

# THE INCOME & GROWTH VCT PLC

(Registered in England and Wales with registered number 04069483)

## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of The Income & Growth VCT plc (**Company**) will be held at 12.30 p.m. (or as soon thereafter following the conclusion of the general meeting of Mobeus Income & Growth 4 VCT plc convened for 11.30 a.m.) on 3 August 2017 at the offices of Mobeus Equity Partners LLP, 30 Haymarket, London SW1Y 4EX for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as a special resolution:

### Special Resolution

That, in addition to existing authorities:

(a) *Authority to allot shares*

the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (**Act**), to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (**Rights**) up to an aggregate nominal value of £370,000, provided that this authority shall (unless renewed, revoked or varied by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares or grant Rights pursuant to any such offers or agreements as if the authority had not expired); and

(b) *Disapplication of pre-emption rights*

the directors be and hereby are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred by paragraph (i) of this resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities with an aggregate nominal value of up to but not exceeding £370,000 in connection with offer(s) for subscription (where the proceeds may be used, in whole or in part, to purchase shares in the capital of the Company), such authority to (unless renewed, revoked or varied by the Company in general meeting) expire on the date falling fifteen months after the passing of this resolution (save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the shall be entitled to allot equity securities in pursuance of such offers or agreements as if the authority conferred by this resolution had not expired).

Dated 7 July 2017

**By order of the Board**  
Mobeus Equity Partners LLP  
Secretary

**Registered Office:**  
30 Haymarket  
London  
SW1Y 4EX

## NOTES:

1. To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at close of business on 1 August 2017 (or, in the event of any adjournment, no later than 48 hours before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which should be used to make such appointment(s) and give proxy instructions accompanies this notice. To appoint more than one proxy (an) additional proxy form(s) may be obtained by photocopying this form. Multiple proxy appointments should be returned to the Company's registrars in a single envelope.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the office of the registrars of the Company, Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 12.30 p.m. on 1 August 2017. As an alternative to completing the hard copy proxy form, you can appoint a proxy electronically by using the share portal service at [www.signalshares.com](http://www.signalshares.com). You will be asked to enter your unique code before you can lodge a vote. For an electronic proxy to be valid, your appointment must be received by the Company's registrars no later than 12.30 p.m. on 1 August 2017.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 12.30 p.m. on 1 August 2017.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. The return of a completed proxy form will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.
6. If a member appoints a proxy or proxies and then decides to attend the meeting in person and vote using his/her poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the member's entire holding, then all proxy votes will be disregarded. If, however, the member votes at the meeting in respect of less than the member's entire holding, then if the member indicates on his/her polling card that all proxies are to be disregarded, that shall be the case; but if the member does not specifically revoke the proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the member's entire holding.
7. A member may change his/her proxy instructions by simply submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see note 3 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If a member submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
8. In order to revoke a proxy instruction a member must inform the Company by sending a signed hard copy notice clearly stating his/her intention to revoke his/her proxy appointment to Capita Asset Services. 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 of authority) must be included with the revocation notice.

The revocation notice must be received by Capita Asset Services at 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 12.30 p.m. on 1 August 2017. If a member attempts to revoke his/her proxy appointment but the revocation is received after the time specified then, subject to paragraph 6 above, the member's appointment will remain valid.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of a proxy or proxies in these notes does not apply to Nominated Persons. Such rights can only be exercised by shareholders of the Company.
10. As at 6 July 2017 (being the last business day prior to the publication of this notice) the Company's issued share capital consists of 72,937,089 shares, carrying one vote each. Therefore, the total voting rights in the Company as at 6 July 2017 are 72,937,089. No shares are held by the Company in treasury.
11. If a corporation is a member of the Company, it may by resolution of its directors or other governing body authorise one or more persons to act as its representative or representatives at the meeting and any such representative or representatives shall be entitled to exercise on behalf of the corporation all the powers that the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. Corporate representatives should bring with them either an original or certified copy of the appropriate board resolution or an original letter confirming the appointment, provided it is on the corporation's letterhead and is signed by an authorised signatory and accompanied by evidence of the signatory's authority.
12. Under section 319A of the Companies Act 2006, members are entitled to ask any questions relating to the business being dealt with at the meeting. The Company will cause to answer any question unless (i) to do so would interfere unduly with the preparation for the meeting; (ii) to do so would involve the disclosure of confidential information; (iii) the answer has already been provided on a website in the form of an answer to a question; or (iv) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
13. Further information regarding the meeting, which is required by section 311A of the Companies Act 2006 to be published by the Company on a website in advance of the meeting, can be accessed at [www.incomeandgrowthvct.co.uk](http://www.incomeandgrowthvct.co.uk).
14. Members may not use any electronic address provided either in this notice of meeting, or any related documents to communicate with the Company for any purposes other than those expressly stated.