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If you have sold or otherwise transferred all of your holding of Shares, please forward this document at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. This document should not, however, be forwarded or transmitted in or into any jurisdiction in which such act would constitute a violation of the relevant laws in such jurisdiction. If you have sold or transferred only part of your holding of Shares, you should retain this document.

VPC SPECIALTY LENDING INVESTMENTS PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 9385218)

Proposed adoption of a B Share Scheme to facilitate the return of capital to Shareholders

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman, which recommends that you vote in favour of the resolutions to be proposed at the General Meeting referred to below. However, this document should be read in its entirety.

Notice of a General Meeting of the Company to be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH at 10.00 a.m. on 5 April 2024 is set out at the end of this document. Shareholders are requested to complete and return their Form of Proxy as soon as possible. To be valid, Forms of Proxy for use at the General Meeting must be completed and returned in accordance with the instructions printed thereon to the Company's Registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds. LS1 4DL so as to arrive no later than 10.00 a.m. on 3 April 2024.

As an alternative to completing and returning the accompanying Form of Proxy, you may submit your proxy electronically by accessing the Company Registrar's online voting portal www.signalshares.com. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the accompanying Form of Proxy. If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 3 April 2024.

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EXPECTED TIMETABLE

2024

Publication of this document	15 March
Latest time and date for receipt of Forms of Proxy or CREST electronic proxy appointments for the General Meeting	10.00 a.m. on 3 April
General Meeting	10.00 a.m. on 5 April
Publication of the results of the General Meeting	5 April

Notes:

The above times and/or dates may be subject to change and in the event of such change, the revised times and/or dates will be notified to Shareholders by an announcement through a Regulatory Information Service.

All references to times in this document are to London times.

PART 1 – LETTER FROM THE CHAIRMAN

VPC SPECIALTY LENDING INVESTMENTS PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 9385218)

Directors:

Graeme Proudfoot (Chairman)
Oliver Grundy
Mark Katzenellenbogen

Registered Office:

6th Floor
65 Gresham Street
London
EC2V 7NQ
15 March 2024

Dear Shareholder,

PROPOSED ADOPTION OF A B SHARE SCHEME TO FACILITATE THE RETURN OF CAPITAL TO SHAREHOLDERS

Summary

- The adoption of the B Share Scheme should enable the Company to return capital to Shareholders as and when sufficient cash and reserves are available.
- Capital returns under the B Share Scheme would be made to all Shareholders on a *pro rata* basis, without the need for an election or further action by Shareholders.
- Under the B Share Scheme, Shareholders receive free B Shares that are automatically redeemed for cash.
- The B Share Scheme is designed to return cash on a capital basis for tax purposes.
- The number of existing Ordinary Shares in issue will be unchanged. However, following any B Share issue and redemption, the NAV (and NAV per Ordinary Share) will be reduced by the total amount of capital returned pursuant to a Return of Capital.

1. INTRODUCTION

I am writing to you with details of the proposal to adopt a B Share Scheme to facilitate the return of capital to Shareholders (the “**Proposal**”).

The purpose of this document is to set out the background to and reasons for the Proposal and why the Board unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

The Resolutions will be proposed at a general meeting to be held at 10.00 a.m. on 5 April 2024, notice of which is set out at the end of this document.

2. BACKGROUND TO THE PROPOSAL

In June 2023, Shareholders approved changes to the investment objective and policy of the Company. Pursuant to this change, the Company is managed with the objective of conducting an orderly realisation of the assets of the Company in a manner that seeks to achieve a balance between returning cash to Shareholders promptly and maximising value.

The Board has since then been reviewing potential mechanisms through which a proposed return of capital may be structured and has taken professional advice, including in relation to tax implications, and has reflected on views received from various Shareholders of the Company.

After careful consideration, the Board has determined that the adoption of a B Share Scheme is one of the fairest and most efficient ways of returning capital to shareholders. A B Share Scheme would allow the Company to return capital on a strict *pro rata* basis which would ensure as far as possible that no Shareholder or Shareholder group is disadvantaged. The adoption of the B Share Scheme would involve the Company issuing redeemable B Shares to Shareholders and redeeming them on the Redemption Date applicable to that issue of B Shares without further action being required by Shareholders.

