



**Polar Capital Technology Trust plc**

**Notice of Annual General Meeting**

**Thursday 7 September 2023**

**2.30PM**

## **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you have any doubt about what action you should take, it is recommended that you consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all your ordinary shares in Polar Capital Technology Trust plc please give this and the accompanying documents to the purchaser or transferee, or stockbroker, bank or other agent through whom the sale or transfer was made.

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# **POLAR CAPITAL TECHNOLOGY TRUST PLC**

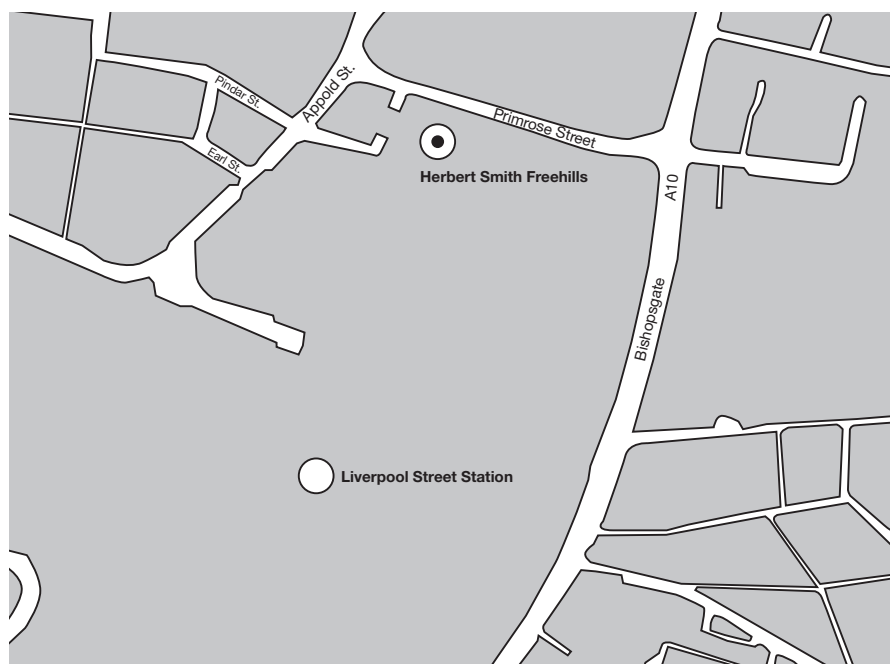
(incorporated and registered in England and Wales, registered number 3224867, as an investment company within the meaning of Section 833 of the Companies Act 2006)

Registered office: 16 Palace Street, London, SW1E 5JD

## **NOTICE OF ANNUAL GENERAL MEETING ("AGM")**

**To be held at 2.30 p.m. on Thursday, 7 September 2023 at the offices of**

**Herbert Smith Freehills, Exchange House, Primrose Street,  
London EC2A 2EG**



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A form of proxy for ordinary shareholders is provided for use at the Annual General Meeting. To be valid, the form of proxy should be completed and returned in accordance with the instructions thereon to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA as soon as possible but in any event so as to arrive not later than 48 hours before the time appointed for holding the meeting (excluding non-working days).

You are encouraged to complete and submit your form of proxy as soon as possible. Appointment of a proxy will not prevent you from attending and voting at the meeting if you subsequently find that you are able to do so.

# POLAR CAPITAL TECHNOLOGY TRUST PLC

(incorporated and registered in England and Wales, registered number 3224867, as an investment company within the meaning of Section 833 of the Companies Act 2006))

## Directors:

Catherine Cripps (Chair)  
Tim Cruttenden  
Charlotta Ginman  
Charles Park  
Jane Pearce  
Stephen White

## Registered Office:

16 Palace Street  
London  
SW1E 5JD

18 July 2023

## Annual General Meeting (“AGM”) of Polar Capital Technology Trust plc (the “Company”)

### Dear Shareholder

I have the pleasure in inviting you to the Company’s forthcoming Annual General Meeting (“AGM”) which is being held at **2.30 p.m. on Thursday, 7 September 2023** at the offices of Herbert Smith Freehills, Exchange House, Primrose Street, London, EC2A 2EG. Enclosed with this letter is your formal notice of AGM (“Notice of AGM”) set out on pages 5 and 6 of this document and a Form of Proxy.

