
Investment Evolution Credit plc

(incorporated in England and Wales with registered number 14890706)



Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Investment Evolution Credit plc (the “**Company**”) will be held at the offices of Shakespeare Martineau LLP at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR on Friday 31st January 2025 at 4.00 p.m. to consider and, if thought fit, pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and Resolution 9 will be proposed as a special resolution.

Ordinary Resolutions

1. That the Annual Financial Report of the Company for the financial period ended 30 June 2024 be received.
2. That Marc Howells, who retires in accordance with Article 20.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
3. That Richard Leaver, who retires in accordance with Article 20.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
4. That Neil Patrick, who retires in accordance with Article 20.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
5. That Glendys Aguilera, who retires in accordance with Article 20.2 of the Company’s Articles of Association, be re-appointed as a Director of the Company.
6. That Pointon Young Limited be appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
7. That the Directors be authorised to determine the remuneration of the auditors.
8. That, in substitution for all previous authorities, the directors of the Company (the “Directors”) be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “Act”) to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company (“Rights”) up to an aggregate nominal amount of £3,248,183.55, representing ten times the Company’s issued share capital, provided that this authority shall, unless previously revoked or varied by the Company in General Meeting, expire on the conclusion of the next Annual General Meeting of the Company or 31 December 2025, whichever is earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution 8 has expired.

Special Resolution

9. THAT, subject to the passing of Resolution 8 above, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that Resolution and/or to sell Ordinary Shares held by the Company in treasury ("Treasury Shares") for cash as if section 561 of the Act 2006 not apply to any such allotment or sale, provided that such authority shall be limited:-

- (a) to the allotment of equity securities and the sale of Treasury Shares for cash in connection with an offer of, or invitation to apply for, equity securities to, or in favour of: (i) ordinary shareholders in proportion (as nearly as may be practical) to their respective existing holdings; and (ii) holders of other equity securities as required by the rights of those securities, or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury Shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and;
- (b) to the allotment of equity securities or sale of Treasury Shares otherwise than under paragraph (a) of this Resolution up to an aggregate nominal amount of £3,248,183.55, (representing 649,636,710 Ordinary Shares),

provided that this power shall, unless previously revoked or varied by special resolution of the Company in General Meeting, expire at the conclusion of the next Annual General Meeting or 31 December 2025, whichever is earlier. The Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

Ben Harber
Company Secretary
7th January 2025

6th Floor
60 Gracechurch St
London EC3V 0HR

Notes

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only shareholders entered on the register of members of the Company at 6.00 p.m. on 29th January 2025 (or in the event that this meeting is adjourned, on the register of members at 6.00 p.m. on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company. A shareholder 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 share or shares held by that shareholder.
3. The appointment of a proxy will not preclude a shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Neville Registrars Limited ("Neville Registrars"), at Neville House, Steelpark Road, Halesowen, B62 8HD, so as to be received not less than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).

Appointment of proxy through CREST

6. CREST members who wish to appoint a proxy or proxies for the meeting, including any adjournments of the meeting, through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via 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.
7. In order for a proxy appointment 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 & International Limited's ("Euroclear") specifications and must contain the information required for such instructions, 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 Neville Registrars (ID 7RA11) no later than 48 hours (excluding non-business days) before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be). 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 Applications Host) from which Neville Registrars 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.

Changing proxy instructions

10. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment

of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

11. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

12. In the case of joint shareholders, the vote of the senior who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

13. A corporation which is a shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

14. As at the date of this notice of annual general meeting, and as announced on 2nd January 2025, the Company's issued share capital will comprise of 64,963,671 ordinary shares of 0.5 pence each fully paid. The Company does not hold any shares in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 64,963,671.

Communication

15. Shareholders who have general queries about the meeting should use the following means of communication (no other methods of communication will be accepted):
 - (a) calling Neville Registrar's shareholder helpline on 0121 585 1131 or from overseas on +44 (0) 121 585 1131 (charged at the applicable international rates). Lines are open from 9.00 a.m. to 5.00 p.m. on business days (i.e. Monday to Friday but excluding public holidays); or
 - (a) in writing to the Company by email to iec@investmentevolution.com
16. You may not use any electronic address provided in this notice of general meeting or in any related documents (including the accompanying proxy form) to communicate with the Company for any purposes other than those expressly stated.