The quantum and timing of a Return of Capital to Shareholders following receipt by the Company of the net proceeds of realisations of investments will be dependent on the repayment and cancellation

of the Company's bank facilities, further draw downs to honour commitments to fund under existing contractual arrangements, the Company's liabilities and general working capital requirements and sufficient distributable reserves and amounts standing to the credit of the Company's share premium account. Accordingly, the quantum and timing of any Return of Capital will be at the discretion of the Board, and details of each Return of Capital, including the relevant Record Date, Redemption Price and Redemption Date, will be notified to Shareholders by an announcement through the Regulatory Information Service. Subject to the passing of the Resolutions at the General meeting, the Board intends to announce the details of an initial Return of Capital under the B Share Scheme shortly after the General Meeting.

The adoption of a B Share Scheme will not limit the ability of the Company to return cash to Shareholders by using other mechanisms and, if the B Share Scheme is adopted, the Board will continue to review its efficacy over time. Details of the Board's intention to implement the B Share Scheme are set out in more detail below.

The Board's proposal to adopt a B Share Scheme now should not be taken as any indication as to the likely timing or quantum of any future returns of cash to Shareholders.

The purpose of this document is to provide Shareholders with further details of the proposed B Share Scheme and to give notice of the General Meeting at which the Resolutions required to adopt the B Share Scheme will be proposed.

3. B SHARE SCHEME

3.1 How will cash be returned via the B Shares?

Subject to the Resolutions being passed, the Company will have a mechanism to enable it to return cash to Shareholders at such time or times as the Board may, at its absolute discretion, determine by applying amounts standing to the credit of the Company's share premium account to pay up the nominal value of the appropriate number of B Shares. Such B Shares would be issued as fully paid bonus shares to Shareholders *pro rata* to their holding of Shares on the Record Date and, shortly thereafter, redeemed and cancelled in accordance with their terms for an amount not exceeding the amount treated as paid up on the issue of the B Shares. The Company will not allot any fractions of B Shares and entitlements will be rounded down to the nearest whole B Share.

Following the redemption and cancellation of the B Shares, the redemption proceeds would be sent to Shareholders, either through CREST to uncertificated Shareholders or via cheque to certificated Shareholders. Each issue and redemption would be notified to Shareholders by an announcement through a Regulatory Information Service.

Further details of the B Share Scheme are set out in Part 2 of this document.

The structure of a B Share Scheme should result in the majority of UK taxpayers receiving their cash proceeds on redemption of the B Shares as a capital return for UK tax purposes. You should read Part 4 of this document which sets out a general summary guide (which does not constitute tax advice) to certain potential tax consequences in the UK.

3.2 Advantages of returning cash via B Shares

The Board believes that returning capital via the B Share Scheme rather than via a tender offer, offers the following significant benefits to Shareholders:

- It reduces costs for the Company, as there should be no need to prepare further circulars to give effect to a future Return of Capital, which would not be the case with tender offers. Details of each Return of Capital notified to Shareholders will be by an announcement through the Regulatory Information Service and, subject to any change in existing United Kingdom tax law (and in contrast to a tender offer where stamp duty at the rate of 0.5 per cent. of the tender price is payable), no stamp duty would be payable by the Company.
- All Shareholders would participate in the redemption process and they would be treated equally. It is likely to be particularly beneficial for smaller retail Shareholders who may miss the opportunity to participate in a tender offer simply as a result of failing to make an election to participate.

- Subject to the Resolutions being passed at the General Meeting, Shareholders will not be required to take any further action to give effect to a future Return of Capital under the B Share Scheme.
- There would be greater certainty for the Company regarding the amount of capital that is able to be returned to Shareholders, given that unlike tender offers, capital returns under the B Share Scheme would be made to all Shareholders on a *pro rata* basis, without the need for an election.

3.3 Further information on the B Shares

No share certificates would be issued in relation to the B Shares and the B Shares would not be listed or traded on the London Stock Exchange or on any other recognised exchange.

