

NOTICE OF ANNUAL GENERAL MEETING 2022

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If you have sold or otherwise transferred all your shares in ICG Enterprise Trust Plc, please forward this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, so they can pass these documents to the person who now holds the shares.

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London
EC4M 7JW

Registered number: 01571089
www.icg-enterprise.co.uk

THE ANNUAL GENERAL MEETING (THE 'AGM')

The notice convening the AGM (page 4) sets out in full the resolutions to be voted on at the AGM. The effect of each proposed resolution, if passed by the shareholders, is summarised below:

RESOLUTION 1

Approves the audited financial statements for the year ended 31 January 2022 (pages 64 to 90 of the Annual Report and Accounts 2022) together with the Independent Auditor's Report (pages 64 to 69 of the Annual Report and Accounts 2022) and the Report of the Directors (pages 52 to 54 of the Annual Report and Accounts 2022).

RESOLUTION 2

Approves the recommended final dividend of 9p per ordinary share for the year ended 31 January 2022.

RESOLUTIONS 3 TO 6

Approves the re-election of Jane Tufnell, Alastair Bruce, David Warnock and Gerhard Fusenig. Save for any directors retiring at the end of the AGM, all directors offer themselves for re-election annually in accordance with corporate governance principles.

The skills and experience of each director, which can be found on pages 46 and 47 of the Annual Report and Accounts 2022, demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success.

RESOLUTIONS 7 AND 8

Approves the appointment of the auditors, Ernst & Young LLP, and authorise the directors to set their remuneration. This is recommended by the Audit Committee (see page 61 of the Annual Report and Accounts 2022).

RESOLUTION 9

Approves the remuneration report as set out in the Directors' Remuneration section (pages 56 to 59 of the Annual Report and Accounts 2022) for the year ended 31 January 2022.

RESOLUTIONS 10 AND 11

Renews the authority of the Board to increase the share capital of the Company by issuing shares subject to certain conditions (the 'Share Issue Authorities').

Resolution 10 gives the Board the ability to issue shares equivalent to 33% of issued ordinary share capital. In such circumstances, the Companies Act requires that existing shareholders are given the opportunity to participate before new shareholders ('pre-emption'). Resolution 11 gives the Board the ability to issue shares equivalent to 10% of issued ordinary share capital without pre-emption applying.

The Listing Rules do not permit the Company to issue shares at a discount to NAV per share unless they are offered to existing shareholders first. This would be unchanged by these resolutions.

Resolution 11 renews the authority of the directors to disapply pre-emption rights in specified circumstances. The directors have no present intention to exercise this authority. However, the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

The Share Issue Authorities will expire at the conclusion of the AGM of the Company to be held in 2023 or, if earlier, at the close of business on 30 September 2023.

RESOLUTION 12

Renews the authority of the Company to make market purchases of up to 14.99% of the issued ordinary share capital (the 'Buyback Authority').

The price paid for a share under the Buyback Authority will be at least 10p (the nominal value of a share) and no more than the highest of (a) 5% above the average share price over the five business days preceding the date of the market purchase, (b) the price of the last independent trade in the Company's shares and (c) the highest amount bid. These limits are in accordance with company law and the Listing Rules.

The Buyback Authority will expire at the conclusion of the AGM of the Company to be held in 2023, or, if earlier, at the close of business on 30 September 2023.

RESOLUTION 13

Allows the calling of a general meeting (unless it is an AGM) on not less than 14 days' notice.

RESOLUTION 14

Approves a change in article 96.1 of the Articles of Association to increase the current limit on aggregate director fees to reflect each year's inflation, and also increase such fees pro-rata if the size of the Board of Directors increases.

RESOLUTION 15

Approves a change in the Company's directors' remuneration policy to permit payments to directors up to the maximum in article 96.1 of the Articles of Association (amended as described above).

COVID-19

We are keen to welcome shareholders in person to the AGM this year, particularly given the legal constraints on physical gatherings in 2020 and 2021 due to the COVID-19 pandemic. At present, legislation in England which restricted physical gatherings from taking place was gradually stepped down over the first half of 2021 and removed altogether in July. The permissive temporary legislation, which allowed companies to hold fully electronic and closed general meetings, has also expired. This means that the normal rules now once again apply and we therefore propose to hold the 2022 AGM as a hybrid meeting. Nevertheless, given the constant evolving nature of the situation, the Company will continue to monitor public health guidance and legislation issued by the UK Government.