EXPLANATION OF BUSINESS

Resolution 1: To receive the annual report and accounts

Company law requires the Directors to present the annual report and accounts of the Company to shareholders in respect of each financial year.

Resolutions 2 - 5: To re-elect Directors

Under the Company's Articles of Association, any director so appointed by the Board shall retire at the next Annual General Meeting and shall then be eligible for re-election. Given that this is the first Annual General Meeting, all the directors shall retire at the Annual General Meeting and they are seeking for re-election at the Meeting.

Resolutions 6 and 7: To appoint the auditors and authorise the Board to determine their remuneration

The Company is required to appoint an auditor at each General Meeting at which accounts are laid before the members, to hold office until the conclusion of the next such Meeting. Resolution 6 is for members to appoint Pointon Young as auditors of the Company and resolution 7 proposes that shareholders authorise the Board to determine the remuneration of the auditors. In practice, the audit and risk committee will consider the audit fees and recommend them to the Board.

Resolution 8: Directors' authority to allot shares

Resolution 8 authorises the Directors to allot shares in the Company until the conclusion of the next AGM or 31 December 2025, whichever is earlier. The resolution would give the Directors authority to allot ordinary shares, and

grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal value of £3,248,183.55. This amount represents ten times the issued ordinary share capital of the Company.

Resolution 9: Disapplication of pre-emption rights

If Directors of a Company wish to allot shares in the Company, or to sell treasury shares, for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 9 is to authorise the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with a rights issue; and, otherwise, (ii) up to a nominal value of £3,248,183.55, (representing 649,636,710 Ordinary Shares) without the shares first being offered to existing shareholders in proportion to their holdings.

NOTICE OF AVAILABILITY

The Notice of Annual General Meeting to which this Proxy Form relates and the Report and Accounts are available on the Company's website at <https://www.investmentevolution.com/>

NOTES TO THE FORM OF PROXY

- 1 As a member of the Company you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
- 4 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, the proxy form should be photocopied and completed for each proxy holder.
- 5 To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant 'Withheld' box. 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 his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- 6 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD; and
 - received by Neville Registrars no later than 4.00 p.m. on 29 January 2025, this being 48 business hours before the start of the Meeting
- 7 CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by our agent Neville Registrars Limited (CREST ID: 7RA11) by 4:00 p.m. (UK time) on 29 January 2025. See the notes to the Notice of Meeting for further information on proxy appointments through CREST.
- 8 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 9 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form
- 10 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).
- 11 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Please complete and return this Form of Proxy to the Registrars of the Company using the reply paid envelope provided. If documents are posted outside the United Kingdom, please return it in an envelope using the address shown in note 6 above and pay the appropriate postage charge.

Investment Evolution Credit plc

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 14890706)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Annual General Meeting, hereby appoint

(Please only complete if appointing someone other than the Chairman of the Meeting)

or failing him/her, the Chairman of the meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on 31 January 2025 at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR at 4:00 p.m. and at any adjournment thereof.

Resolutions (*Special Resolution)

	FOR	AGAINST	WITHHELD		FOR	AGAINST	WITHHELD
1 To receive the Annual Financial Report of the Company for the financial period ended 30 June 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 To authorise the Directors to allot shares in the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-appoint Marc Howells as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9* To disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-appoint Richard Leaver as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To re-appoint Neil Patrick as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 To re-appoint Glendys Aguilera as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 To appoint Pointon Young Limited as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 To authorise the Directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

If you are planning to attend the Annual General Meeting, please tick the following box:

Mark this box with an "X" if you are appointing more than one proxy:

Signed:

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Date:

D|D

-

M|M

-

Y|Y



Investment Evolution Credit plc

Attendance Card

>12340
Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Annual General Meeting will start at 4:00 p.m. and is being held on 31 January 2025 at 6th Floor, 60 Gracechurch Street, London, EC3V 0HR.

If you plan to attend the Annual General Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Annual General Meeting.

NEVILLE
REGISTRARS

