority conferred by Resolution 7 will expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the passing of this resolution, whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting).

Resolution 8

Resolution 8, if passed, would allow the Board to allot new Shares, up to 583% of the current share capital, without implementing pre-emption rights. This authority will expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the passing of this resolution, whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting).

Resolution 9

Shareholders will be asked to authorise the Company to make market purchases of up to 513,805 Ordinary Shares (representing approximately 14.99% of the issued share capital of the Company as at 25 June 2024, this being the latest practicable date prior to the publication of this document). This Resolution sets out the minimum and maximum prices that can be paid, exclusive of expenses, and Ordinary Shares bought back may be cancelled or held in treasury, as determined by the Board. Once held in treasury, such Ordinary Shares may be sold for cash or cancelled. The Board may use this authority to allow the Company to operate a share buy-back policy. The authority conferred by Resolution 9 will expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the passing of this Resolution, whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting).

Resolution 10

The Directors propose to allow the Company to call general meetings (other than annual general meetings) on 14 clear days' notice, rather than 21 clear days' notice. It is anticipated that, if approved, such authority will only be used in exceptional circumstances. The Company will also need to meet the requirements for electronic voting before it can call a general meeting on 14 days' notice.

Action to be taken

Enclosed with this document, you will find a Form of Proxy for use at the AGM. You are requested to complete and return the Form of Proxy so as to be received not less than 48 hours before the AGM.

A reply paid envelope is enclosed for returning Forms of Proxy.

Yours sincerely

Paul Jefferson
Chairman

PART 2 DEFINITIONS

"Act" or "CA 2006"	the Companies Act 2006
"Admission"	the admission of the Company's Ordinary Shares to the Premium Segment of the Official List and to trading on the Main Market of the London Stock Exchange on 10 April 2024
"AGM"	the Company's Annual General Meeting to be held on 23 July 2024
"Annual Report"	the Company's published annual report for the period ended 31 January 2024
"Articles"	the articles of association of the Company
"Auditor"	the Company's appointed auditor from time to time
"Board" or "Directors"	the current directors of the Company
"Company"	Praetura Growth VCT plc
"CREST"	the UK based central securities depository
"Daily Official List"	the daily official record of trades on the London Stock Exchange, as designated as such
"Directors' Report and Financial Statements"	the Directors' Report and Financial Statements as set out in the Annual Report of the Company
"Form(s) of Proxy"	the proxy form(s) to be used in respect of the AGM and enclosed with this document
"Listing Rules"	the listing rules of the Financial Conduct Authority, as designated as such
"Main Market"	the main market of the London Stock Exchange
"Notice of AGM"	the notice set out on page 7 of this document convening the AGM
"Ordinary Shares" or "Shares"	ordinary shares with a nominal value of 1 pence each in the capital of the Company
"Official List"	the official list of the Financial Conduct Authority, as designated as such
"Offer"	the offer for subscription of up to £10 million of Ordinary Shares together with an over-allotment facility of up to a further £10 million of Ordinary Shares, as described in the Prospectus
"Prospectus"	the prospectus published by the Company on 14 June 2023 and approved for publication by the Financial Conduct Authority
"Premium Segment"	the premium segment of the official list, as designated as such, by the Financial Conduct Authority
"Register of Members"	the Company's register of members from time to time
"Registrar"	the City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH
"Resolution 1"	resolution 1 set out in the Notice of Annual General Meeting
"Resolution 2"	resolution 2 set out in the Notice of Annual General Meeting
"Resolution 3"	resolution 3 set out in the Notice of Annual General Meeting
"Resolution 4"	resolution 4 set out in the Notice of Annual General Meeting

"Resolution 5"	resolution 5 set out in the Notice of Annual General Meeting
"Resolution 6"	resolution 6 set out in the Notice of Annual General Meeting
"Resolution 7"	resolution 7 set out in the Notice of Annual General Meeting
"Resolution 8"	resolution 8 set out in the Notice of Annual General Meeting
"Resolution 9"	resolution 9 set out in the Notice of Annual General Meeting
"Resolution 10"	resolution 10 set out in the Notice of Annual General Meeting
"Resolutions"	Resolution 1 to 10
"Shareholders"	holders of Shares (and each a "Shareholder")
"UK Market Abuse Regulation"	the UK version of the EU Market Abuse Regulation which is part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended and supplemented from time to time including by the Market Abuse (Amendment) (EU Exit) Regulations 2019

PART 3
NOTICE OF ANNUAL GENERAL MEETING

Praetura Growth VCT plc
(Registered in England and Wales with registered number 14525115)

NOTICE IS HEREBY GIVEN that an annual general meeting of Praetura Growth VCT plc will be held at 2p.m. on 23 July 2024 at Level 8 Bauhaus, 27 Quay Street, Manchester, England, M3 3GY, for the purposes of considering and, if thought fit, passing the following Resolutions. Resolution 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 to 10 will be proposed as Special Resolutions.