The B Shares would be non-transferable and would have limited rights, including a right to a very small dividend at a fixed rate.

Given the short period of time for which any B Shares are anticipated to be in issue, it is unlikely that any dividends would become payable on the B Shares. The rights and restrictions attached to the B Shares are set out more fully in Part 3 of this document.

4. RISK FACTORS

Shareholders should be aware of the following risks associated with the B Share Scheme and any Returns of Capital:

- 4.1 There is no guarantee that the B Share Scheme or any Return of Capital pursuant to the B Share Scheme will take place. The B Share Scheme is conditional on, among other things, the approval of Shareholders and will not proceed if the Resolutions are not passed. The approval of Resolution 1 requires not less than 75% of those voting at the General Meeting in person or by proxy to vote in favour of the Resolution. Resolutions 2 and 3 require more than 50% of those voting at the General Meeting in person or by proxy to vote in favour. It is possible that Shareholders may not approve the Resolutions. If any of the Resolutions are not passed there will be no Return of Capital under the B Share Scheme.
- 4.2 The amount of cash that the Company will be able to return to Shareholders in the future will depend on the performance of the Company's remaining investments and the proceeds eventually realised from them.
- 4.3 Even if the Resolutions are passed, the Board may determine, at its absolute discretion, not to make any Return of Capital pursuant to the B Share Scheme.
- 4.4 For some Shareholders, there may be some disadvantages in returning capital via the B Share Scheme relating to the timing and mandatory nature of the scheme. Unlike a tender offer, Shareholders would not be given a choice as to whether or not to participate in a Return of Capital and, for those Shareholders who hold Shares through a number of different vehicles, they would not be given the choice as to which of their vehicles should participate in a Return of Capital. This could potentially lead to adverse tax consequences for some Shareholders as they may not be able to structure their returns in the most tax efficient manner.
- 4.5 If approved, the authority to allot and issue B Shares will expire, and, if the Directors consider appropriate, be proposed for renewal at each annual general meeting of the Company thereafter. It is possible that Shareholders may not approve such resolution to renew this authority. In this case, there will be no further Returns of Capital under the B Share Scheme.

5. SHARE CAPITAL

As at the Latest Practicable Date, the Company's issued share capital, all of which is fully paid, is 382,615,665 Shares, of which 104,339,273 are held in treasury.

6. GENERAL MEETING

The Proposal requires the approval by Shareholders at the General Meeting which has been convened for 10.00 a.m. on 5 April 2024.

Resolution 1 is proposed as a special resolution and Resolutions 2 and 3, as ordinary resolutions. Together they seek approval for the B Share Scheme.

A special resolution requires at least 75 per cent. of the vote cast to be in favour in order for the resolution to be passed. An ordinary resolution requires a majority of members entitled to vote and present in person or by proxy to vote in favour in order for it to be passed.

Resolution 1 relates to the adoption of the New Articles of Association which set out the rights of the B Shares as described in Part 3 of this document and enable the Directors to apply amounts standing to the credit of the Company's share premium account to pay up the nominal value of the appropriate number of B Shares from time to time for the purposes of the B Share Scheme with the authority of a one-off ordinary resolution of the Company which will be sought pursuant to Resolution 2.

Resolution 2 (which is conditional on the New Articles of Association being adopted pursuant to Resolution 1) authorises the Directors to apply amounts standing to the credit of the Company's share premium account to pay up the nominal value of up to 11,000,000,000 B Shares.

Resolution 3 (which is conditional on Resolutions 1 and 2 being approved) authorises the Directors to issue B Shares from time to time up to an aggregate nominal amount of £110,000,000.00 on a *pro rata* basis to the holders of Shares by way of bonus issues. If approved, this authority to allot and issue B Shares will expire, and, if the Directors consider appropriate, be proposed for renewal, at the next annual general meeting of the Company in 2024 and at each annual general meeting thereafter.

