

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.

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 and the Company's dividend reinvestment scheme; and (ii) amend the Company's articles of association to extend the date of the next continuation vote to 2028

and

Notice of General Meeting

Notice of the general meeting of the Company to be held on 6 October 2021 at 11.00 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 Prospectus published by the Company on 2 September 2021 (the "**Prospectus**") unless the context requires otherwise.

To be valid, the form of proxy accompanying 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 11.00 a.m. on 4 October 2021.

CONTENTS

| | <i>Page</i> |
|---|-------------|
| EXPECTED TIMETABLE | 3 |
| DETAILS OF THE OFFER | 4 |
| PART 1 – LETTER FROM THE CHAIRMAN | 5 |
| PART 2 – FURTHER DETAILS IN RELATION TO THE DIVIDEND REINVESTMENT SCHEME | 8 |
| NOTICE OF GENERAL MEETING | 10 |

EXPECTED TIMETABLE

| | |
|---|--|
| Offer opens | 2 September 2021 |
| Date forms of proxy must be returned by | 11.00 a.m. on 4 October 2021 |
| General Meeting | 11.00 a.m. on 6 October 2021 |
| First allotment under the Offer | On or around 11 October 2021 |
| Subsequent allotments | Monthly (or at such other times as the Board, in its sole discretion, may determine) |
| Closing date for the 2021/2022 tax year | 12.00 p.m. on 1 April 2022 |
| Offer closes | 12.00 p.m. on 12 August 2022 (unless the Offer is fully subscribed or otherwise closes earlier) |
| Admission and Dealings in new Ordinary Shares commence | within 5 Business Days after the relevant allotment |
| CREST accounts credited | within 10 Business Days after the relevant allotment |
| Definitive share certificates and income tax relief certificates despatched | within 15 Business Days after the relevant allotment |

DETAILS OF THE OFFER

| | |
|------------------------------------|--|
| Total Offer size: | £20,000,000 with £20,000,000 Over-allotment Facility |
| Offer Price: | 3.5 per cent. premium to last published NAV per Ordinary Share |
| Minimum subscription per Investor: | £5,000 (in aggregate if an application is for both tax years) |

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 Ordinary Shares are classified as ex-dividend.

Adviser charges and commission

Financial Intermediaries

Commission is available to Financial Intermediaries (i) acting on behalf of “execution only”, non-advised UK retail clients; and (ii) following the provision of restricted advice to an applicant that is a Professional Client (as defined in COBS 3.5) of the Financial Intermediary, on the following basis:

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

All commissions 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 UK retail investors in relation to their Subscription under the Offer. However, the Company can facilitate the payment of initial Adviser Charges on behalf of an Investor in relation to their subscription under the Offer. Any amount of initial Adviser Charges agreed to be facilitated is paid by the Subscriber from the monies received with their Subscription and is not paid by the Company.

PART 1

LETTER FROM THE CHAIRMAN

HARGREAVE HALE AIM VCT PLC

(Incorporated in England and Wales with registered number 05206425)
(An investment company within the meaning of section 833 of the Companies Act 2006)

Directors
David M Brock (Chairman)
Oliver M Bedford
Ashton C Bradbury
Angela D Henderson
Justin Ward

Registered Office
Talisman House
Boardmans Way
Blackpool
FY4 5FY

2 September 2021

Dear Shareholder

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 to convene a General Meeting at which Shareholders’ formal approval of the Proposals will be sought. The General Meeting will be held at 11.00 a.m. on 6 October 2021 at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE.

1. To grant the Board authority to issue further ordinary shares of 1 penny each in the capital of the Company (the “**Ordinary Shares**”) on a non pre-emptive basis in connection with (i) an offer for subscription to raise up to £20 million, together with an Over-allotment Facility to raise up to a further £20 million (the “**Offer**”) and (ii) the Company’s dividend reinvestment scheme (“**DRIS**”), which allows Shareholders to elect to receive all future dividends in the form of additional new Ordinary Shares instead of cash.
2. To adopt amended articles of association (the “**Articles**”) which provide that the next continuation vote of the Company will be held at the AGM in 2028 as opposed to the AGM in 2027.

Further details of the Proposals are set out below.

The Offer

Following the successful close of the company’s last offer in April 2021, under which the company raised £30 million, the Board is pleased to launch the Offer for the 2021/22 and 2022/23 tax years. The Offer will provide the Company with additional capital to invest in accordance with its investment policy. At the same time, the Offer will allow new and existing investors to gain or add to their exposure to public companies traded on AIM and to private companies through an investment company listed on the premium segment of the London Stock Exchange, whilst benefitting from a tax efficient structure and an award-winning fund management team.