Ordinary Resolutions

1. To receive and adopt the Directors' Report and Financial Statements of the Company for the period ended 31 January 2024.
2. To appoint Macintyre Hudson LLP as Auditor of the Company from the conclusion of the AGM until the conclusion of the next AGM of the Company to be held in 2025 at which financial statements are laid before the Company.
3. To authorise the Directors to fix the remuneration of the Auditor.
4. To re-elect Sam McArthur as a Director.
5. To re-elect Paul Jefferson as a Director.
6. To re-elect Elizabeth Scott as a Director.
7. That the Directors be and are hereby, generally and unconditionally, authorised under Section 551 of the Act to exercise all the powers of the Company to allot Ordinary Shares, or grant rights to subscribe for or convert any security into Ordinary Shares, up to an aggregate nominal amount of £200,000 provided that this authority shall expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the passing of this resolution, whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting), and provided that the Company may before such expiry, make an offer or agreement that would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreements as if the authority conferred had not expired.

Special Resolutions

8. That, subject to the passing of Resolution 7, the Directors be and hereby are empowered, under Section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) under the authority conferred by Resolution 7 for cash as if section 561(1) of the Act did not apply, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £200,000 representing approximately 583% of the issued share capital of the Company as at 25 June 2024, being the latest practical date prior to publication of this document; and shall expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the passing of this resolution, whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting), save that the Company may, before such expiry, make an offer or agreement that would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
9. That, the Company be and is hereby authorised in accordance with section 107 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares provided that:
(i) the maximum aggregate number of Ordinary Shares authorised to be purchased shall not exceed 513,805 Ordinary Shares (representing approximately 14.99% of the issued Ordinary Shares at 25 June

2024, being the latest practical date prior to publication of this document); (ii) the minimum price which may be paid for an Ordinary Share is their nominal value; (iii) the maximum price which may be paid for an Ordinary Share, exclusive of expenses, is an amount equal to the higher of (a) 105% of the average of the middle market quotations of an Ordinary Share in the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which that Ordinary Share is purchased; and (b) the amount stipulated by Article 5(6) of the UK Market Abuse Regulation; (iv) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the whichever is the first to occur (unless previously revoked, varied or extended by the Company in general meeting), save that the Company may, before such expiry, enter into a contract to purchase Ordinary Shares which may be executed wholly or partly after the expiry of such authority.

10. That a general meeting, other than an annual general meeting, may be called on not less than 14 days' clear notice.

Words and expressions defined in the document issued to the Company's Shareholders dated 26 June 2024 shall have the same meanings in Resolutions 1 to 10, save where the context requires otherwise.

Dated 26 June 2024

By order of the Board	Registered Office:
R. Hargreaves c/o Praetura Ventures Limited Company Secretary	Level 8 Bauhaus 27 Quay Street Manchester England M3 3GY

Notes:

- (a) A member entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member. Multiple proxy forms should be returned to the Company's Registrar, The City Partnership (UK) Limited, in the reply paid envelope provided.
- (b) 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.
- (c) To be valid, the Forms of Proxy for the AGM enclosed with this document (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 so as to be received by the Company's Registrar, The City Partnership (UK) Limited, not less than 48 hours (excluding weekends and public holidays) before the AGM, either by post or by hand (during normal business hours only) to the The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield, HD4 7BH. Alternatively, you may submit your proxy electronically by emailing a scanned copy of the signed Form of Proxy to proxies@city.uk.com. For an electronic proxy appointment to be valid it must be received by The City Partnership (UK) Limited by the same voting deadline of 48 hours (excluding weekends and public holidays) before the AGM.
- Appointment of a proxy, or any CREST proxy instruction (as described in paragraph (d) 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.
- (d) 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 (ID8RA57) 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.

- (e) Any person receiving a copy of the Notice of AGM 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 Note (a) 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.
- (f) Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the AGM 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.
- (g) A copy of the Notice of AGM and the information required by Section 311A Companies Act 2006 is available from <https://www.praeturainvestments.co.uk/vct/>. 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 AGM, and at the place of that meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.
- (h) As at 25 June 2024 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 3,427,655 Ordinary Shares carrying one vote each. The Company does not hold any treasury shares. Therefore, the total voting rights in the Company as at 25 June 2024 are 3,427,655.
- (i) 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 AGM.
- (j) Except as provided above, members who have general queries about the AGM should contact the Company's Registrar, The City Partnership (UK) Limited, at www.city.uk.com/contact or the Company's Secretary at the Company's registered office or by emailing vct@praetura.co.uk.
- (k) Members may not use any electronic address provided either in this Notice of AGM, or any related documents (including the Chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.