Should the situation and government guidelines change such that we consider it is no longer possible for shareholders to physically attend the meeting, we may need to hold a virtual meeting or use a hybrid format by restricting attendance in person, for example by stipulating a maximum number of people that can physically attend or to such persons nominated by the Chair of the meeting in order to establish a quorum, and only allow remaining shareholders to participate in the meeting electronically via the online meeting platform. Any such changes to the current arrangement of the AGM will be notified to shareholders through the Company's website (www.icg-enterprise.co.uk/investors/shareholder-information/aggm-and-general-meetings) and, where appropriate, by announcement made by the Company to a Regulatory Information Service.

ATTENDANCE AT THE MEETING

Shareholders intending to attend the AGM in person are asked to register their intention as soon as practicable by emailing AGM2022@icg-enterprise.co.uk.

Shareholders may also participate in the meeting remotely through the online Lumi AGM platform, details of which can be found below.

Access to the Lumi AGM platform will be available an hour prior to the start of the meeting.

ATTENDING THE MEETING REMOTELY

Remote meeting access: If you choose to participate remotely, you will be able to view a live webcast of the meeting, ask the Board questions and submit your votes in real time. To do this you will need to access the Lumi AGM platform:

Visit web.lumiaggm.com on your computer, smartphone or tablet. Please ensure your browser is compatible (you will need the latest versions of Chrome, Safari, Edge and Firefox).

Enter the meeting ID: 197-662-576.

You will then be prompted to enter your unique SRN and PIN. You must have your unique SRN and PIN to log in.

Broadcast: Once successfully logged in to the Lumi AGM platform, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

Voting: Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received; there is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do this whilst the poll remains open and before the Chair announces its closure.

Q&A: Questions on the day can be submitted either as text via the Lumi AGM platform messaging function or verbally via the Virtual Mic.

Details of how to access the Virtual Mic will be provided on the day of the meeting, once you are logged into the Lumi AGM platform.

To ask a question via the Lumi AGM platform messaging function, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

Requirements: An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the broadcast. It is the user's responsibility to ensure they remain connected to the internet for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

Duly appointed proxies and corporate representatives: To obtain the unique username and password that your proxy or corporate representative will need to join the meeting, please contact the Company's Registrar before 3.00pm on 24 June 2022 on 0370 889 4091 or +44(0) 370 889 4091 if you are calling from outside the UK.

Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

SHAREHOLDER ENGAGEMENT

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us. If you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company using the following email address: AGM2022@icg-enterprise.co.uk. We will endeavour to respond to all such questions asked by email. Alternatively, you may ask questions during the course of the meeting in person or via the online meeting platform (if applicable). Answers to common questions submitted in advance by email and a transcript of all questions asked and answers given during the course of the meeting will be published on the Company's website (www.icg-enterprise.co.uk/investors/shareholder-information/aggm-and-general-meetings) as soon as practicable after the AGM.

APPOINTMENT OF PROXIES

To ensure that there are no issues if a particular individual is unexpectedly unable to attend the AGM, we encourage all shareholders to appoint the Chair of the meeting (rather than a named person) as their proxy. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the meeting.

Details on how to submit your proxy vote are set out on page 6.

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting (the 'AGM') of ICG Enterprise Trust Plc ('the Company') will be held at Procession House, 55 Ludgate Hill, London, United Kingdom, EC4M 7JW on 28 June 2022 at 3pm for the following purposes.

RESOLUTIONS

The following resolutions will be proposed at the AGM. Resolutions 11 to 15 inclusive will be proposed as special resolutions, requiring 75% of votes cast to be in favour in order to be passed. All other resolutions will be proposed as ordinary resolutions, requiring more than 50% of votes cast to be in favour in order to be passed.

Ordinary business

- (1) To receive and adopt the reports of the directors and auditors and the Company's financial statements for the year ended 31 January 2022.
- (2) To declare a final dividend of 9p on the ordinary shares of the Company, payable on 22 July 2022 to those shareholders who were on the register of the Company as at 8 July 2022.
- (3) To re-elect J. Tufnell as a director.
- (4) To re-elect A. Bruce as a director.
- (5) To re-elect D. Warnock as a director.
- (6) To re-elect G. Fusenig as a director.
- (7) To reappoint Ernst & Young LLP as auditors to the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company.
- (8) To authorise the directors to fix the remuneration of the auditors.
- (9) To consider and, if thought fit, to approve the remuneration report set out in the Directors' Remuneration section of the Annual Report and Accounts for the year ended 31 January 2022.