If passed, the Resolutions will allow the Company to return capital to Shareholders through bonus issues of B Shares. Shortly after their date of issue, the B Shares would be redeemed at the option of the Company and cancelled in accordance with their terms. The redemption proceeds would then be sent to Shareholders, as set out more fully in Parts 2 and 3 of this document. Subject to the Resolutions being passed, each Return of Capital would be implemented at the discretion of the Company.

In accordance with the Articles, all Shareholders present in person or by proxy shall upon a show of hands have one vote and upon a poll shall have one vote in respect of each Share held. In order to ensure that a quorum is present at the General Meeting, it is necessary for two Shareholders entitled to vote to be present, whether in person or by proxy (or, if a corporation, by a representative).

The formal notice convening the General Meeting is set out at the end of this document.

6. ACTION TO BE TAKEN IN RESPECT OF THE GENERAL MEETING

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting.

Shareholders are asked to complete and return the Form of Proxy, in accordance with the instructions printed thereon, to the Company's Registrar, Link Group at PXS 1, Central Square, 29 Wellington Street, Leeds. LS1 4DL so as to be received as soon as possible, and in any event no later than 10.00 a.m. on 3 April 2024.

Recipients of this document who are the beneficial owners of Shares held through a nominee should follow the instructions provided by their nominee or their professional adviser if no instructions have been provided.

As an alternative to completing and returning the accompanying Form of Proxy, you may submit your proxy electronically by accessing the Company Registrar's online voting portal www.signalshares.com. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the accompanying Form of Proxy. If you are a member of CREST you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 3 April 2024.

7. RECOMMENDATION

The Board considers that the Proposal is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors intend to vote in favour, or procure the vote in favour (but only to the extent that they are able to), of the Resolutions at the General Meeting in respect of their own beneficial holdings of Shares which, in aggregate, amount to 375,000 Shares representing approximately 0.13 per cent. of the Company's issued Share capital (excluding Shares held in treasury).

Yours faithfully

Graeme Proudfoot
Chairman

PART 2 – DETAILS OF THE B SHARE SCHEME

1. RETURNS OF CAPITAL TO SHAREHOLDERS

A Return of Capital consists of the allotment and issue of B Shares to Shareholders and the redemption of the B Shares by the Company by way of cash payment to holders of B Shares.

The Board intends to notify Shareholders of the details of any and each Return of Capital, including the relevant Record Date, the Redemption Price and the Redemption Date, at the relevant time through a Regulatory Information Service.

2. ALLOTMENT AND ISSUE OF AND RIGHTS ATTACHING TO THE B SHARES

For the purposes of making an issue of B Shares, it is proposed that the Directors be authorised to apply from time to time amounts standing to the credit of the Company's share premium account for the purpose of making a new issue of shares in accordance with the Act and Article 170 of the New Articles of Association. The share premium account will be used from time to time to pay up in full B Shares with a nominal value of 1 penny each on the basis that the aggregate nominal value of the B Shares so issued on each such occasion will not exceed the aggregate sum or sums capitalised on each such occasion for the purposes of such B Share issue. The aggregate maximum number of B Shares that may currently be issued by the Company over time under this B Share Scheme will not exceed 11,000,000,000 and the aggregate nominal value of all B Shares issued will not exceed £110,000,000.00.

As at close of business on the Latest Practicable Date, the amount standing to the credit of the share premium account (created as a result of shares issued by the Company) of the Company was £161.0 million.

Under the New Articles of Association, the Directors may, having obtained the relevant authority of Shareholders, apply the sum standing to the credit of the share premium account of the Company for the purposes of paying up, allotting and issuing B Shares to Shareholders.

The B Shares will be allotted and issued to Shareholders *pro rata* to their holding of Shares on the Record Date. The Company will not allot any fractions of B Shares and entitlements will be rounded down to the nearest whole B Share.

The B Shares will have only very limited rights, including a right to a very small fixed rate dividend and will be non-transferable. The rights and restrictions to be attached to the B Shares are more fully set out in Part 3 of this document.

No share certificates will be issued for any B Shares allotted and no CREST accounts will be credited with any such shares.

