

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

### **Results of General Meeting**

The Company gives notice that at a general meeting of the Company held on 3 December 2014 at 9.30am, the following resolutions were duly passed.

The full text of the resolutions is shown below.

### **SPECIAL RESOLUTION**

#### **1. Authority to allot H Shares and disapplication of pre-emption rights in respect of the New H Share Offer and subsequent allotments**

THAT:

- (a) in addition to any existing authorities (to the extent unused), the directors of the Company (the "Directors") be and are hereby unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot and to grant rights to subscribe for or to convert any security into:
  - (i) New H Shares with an aggregate nominal value of up to £2 million in connection with the New H Share Offer; and
  - (ii) in addition to the authority referred to in paragraph (a)(i) of this resolution, such further number of H Shares as represents 10 per cent. of the issued H Share capital immediately following the final allotment and issue of New H Shares under the New H Share Offer (in respect of the 2014/15 tax year); and
- (b) in addition to any existing authority, the Directors be and are hereby generally and unconditionally authorised in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash, pursuant to the authority referred to in this Resolution 1 (a), as if section 561 of the Act did not apply to any such allotment, such power to expire: (1) in respect of the authority to allot up to 20 million New H Shares pursuant to the New H Share Offer on the earlier of five Business Days after the final closing date of the New H Share Offer and 30 September 2015; and (2) in respect of the general authority to allot additional H Shares on the earlier of the annual general meeting of the Company to be held in 2015 and 30 September 2015, save that the Company may at any time prior to the expiry of such power make an offer or enter into an agreement which would or might require shares to be allotted or rights to be granted after the expiry of such power and the Directors are authorised to allot equity securities in pursuance of such an offer or agreement as if such power had not expired.

### **ORDINARY RESOLUTION**

#### **2. New H Share Offer Agreement**

THAT, subject to and conditional upon (i) the New H Share Offer becoming unconditional in all respects (other than regards any condition relating to the passing of this Resolution 2); and (ii) the passing of Resolution 1 above, the New H Share Offer Agreement as set out in the circular of the Company dated 4 November 2014 (the "Circular") be and is hereby approved.

Terms defined in the circular of the Company dated 4 November 2014 shall have the same meaning in this Notice, save where the context otherwise requires.

Proxy votes cast were as follows:

<b>Resolution</b>		<b>For</b>	<b>Against</b>	<b>Withheld</b>
<b>Special Resolution</b>				
1.	Authorise directors to allot H shares for cash on a non pre-emptive basis	3,261,080	0	0
<b>Ordinary Resolution</b>				
2.	Approve the H share offer agreement	3,261,080	0	0

For further information please contact:

Edge Investments, Investment Manager: 020 7317 1300

The City Partnership (UK) Limited, Company Secretary: 0131 243 7210