

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Hargreave Hale AIM VCT plc (the “**Company**”), please send this document, together with the accompanying form of proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

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## **HARGREAVE HALE AIM VCT PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with registered number 05206425)*

**Recommended proposals to: (i) grant the Board authority to issue further Ordinary Shares on a non pre-emptive basis in connection with an Offer for Subscription; (ii) amend the Company’s articles of association to extend the life of the Company to 2027; (iii) introduce a dividend re-investment scheme; and (iv) approve the Company’s updated investment policy**

**and**

### **Notice of a General Meeting**

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Notice of the general meeting of the Company to be held on 29 September 2020 at 9.00 a.m. (the “**General Meeting**”) at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE, is set out at the end of this document. Capitalised terms used in this Circular shall have the same meaning ascribed to them in the Securities Note unless the context requires otherwise.

Given the current situation in relation to the COVID-19 pandemic and, in particular, Government guidelines in relation to public gatherings, the Board is concerned for the safety and wellbeing of Shareholders. Therefore the Board have resolved that, in accordance with the Corporate Insolvency and Governance Act 2020, Shareholders will not be permitted to attend the General Meeting on health and safety grounds. Shareholders who wish to vote on the resolutions to be proposed at the General Meeting should submit a form of proxy in advance of the General Meeting.

To be valid, the form of proxy attached to the back of this document must be completed and returned, in accordance with the instructions printed on it, so as to be received by the Company’s registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible, but in any event not later than 9.00 a.m. on 25 September 2020.

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## EXPECTED TIMETABLE

Offer opens	2 September 2020
Date forms of proxy must be returned by	9.00 a.m. on 25 September 2020
General Meeting	9.00 a.m. on 29 September 2020
First allotment	On or around 9 October 2020
Subsequent allotments	Monthly (or at such other time as the Board, in its sole discretion, may determine)
Closing date for the 2020/21 tax year	12 p.m. on 1 April 2021
Dispatch of Share and tax certificates	Within 15 business days of any allotment
Admission and dealings expected to commence	Within 10 business days of any allotment

## DETAILS OF THE OFFER

Total Offer size:	£20,000,000 with £10,000,000 Over-allotment Facility
Offer Price:	3.5 per cent. premium to last published NAV per Ordinary Share
Minimum subscription per Investor:	£5,000

### Pricing formula

Under the Offer, new Ordinary Shares (the “**Offer Shares**”) will be issued at a 3.5 per cent. premium to the last published NAV per Ordinary Share to offset the costs of the Offer. The price of the Offer Shares will be calculated in pence to two decimal places by reference to the Pricing Formula:

$$\text{Price of Offer Shares} = \frac{\text{Last Published NAV per Ordinary Share}}{0.965}$$

The NAV per Ordinary Share will be the last published by the Company prior to the date of allotment, adjusted as necessary for dividends declared but not yet paid if the allotment occurs whilst the Shares are classified as ex-dividend.

### Adviser charges and commission

#### *Financial Intermediaries*

Introductory commission is available to Financial Intermediaries in respect of non-advised subscriptions to the Offer of:

- 1 per cent. initial commission, no trail commission; or
- 0.5 per cent. initial commission plus trail commission of 0.375 per cent. of the amount subscribed by an investor per annum (limited to five years).

The commission to be paid to Financial Intermediaries will be paid by Canaccord Genuity Wealth Limited.

The introductory commission may be rebated by Financial Intermediaries and reinvested by them on behalf of their clients through additional Offer Shares (the rebate in each case may be in part or in whole in 25 per cent. increments).

#### *Financial Advisers*

The Company is not permitted to pay commission to Financial Advisers where advice has been given to investors in relation to their subscription under the Offer. However, the Company can facilitate the payment of an Adviser Charge on behalf of an Investor in relation to their subscription under the Offer.

