

**This is an important document and requires your immediate attention.**

If you are in any doubt about the action you should take, you should consult an independent financial adviser. If you have recently sold or transferred your shares in High Growth Capital plc you should forward this document to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The registered office of High Growth Capital plc is 27/28 Eastcastle Street, London W1W 8DH. Registered in England and Wales No. 03904514.

# HIGH GROWTH CAPITAL PLC

## NOTICE OF ANNUAL GENERAL MEETING 2019

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## KEY TIMES AND DATES

Dispatch of this document	23 April 2019
Latest time and date for receipt of forms of proxy	10:00 a.m. on 13 May 2019
Annual General Meeting	10:00 a.m. on 15 May 2019

## HOW TO VOTE

Your votes matter. If you cannot attend, please vote your shares by appointing a proxy. You can vote by returning the proxy instruction that you received with this document.

## HOW TO ATTEND

Dashwood House, Old Broad Street is accessible on public transport being adjacent to Liverpool Street station. Take the exit for Old Broad Street. Bank Station is a 5 minute walk.

Please bring your attendance card (on the form of proxy) and check the notes on pages 11 and 12 to see what identification will be required.

# CHAIRMAN'S LETTER

Dear shareholder,

I look forward to welcoming you at the Annual General Meeting ("**AGM**"), on 15 May 2019. The AGM will start at 10:00 a.m. The business of the AGM comprises Resolutions that we regularly bring to shareholders together with certain additional items of special business which are explained below.

We ask for authority each year from you to allot shares in certain circumstances, sometimes without first offering those shares to existing shareholders. We wish to continue to comply with the spirit of institutional guidelines but as a NEX company and maintain maximum flexibility as explained in the notes to the relevant Resolutions.

The board is recommending that shareholders support all 12 Resolutions before the AGM by returning your proxy instruction by post as indicated in the proxy form.

Your votes do matter. Information about how to vote and attend the AGM is given on pages 11 to 14 of this notice. If you cannot attend the AGM, please vote your shares by appointing a proxy. The Board very much hopes you will be able to attend the General Meeting and we look forward to having the opportunity of speaking with you. We do however appreciate that it is not always possible for Shareholders to attend in person. Even though you may not be able to attend, your vote is still important, and I would urge you to complete, sign and return the Form of Proxy sent to you with this Notice and return it to Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR, as soon as possible. They must receive it by 10:00 a.m. on 13 May 2019. Please refer to the shareholder notes on pages 11 to 14 of this document for further details.

I look forward to seeing you at the AGM.

**Jens Zimmermann**  
Chairman  
23 April 2019

# NOTICE OF MEETING AND RESOLUTIONS TO BE PROPOSED

Notice is hereby given that the AGM of High Growth Capital plc (“**HGC**”) or (the “**Company**”) will be held at the offices of Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS on 15 May 2019, commencing at 10:00 a.m., for the transaction of the following business.

The board considers that Resolutions 1 to 12 are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of these Resolutions. Resolutions 1 to 7 and 12 will be proposed as ordinary resolutions and Resolutions 8, 9, 10 and 11 will be proposed as special resolutions.

## **Resolution 1** **Report and accounts**

To receive the annual report and accounts for the year ended 30 September 2018.

See notes on page 7.

## **Resolution 2** **Directors’ remuneration report**

To approve the directors’ remuneration report contained on page 12 of the annual report and accounts for the year ended 30 September 2018.

See notes on page 7.

## **Resolution 3**

To re-elect Mr Jens Zimmermann as a director.

See biography on page 7.

## **Resolution 4**

To re-elect Mr Rupert Horner as a director.

See biography on page 7.

## **Resolution 5**

To re-elect Mr Marcus Yeoman as a director.

See biography on page 8.

## **Resolution 6**

### **Appointment of auditors and fixing of auditor’s remuneration**

To appoint BDO LLP as auditors from the conclusion of the meeting until the conclusion of the next annual general meeting before which accounts are laid and to authorise the directors to fix the auditors’ remuneration.