We have considered feedback from AGM’s held in prior years and analysed attendance levels pre, during and post-COVID. Due to the previous lack of take up for the option of attendance on-line, we are opting this year to hold an in-person only meeting and will not be providing a hybrid attendance option. We have also considered comments from shareholders on cost and location, and have this year decided to move the meeting to a central City location. We will therefore be using the auditorium at the offices of Herbert Smith Freehills, Exchange House, Primrose Street, London, EC2A 2EG (see page 9 for further information). We look forward to welcoming shareholders to the meeting who will receive a presentation from the Manager and his team and there will also be the opportunity to ask questions and meet the Board; light refreshments will be available following the meeting.

The Board believes that shareholder engagement remains important, especially in the current market conditions and is keen that the AGM be a participative event for all shareholders who attend. Shareholders are encouraged to send any questions ahead of the AGM to the Board via the Company Secretary at **cosec@polarcapital.co.uk** stating the subject matter as **PCTT-AGM**. Questions will be answered either directly or via the website.

The Notice of AGM will shortly be provided to shareholders and will also be available on the Company’s website. Detailed explanations of the formal business and the resolutions to be proposed at the AGM is contained within the Shareholder Information section on pages 133 and 134 as well as the Notice of AGM. The formal business meeting will be attended by the Board, including the Committee Chairs, and the Managers, all of whom will be available to respond to questions and concerns from shareholders prior to, during and after the meeting.

All voting on the formal business will be conducted on a Poll; you are therefore encouraged to submit your votes by proxy ahead of the meeting in accordance with the notes to the Notice of AGM on pages 7 and 8. If you would like to vote on the resolutions in person but cannot attend the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to the Notice of AGM and noted on the reverse of the Proxy Card.

The purpose of this letter is to explain the business to be considered at the AGM.

### Resolution 1 – To receive the Annual Report and Financial Statements

The first item of business is for the Annual Report and Financial Statements for the year ended 30 April 2023 to be presented to the AGM. The Annual Report has been sent to shareholders and is available from the Company’s website. Shareholders will be given an opportunity at the meeting to ask questions or can submit questions by email as detailed above.

## LETTER FROM THE CHAIR continued

### **Resolutions 2 & 3 – Directors’ Remuneration Policy & Directors’ Remuneration Implementation Report (pages 85 to 89 of the Annual Report)**

**Resolution 2** seeks shareholder approval to renew the forward looking Remuneration Policy which lasts for up to three years. The current Policy was approved by shareholders at the 2020 AGM and will expire on 30 April 2024 unless renewed. The Policy being presented for renewal is unchanged from the current Policy and will apply to the three financial years commencing 1 May 2024 and ending on 30 April 2027.

**Resolution 3** seeks approval, on an advisory basis, of the Remuneration Implementation Report, which looks back at the remuneration paid to the Directors for the year ended 30 April 2023.

### **Resolutions 4 to 9 – Election of Directors**

In accordance with the AIC Corporate Governance Code, it is recommended that all Directors retire annually and, with the support of the Board, stand for re-election by shareholders annually. Biographies of each of the Directors can be found on pages 8 and 9 of the Annual Report.

The Board has confirmed, following a performance review that the Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles. The Board also considered the specific reasons why each Director’s contribution is, and continues to be, important to the Company’s long-term sustainable success, these reasons are set out below:

**Catherine Cripps** – Catherine joined the Board in 2021 and assumed the role of Chair in September 2022. She brings to the Board a wealth of investment industry experience following a number of roles including Investment Director and Head of Research at GAM International. Since taking on the role of the Chair, Catherine has been proactive in engaging and building relationships with the Manager and continues the strong link with Polar Capital, she has demonstrated effective leadership skills.

**Tim Cruttenden** – Tim has extensive technology private equity investment experience and brings an alternative investment perspective to discussions on the portfolio. The Board and Manager value the investment debates at meetings particularly where Tim focusses on new themes and they welcome the continued contribution from him.