## PART 1

# LETTER FROM THE CHAIRMAN HARGREAVE HALE AIM VCT PLC

*(Incorporated in England and Wales with registered number 05206425)*

Directors  
David M Brock (Chairman)  
Oliver M Bedford  
Ashton C Bradbury  
Sir Aubrey T Brocklebank  
Angela D Henderson

Registered Office  
41 Lothbury  
London  
EC2R 7AE

2 September 2020

Dear Shareholder

**Recommended proposals to: (i) grant the Board authority to issue further Ordinary Shares on a non pre-emptive basis in connection with an Offer for Subscription; (ii) amend the Company's articles of association to extend the life of the Company to 2027; (iii) introduce a dividend re-investment scheme; and (iv) approve the Company's updated investment policy**

### Introduction

The purpose of this circular is to provide Shareholders with further information in relation to the recommended proposals set out below (the "**Proposals**") and convene a General Meeting at which Shareholders' formal approval of the Proposals shall be sought. The General Meeting will be held at 9.00 a.m. on 29 September 2020 at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE.

1. To grant the Board authority to issue the Offer Shares on a non pre-emptive basis in connection with an offer for subscription to raise up to £20 million, together with an Over-allotment Facility to raise up to a further £10 million (the "**Offer**").
2. To grant the Board authority to introduce a dividend re-investment scheme (the "**DRIS**"), which will allow Shareholders to elect to receive all or part of future dividends in the form of additional new Ordinary Shares instead of cash.
3. To allow Shareholders the opportunity to approve the Company's updated investment policy.
4. To adopt amended articles of association (the "**Articles**") which provide that the next continuation vote in relation to the Company will be held in 2027 rather than 2025.

Further details of the Proposals are set out below.

### The Offer

The Board is pleased to launch the Offer, this follows the success of our last offer in 2018 under which we raised £25 million. The Offer will provide the Company with additional capital to invest in small companies based in the UK or with a UK presence, whilst allowing new and existing investors to invest in small companies through a tax efficient structure with an award-winning fund management team.

The Company published a prospectus in relation to the Offer on 2 September 2020 (the "**Prospectus**"). The Offer will remain open until 12 p.m. on 1 April 2021 for investors seeking tax relief in the 2020/21 tax year and until 12 p.m. on 20 August 2021 for investors seeking tax relief in the 2021/22 tax year, unless the Offer is fully subscribed at an earlier date.

To enable the Offer to proceed, Shareholder approval is required to grant the Directors authority to allot Offer Shares under the Offer and disapply Shareholders' pre-emption rights.

### **Dividend re-investment scheme (“DRIS”)**

The Directors wish to provide Shareholders with flexibility to utilise their investment in the Company in ways that best suit their personal investment and tax planning requirements. The Board have resolved to establish a DRIS to enable Shareholders to use all or part of their dividends to subscribe for new Ordinary Shares in lieu of cash, in a cost effective manner.

As the Company will bear all the costs of operating the DRIS, Shareholders are able to take advantage of the opportunity to increase their total holding in the Company without incurring dealing costs, issue costs or stamp duty. New Ordinary Shares issued under the DRIS will qualify for the same tax reliefs that are applicable to Ordinary Shares issued under the Offer, subject to the personal circumstances of the individual investor. Shareholders should note however, that Ordinary Shares issued under the DRIS will count towards the annual limit of £200,000 for tax reliefs granted to VCT investors.

The full terms and conditions of the DRIS are set out in the Prospectus. The number of Ordinary Shares to be allotted pursuant to the DRIS will be calculated by dividing the dividend to be paid to the Shareholder by the greatest of (a) the latest published NAV per Ordinary Share, (b) the nominal value per Ordinary Share and (c) the mid-market price per Ordinary Share as quoted on the London Stock Exchange, each at the close of business on the tenth business day preceding the date of issue of such Ordinary Shares.

Shareholders wishing to participate in the DRIS should complete the DRIS mandate form (the “**Mandate Form**”) included with this document. The Mandate Form can also be downloaded from the Company’s website [www.hargreaveaimvcts.co.uk](http://www.hargreaveaimvcts.co.uk) or can be requested from the Company’s registrar, Equiniti Limited, Tel: 0371 384 2714 (+44 121 415 7047 from overseas). Lines open Monday – Friday, 8:30 a.m. to 5:30 p.m. (excluding public holidays in England and Wales).