The Company published a prospectus in relation to the Offer on 2 September 2021 (the “**Prospectus**”). The Offer will remain open until 12.00 p.m. on 1 April 2022 for Investors seeking tax relief in the 2021/22 tax year and 12.00 p.m. on 12 August 2022 for Investors seeking tax relief in the 2022/23 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 in relation to such allotments.

Dividend reinvestment scheme (“DRIS”)

At a general meeting of the Company held on 29 September 2020, Shareholders approved the establishment of a DRIS to enable Shareholders to use their dividends to subscribe for new Ordinary Shares in lieu of cash, in a cost effective manner. The Directors wish to continue to provide Shareholders with the flexibility to utilise their investment in the Company in ways that best suit their personal investment and tax planning requirements, and are thus seeking Shareholder authority to continue to allot Ordinary Shares under the DRIS.

As the Company bears 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.**

Further details of the terms of the DRIS are set out in Part 2 of this Circular and in the Prospectus and the full terms and conditions of the DRIS can be found on the Company’s website www.hargreaveaimvcts.co.uk. The number of Ordinary Shares to be allotted pursuant to the DRIS will not exceed 10 per cent. of the Company’s issued share capital in any 12 month period. 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 (net of all dividends previously declared but not yet paid on the Ordinary Shares); (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 (other than nominees) wishing to participate in the DRIS should complete the relevant sections of the DRIS Mandate form located at the end of the Prospectus, or which can be downloaded from the Company’s website or requested from the Company’s registrar, Equiniti Limited, Tel: 01253 376 622. Shareholders who have already completed the DRIS Mandate Form and do not wish to change their instructions do need not complete it again.

The General Meeting

Notice of the General Meeting to be held at 11.00 a.m. on 6 October 2021 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 will be proposed as an ordinary resolution, will, if passed, authorise the Directors to allot Ordinary Shares in connection with the Offer up to an aggregate nominal value of £514,668 (representing approximately 22.5 per cent. of the issued share capital of the Company as at 31 August 2021, 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 2022, 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, which will be proposed as an ordinary resolution, will, if passed, authorise the Directors to allot Ordinary Shares in connection with Shareholders’ right to elect to participate in the DRIS up to an aggregate nominal value of £114,379 (representing approximately 5.0 per cent. of the issued share capital of the Company as at 31 August 2021, 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 2 will expire at the AGM to be held by the company in 2022 unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities.

Resolution 3, which will be proposed as a special resolution, will, if passed, enable the Directors to disapply pre-emption rights in respect of the allotment of Ordinary Shares under the Offer with a nominal value of up to £514,668 in aggregate (representing approximately 22.5 per cent of the issued share capital of the Company, as at 31 August 2021). The authority conferred by this Resolution 3 will expire on 1 September 2022, 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 4, which will be proposed as a special resolution, will, if passed, enable the Directors to disapply pre-emption rights in respect of the allotment of Ordinary Shares in connection with Shareholders' right to elect to participate in the DRIS with a nominal value of up to £114,379 in aggregate (representing approximately 5.0 per cent of the issued share capital of the Company, as at 31 August 2021). The authority conferred by this Resolution 4 will expire at the AGM to be held by the company in 2022 unless renewed, varied or revoked by the Company in general meeting and will be in addition to existing authorities.

Resolution 5, which will be proposed as a special resolution, will, if passed, approve the adoption of the amended Articles which will extend the date of the Company's next continuation vote to the AGM in 2028.

Action to be taken

Shareholders will find enclosed a form of proxy 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 thereon.

To be valid, the enclosed form of proxy 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 11.00 a.m. on 4 October 2021.

Shareholders (other than nominees) wishing to participate in the DRIS should complete the relevant sections of the Offer application form if applying for Offer Shares. If a nominee or if not applying for Offer Shares, investors should complete the DRIS mandate form (the "**Mandate Form**") which can be downloaded from the Company's website or can be requested from the Company's registrar, Equiniti Limited, Tel: 01253 376 622. Shareholders who have already completed the Mandate Form and do not wish to change their instructions do need not complete it again.

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 159,241 Ordinary Shares, representing approximately 0.07 per cent. of the issued share capital of the Company as at 31 August 2021, this being the latest practicable date prior to the publication of this document).