No application will be made for the B Shares to be admitted to listing on the Official List or to trading on the London Stock Exchange's main market for listed securities and the B Shares will not be listed or admitted to trading on any other recognised investment exchange. Given the short period of time for which any B Shares issued are anticipated to be in issue, it is unlikely that any dividend will become payable on the B Shares.

3. REDEMPTION

Each redemption of B Shares will be undertaken at the option of the Company. It is expected that redemption will occur shortly after each date of issue of the B Shares, when all of the B Shares then in issue will be compulsorily redeemed and cancelled in accordance with their terms for an amount not exceeding the amount treated as paid up on the B Shares.

Following the redemption and cancellation of the B Shares, the redemption proceeds will be sent to Shareholders either through CREST to uncertificated Shareholders or via cheque to certificated Shareholders. In the unlikely event that any B Share Dividend were to become payable it would be paid separately either to mandated bank accounts or by cheque. Please see Part 4 of this document for a general summary guide (which does not constitute tax advice) to certain potential tax consequences in the UK.

4. OVERSEAS SHAREHOLDERS

Shareholders who are not resident in the United Kingdom or who are citizens, residents or nationals of other countries should consult their professional advisers to ascertain whether the B Share Scheme (including, as may be relevant in each case, the issue, holding or redemption of the B Shares (which will be non-transferable)) will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of, or any body or authority located in, the jurisdiction in which they are resident or to which they are subject. In particular, it is the responsibility of any Overseas Shareholder to satisfy himself or herself as to full observance of the laws of each relevant jurisdiction in connection with the B Share Scheme, including the obtaining of any government, exchange control or other consents which may be required or the compliance with other necessary formalities needing to be observed and the payment of any issue, transfer or other taxes or duties in such jurisdiction.

The distribution of this document in certain jurisdictions other than the United Kingdom may be restricted by law. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither this document nor any other document issued or to be issued by or on behalf of the Company in connection with the B Share Scheme constitutes an invitation, offer or other action on the part of the Company in any jurisdiction in which such invitation, offer or other action is unlawful.

The provisions of this paragraph 4 relating to Overseas Shareholders may be waived, varied or modified as regards specific Overseas Shareholders or on a general basis by the Company in its absolute discretion.

5. SECURITIES LAW CONSIDERATIONS IN THE UNITED STATES

None of the B Shares will be registered under the US Securities Act or with any state or other jurisdiction of the United States, and none of the B Shares may be reoffered, resold, pledged, or otherwise transferred in or into the United States or to any US persons except pursuant to a transaction that has been registered under the US Securities Act and with the relevant state and other jurisdictions or a transaction that is exempt from, or otherwise not subject to, the securities laws of such jurisdictions.

6. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Amendments to the Articles are required in order to implement the B Share Scheme and require approval at the General Meeting. Therefore it is proposed that the Articles be amended by the adoption of the New Articles of Association which include an insertion that contains the rights and restrictions attaching to the B Shares, as set out in Part 3 of this document together with a mechanism to allow the Directors to apply any sum or sums standing to the credit of the share premium account of the Company from time to time for the purposes of the B Share Scheme with the authority of an ordinary resolution of Shareholders to be obtained on a one-off basis.

7. SUMMARY EXPLANATION OF THE RESOLUTIONS

Resolution 1 will be proposed at the General Meeting as a special resolution, the passing of which requires at least 75% of the votes cast (whether in person or by proxy) to be in favour. Resolution 2 and Resolution 3 will each be proposed as ordinary resolutions, the passing of which requires more than 50% of the votes cast (whether in person or by proxy) to be in favour.

A summary of the Resolutions follows below:

Resolution 1 proposes the adoption of New Articles of Association with immediate effect incorporating the rights and restrictions to be attached to the B Shares (as set out in Part 3 of this document) together with a mechanism to allow the Directors to apply a sum or sums standing to the credit of the share premium account of the Company from time to time for the purposes of the B Share Scheme with the authority of an ordinary resolution of Shareholders to be obtained on a one-off basis.