## **Resolution 7**

### **Directors’ authority to allot shares (Section 551 of the Companies Act 2006)**

To renew, for the period ending on the date of the annual general meeting in 2020 or 15 months after the passing of this Resolution, whichever is the earlier, the authority and power conferred on the directors by the Company’s Articles of Association to allot relevant securities up to an aggregate nominal amount equal to the Section 551 of the Companies Act 2006 amount of £2,900,000 representing the approximate aggregate nominal value of two thirds of the Company’s issued ordinary shares of 0.1p each (“**Ordinary Shares**”), provided that in relation to any allotment of relevant securities in excess of £1,450,000, representing the aggregate nominal value of one third of the Ordinary Shares, such authority shall only be used if the relevant securities are equity securities (as defined in Section 560(1) of the Companies Act 2006) and they are allotted in connection with a rights issue, open offer, scrip dividend scheme or other pre-emptive issue of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 8, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant or equity securities to be allotted after such expiry, variation or revocation and the directors may allot relevant or equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

**Resolution 8****Authority for disapplication of pre-emption rights (Section 561 of the Companies Act 2006)**

THAT, subject to and conditionally upon the passing of Resolution 7, the directors of the Company are hereby empowered pursuant to section 570 and the Companies Act 2006 to allot securities (as defined by section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 7 as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that such power:

- (A) shall, subject to the continuance of the authority conferred by Resolution 7, expire 15 months after the passing of this Resolution or at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the directors of the Company may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
- (B) shall be limited to:
- (1) the allotment of equity securities of up to an aggregate nominal amount of £2,900,000 pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme which is in each case in favour of holders of Ordinary Shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the directors of the Company may deem fit or expedient to deal with fractional entitlements, legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or stock exchange in any territory, shares being represented by depositary receipts, directions from any holders of shares or other persons to deal in some other manner with their respective entitlements or any other matter whatever which the directors of the Company consider to require such exclusions or other arrangements with the ability for the directors of the Company to allot equity securities and sell relevant shares not taken up to any person as they may think fit; and
  - (2) the allotment of equity securities for cash otherwise than pursuant to sub-paragraph (B)(1) up to an aggregate maximum nominal amount of £1,100,000.

**Resolution 9****Authority to allot and for disapplication of pre-emption rights in respect of option to acquire up to 81,246 shares in Sentiance N.V. and certain warrants issued to RRNB Capital Limited**

THAT, in addition to all other authorities, the directors of the Company are hereby empowered pursuant to section 551 and section 570 and the Companies Act 2006 to allot securities (as defined by section 560 of the Companies Act 2006) in connection with the issue of Ordinary Shares, as if section 561 of the Companies Act 2006 did not apply to any such allotment or issue, provided that such power shall be limited to the allotment and issue of Ordinary Shares with a nominal value of: (a) up to £8,124,600 to complete the acquisition of up to a further 81,246 Shares in the capital of Sentiance N.V. on terms of the agreement entered into by the Company with RRNB Capital Limited (as that agreement may be amended or modified in the discretion of the directors); and (b) the issue of Ordinary Shares, with a nominal value of up to £1,500,000 in the event that any of the warrants issued to RRNB Capital Limited are exercised on terms of the warrant instruments dated 11 April 2019.

See notes on page 9.

**Resolution 10****Change of name**

That the name of the Company be changed to "MESH Holdings plc".

See notes on page 9.

**Resolution 11****New Articles**

That the new Articles of Association produced to the meeting and initialled by the Chairman of the meeting (for the purpose of identification) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current Articles of Association.

See notes on page 9.

**Resolution 12**

**Share consolidation**

That every existing 20 Ordinary Shares of 0.001p each in the capital of the Company in issue and shown in the register of members of the Company at 6:00 p.m. on 22 April 2019 (or such other time and/or date as the directors of the Company may determine) be consolidated into one ordinary share of 2p in the capital of the Company, such ordinary shares having the same rights, and being subject to the same restrictions, as the existing Ordinary Shares, as set out in the new Articles of Association.

See notes on pages 9 and 10.

By order of the board.

**Cargill Management Services Limited**

Company Secretary

23 April 2019

# NOTICE OF MEETING

## NOTES TO RESOLUTIONS

### Notes to Resolution 1

#### Reports and accounts

The board will present its reports and the accounts for the year ended 30 September 2018, as contained in the Annual Report and Accounts for that period (the “**Annual Report**”).

### Notes to Resolution 2

#### Directors’ remuneration report

The directors’ remuneration report, which can be found on page 12 of the Annual Report gives details of the directors’ remuneration for the year ended 30 September 2018. The report includes a statement from the committee chair, the components of the executive directors’ remuneration, and the non-executive directors’ fees.