Authority to allot shares

(10) THAT:

- a. the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act'), to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £2,261,062.80 (representing 22,610,628 ordinary shares of 10p each as at 5 May 2022, such amount being equivalent to 33% of the issued ordinary share capital excluding shares held as Treasury Shares) during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the AGM of the Company in 2023, or, if earlier, at the close of business on 30 September 2023; and
- b. all authorities and powers previously conferred under section 551 of the Act are hereby revoked, provided that such revocation shall not have retrospective effect.

Special business

Disapplication of pre-emption rights (see Note 1 on page 6)

(11) THAT:

- a. subject to the passing of resolution 10 above the directors be empowered to allot equity securities as defined in section 560(1) or section 560(3) of the Act wholly for cash during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the AGM of the Company in 2023, or, if earlier, at the close of business on 31 September 2023. In connection with an allotment of shares pursuant to the authority referred to in resolution 10 above or the sale of Treasury Shares, up to an aggregate nominal amount of £685,170.50 (representing 6,851,705 ordinary shares of 10p each as at 5 May 2022, such amount being equivalent to 10% of the issued ordinary share capital (excluding shares held as Treasury Shares)) as if section 561 of the Act did not apply to any such allotment or sale; and
- b. by such power the directors may make offers or agreements which would or might require equity securities to be allotted after the expiry of such period.

Authority to purchase shares

(12) THAT:

the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Act to make market purchases (as defined in section 693 of that Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the directors may determine, provided that:

- a. the maximum number of shares which may be purchased is 10,270,706 (being approximately 14.99% of the issued ordinary share capital as at 5 May 2022 (excluding shares held as Treasury Shares));
- b. the minimum price which may be paid for each ordinary share is 10p;
- c. the maximum price which may be paid for a share is an amount equal to the highest of (a) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased, and (b) the price of the last independent trade or (c) the highest current bid, as stipulated by Commission-adopted Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation; and
- d. this authority shall expire at the conclusion of the AGM of the Company held in 2023, or, if earlier, at the close of business on 30 September 2023 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is varied, revoked or renewed prior to such time.

GENERAL MEETING ON A MINIMUM 14 DAYS' NOTICE

(13) THAT:

a general meeting other than an Annual General Meeting may be called on not less than 14 days' notice.

AMENDMENT TO THE ARTICLES OF ASSOCIATION

(14) THAT:

Article 96.1 of the Articles of Association is amended to read as follows:

96.1 The Directors (other than alternate Directors) shall be entitled to receive by way of fees for their services as Directors such sum as the Board may from time to time determine not exceeding £350,000 per annum (the '**Fee Maximum**'). The Fee Maximum will increase with effect from each annual general meeting (starting with that held in 2022) to reflect the change in the Consumer Prices Index provided on the website of the Office for National Statistics for the 12 months to the first day of the month in which the date of the meeting falls or such other sum as the Company in general meeting by ordinary resolution shall from time to time determine. If the number of Directors increases beyond five, the Fee Maximum from time to time will be deemed to increase pro rata with effect from the date of the increase.

AMENDMENT TO THE DIRECTORS' REMUNERATION POLICY

(15) THAT:

Subject to the passing of resolution 15, the directors' remuneration policy of the Company as set out on pages 58 and 59 of the Company's Annual Report for the year ending 31 January 2021 is amended, with effect from the date of the AGM, so that the maximum aggregate fees payable to directors is equal to the Fee Maximum from time to time, as set out in the Articles of Association of the Company amended as described in resolution 15 and the Board of Directors is authorised to increase any director's fees with effect from any time after the date of the AGM in accordance with the policy as amended.

BY ORDER OF THE BOARD



Andrew Lewis

Company Secretary (for and on behalf of ICG FMC Limited)
23 May 2022

Registered office:
Procession House
55 Ludgate Hill
London
EC4M 7JW

NOTICE OF MEETING: EXPLANATORY NOTES

Note 1: In accordance with Listing Rule 15.4.11, unless authorised by shareholders, the Company may not issue shares at a discount to net asset value unless they are first offered to existing shareholders pro-rata to their existing holdings.

Note 2: A member entitled to attend and vote at this meeting may appoint one or more persons as his/her proxy to attend, speak and vote on his/her behalf at the AGM. A proxy need not be a member of the Company. If multiple proxies are appointed they must not be appointed in respect of the same shares. To be effective, the enclosed form of proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, should be lodged at the office of the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not later than 3.00p.m. on 24 June 2022. In view of this requirement, investors holding shares in the Company through the BMO Private Investor, General Investment Account or Pension Savings Plans, a BMO Child Trust Fund, a BMO Junior ISA or in a BMO Individual Savings Account should ensure that forms of direction are returned to Computershare Investor Services PLC not later than 3.00p.m. on 17 June 2022.

