

PROVEN LEGACY PLC

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of ProVen Legacy plc (the “Company”) will be held at 39 Earlham Street, London, WC2H 9LT at 2.30 p.m. on Tuesday 18 September 2018 for the transaction of the following business:

As Ordinary Business, to consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:

1. To receive and adopt the Report of the Directors and Accounts of the Company for the year ended 30 June 2018 together with the report of the Auditor thereon.
2. To re-appoint BDO LLP as Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts of the Company are presented and to authorise the Directors to determine their remuneration.

By order of the Board

Beringea LLP

Company Secretary

Registered Office: 39 Earlham Street, London WC2H 9LT

20 August 2018

Note: Please see the notes set out on the following pages which contain important information about the Annual General Meeting

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NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Notes for the Notice of Annual General Meeting

- (a) Any member of the Company entitled to attend and vote at the meetings is also entitled to appoint one or more proxies to attend, speak and vote instead of that member. A member may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. Subject to the Articles of Association of the Company, a proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company but must attend the Annual General Meeting in order to represent his appointer. A member entitled to attend and vote at the Annual General Meeting may appoint the Chairman or another person as his proxy although the Chairman will not speak for the member. A member who wishes his proxy to speak for him should appoint his own choice of proxy (not the Chairman) and give instructions directly to that person.
- (b) To be valid, a 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 ProVen Legacy plc, c/o Beringea LLP, 39 Earlham Street, London WC2H 9LT, not less than 48 hours (excluding weekends and public holidays) before the time appointed for holding the Annual General 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 (excluding weekends and public holidays) after it is demanded, the document(s) must be delivered as aforesaid not less than 24 hours (excluding weekends and public holidays) before the time appointed for taking the poll or, where the poll is taken not more than 48 hours (excluding weekends and public holidays) after it was demanded, be delivered to the proxy notification electronic address referred to above before the meeting or in person at the meeting at which the demand is made.
- (c) In order to revoke a proxy instruction a member will need to inform the Company using the following method:
- by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to ProVen Legacy plc, c/o Beringea LLP, 39 Earlham Street, London WC2H 9LT. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- The revocation notice must be received by ProVen Legacy plc, c/o Beringea LLP before the Annual General Meeting or the holding of a poll subsequently thereto. If a member attempts to revoke his or her proxy appointment but the revocation is received after the time specified then, subject to Note (d) directly below, the proxy appointment will remain valid.
- (d) Completion and return of a Form of Proxy will not preclude a member of the Company from attending and voting in person.
- (e) Copies of the Directors' Letters of Appointment and the Register of Directors' interests in the Ordinary Shares of the Company, will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday and Public Holidays excluded) from the date of this notice, until the end of the Annual General Meeting for at least 15 minutes prior to and during the meeting.
- (f) Pursuant to the Articles of Association of the Company, the Company has specified that only those holders of the Company's shares registered on the Register of Members of the Company as at 2.30 p.m. on 14 September 2018 or, in the event that the Annual General Meeting is adjourned, on the Register of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the said Annual General Meeting in respect of such shares registered in their name at the

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relevant time. Changes to entries on the Register of Members after 2.30 p.m. on 14 September 2018 or, in the event that the Annual General Meeting is adjourned, on the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the right of any person to attend and vote at the Annual General Meeting.

- (g) As at 9.00 a.m. on 20 August 2018, the Company's issued share capital comprised 1,556,830 Redeemable Growth Shares, 280,000 Redeemable Income Shares and 2 Ordinary Shares. The total number of voting rights in the Company were 1,836,832. Information on the number of shares and voting rights can be found at www.provenlegacy.co.uk.
- (h) A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member. A member has the right to ask questions at the meeting in accordance with the Companies Act 2006.
- (i) 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, the proxy will vote or abstain from voting at his or her discretion. The proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (j) Members who have general queries about the Annual General Meeting should write to the Chairman at the registered office set out above.
- (k) Members may not use any electronic address provided either in this notice of Annual General Meeting or any related documents (including the Chairman's letter and Form of Proxy), to communicate with the Company for any purposes other than those expressly stated.