The Company’s auditors, UHY Hacker Young LLP, have audited those parts of the directors’ remuneration report which are required to be audited and their report may be found in the Annual Report. The Annual Report has been approved by the board and signed on its behalf by the Chairman of the Remuneration Committee.

The vote on the directors’ remuneration report is advisory in nature and therefore not binding on the Company.

### Notes to Resolutions 3, 4 and 5

#### Re-election of directors

In accordance with best practice all the directors will stand for re-election. Accordingly Jens Zimmermann, Rupert Horner and Marcus Yeoman retire and offer themselves for re-election as directors.

The nomination committee of the Company identifies, evaluates and recommends to the board, candidates as directors and keeps the mix of skills, experience and knowledge of the board under regular review (in consultation with the board) and seeks to ensure an orderly succession of directors. The outside directorships and broader commitments of the non-executive directors (including time commitments) are also monitored by the nomination committee.

#### Resolution 3 – reappointment of Jens Zimmermann as a director

Mr Zimmermann offers himself for reappointment. Having carefully considered his reappointment, the nomination committee of the Company considers that his performance remains effective.

Jens Zimmermann was a partner & managing director at New Silk Route Growth Capital, a private equity fund manager focused on consumer industries in Asia. Prior to New Silk Route, he co-founded South Asia Equity Partners and before that he co-founded HGU Hamburg Private Equity AG. Jens has over 25 years of direct investment experience across North America, Europe, Asia and the Middle East. He has a passion for education where he has led significant investments and serves on the boards of several leading private and public education groups. Jens holds an MBA from the Harvard Business School and a BA from the University of Hamburg in Germany. He is a co-founder of the Harvard Business School Alumni Clubs of Germany as well as the GCC (out of Dubai).

#### Resolution 4 – reappointment of Rupert Horner as a director

Mr Horner offers himself for reappointment. Having carefully considered his reappointment, the nomination committee of the Company considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Rupert qualified as a chartered accountant with KPMG in 1987 in London. In 1989, he joined and subsequently became a director of Thompson Investments (London) Limited, a family owned private investment vehicle. He has served as finance director of a number of both private and public companies (on the Main Market of the London Stock Exchange and AIM) including Union Square PLC, Clubhaus PLC and Secora PLC.

#### Resolution 5 – reappointment of Marcus Yeoman as a director

Mr Yeoman offers himself for reappointment. Having carefully considered his reappointment, the nomination committee of the Company considers that his performance remains effective, particularly having regard to his responsibilities as Non-executive Director.

Marcus Yeoman (Non-Executive Director), is a non-executive director of reach4entertainment Enterprises plc and a previous non-executive director of GoTech. He is a non-executive director of a number of private companies which have engaged him principally to assist them with their growth strategies. His early career started with the formation of three companies in IT infrastructure and distribution, after which he moved into small company broking and corporate work with Rathbone Stockbrokers Limited and Cheviot Capital (Nominees) Limited. In 2003, Marcus established Springtime Consultants Ltd and has been acting as a consultant or non-executive director to a number of listed companies and SME ventures.

### Notes to Resolutions 6

UHY Hacker Young LLP have been our auditors for some years. This year we have decided to propose the appointment of BDO LLP as auditors in line with the growing international nature of the business. We thank UHY Hacker Young LLP for their service over the years.

### Notes to Resolutions 7 and 8

#### Directors' authority to allot shares General explanation

These Resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in particular circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit it to allot shares as consideration in a transaction.

It has been HGC's approach to seek authority to allot shares at its AGM in order to allow as much prudent flexibility as possible in the interests of the Company and its shareholders as a whole.

#### Authority to allot – Resolution 7

The Investment Association share capital management guidelines (the "IA guidelines") confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine.

The directors of the Company are seeking authority to allot shares of up to a maximum nominal amount of £2,900,000. This is the 'Section 551 Amount' referred to in the Company's Articles of Association and is equal to 66.6% (i.e. two thirds) of the Company's issued Ordinary Shares. In accordance with the IA guidelines, one half of this Section 551 Amount, that is 33.3% (i.e. one third) of the Company's issued Ordinary Shares, (excluding treasury shares), can only be used if the relevant securities are equity securities and are offered in connection with a rights issue or other pre-emptive issues of equity shares which satisfies the conditions and may be subject to all or any of the exclusions specified in (B)(1) of Resolution 8.

For information, as at 22 April 2019, the Company held no treasury shares. The authority conferred pursuant to Resolution 7 will expire on the date of the annual general meeting in 2020 or 15 months after the passing of Resolution 7 at the AGM, whichever is the earlier.