**Charlotta Ginman** – Charlotta has recent and relevant financial and investment expertise with a strong accounting background which enables her to perform in depth analyses of the Company’s Financial Statements in conjunction with the external service providers. Charlotta actively works with Polar Capital and the Auditors to ensure a smooth year-end process and audit. She has brought her considerable experience of audit, governance and related regulatory matters as they apply to the Company. Charlotta will hand over the Chair of the Audit Committee to Jane Pearce on 31 October 2023 but will remain on the Board as a non-executive Director.

Where there might be concern of over-boarding, as three of Charlotta’s roles are with investment companies that typically have only five Board meetings a year and the other companies are all AIM listed, with less regulatory burden than a premium listing, Charlotta has sufficient time to devote to each of her roles.

**Charles Park** – Charles has extensive equity investment experience and brings to the Board current and active knowledge of the industry from a different, value based investment approach which contributes to Board and Manager discussions. He also brings his understanding of investment management firms, fees and the private client wealth management sector. Charles has helped the Board by bringing perspectives from elsewhere to give us context and insight into investment markets. He has also brought his interest in ESG issues to our discussions.

**Jane Pearce** – Jane is an experienced non executive director and Chartered Accountant with over 20 years’ financial markets experience including as a technology equity research analyst. She is a keen participant in meetings often bringing a new perspective to discussions. Jane will assume the role of Chair of the Audit Committee on 31 October 2023 ahead of the retirement of Charlotta Ginman from the Board in 2024.

**Stephen White** – Stephen has many years of investment and financial experience including as an investment company manager, which he brings to the Board. He has been particularly interested in our Manager’s individual stock holdings and has encouraged helpful debate. He also has wide experience of the institutional and investment company sector, of its fees, clients and approaches. Stephen also holds audit committee chair positions elsewhere which bring extra support to our Audit committee.

### **Resolutions 10 and 11 – Appointment of Auditor**

There is a requirement to appoint an auditor at each general meeting at which accounts are laid before the Company, with the expectation that the auditor will then hold office until the next such meeting. Shareholders are required to approve the appointment of the Company's auditor each year and to determine or authorise the Directors to determine the auditor's remuneration. Following the implementation of the Competition and Markets Authority Order on Statutory Audit Services, only the Audit Committee may negotiate and agree the terms of the auditor's service agreement.

**Resolution 10** covers the re-appointment of KPMG LLP and **Resolution 11** authorises the Directors, on the recommendation of the Audit Committee, to determine their remuneration.

### **Resolution 12 – Allotment of Shares**

Resolution 12 deals with the Directors' authority to allot ordinary shares. At the last AGM of the Company the Directors were given authority to allot ordinary shares in the capital of the Company and this authority shall expire at the end of this year's AGM. Resolution 12 will, if passed, renew this authority to allot shares on broadly the same terms up to a nominal amount of £3,432,875, representing approximately 10 per cent., 13,731,500 shares of the issued ordinary share capital of the Company as at 13 July 2023 (the latest practicable date prior to the production of this letter). This authority will last until the next AGM of the Company, expected to be in September 2024. New ordinary shares will not be allotted and issued at below estimated NAV. As at the date of this letter the Company holds 12,258,825 ordinary shares in treasury.

### **Resolution 13 – Disapplication of Statutory Pre-emption Rights**

Resolution 13 will give the Directors authority to allot ordinary shares in the capital of the Company pursuant to the authority granted under Resolution 12 for cash without, in certain circumstances, complying with the pre-emption rights in the Companies Act 2006. This authority will permit the Directors to allot ordinary shares up to a maximum nominal value of £3,432,875, representing approximately 10 per cent. (13,731,500 shares), of the issued ordinary share capital of the Company as at 13 July 2023 (the latest practicable date prior to publication of this letter) otherwise than in connection with an offer to existing shareholders. This authority also permits the Directors to sell any shares which may be held in treasury. The authority contained in Resolution 13 will expire upon the expiry of the general authority conferred in Resolution 12. As with Resolution 12, the terms of Resolution 13 are broadly the same as last year's resolution.

The Directors' policy on the issue of new ordinary shares is for the net issue price (after an allocation of costs) to be above the live estimated Net Asset Value ('NAV') per ordinary share. Furthermore, the Directors will only take the decision to allot new ordinary shares if they can see worthwhile opportunities for investing the new funds.