Further details of the terms of the DRIS are set out in Part 3 of this document.

### **Approval of the updated investment policy**

The Board has been working with Hargreave Hale Limited (the “**Investment Manager**”) to update the Company’s investment policy whilst also making it clearer for investors to follow. The updated investment policy is included in the Prospectus.

The Listing Rules provide that Shareholder approval is required in order for the Company to make material changes to its investment policy. The Directors do not view any of the changes made to the investment policy to be material. However, the Board are aware that a number of minor changes have been made to the investment policy in recent years.

None of these changes have individually amounted to a material change to the investment policy and therefore Shareholder approval has not been sought. The Board would like to give Shareholders the opportunity to approve the Company’s updated investment policy as set out in the Prospectus and Part 2 of this document.

### **Amendment to the Articles**

It is proposed that the Articles be adopted at the General Meeting so that the continuation resolution to be put to Shareholders at the annual general meeting of the Company in 2025 is instead put to Shareholders at the annual general meeting of the Company to be held in 2027 (and at each fifth annual general meeting of the Company thereafter). This is to ensure that the new Ordinary Shares to be issued pursuant to the Offer can be retained for five years in accordance with the associated VCT tax benefits.

The new Articles will be available for inspection on the Company’s website [www.hargreaveaimvcts.co.uk](http://www.hargreaveaimvcts.co.uk) and at the offices of Dickson Minto W.S., Broadgate Tower, 20 Primrose Street, London EC2A 2EW during normal business hours on any business day (Saturdays, Sundays and public holidays excepted) from the date of this document until the General Meeting.

### **The General Meeting**

Notice of the General Meeting to be held at 9.00 a.m. on 29 September 2020 at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE, is set out at the end of this

document. An explanation of the resolutions to be proposed at the General Meeting is set out below.

Resolution 1 which is being proposed as an ordinary resolution, will, if passed, authorise the Directors to allot Ordinary Shares up to an aggregate nominal value of £573,000 (representing 28.7 per cent. of the issued share capital of the Company as at 26 August 2020, this being the latest practicable date prior to the publication of this document) pursuant to section 551 of the Act. The authority conferred by Resolution 1 will expire on 1 September 2021 or, if earlier, upon the expiry of the Prospectus unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities.

Resolution 2 is being proposed as an ordinary resolution to approve the implementation of the DRIS. Article 149 of the Articles provides that the Directors may be given authority by ordinary resolution to offer holders of Ordinary Shares the right to elect to receive, additional shares credited as fully paid instead of cash in respect of all or part of a dividend.

Resolution 3 is being proposed as an ordinary resolution to approve the Company's updated investment policy as set out in Part 2 of this document.

Resolution 4 which is being proposed as a special resolution, will, if passed, enable the Directors to disapply pre-emption rights in respect of the allotment of Ordinary Shares with a nominal value of up to £573,000 in aggregate pursuant to the offer for subscription (representing approximately 28.7 per cent. of the issued share capital of the Company, as at 26 August 2020). The authority conferred by this Resolution 2 will expire on 1 September 2021 or, if earlier, upon the expiry of the Prospectus unless renewed varied or revoked by the Company in general meeting and will be in addition to existing authorities.

Resolution 5 seeks approval for the adoption of the amended Articles.

### **Attendance at the General Meeting**

The Board continues to monitor the ongoing COVID-19 restrictions. As at the date of this document there are still significant restrictions on attendance at public gatherings and the UK Government advice is to stay at home as much as possible and limit contact with other people. In the light of these circumstances and in accordance with the Corporate Insolvency and Governance Act 2020, the Board have resolved that Shareholders will not be permitted to attend the General Meeting on health and safety grounds.

The Board and the Investment Manager will ensure that a quorum of two Shareholders are present at the General Meeting to allow it to take place and for the proxy votes to be exercised. The Board strongly urges Shareholders to vote in advance by submitting a form of proxy.