The directors have no current intention of issuing shares other than in relation to the Company's employee share schemes.

#### Disapplication of pre-emption rights – Resolution 8

Section 561 of the Companies Act 2006 contains pre-emption rights that require all equity shares which it is proposed to allot for cash to be offered to existing shareholders of Ordinary Shares in proportion to existing shareholdings, unless a special resolution is passed to disapply such rights. Such rights do not apply to an issue otherwise than for cash, such as an issue in consideration of an acquisition. Subject to the passing of Resolution 7 and as noted therein, the proposed Resolution provides for the dis-application of statutory pre-emption rights for allotments of equity securities for cash, but limits this authority to the allotment of equity securities up to an aggregate nominal value of £1,450,000 (representing approximately one third of the Company's issued Ordinary Shares), provided that all allotments must be in the form of rights issues, open offers, scrip dividend schemes or other pre-emptive issues of equity securities.

Further, the directors believe that the statutory requirements are too restrictive and, it is proposed that, subject to the passing of Resolution 7, the directors should be able to allot shares for cash otherwise than pursuant to rights issues, open offers or other pre-emptive issues etc. amounting to no more than an aggregate nominal amount of £1,000,000 representing approximately 25 per cent. of the Company's issued share capital.

The broadening of the proposed Resolution to include pre-emptive issues other than rights issues is a departure from the strict wording of the IA guidelines which is limited to rights issues, which the directors regard as too restrictive, especially as AIM companies normally make open offers and not rights issues. The above departures in Resolutions 7 and 8 from the strict wording of the IA guidelines should not be taken to indicate that they are being disregarded, but rather that the proposed Resolutions are designed to provide greater flexibility for the directors to determine the form of any future pre-emptive issues in the light of market conditions and practice, at the time such an issue may be proposed.

### Authority to allot and for disapplication of pre-emption rights in respect of option to acquire up to 81,246 shares in Sentiance N.V. and certain warrants issued to RRNB Capital Limited– Resolution 9

On 12 April 2019 the Company announced that it had entered into an agreement to acquire up to a further 81,246 shares in Sentiance N.V. with RRNB Capital Limited. Accordingly we are putting a resolution to shareholders to specifically approve the issue of Ordinary Shares in connection with this agreement. For every share in Sentiance N.V. which we elect to acquire, the Company will need to issue 100,000 Ordinary Shares of 0.1p each (or 5,000 Ordinary Shares of 2p each following the share consolidation, should that resolution be approved). The proposed resolution also extends to granting authority to issue shares in connection with the warrants granted to RRNB Capital Limited pursuant to warrant instruments dated 11 April 2019. The terms of these warrants were summarised in the announcement made by the Company on 12 April 2019. The resolution is set in terms of the nominal value of the underlying shares to be issued given the proposed share consolidation.

### Change of Name – Resolution 10

On 23 April 2019, the Company announced that following a review of the name and branding of the Company by the Directors, the Company proposed to change its name to “MESH Holdings plc”.

Your Board believes that changing the Company’s name to “MESH Holdings plc” will better align it with the Company’s objectives.

In anticipation of the name change the Company has reserved the ticker: “MESH” and the domain name “www.meshplc.com”, both of which will go live when the change of name takes effect.

### Adoption of New Articles – Resolution 11

The Current Articles were adopted on 8 September 2014 to bring the Company’s articles of association up to date following the Companies Act 2006 coming into effect.

Since the adoption of the current Articles of Association, there have been further changes in company law and practice and the Board has decided that it would be an opportune time to update the Current Articles to reflect these changes and best practice for public companies. Accordingly, it is proposed that the Company adopt the new Articles of Association. A copy of the proposed new Articles of Association will be placed on the Company’s website ([www.highgrowthcapitalplc.com](http://www.highgrowthcapitalplc.com)) and will be made available in hard copy should any Shareholder request a copy in advance of the AGM. Hard copies of the new Articles will also be available at the AGM itself. There are no significant changes to shareholder rights in the new Articles of Association but provisions are included to allow for virtual and semi-virtual general meetings to facilitate shareholder participation.

