

MOBEUS INCOME & GROWTH VCT PLC

(Registered in England and Wales with registered number 05153931)

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Mobeus Income & Growth VCT plc (**Company**) will be held at 10.00 a.m. on 18 July 2024 at the offices of Gresham House Asset Management Limited, 80 Cheapside, London EC2V 6EE for the purposes of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions and special resolutions, as indicated:

ORDINARY RESOLUTIONS

1. That:
 - 1.1 the acquisition of the assets and liabilities of Mobeus Income & Growth 2 VCT plc (**MIG 2**) on the terms set out in the circular to shareholders of the Company, MIG 2, The Income & Growth VCT plc and Mobeus Income & Growth 4 VCT plc dated 18 June 2024 (a copy of which is produced to the meeting and initialled for the purpose of identification by the chair of the meeting (**Circular**)) be and hereby is approved; and
 - 1.2 in addition to 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 to exercise all the powers of the Company to allot ordinary shares of 1 penny each in the capital of the Company up to an aggregate nominal amount of £1,250,000 in connection with the MIG/MIG 2 Scheme (as defined in the Circular), provided that the authority conferred by this paragraph 1.2 shall expire 15 months following the date of the passing of this resolution (unless renewed, varied or revoked by the Company in general meeting).
2. That the MIG Related Party Transactions (as defined in and set out in in the Circular) be and hereby are approved.

SPECIAL RESOLUTIONS

3. That, in addition to existing authorities and the authority conferred by paragraph 1.2 of Resolution 1:
 - 3.1 the directors of the Company be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (**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 convert, any security into Shares (**Rights**) up to an aggregate nominal value of £1,100,000, provided that the authority conferred by this paragraph 3.1 shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling 15 months after the passing of this resolution or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2025, 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 of the Company shall be entitled to allot Shares or grant Rights pursuant to any such offers or agreements as if the authority conferred by this resolution had not expired; and
 - 3.2 the directors of the Company be and hereby are empowered in accordance with sections 570 and 573 of the Act to allot or make offers or agreements to allot equity securities (as defined in section 560(1) of the Act) for cash, pursuant to the authority conferred upon them by paragraph 3.1 of this resolution, or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such sale or allotment, provided that the power conferred by paragraph 3.1 of this resolution shall be limited to the allotment of equity securities with an aggregate nominal value of up to, but not exceeding, £1,100,000 in connection with offer(s) for subscription, where the proceeds of the allotment may be used, in whole or in part, to purchase the Company's Shares in the market and provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the date falling 15 months after the passing of this resolution or, if earlier, on the conclusion of the annual general meeting of the Company to be held in 2025, except that the Company may, before the expiry of this authority, make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance of such offers or agreements as if the power conferred by this resolution had not expired.
4. That the share premium account of the Company and the redemption reserve of the Company be cancelled.

Dated: 18 June 2024

By order of the Board
Gresham House Asset Management Limited
Secretary

Registered Office:
5 New Street Square
London
EC4A 3TW

Notes:

1. A member is entitled to attend, speak and vote at the meeting or to appoint one or more persons as their proxy to exercise all or any rights on their behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the notes below.
2. To be entitled to attend the meeting (and for the purpose of the determination by the Company of the number of votes they may cast) and to be able to lodge your proxy votes, members must be registered in the register of members of the Company at close of trading on 16 July 2024. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend the meeting and/or virtual meeting and vote by proxy.
3. In order for a proxy appointment to be valid it must be received by the Company's registrar, The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH (City Partnership) by 10.00 a.m. on 16 July 2024.
4. A member 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 ordinary share or ordinary shares held by that member. A proxy need not be a member of the Company.
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
6. A form of proxy for use in connection with the meeting is enclosed with the document of which this notice forms part. If you do not have a form of proxy and would like a copy, please contact the City Partnership at The City Partnership (UK) Limited, The Mending Rooms, Park Valley Mills, Meltham Road, Huddersfield HD4 7BH or on +44 (0)1484 240910. Completion and return of a form of proxy form will not legally prevent a member from attending and voting at the meeting in person. The Company requests all members to vote by proxy on the resolutions set out in this notice as soon as possible.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the meeting.
8. You can also vote:
 - a. by visiting the company website at <https://www.migvct.co.uk> and following the instructions;
 - b. if you need help with voting online, please contact City Partnership, on +44 (0)1484 240910 if calling from the UK, or email City Partnership at: mobeusvcts@city.uk.com; or
 - c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

We strongly recommend voting electronically as your vote will automatically be counted.

9. If you return more than one proxy appointment, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all members and those who use them will not be disadvantaged.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment of the meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
11. In order for a proxy appointment or instruction made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID 8RA57) by 10.00 a.m. on 16 July 2024. For this purpose, the time of receipt will be taken to mean 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.
12. 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 their 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. 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.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that no more than one corporate representative exercises powers in relation to the same shares.
14. As at 17 June 2024 (being the last business day prior to publication of this notice), the Company's issued share capital was 162,407,099 ordinary shares, each carrying one vote each (no shares were held in treasury). Therefore, the total voting rights in the Company as at 17 June 2024 are 162,407,099.

15. Under section 527 of the Companies Act 2006 (**Act**), members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Act (in each case) that the members propose to raise at the relevant meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting for the relevant financial year includes any statement that the Company has been required under section 527 of the Act to publish on a website.
16. Copies of the directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) and will also be available for inspection at the place of the meeting at least 15 minutes before and during the meeting.
17. You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in either this notice or any related documents to communicate with the Company for any purposes other than those expressly stated.
18. A copy of this notice, and other information required by section 311A of the Act, can be found on the Company's website: www.migvct.co.uk.