The Directors consider that renewing the Company's share allotment authority is advantageous as any ordinary shares issued for cash will be at a price that will enhance the NAV for existing ordinary shareholders and may improve future liquidity. The Directors further believe that having the ability to issue shares at a premium to NAV should assist in avoiding the creation of an excessive and unsustainable share price premium to the NAV per ordinary share, which might increase the risks for new investors and potentially unnecessary instability in the shareholder base for the Company as a whole.

Since the AGM in September 2022, and up to 13 July 2023 no ordinary shares have been issued.

### **Resolution 14 – Authority to Purchase Ordinary Shares**

Resolution 14 gives the Company authority to buy back its own ordinary shares in the market as permitted by the Companies Act 2006. If Resolution 14 is passed at the AGM, the Company may cancel or hold in treasury for later re-issue all of the ordinary shares it may purchase pursuant to the authority granted to it. The Directors believe that to make such purchases in the market at appropriate times and prices is a suitable method of enhancing shareholder value. The Company would, within guidelines set from time to time by the Board, make either a single purchase or a series of purchases, when market conditions are suitable, with the aim of maximising the benefits to shareholders. Where purchases are made at prices below the prevailing NAV per ordinary share this will enhance the NAV for the remaining shareholders. It is therefore intended that purchases would only be made at prices below the NAV per ordinary share. Your Board considers that it will be most advantageous to shareholders for the Company to be able to make such purchases as and when it considers the timing to be favourable and therefore does not propose to set a timetable for making any such purchases.

Since the AGM in September 2022 and up to 13 July 2023, the Company has bought back 5,111,459 ordinary shares.

Resolution 14 limits the authority granted to the Board in line with the Financial Conduct Authority's rules, so that the number of shares that could be purchased does not exceed a maximum of £5,145,880 representing approximately 14.99 per cent. of the Company's issued ordinary share capital as at 13 July 2023 (the latest practicable date prior to publication of this letter). The Resolution sets the maximum price that may be paid by the Company to 105 per cent. of the average middle-market quotation for an ordinary share on the 5 business days immediately preceding the date of the relevant

## LETTER FROM THE CHAIR continued

purchase or the higher of the last independent trade and the highest independent bid. The minimum price to be paid will be 25p per ordinary share (being the nominal value per share).

The authority will last until the next AGM of the Company to be held in 2024 or when the whole of the 14.99 per cent. has been utilised, whichever is earlier.

Any ordinary shares bought back and placed in treasury for subsequent re-issue, will be issued from treasury in line with institutional guidelines and it is not intended that such would be issued at below the estimated NAV.

### **Recommendation**

The Board, as at the date of this document, considers the Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings which amount in aggregate to 19,192 ordinary shares representing approximately 0.01 per cent. of the existing issued ordinary share capital of the Company.

If you are unable to join the meeting physically, you are encouraged to return your votes by Proxy by 2.30 p.m. on Tuesday, 5 September 2023 to Equiniti Limited. Returning your Proxy votes will not preclude you from joining the meeting in person should you subsequently be able to do so.

Yours sincerely

**Catherine Cripps**

Chair

18 July 2023

# Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of Polar Capital Technology Trust PLC will be held at the offices of Herbert Smith Freehills, Exchange House, Primrose Street, London, EC2A 2EG on 7 September 2023 at 2.30 p.m. for the transaction of the following business:

## RESOLUTIONS

**To consider and if thought fit, pass resolutions 1 to 12 as ordinary resolutions (an ordinary resolution is one that requires a majority in excess of 50 per cent. of those present and voting to be passed):**

