

## **Edge Performance VCT plc (the "Company")**

### **Results of Annual General Meeting**

The Company gives notice that at the Annual General Meeting of the Company held on 7 August 2014 at 10.00am, the following resolutions were duly passed:

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the directors' and the independent auditor's reports and the Company's financial statements for the year ended 28 February 2014.
2. To declare:
  - (i) a final dividend of 7p per F share of 10p in the capital of the Company ("F Share"), such dividend to be paid on 7 November 2014 to all holders of F Shares on the Company's register of members as at the close of business on 24 October 2014;
  - (ii) a final dividend of 7p per G share of 10p in the capital of the Company ("G Share"), such dividend to be paid on 7 November 2014 to all holders of G Shares on the Company's register of members as at the close of business on 24 October 2014; and
  - (iii) a final dividend of 7p per I share of 10p in the capital of the Company ("I Share"), such dividend to be paid on 7 November 2014 to all holders of I Shares on the Company's register of members as at the close of business on 24 October 2014.
3. To approve the directors' remuneration policy.
4. To approve the directors' remuneration report for the year ended 28 February 2014.
5. To re-elect Kevin Falconer who is retiring as a director of the Company in accordance with Article 95 of the Company's articles of association and who, being eligible, offers himself for re-election as a director of the Company.
6. To re-elect David Glick as a director of the Company, pursuant to Listing Rule 15.2.13A.
7. To re-appoint Grant Thornton LLP as auditor of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
8. To authorise the directors of the Company to fix the remuneration of the auditor.

#### **SPECIAL BUSINESS**

The following resolutions were passed, resolution 9 as an ordinary resolution and resolutions 10 and 11 as special resolutions of the Company:

9.
  - (i) That the directors of the Company be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company, up to an aggregate nominal value equal to 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this resolution,

during the period commencing on the passing of this resolution and expiring on the later of: (1) the date of the annual general meeting of the Company to be held in 2015, and (2) the date which is 15 months after the date on which this resolution is passed (unless the authority is previously revoked, varied or extended by the Company in general meeting); but so that this authority shall allow the Company to make, before the expiry of this authority, offers or agreements which would or might require relevant securities to be allotted after such expiry; and

- (ii) That all previous authorities given to the directors of the Company in accordance with section 551 of the Act be and are hereby revoked, provided that such revocation shall not have retrospective effect.

### **SPECIAL RESOLUTIONS**

- 10. That the directors of the Company be and are hereby empowered, pursuant to sections 570 and 573 of the Act, to allot or make offers or agreements to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given pursuant to resolution 9 set out in this notice of annual general meeting as if section 561(1) of the Act did not apply to such allotment, provided that this power shall expire on the later of: (1) the date of the annual general meeting of the Company to be held in 2015, and (2) the date which is 15 months after the date on which this resolution is passed; and provided further that this power shall be limited to the allotment of equity securities from time to time with an aggregate nominal value equal to 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this resolution.
- 11. That the Company be and is hereby generally and unconditionally authorised, pursuant to section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of C Shares, D Shares, E Shares, F Shares, G Shares, H Shares and I Shares of 10p each in the capital of the Company, provided that:
  - (i) such authority is limited to the purchase of 14.99 per cent of the issued C Share capital, 14.99 per cent of the issued D Share capital, 14.99 per cent of the issued E Share capital, 14.99 per cent of the issued F Share capital, 14.99 per cent of the issued G Share capital, 14.99 per cent of the issued H Share capital, and 14.99 per cent of the issued I Share capital, in each case as at the date of this resolution;
  - (ii) the minimum price (excluding expenses) which may be paid for such C, D, E, F, G, H or I Shares is 10p per share, the nominal amount of each such share;
  - (iii) the maximum price (excluding expenses) which may be paid for such C, D, E, F, G, H or I Shares shall be the higher of:
    - (a) an amount equal to 105 per cent of the average of the middle market quotations for such class of the Company's shares, as derived from the daily Official List of the London Stock Exchange, for the five business days immediately preceding the day on which the purchase is made; and
    - (b) the value of such class of the Company's shares calculated on the basis of the higher of the price quoted for (1) the last independent trade of and (2) the highest current independent bid for any number of such class of the Company's shares on the trading venue where the purchase is carried out; and

- (iv) the Company may make a contract or contracts to purchase its own C, D, E, F, G, H or I Shares under this authority prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of the authority, and the Company may make a purchase of its own C, D, E, F, G, H or I Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

The authority hereby conferred shall (unless previously renewed or revoked) expire on the later of: (1) the date of the annual general meeting of the Company to be held in 2015, and (2) the date which is 15 months after the date on which this resolution is passed.

Proxy votes cast were as follows:

	<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1.	Receive and adopt directors' and independent auditor's report and Company's financial statements	7,482,038	29,404	26,000
2.	Approve F, G and I share dividend	7,445,048	29,404	62,990
3.	Approve directors' remuneration policy	6,987,619	465,046	84,777
4.	Approve directors' remuneration report	7,125,662	327,003	84,777
5.	Re-elect Kevin Falconer	7,266,283	232,869	38,290
6.	Re-elect David Glick	7,268,463	217,229	51,750
7.	Re-appoint Grant Thornton as auditor	7,350,700	160,742	26,000
8.	Authorise directors to determine remuneration of auditor	7,366,478	144,964	26,000
9.	Authorise directors to allot shares	7,302,798	148,794	85,850
10.	Authorise directors to allot shares with disregard to pre-emption rights	6,825,511	304,042	407,889
11.	Authorise Company to make market purchases	7,329,498	111,804	96,140

For further information please contact:

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