In order to maintain Shareholder engagement with the Board and the Investment Manager, Shareholders are encouraged to email any questions they may have on the business of the General Meeting to [aimvct@canaccord.com](mailto:aimvct@canaccord.com) by 21 September 2020. The Investment Manager intends to publish the questions and answers on the Company's website by 23 September prior to the General Meeting being held.

### **Action to be taken**

Shareholders will find a form of proxy attached to the back of this document for use in connection with the General Meeting. Shareholders are requested to complete, sign and return the form of proxy as soon as possible, in accordance with the instructions printed on it.

To be valid, the form of proxy attached to the back of this document must be lodged with the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, so as to arrive by not later than 9.00 a.m. on 25 September 2020.

### **Recommendation**

The Directors consider the passing of each of the resolutions to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the resolutions.

The Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings of Ordinary Shares (amounting to 126,646 Ordinary Shares, representing approximately 0.06 per cent. of the issued share capital of the Company as at 26 August 2020, this being the latest practicable date prior to the publication of this document).

Yours faithfully

**David M Brock**  
*Chairman*

## PART 2

### INVESTMENT OBJECTIVES AND POLICY

#### **Investment objectives**

The investment objectives of the Company are to generate capital gains and income from its portfolio and to make distributions from capital or income to Shareholders whilst maintaining its status as a Venture Capital Trust.

#### **Investment policy**

The Company intends to achieve its investment objectives by making Qualifying Investments in companies listed on AIM, private companies and companies listed on the AQSE Growth Market, as well as Non-Qualifying Investments as allowed by the VCT Rules.

#### *Qualifying investments*

The Investment Manager will maintain a diversified portfolio of Qualifying Investments which may include equities and fixed interest securities as permitted by the VCT Rules. Investments will primarily be made in companies listed on AIM but may also include private companies that meet the Investment Manager's criteria and companies listed on the AQSE Growth Market. These small companies will be UK based or have a UK presence and, whilst of high risk, will have the potential for significant capital appreciation.

To maintain its status as a VCT the Company must have 80 per cent. of all funds raised from the issue of Shares invested in Qualifying Investments throughout accounting periods of the VCT beginning no later than three years after the date on which those Shares are issued. To provide some protection against an inadvertent breach of this rule, the Investment Manager targets a threshold of approximately 85 per cent.

#### *Non-qualifying investments*

The Non-Qualifying Investments must be permitted by the VCT Rules and may include equities and exchange traded funds listed on the main market of the London Stock Exchange, fixed income securities, bank deposits that are readily realisable and the Marlborough Special Situations Fund. Subject to the investment controls below, the allocation to each of these investment classes will vary to reflect the Investment Manager's view of the market environment and the deployment of funds into Qualifying Companies. The market value of the Non-Qualifying Investments (excluding bank deposits) will vary between nil and 50 per cent. of the net assets of the Company. The value of funds held in bank deposits will vary between nil and 30 per cent. of the net assets of the Company.

#### *Investment controls*

The Company may make co-investments in investee companies alongside other funds, including other funds managed by the Investment Manager.

Other than bank deposits, no individual investment shall exceed 10 per cent. of the Company's net assets at the time of investment.

#### *Borrowing*

The Articles permit the Company to borrow up to 15 per cent. of its adjusted share capital and reserves (as defined in the Articles). However, it is not anticipated that the Company will have any borrowings in place and the Directors do not intend to utilise this authority.

## PART 3

### FURTHER DETAILS IN RELATION TO THE DIVIDEND RE-INVESTMENT SCHEME

#### Basis for allocation of Ordinary Shares under the DRIS

The number of new Ordinary Shares to be allotted pursuant to the DRIS shall be calculated by dividing the funds held within the DRIS on behalf of the relevant Shareholder by the greatest of (a) the latest published NAV per Ordinary Share, (b) the nominal value per Ordinary Share and (c) the mid-market price per Ordinary Share as quoted on the London Stock Exchange, each at the close of business on the tenth Business Day preceding the date of issue of such Ordinary Shares. Fractions of new Ordinary Shares will not be allotted and entitlements will be rounded down to the nearest whole number of new Ordinary Shares. The new Ordinary Shares will rank equally with all existing Ordinary Shares.