1. To receive and consider the Annual Report and Financial Statements for the year ended 30 April 2023.
2. To receive and approve the Directors' Remuneration Policy contained in the Report on Directors' Remuneration, such approval to begin from the expiry of the current Policy on 30 April 2024 and last until 30 April 2027 unless the approval is renewed prior to such time.
3. To receive and approve the Directors' Remuneration Implementation Report for the year ended 30 April 2023.
4. To re-elect Mrs Cripps as a Director of the Company.
5. To re-elect Mr Cruttenden as a Director of the Company.
6. To re-elect Ms Ginman as a Director of the Company.
7. To re-elect Mr Park as a Director of the Company.
8. To re-elect Mrs Pearce as a Director of the Company.
9. To re-elect Mr White as a Director of the Company.
10. To re-appoint KPMG LLP as auditor to the Company to hold office until the conclusion of the next Annual General Meeting of the Company.
11. To authorise the Directors to determine the remuneration of the auditor.
12. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') and in substitution for all existing authorities to exercise all powers of the Company to allot shares in the Company up to a maximum aggregate nominal amount of £3,432,875 (being approximately 10 per cent., 13,731,500 shares, of the Company's issued ordinary share capital on 13 July 2023 or, if changed, the number representing 10 per cent. of the issued share capital of the Company at the date the resolution is passed) **PROVIDED THAT** this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution save that the said authority shall allow and enable the Directors to make an offer or agreement before the expiry of that authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**To consider and, if thought fit, pass resolutions 13 and 14 as special resolutions (a special resolution is one that requires a majority of at least 75 per cent. of those present and voting to be passed):**

13. **THAT**, subject to the passing of **resolution 12**, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) wholly for cash pursuant to the authority conferred by **resolution 12** as if sub-section (1) of Section 561 of the Act did not apply to any such allotment **PROVIDED THAT** this power shall be limited:
  - (i) to the allotment of equity securities whether by way of a rights issue, open offer or otherwise to ordinary shareholders and/or holders of any other securities in accordance with the rights of those securities where the equity securities respectively attributable to the interests of all ordinary shareholders and/or such holders are proportionate (or as nearly as may be) to the respective numbers of ordinary shares and such equity securities held by them (or as otherwise allotted in accordance with the rights attaching to such equity securities) subject in either case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
  - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to a maximum aggregate nominal value of £3,432,875 (being approximately 10 per cent. of the Company's issued ordinary share capital on 13 July 2023 or, if changed, the number representing 10 per cent. of the issued share capital of the Company at the date the resolution is passed) at a price per share not less than the fully diluted net asset value per ordinary share of the Company;

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Directors may before such expiry make an offer or agreement which would

## Notice of Annual General Meeting continued

or might require equity securities to be allotted after such expiry and the Directors may allot securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

14. **THAT** the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Act to make market purchases (within the meaning of Section 693 of the Act) of ordinary shares of 25p each in the capital of the Company, on such terms and in such manner as the Directors may from time to time determine **PROVIDED THAT:**

- (i) the maximum number of ordinary shares hereby authorised to be purchased shall be 20,583,518 representing approximately 14.99 per cent. of the issued ordinary share capital as at 13 July 2023;
- (ii) the minimum price which may be paid for an ordinary share is 25p;
- (iii) the maximum price payable by the Company for each ordinary share is the higher of:
  - (a) 105 per cent. of the average of the middle market quotations of the ordinary shares for the five business days prior to the date of the market purchase; and
  - (b) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 14 will be carried out.
- (iv) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, unless previously renewed, varied or revoked by the Company in general meeting;
- (v) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiration of such authority, and may purchase as ordinary shares pursuant to any such contract; and
- (vi) Any ordinary shares so purchased shall be:
  - (a) cancelled immediately upon completion of the purchase; or
  - (b) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

BY ORDER OF THE BOARD

**Ms Jumoke Kupoluyi, ACG**

Polar Capital Secretarial Services Limited,  
Company Secretary

18 July 2023

Registered office:  
16 Palace Street  
London  
SW1E 5JD



# Notes to the Notice of Meeting

An explanation of the resolutions is given in the Chair's letter and on pages 133 to 134 of the Annual Report, and Notes to the Notice of Meeting are provided below:

1. Only those ordinary shareholders registered in the register of members of the Company at close of business on 5 September 2023 (or, if the AGM (the 'Meeting') is adjourned, close of business on the day which is two working days prior to any adjourned Meeting) shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 5 September 2023 will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the Meeting or any adjourned Meeting.
2. An ordinary shareholder entitled to attend and vote at the Meeting may appoint one or more proxies (who need not be a member of the Company) to exercise all or any of his or her rights to attend, speak and vote at the Meeting. An ordinary shareholder can appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attaching to different shares held by the ordinary shareholder. If two or more valid proxy forms are delivered or received in respect of the same share for use at the same Meeting, the one which was last sent shall be treated as replacing and revoking the others in their entirety.

