

# MOBEUS INCOME & GROWTH 2 VCT PLC

(Registered in England and Wales with registered number 03946235)

## NOTICE OF FIRST GENERAL MEETING

Notice is hereby given that a general meeting of Mobeus Income & Growth 2 VCT plc (**Company**) will be held at 10.30 a.m. (or as soon thereafter following the conclusion of the general meeting of Mobeus Income & Growth VCT plc convened for 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 resolution, which will be proposed as a special resolution:

### SPECIAL RESOLUTION

That, subject to the conditions (other than the passing of this resolution) set out in paragraph 6 of Part III of the circular to shareholders of the Mobeus Income & Growth VCT plc (**MIG**), the Company, 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**)) having been fulfilled and notwithstanding anything in the articles of association of the Company to the contrary, the MIG/MIG 2 Scheme (as defined in and set out in in the Circular) be and hereby is approved and the directors of the Company and Gareth Harris and Karen Spears of RSM UK Restructuring Advisory LLP (**Liquidators**) be and they hereby are authorised (insofar as they are not already authorised by the articles of association of the Company) to implement the MIG/MIG 2 Scheme and to execute any document and do any act or thing for the purpose of carrying the MIG/MIG 2 Scheme into effect and, in particular (but without prejudice to the foregoing generality):

- (i) the Company (acting by the Liquidators) be and hereby is authorised and directed to enter into, and the Liquidators be and they hereby are authorised and directed, pursuant to section 110 of the Insolvency Act 1986, to give effect to, a transfer agreement in the form of the draft which is produced to the meeting and signed for the purpose of identification by the chair of the meeting with such non-material modifications thereto as the parties to such agreement may agree (**Transfer Agreement**); and
- (ii) the Liquidators be and they hereby are authorised and directed to request MIG to arrange for the issue of new ordinary shares of 1p each in the capital of MIG on the basis described in the Transfer Agreement for distribution among the holders of the ordinary shares of 1p each in the capital of the Company by way of satisfaction and discharge of their respective interests in so much of all of the assets and liabilities of the Company as shall be transferred to MIG in accordance therewith and with the MIG/MIG 2 Scheme,

and for the purposes of the resolution, words and expressions defined in the Circular shall have the same meanings in this resolution, save where the context requires otherwise.

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 10.30 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.mig2vct.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](mailto: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](http://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 10.30 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 96,695,959 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 96,695,959.
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.mig2vct.co.uk](http://www.mig2vct.co.uk).