Any balance of cash remaining within the DRIS after a subscription is made shall be held by the Company on behalf of the relevant Shareholder and added to the cash available in respect of that Shareholder for the subscription of Ordinary Shares on the next issue of Ordinary Shares under the DRIS.

The issue of Ordinary Shares under the DRIS is conditional upon:

- the Company having requisite Shareholder authority to allot the required number of Ordinary Shares; and
- the Ordinary Shares to be allotted falling within an exception to section 85(2) of the Financial Services and Markets Act 2000.

#### Participation in and withdrawal from the DRIS

Shareholders can choose to join or exit the DRIS at any time, in respect of all or part of their holding of Ordinary Shares. The right to participate in the DRIS in respect of any dividend shall only be available to those Shareholders that have notified Equiniti Limited (the “**DRIS Manager**”) of their wish to participate in the DRIS, and have not withdrawn or cancelled such notification, at least ten business days prior to the date that the relevant dividend or special dividend is credited to their account.

Shareholders who wish to withdraw from the DRIS, must notify the DRIS Manager of their intention to withdraw at least ten business days prior to the date that the relevant dividend or special dividend is to be credited to their account in order for the Shareholder to receive that dividend or special dividend in cash rather than new Ordinary Shares.

The Company, acting through the DRIS Manager, shall have absolute discretion to accept or reject applications to participate in the DRIS. A Shareholder shall become a member of the DRIS upon acceptance of his or her application by the DRIS Manager on the Company’s behalf. The DRIS Manager will provide written notification if an application is rejected.

Where a Shareholder joins the DRIS in respect of all Ordinary Shares registered in his or her name, the number of Ordinary Shares held by any such Applicant which are mandated to the DRIS shall be altered immediately following any change to the number of Ordinary Shares in respect of which such Shareholder is the registered holder as entered onto the share register of the Company from time to time.

An Applicant may at any time by completing a Mandate Form and sending it to the DRIS Manager:

- (a) terminate his or her participation in the DRIS and withdraw any monies held by the Company on his or her behalf in relation thereto; or
- (b) vary the number of Ordinary Shares registered in the name of the Applicant in respect of which he or she is entitled to receive dividends pursuant to the DRIS.

If an Applicant who is a Shareholder shall at any time cease to hold Ordinary Shares, he or she shall be deemed to have submitted a Mandate Form under paragraph (a) above in respect of his or her participation in the DRIS.

**Procedures for notifying Shareholders of each issue of Ordinary Shares under the DRIS**

Shareholders (or such other person as aforesaid) will receive with their share certificates (if any) a statement detailing:

- (a) the total number of Ordinary Shares held at the date the relevant dividend or special dividend was credited to their account;
- (b) the value of the dividend available for investment and participation in the DRIS;
- (c) the price at which the Ordinary Shares were issued at;
- (d) the number of Ordinary Shares issued and the date of issue; and
- (e) the amount of cash to be carried forward for investment in relation to the next dividend.

**Suspension of the DRIS**

The Company and the DRIS Manager shall be entitled, at their absolute discretion at any time and from time to time, to suspend the operation of the DRIS and/or to terminate the DRIS without notice to participants in the DRIS and/or to resolve to pay dividends to Shareholders partly by way of cash and partly by way of new Ordinary Shares. In the event of termination, the Company shall, pay to each DRIS participant all of the monies held by the Company on his or her behalf under the DRIS.