### Proposed Share Capital Consolidation – Resolution 12

The Company’s Issued Ordinary Share Capital has resulted from, amongst other things, capital raisings, the settlement of the consideration due to the shareholders of Monchhichi plc in respect of the acquisition of HGC Investco 1 Limited. The number of shares in issue is considerably higher than the majority of companies on NEX, and the Board believes that this, combined with the current share price of 1.4 pence per existing Ordinary Share (as at 18 April 2019) affects investor perception of the Company and share price volatility. Accordingly, the primary objective of the capital consolidation is to reduce the number of existing Ordinary Shares to a level which is more in line with other comparable companies with the intention of also creating a higher share price per ordinary share in the capital of the Company. The directors believe that the capital consolidation should improve the liquidity and marketability of the Ordinary Shares.

The proposed consolidation will result in every 20 existing Ordinary Shares of nominal value 0.001p each being consolidated into one ordinary share of nominal value 2p each (a “**Consolidated Share**”).

The capital consolidation requires the passing of the Resolution number 12 at the AGM. The Resolution will be proposed as an ordinary resolution. If the Resolution is passed, the capital consolidation will become effective immediately following close of business on 15 May 2019 (being the date of the AGM). The ISIN number for the new ordinary shares will be GB00BGRX6M73.

### Fractional entitlements

The consolidation will give rise to fractional entitlements to a Consolidated Share where any holding is not precisely divisible by 20. On subdivision of any such Consolidated Share which occurs immediately thereafter, the same fractional entitlement will apply to each new Ordinary Share. As regards the new Ordinary Shares, no certificates regarding fractional entitlements will be issued. Instead any new Ordinary Shares in respect of which there are fractional entitlements will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions (the “**Fractional Shareholders**”).

The Company is required by article 44 of the new Articles of Association to distribute the proceeds of sale in due proportion to any such Fractional Shareholders. However, article 44 also provides that in the event that the net proceeds of sale amount is £5.00 or less to each shareholder entitled to such a payment, the Company is not required (because of the disproportionate costs) to distribute such proceeds of sale, which instead shall be retained for the benefit of the Company.

For the avoidance of doubt, the Company is only responsible for dealing with fractions arising on registered holdings. For Shareholders whose shares are held in the nominee accounts of UK stockbrokers, the effect of the capital consolidation on their individual shareholdings will be administered by the stockbroker or nominee in whose account the relevant shares are held. The effect is expected to be the same as for shareholdings registered in beneficial names, however, it is the stockbroker's or nominee's responsibility to deal with fractions arising within their customer accounts, and not the Company's.

### Resulting share capital

Following the consolidation the Ordinary Shares will have been consolidated into 20 new Ordinary Shares of nominal value 2p each in issue.

Statistics relating to the capital consolidation

Conversion ratio of existing Ordinary Shares to Consolidated Shares	20 existing Ordinary Shares : 1 Consolidated Share
Number of existing Ordinary Shares in issue at the date of this Notice	4,331,179,537
Total expected number of new Ordinary Shares in issue following the capital consolidation	216,558,976

# SHAREHOLDER NOTES

## VOTING

### When is my voting entitlement fixed?

To attend, speak and vote at the AGM you must be a registered holder of shares at **6:00 p.m. on 13 May 2019**. Your voting entitlement will depend on the number of shares you hold at that time.

### I can't attend the AGM but want to vote – what can I do?

If you are a registered holder and cannot attend, you can appoint the chairman or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder.

You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at his or her discretion or refrain from voting, as he or she sees fit.

You can appoint more than one proxy in relation to different shares within your holding. You can appoint a proxy and submit voting instructions:

- Via CREST (see note opposite).
- By casting your proxy online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy).
- If you have received a hard-copy proxy form, by completing and returning the paper proxy card if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

You will also need to give the attendance card to your proxy to bring to the AGM, along with photographic proof of his/her identity.

Proxies not properly notified to the Registrar may be denied access to the AGM. Giving your attendance card to your proxy is not sufficient – they must also be appointed in advance using one of the above methods.

If you own shares jointly, any one shareholder may sign the proxy card. If more than one joint holder submits a card, the instruction given by the first listed on the shareholder register will prevail.

### By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by **10:00 a.m. on 13 May 2019**.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM in person and voting.

### I already voted but have changed my mind – can I change my vote?

You can submit a new instruction online at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. If a postal instruction and an online instruction are received on the same day, the online instruction will be followed.

### I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using the paper proxy form or online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) provided it is in relation to different shares.

Corporate shareholders may either appoint one or more proxies, or alternatively appoint one or more corporate representatives in relation to different shares, using the paper proxy form or online at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy) or via CREST.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the shares that their respective appointments represent in different ways.