If the Company is unable to determine the one which was last sent, the one which is last received shall be so treated. If the Company is unable to determine either which is last sent or which is last received, none of them shall be treated as valid in respect of that share. Voting on all resolutions will be conducted on a Poll. Every ordinary shareholder who is present in person at a general meeting of the Company, and every person (not being himself or herself a member entitled to vote) who is present as proxy for a member entitled to vote, shall have one vote for every share held by him or her.

3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Your proxy could be the Chair, another Director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint the Chair or another person as your proxy using the proxy form are set out in the notes to the proxy form. Appointing a proxy does not preclude you from attending the Meeting and voting in person.
4. A form of proxy is enclosed. To be valid the form of proxy must be completed and delivered (together with any authority under which it is executed or a copy of the authority certified notarially or in some other way approved by the Directors) to the office of the Registrar to the Company not less than 48 hours before the time appointed for holding the Meeting (excluding non-working days). The form of proxy should be returned to Equiniti Limited at the address given on the proxy form.

The return of the form of proxy duly completed will not preclude a member from attending and voting in person at the Meeting. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual which can be viewed at [www.euroclear.co.uk](http://www.euroclear.co.uk). 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. In order for a proxy appointment 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 (EUI) 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 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 the Company's agent (ID number RA19) by no later than 48 hours before the time appointed for the holding of the meeting (excluding non-working days i.e. by 5 September 2023).

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 the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. 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.

5. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 2.30 p.m. on 5 September 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
6. The attendance at the Meeting of members and their proxies and representatives is understood by the Company to confirm their agreement to receive any communications made at the Meeting.
7. Electronic Proxy Appointment ('EPA') is available for this Meeting. To appoint a proxy electronically log on to the Company's Registrars' website at [www.sharevote.co.uk](http://www.sharevote.co.uk). The Voting ID, Task ID and shareholder Reference Number shown on your Form of Proxy will be required. Full details of the procedures are given on the website. Alternatively, if you have already registered with the Company's Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Once logged in simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on screen instructions. EPA will not be valid if received after 2.30 p.m. on 5 September 2023 or if the AGM is adjourned, 48 hours before the time for holding the adjourned AGM (excluding non-working days), and will not be accepted if found to contain a computer virus.
8. To change your proxy instructions, you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last received shall be treated as replacing and revoking the other or others.
9. As at the date of this Notice, the Company's issued share capital consists of 137,315,000 ordinary shares of 5p each. The Company holds 12,258,825 ordinary shares in treasury. Therefore, the total voting rights in the Company is 125,056,175.
10. A copy of this notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person'). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
11. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

## Notes to the Notice of Meeting continued

12. Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the Meeting any question relating to the business being dealt with at the Meeting which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
13. Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.
14. In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website: [www.polarcapitaltechnologytrust.co.uk](http://www.polarcapitaltechnologytrust.co.uk)
15. The terms of appointment of the Directors are available for inspection at the registered office of the Company during usual business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the Meeting from 2.30 p.m. until its conclusion.
16. You may not use any electronic address provided either in this Notice of AGM or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
17. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommend that the shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.
18. To be able to exercise the members' right to require:
  - (i) circulation of a resolution to be proposed to the AGM; or
  - (ii) a matter of business to be dealt with at the AGM;The relevant request must be made by:
  - (a) a member or members having the right to vote at the AGM and holding at least 5 per cent. of the total voting rights of the Company; or
  - (b) at least 100 members having the right to vote at the AGM and holding, on average, at least £100 of paid up share capital.For information on voting rights, including the total number of voting rights in the Company see above note 9.
19. Where a member or members wish to request the Company to:
  - (i) circulate a resolution to be proposed to the AGM; or
  - (ii) a matter of business to be dealt with at the AGM;Such request must be made in accordance with one of the following:
  - (a) a hard copy request signed by you stating your full name and address and providing evidence of the number of shares held sent to the Company Secretary, Polar Capital Technology Trust Plc, 16 Palace Street, London SW1E 5JD.
  - (b) a scanned copy of a request signed by you stating your full name and address and providing evidence of the number of shares held sent to [cosec@polarcapital.co.uk](mailto:cosec@polarcapital.co.uk), stating PCTT AGM in the subject field.
  - (c) a request signed by you stating your full name and address and providing evidence of the number of shares held sent by fax to 020 7227 2799, marked for the attention of the Company Secretary, Polar Capital Technology Trust Plc and stating PCTT AGM in the subject field.
20. Under section 360BA of the Companies Act 2006, a member may, subject to conditions, request confirmation that their vote on a resolution at a general meeting where a poll has been taken has been validly recorded and counted.