# HARGREAVE HALE AIM VCT PLC

*(Incorporated in England and Wales with registered number 05206425)*

## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Hargreave Hale AIM VCT plc (the “**Company**”) will be held at 9.00 a.m. on 29 September 2020 at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE, to consider and, if thought fit, pass the following resolutions:

### ORDINARY RESOLUTIONS

#### 1. **General authority to allot Ordinary Shares**

THAT, in addition to all existing authorities, the Directors of the Company be and hereby are 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 new shares in the Company and to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company up to an aggregate nominal value of £573,000 (being equal to approximately 28.7 per cent. of the Company’s issued share capital (excluding treasury shares) as at 28 August 2020, being the latest practicable date prior to the date of this notice), to such persons and on such terms as the Directors may determine, such authority will expire on 1 September 2021 or, if earlier, upon the expiry of the Prospectus unless renewed, varied or revoked by the Company in general meeting.

#### 2. **Approval of the dividend re-investment scheme**

THAT, the Directors are generally and unconditionally authorised to offer holders of Ordinary Shares the right to elect to receive, in respect of all or part of their holding of Ordinary Shares, additional Ordinary Shares in the capital of the Company, credited as fully paid, instead of cash in respect of the whole or some part, of any dividends declared or paid from the date of this resolution and the Directors are permitted to do all acts and things required or permitted to be done in Article 149 of the Articles of Association of the Company.

#### 3. **Approve the investment policy**

THAT, the investment policy as set out in Part 2 of the circular published by the Company on 2 September 2020 be and is hereby approved.

### SPECIAL RESOLUTIONS

#### 4. **General authority for the disapplication of pre-emption rights**

THAT, in addition to all existing authorities, the Directors of the Company be and hereby are generally empowered, pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) pursuant to the Directors’ general authority to allot Ordinary Shares as set out in Resolution 1 to this notice, and to sell shares held by the Company in treasury, wholly for cash, as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power:

- (i) shall be limited to the allotment of equity securities and the sale of treasury shares for cash, up to an aggregate nominal amount of £573,000 (representing approximately 28.7 per cent. of the issued share capital of the Company, as at 28 August 2020); and
- (ii) expires on 1 September 2021 or, if earlier, upon the expiry of the Prospectus unless renewed, varied or revoked by the Company in general meeting, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

**5. Adoption of amended articles of association of the Company**

THAT, the articles of association produced to the meeting, and for the purpose of identification initialled by the Chairman, be adopted as the articles of association of the Company.

By order of the Board  
Canaccord Genuity Wealth Limited  
Company Secretary

Registered office  
41 Lothbury  
London  
EC2R 7AE

2 September 2020

*Notes:*

1. Given the current situation in relation to the COVID-19 pandemic and in particular Government guidelines in relation to public gatherings, the Board is concerned for the safety and wellbeing of Shareholders. Therefore the Board have resolved that, in accordance with the Corporate Insolvency and Governance Act 2020, Shareholders will not be permitted to attend the General Meeting on health and safety grounds.
2. As a Member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting. A proxy need not be a member of the Company but must attend the General Meeting to represent you. Shareholders are strongly advised to appoint the chairman of the General Meeting as their proxy, as a third party proxy holder will not be able to be given access to the General Meeting. You can only appoint a proxy using the procedure set out in these notes and the notes to the form of proxy.
3. To be valid any form of proxy or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. To be valid your proxy appointment(s) and instructions should reach Equiniti Limited no later than 48 hours (excluding non-business days) before the time of the General Meeting or any adjournment of that meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. 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 Company’s registrar (ID RA19) no later than 48 hours (excluding non-working days) before the time of the meeting or any adjournment. 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 Company’s registrar 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.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
8. The return of a completed form of proxy or other instrument of proxy will not prevent you attending the General Meeting and voting in person if you wish, however given the risks posed by the spread of COVID-19 the Board have resolved that Shareholders will not be permitted to attend the General Meeting on health and safety grounds.
9. Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
10. To have the right to vote at the General Meeting (and also for the purposes of calculating how many votes a member may cast on a poll) Shareholders must be registered in the Register of Members of the Company no later than close of business 48 (excluding non-business days) hours prior to the commencement of the General Meeting or any 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.
11. 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 (a “**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 General 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 Shareholders as to the exercise of voting rights. The statement of the rights of Shareholders in relation to the appointment of proxies in Notes 2 and 3 above does not apply to Nominated Persons. The rights described in those Notes can only be exercised by Shareholders of the Company.
12. As at 28 August 2020 (being the last business day prior to the publication of this notice) the Company’s issued share capital consisted of 199,832,163 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 August 2020 were 199,832,163 votes.
13. Any person holding 3 per cent. or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his proxy will need to ensure that both he and his proxy comply with their respective disclosure obligations under the Disclosure and Transparency Rules.
14. Information regarding the general meeting, including information required by section 311A of the Companies Act 2006, is available from the Company’s website [www.hargreaveaimvcts.co.uk/](http://www.hargreaveaimvcts.co.uk/).
13. No Director has a contract of service with the Company.