Yours faithfully

David M Brock
Chairman

PART 2

FURTHER DETAILS IN RELATION TO THE DIVIDEND REINVESTMENT 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 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 Ordinary Shares registered in their 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 terminate his or her participation in the DRIS and withdraw any monies held by the Company on his or her behalf in relation thereto. 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 to this effect 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 11.00 a.m. on 6 October 2021 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. THAT, in addition to all existing authorities, the directors of the Company (the “**Directors**”) 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 ordinary shares of 1 penny each in the capital of the Company (“**Shares**”) and to grant rights to subscribe for, or to convert any security into, Shares (“**Rights**”), up to an aggregate nominal value of £514,668 (being equal to approximately 22.5 per cent. of the Company’s issued share capital (excluding treasury shares) as at 31 August 2021, being the latest practicable date prior to the date of the notice of General Meeting), pursuant to one or more offers for subscription to such persons and on such terms as the Directors may determine, such authority to expire (unless renewed, varied or revoked by the Company in a general meeting) on 1 September 2022 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 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 power conferred by this resolution had not expired.
2. THAT, in addition to all existing authorities, the directors of the Company (the “**Directors**”) 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 ordinary shares of 1 penny each in the capital of the Company (“**Shares**”) and to grant rights to subscribe for, or to convert any security into, Shares (“**Rights**”), up to an aggregate nominal value of £114,379 (being equal to approximately 5.0 per cent. of the Company’s issued share capital (excluding treasury shares) as at 31 August 2021, being the latest practicable date prior to the date of the notice of General Meeting), pursuant to shareholders’ right to elect to participate in the dividend reinvestment scheme operated by the Company to such persons and on such terms as the Directors may determine, such authority to expire (unless renewed, varied or revoked by the Company in a general meeting) at the annual general meeting of the Company to be held in 2022 unless previously renewed, varied or revoked 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 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 power conferred by this resolution had not expired.

SPECIAL RESOLUTIONS

3. THAT, in addition to all existing authorities and subject to the passing of Resolution 1 set out in this notice of meeting, the directors of the Company (the “**Directors**”) be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the “**Act**”) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given pursuant to Resolution 1 set out in the notice of this meeting, or by way of a sale of treasury shares, 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 £514,668 (representing approximately 22.5 per cent. of the issued share capital of the Company, as at 31 August 2021) pursuant to one or more offers for subscription; and
 - (ii) expires on 1 September 2022 unless previously 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 by this resolution had not expired.
- 4. THAT, in addition to all existing authorities and subject to the passing of Resolution 2 set out in this notice of meeting, the directors of the Company (the “**Directors**”) be and are hereby empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the “**Act**”) to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given pursuant to Resolution 2 set out in the notice of this meeting, or by way of a sale of treasury shares, 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 £114,379 (representing approximately 5.0 per cent. of the issued share capital of the Company, as at 31 August 2021) pursuant to the dividend reinvestment scheme operated by the Company; and
 - (ii) expires at the annual general meeting of the Company to be held in 2022 unless previously 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 by this resolution had not expired.
- 5. THAT the articles of association produced to the meeting, and for the purpose of identification initialled by the chairman of the meeting, be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association with effect from the conclusion of the meeting.

By order of the Board

JTC UK Limited
Company Secretary

Registered office

Talisman House
Boardmans Way
Blackpool
FY4 5FY

2 September 2021

Notes:

1. 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 meeting. A proxy need not be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedure set out in these Notes and the notes to the form of proxy.
2. 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-working days) before the time of the meeting or any adjournment of that meeting.
3. 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/). 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.
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 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.
5. 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 regard, 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.
6. 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.
7. The return of a completed form of proxy or other instrument of proxy does not prevent you attending the meeting and voting in person if you wish, subject to the law and Government guidelines in the light of the Covid-19 pandemic.
8. 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).
9. To have the right to vote at the 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 6.30 p.m. on 4 October 2021 or, if the meeting is adjourned, 6.30 p.m. on the day which is two days (excluding non-working days) prior to the date 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.
10. 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 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 1 and 2 above do not apply to Nominated Persons. The rights described in those Notes can only be exercised by shareholders of the Company.
11. As at 31 August 2021 (being the last business day prior to the publication of this notice) the Company's issued share capital consisted of 228,759,504 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 31 August 2021 were 228,759,504 votes. The Company does not hold any Ordinary Shares in treasury.
12. 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 Guidance and Transparency Rules.
13. Members have the right to ask questions at the meeting in accordance with section 319A of the Companies Act 2006.
14. Information regarding the meeting, including information required by section 311A of the Companies Act 2006, is available from the Company's website www.hargreaveaimvcts.co.uk/.
15. No director has a contract of service with the Company.
16. A copy of the current articles of association of the Company and the proposed new articles of association of the Company will be available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Canaccord Genuity Wealth Limited, 41 Lothbury, London EC2R 7AE, being the place of the meeting, and on the Company's website, from the date of the circular in which this notice is included up until the close of the meeting.
17. **Given the risks posed by the spread of the Covid-19, if the law or Government guidance so requires at the time of the meeting, the Chairman will limit, in his sole discretion, the number of individuals in attendance at the meeting.**