

# PROVEN LEGACY LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

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**SHAREHOLDERS SHOULD NOTE, BASED ON THE CURRENT GOVERNMENT GUIDANCE IN RESPECT OF COVID-19, THE AGM IS PROPOSED AS A PHYSICAL MEETING BUT, GIVEN THE STILL EVOLVING NATURE OF THE SITUATION, THIS MAY CHANGE. PLEASE SEE THE NOTES TO THIS NOTICE FOR FURTHER INFORMATION.**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of ProVen Legacy Limited (the “Company”) will be held at 39 Earlham Street, London, WC2H 9LT at 1.00 p.m. on Wednesday 13 October 2021 for the transaction of the following business:

To consider and, if thought fit, pass the following resolutions which will be proposed as an Ordinary Resolution:

1. To receive and adopt the Report of the Directors and Accounts of the Company for the year ended 30 June 2021, together with the report of the Auditor thereon.
2. To appoint Lubbock Fine LLP as Auditor of the Company to hold office to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors..

**We strongly recommend voting electronically at [www.signalshares.com](http://www.signalshares.com) as your vote will automatically be counted. Given the current situation, with many people working from home and delays in the postal system, there is a risk that your vote may not be counted if you send a paper proxy.**

Shareholders are strongly encouraged to appoint the Chairman of the meeting as their proxy to exercise all or part of their rights to attend and vote on their behalf at the Annual General Meeting as no other proxy, other than the other directors of the Company, will be permitted to attend the meeting.

If Shareholders have any questions or comments relating to the business of the meeting that they would like to ask the Board then they are asked to submit those questions in writing via email to [info@beringea.co.uk](mailto:info@beringea.co.uk) no later than 5:00 pm on Monday 4 October 2021. Answers to the themes in the questions received will be addressed on the website at [www.provenlegacy.co.uk](http://www.provenlegacy.co.uk) as soon as practicably possible after the conclusion of the meeting.

By order of the Board

**Beringea LLP**

Company Secretary

Registered Office: 39 Earlham Street, London WC2H 9LT

13 September 2021

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

# PROVEN LEGACY LIMITED

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

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### Notes for the Notice of Annual General Meeting

- (a) 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 1.00 p.m. on 11 October 2021 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 vote at the said Annual General Meeting in respect of such shares registered in their name at the relevant time. Changes to entries on the Register of Members after 1.00 p.m. on 11 October 2021 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 vote at the Annual General Meeting.
- (b) Shareholders wishing to attend the meeting are asked to register their attendance as soon as practicable by email to [info@beringea.co.uk](mailto:info@beringea.co.uk). Rules around capacity at the venue and changes in health and safety requirements may mean Shareholders cannot ultimately attend the meeting. Given the ongoing risk of any change in the situation with the COVID-19 pandemic, we recommend that all Shareholders appoint the Chair of the meeting as proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you might appoint are unable to attend in person. The return of a completed proxy will not prevent a member attending the Annual General Meeting and voting in person if the member wishes to do so, should this be permitted under applicable COVID-19 restrictions
- (c) 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.
- (d) Appointment of a Proxy Online
- You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours (excluding non-working days) before the time of the meeting applies. Shareholders will need to use the unique personal identification Investor Code ("IVC") printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group's portal team on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays.
- (e) Appointment of Proxy Using Hard Copy Proxy Form
- A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Group's general helpline team on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales or via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or via postal address at Link Group 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. In the case of a member which is a company, the proxy form must be executed under its common seal or

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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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form. For the purposes of determining the time for delivery of proxies, no account has been taken of any part of a day that is not a working day.

- (f) 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 our registrar, Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or submitted electronically, 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.
- (g) 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 Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL. 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 the proxy appointment will remain valid.

- (h) Copies of the Directors' Letters of Appointment and the Register of Directors' interests in the Ordinary Shares of the Company, may be requested by contacting Beringea LLP via email at [info@beringea.co.uk](mailto:info@beringea.co.uk) or calling +44 (0) 207 845 7820 from the date of this notice, until the end of the Annual General Meeting. In addition, a copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association of the Company marked to show the changes being proposed, is available on the Company's website.
- (i) As at 9.00 a.m. on 13 September 2021, the Company's issued share capital comprised 3,110,249 Redeemable Growth Shares, 218,990 Redeemable Income Shares and 2 Ordinary Shares. The total number of voting rights in the Company were 3,329,241. Information on the number of shares and voting rights can be found at [www.provenlegacy.co.uk](http://www.provenlegacy.co.uk).
- (j) 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 in accordance with the Companies Act 2006.
- (k) 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.
- (l) Members who have general queries about the Annual General Meeting should write to the Chairman at the registered office set out above or email at [info@beringea.co.uk](mailto:info@beringea.co.uk).
- (m) 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.