The conditions are that:

  - (a) the member makes a request for the information which is received by the Company no later than 30 days from the date of the AGM; and
  - (b) the member does not have any other reasonable means by which to determine that their vote has been validly recorded and counted by the Company.Upon receipt of the request, the Company must provide the information to the member as soon as reasonably practicable and in any event by the end of the period of 15 days beginning with whichever is the later of the first working day after the day on which:
  - (a) the result of the poll is declared for that resolution; or
  - (b) the request for information under subsection (a) is received by the Company.

Registered Office:

16 Palace Street  
London  
SW1E 5JD

Tel: 020 7227 2700

Fax: 020 7227 2799

[www.polarcapitaltechnologytrust.co.uk](http://www.polarcapitaltechnologytrust.co.uk)

# Access to Herbert Smith Freehills Offices

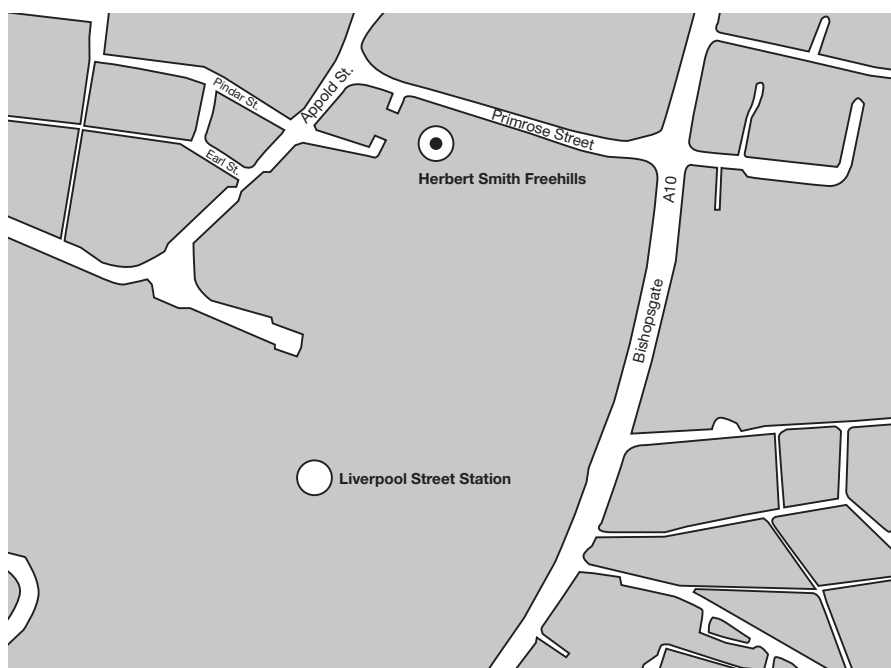
## Office address and telephone

Herbert Smith Freehills  
Exchange House  
Primrose Street  
London  
EC2A 2EG  
Tel: +44 207 374 8000

## How to get to the London office – Exchange House / Square

Exchange House is located 0.2 miles from Liverpool Street railway and bus station, 0.8 miles from Moorgate underground station, 0.9 miles from Shoreditch Overground station & 1.4 miles from Fenchurch Street railway station (C2C).

There is pedestrian access along Bishopsgate Arcade or via the footpath connecting Liverpool Street station with Exchange Square (Sun Street Passage). The building can also be approached from Primrose Street to the north and Exchange Square to the south.