**I am a CREST member – can I use the CREST system to vote?**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment by using the procedures described in the CREST manual (euroclear.com/crest). CREST personal members or other CREST-sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

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's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Share Registrars Limited (ID 7RA36) by **10:00 a.m. on 13 May 2019**. It is the responsibility of the CREST member concerned to take 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 service 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 a CREST proxy instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**I have a power of attorney from a shareholder – how can I vote?**

You can vote using the paper proxy card only. You must ensure that the power of attorney and the proxy card have been deposited with the Registrar by **10:00 a.m. on 13 May 2019**.

# SHAREHOLDER NOTES

## THE MEETING

### **Where and when will the AGM be held?**

The AGM will be held at the offices of Cooley (UK) Limited, Dashwood, 69 Old Broad Street, London EC2M 1QS on 15 May 2019.

The AGM will start at 10:00 am so please allow plenty of time to travel. The doors will open at 9:30 a.m.

### **Is the AGM at the same location as last year?**

The AGM is in the same place as last year.

### **I want to participate in the AGM but cannot attend – what can I do?**

You can vote your shares by appointing a proxy – see notes on these pages 11 to 14. Any voting instructions you have validly given in advance will be counted at the AGM.

### **What documents do I need to bring?**

Please bring your attendance card, if you have one.

If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print-out.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their attendance card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney.

### **What security measures should I expect?**

You will be asked to pass through our security systems before entering the AGM.

We do not permit behaviour that may interfere with anyone's security or safety or the good order of the AGM. Anyone who does not comply may be removed from the AGM.

Anyone attempting to take photos, film or record the proceedings may be asked to leave.

Please switch off any mobile phones or other electronic communication equipment before the AGM begins.

### **I hold shares through a broker or nominee, how can I attend?**

You will need to ask your broker or nominee to appoint you as either a proxy or as a corporate representative. If they appoint you as a proxy, the appointment must be notified to the Registrar by the appropriate deadline (see notes on these pages 11 to 14). If they appoint you as a corporate representative, they will need to write a letter to us setting out the details of the appointment and of your shareholding, and you will need to bring the letter with you to the AGM along with photographic proof of identity. **If you do not have such a letter, or the Registrar has not been notified of your appointment as a proxy, you will be denied entry to the AGM.**

**Please note that proxies and corporate representatives may not bring guests to the AGM.**

### **May I bring a guest or a child?**

The AGM is a private meeting of shareholders and their representatives. Guests are not entitled to attend the AGM as of right but they may be permitted entry at the absolute discretion of the Company at all times. You must contact us in advance if you would like to bring a guest: [enquiries@highgrowthcapital.com](mailto:enquiries@highgrowthcapital.com).

Proxies, corporate representatives and employee share plan participants may not bring guests to the AGM. We suggest that it is not appropriate to bring young children. There will be no crèche facilities at the AGM.

### **May I ask a question at the AGM?**

The chairman will announce when you will have an opportunity to ask questions. If you wish to ask a question please tell an usher on entry to the auditorium.

Please endeavour to keep your questions short.

It is planned that certain members of the board and senior executives of the Company will make themselves available to shareholders after the AGM.

**Do you have help for shareholders with special needs?**

If you are in a wheelchair or in need of help from a companion, please let us know at registration so that we can assist you.

**How can I vote at the AGM?**

Your form of proxy includes a poll card; please bring this with you if you intend to attend and vote in person at the AGM. Poll cards will also be available at registration. After opening the AGM, the chairman will put all the Resolutions to the AGM and poll boxes will be available for you to deposit your completed card. Please remember to sign it.

The poll will close ten minutes after the AGM ends.

**How are the votes counted?**

Voting on all substantive Resolutions is by a poll. In a Company such as ours, we think poll voting is the fairest approach. There will be no voting on the substantive Resolutions by a show of hands. On a poll, each member present in person or by authorised representative or by proxy, has a vote for every share of which he is the holder. Ordinary Resolutions require the approval of a simple majority of the votes cast; special Resolutions require three-quarters of the votes cast.

**How can I find out the result of the vote?**

It is expected that the total of the votes cast by shareholders 'for' or 'against' or 'withheld' on each Resolution will be published on [www.highgrowthcapital.com](http://www.highgrowthcapital.com) by 1:00 p.m. on 15 May 2019.

# CONTACT DETAILS

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