**FORM OF PROXY**  
**HARGREAVE HALE AIM VCT PLC**

For use at the GENERAL MEETING (Block capitals please)

I/We .....

of

.....  
being a shareholder(s) of the above-named Company, appoint the chairman of the meeting or

.....  
for the following number of Ordinary Shares:

to act as my/our proxy to vote for me/us and on my/our behalf in respect of my/our voting entitlement \* at the General Meeting of the Company to be held at 41 Lothbury, London EC2R 7AE on 29 September 2020 at 9.00 a.m. and at every adjournment thereof.

Please indicate with an 'X' if this is one of multiple proxy instructions being made, please refer to **Note 2.**

**Shareholders should note that in the light of the circumstances surrounding the ongoing COVID-19 pandemic, the Board have resolved that Shareholders will not be permitted to attend the General Meeting on health and safety grounds. A proxy need not be a member of the Company but must attend the General Meeting to represent you. Shareholders are strongly advised to appoint the chairman of the General Meeting as their proxy, as a third party proxy holder will not be able to be given access to the General Meeting.**

Please indicate with an X in the space below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolution or abstain from voting as they see fit.

The proxy is directed to vote as follows:

Ordinary Resolutions	For	Against	Withheld
Resolution 1: To authorise the directors to allot Ordinary Shares under Section 551 of the Companies Act 2006.			
Resolution 2: To approve the introduction of a dividend re-investment scheme.			
Resolution 3: To approve the updated investment policy.			
Special Resolutions	For	Against	Withheld
Resolution 4: To authorise the directors pursuant to Section 570 of the Companies Act 2006 to allot equity securities for cash without regard to pre-emption rights.			
Resolution 5: To adopt the amended articles of association.			

\* The "Vote Withheld" option is to enable you to abstain on any of the specified resolutions.

Please note that a Vote Withheld has no legal effect and will not be counted in the votes "For" and "Against" a resolution.

Signature: ..... Dated: ..... 2020

## Notes

1. Given the current situation in relation to the COVID-19 pandemic and in particular Government guidelines in relation to public gatherings, the Board is concerned for the safety and wellbeing of Shareholders. Therefore the Board have resolved that, in accordance with the Corporate Insolvency and Governance Act 2020, Shareholders will not be permitted to attend the General Meeting on health and safety grounds.
2. If any other proxy is preferred, strike out the words "chairman of the meeting" and add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member. However, Shareholders should note that a third party proxy will not be able to attend the General Meeting.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy should be obtained by contacting the Company's registrar, Equiniti. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
4. Any alterations to the form should be initialled.
5. If the appointer is a corporation, this form must be completed under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The signature of any one of joint holders will be sufficient, but the names of all the joint holders should be stated.
7. To be valid, this 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 Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not less than 48 hours before the time appointed for holding the 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 after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours before the time appointed for taking the poll, or where the poll is taken not more than 48 hours after it was demanded, the document(s) must be delivered at the meeting at which the demand is made.
8. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST manual on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)). To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Equiniti Limited, ID RA19, no later than 9.00 a.m. on 25 September 2020. Please see the notes to the notice of meeting for further information on proxy appointments through the CREST facility.
9. You may not use any electronic address provided in this form of proxy to communicate with the Company for any purpose other than those expressly stated.