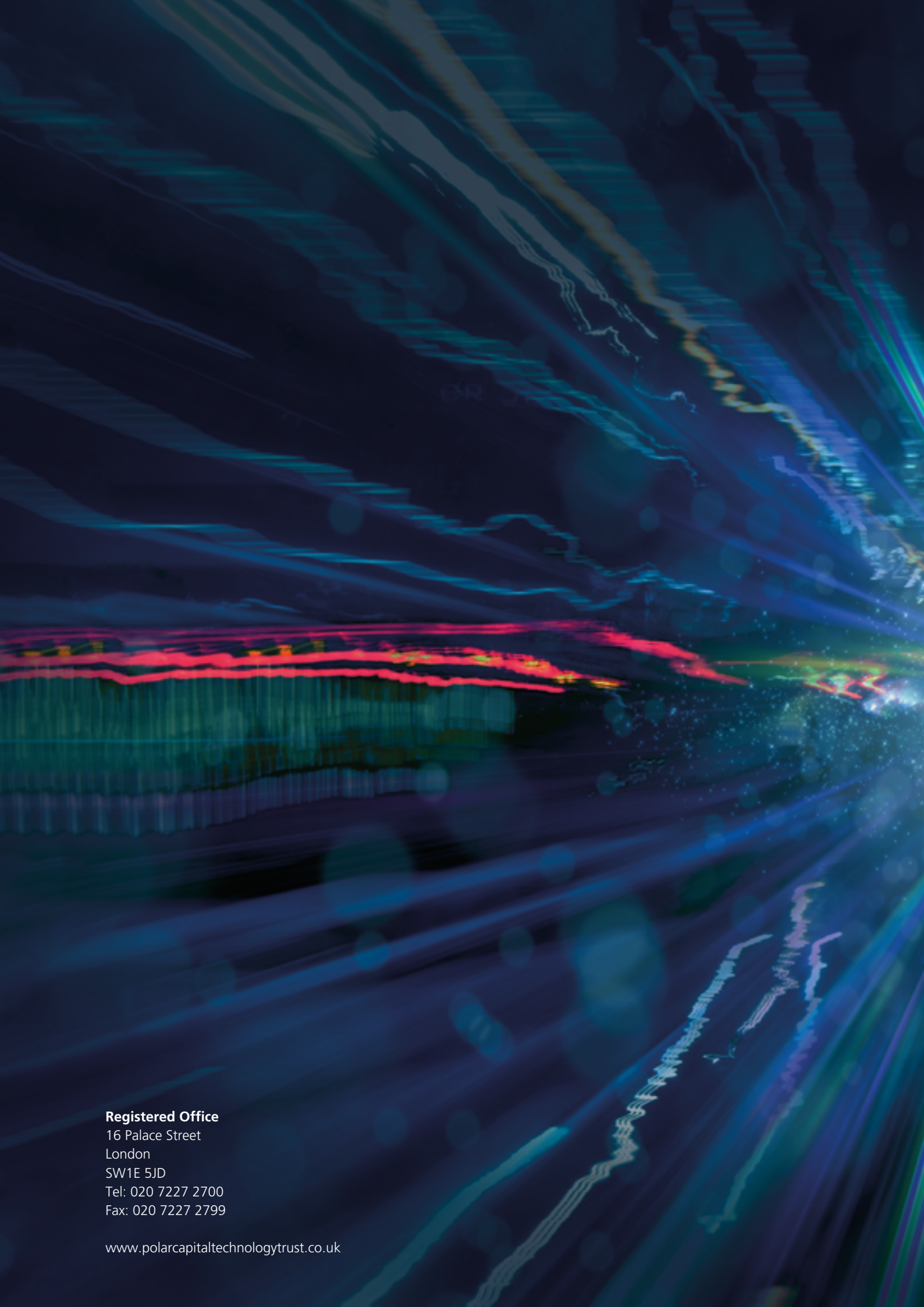
All visitors to Herbert Smith Freehills will need to check in with the Ground Floor Reception on arrival and then make their way to the Equiniti Registrar desk in Reception on level 1 for registration and sign in. There are strict security measures in place throughout Exchange House.

## Accessibility

If you require assisted entry to the office, we recommend that you call 020 7374 8000 prior to your arrival to be informed if any of the accessible lifts are presently out of use. There are two accessible lifts onto the estate. Should you continue to require further assistance once inside the office please advise the team on arrival or throughout your visit.

All entrance barriers are wheelchair accessible. Our office has wheelchair-accessible toilets on each floor.

Guide dogs, hearing dogs and assistance dogs are welcome.



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