As stated on page 3, due to the constantly evolving nature of the situation with the COVID-19 pandemic and the possibility that shareholders may not be able to attend the AGM in person, shareholders are encouraged to appoint the Chair of the meeting as their proxy to vote in accordance with their instructions.

The appointment of a proxy will not prevent a member from attending the meeting and voting if he/she so wishes, whether electronically or in person at the physical meeting (to the extent not prohibited under new potential COVID-19 restrictions). A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he/she is the holder.

To appoint more than one proxy, members will need to complete a separate proxy specifying clearly on each proxy form how many shares the proxy is appointed in relation to. A failure to specify the number of shares each proxy appointment relates to or specifying an aggregate number of shares in excess of those held by the member will result in the proxy appointment being invalid. Please indicate if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope.

Note 3: A person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a '**Nominated Person**') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statements of the rights of members in relation to the appointment of proxies in Notes 1 and 2 above do not apply to a Nominated Person. The rights described in those Notes can only be exercised by registered members of the Company.

Note 4: As at 5 May 2022 (being the latest practicable day prior to the publication of this notice) the Company's issued share capital amounted to 68,517,055 ordinary shares carrying one vote each and 4,395,945 non-voting Treasury Shares which represents approximately 5% of the total number of the ordinary share capital of the Company. Total issued share capital, including Treasury Shares, was 72,913,000.

Note 5: Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered on the Register of Members of the Company as at 6.00p.m. on the day which is two business days before the day of the meeting (or, in the event of any adjournment, as at 6.00p.m. on the day which is two business days prior to the adjourned meeting) shall be entitled to attend in person (to the extent not prohibited under new potential COVID-19 restrictions) or by proxy and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

Note 6: It is proposed in this resolution to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles'). If passed, the resolution adopting the New Articles will become effective immediately.

The principal changes introduced in the New Articles are summarised on page 2 of this document. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on Note 11 of this document.

Note 7: CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). 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 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.

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 issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting and determined by the timestamp applied to the message by the CREST Applications Host from which the issuer's agent 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.

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 messages. 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/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.

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.

Note 8: eProxy As an alternative to completing the hard copy form of proxy, an ordinary shareholder may appoint the Chair, or any other person as his or her proxy electronically using the online service at www.investorcentre.co.uk/eproxy. Your credentials for logging on are available on the front of your Proxy form or (if applicable) within your email. For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investor Services PLC no later than 3p.m. on 24 June 2022 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Note 9: Proximity If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 3p.m. on 24 June 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

Note 10: Joint holders 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 holders (the first-named being the most senior).

Note 11: In accordance with section 319A of the Companies Act 2006, the Company must cause any question relating to the business being dealt with at the AGM put by a shareholder attending the meeting to be answered. No such answer need be given if:

- a. to do so would:
 - i. interfere unduly with the preparation for the AGM; or
 - ii. involve the disclosure of confidential information;
- b. the answer has already been given on a website in the form of an answer to a question; or
- c. it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

As stated on page 3, if you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company using the following email address: AGM2022@icg-enterprise.co.uk. We will endeavour to respond to all such questions asked by email. Alternatively, you may ask questions during the course of the meeting in person (to the extent not prohibited under new potential COVID-19 restrictions) or via the online meeting platform. Answers to common questions submitted in advance by email and a transcript of all questions asked and answers given during the course of the meeting will be published on the Company's website (www.icg-enterprise.co.uk/investors/shareholder-information/agm-and-general-meetings) as soon as practicable after the AGM.

Note 12: Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on a website a statement setting out any matter relating to:

- a. the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or
- b. any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Note 13: A copy of this Notice of AGM is incorporated in the Annual Report and Accounts for the year ended 31 January 2022 available on the Company's website: www.icg-enterprise.co.uk, together with other information required by Section 311A of the Companies Act 2006.

Note 14: To the extent not prohibited under any potential COVID-19 restrictions, the following documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (except Saturdays, Sundays and public holidays) until the date of the AGM and at the place of the AGM for a period of 15 minutes prior to and during the meeting: (a) the terms and conditions of appointment of non-executive directors; (b) a copy of the current Articles of Association; and (c) a copy of the proposed amended Articles of Association. None of the directors has a contract of service with the Company.

If you are in any doubt as to the content or action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in the Company, please send this document, together with the accompanying Form of Proxy and Attendance Card, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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