Resolution 2 (which is conditional upon the New Articles of Association having been adopted) proposes to authorise the Directors to apply from time to time a sum or sums not exceeding, at each relevant time, the aggregate amount then standing to the credit of the Company's share premium account in accordance with the Act and the New Articles of Association, and to apply such sum or sums from time to time in paying up in full up to 11,000,000,000 unlisted redeemable fixed rate preference shares of 1 penny each in the capital of the Company carrying the rights and restrictions

set out in article 170 of the New Articles of Association which may be allotted from time to time pursuant to the authority given by Resolution 3.

Resolution 3 (which is conditional upon Resolutions 1 and 2 being approved) proposes to authorise the Directors to allot and issue B Shares from time to time on a *pro rata* basis as determined by the Directors from time to time up to an aggregate nominal amount of £110,000,000.00. This authority to allot will expire and, if the Directors consider appropriate, be proposed for renewal, at the next annual general meeting of the Company in 2024 and at each annual general meeting thereafter.

PART 3 – RIGHTS AND RESTRICTIONS ATTACHED TO B SHARES

Set out below is the proposed insertion to the Articles, which contains the rights and restrictions attached to the B Shares. The following Article 170 is to be inserted into the Articles of Association of the Company immediately following the existing Article 169 together with any new defined terms required, thereby forming the New Articles of Association. The Company is seeking Shareholder approval to adopt the New Articles of Association pursuant to Resolution 1.

“RIGHTS AND RESTRICTIONS ATTACHING TO B SHARES

- 170 (1) Subject to the 2006 Act and notwithstanding anything in these Articles to the contrary: (a) the Directors may issue B Shares provided that such B Shares are fully paid up out of the reserves of the Company; and (b) the Directors may, with the authority of an ordinary resolution of the Company (which need only be obtained once and need not be obtained on every occasion B Shares are to be issued), from time to time resolve to capitalise any sum or sums standing to the credit of the share premium account and apply such sum or sums for the purposes of paying up B Shares to be allotted and issued to existing Shareholders *pro rata* to their shareholding of Ordinary Shares on the Record Date. No fractions of B Shares will be issued and entitlements will be rounded down to the nearest whole B Share.
- (2) Notwithstanding any other provisions in these Articles, the B Shares shall have the rights, and be subject to the restrictions, attaching to shares set out in these Articles save that in the event of a conflict between any provision in this Article 170 and any other provision in these Articles, the provisions in this Article 170 shall prevail.

Income

- (3) The B Shares (to the extent that any are in issue and extant) shall entitle the holders thereof to a cumulative annual dividend (the “**B Share Dividend**”) at a fixed rate per annum of one per cent. of the nominal value thereof, the first such dividend being payable on the date twelve months after the date on which any B Shares are first issued and thereafter on each anniversary of such date (each such date a “**Fixed Dividend Date**”) to the holders thereof on the register of members on that date as holders of B Shares. No B Share Dividend shall become due or payable in respect of a B Share (and no entitlement to payment of a B Share Dividend in respect of a B Share shall accrue) prior to the first Fixed Dividend Date following issue of such B Share and any B Share Dividend shall then only be payable to those holders of B Shares registered in the register of members of the Company as holders of B Shares on the relevant Fixed Dividend Date.

Capital

- (4) Except as provided in Article 170(12) below, on a return of capital on a winding-up (excluding any intra-group reorganisation on a solvent basis), the holders of the B Shares shall be entitled, in priority to any payment to the holders of every other class of share in the capital of the Company, to the amount paid up on each B Share held by them together with a sum equal to all arrears of any B Share Dividend which has become due and payable.
- (5) On a winding up, the holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in excess of that specified in Article 170(4) above. In the event that there is a winding-up to which Article 170(4) applies and the amounts available for payment are insufficient to pay the amounts due on all the B Shares in full, the holders of the B Shares shall be entitled to their *pro rata* proportion of the amounts to which they would otherwise be entitled.
- (6) The aggregate entitlement of each holder of B Shares on a winding-up in respect of all the B Shares held by him shall be rounded down to the nearest whole penny.
- (7) The holders of the B Shares shall not be entitled to any further right of participation in the profits or assets of the Company in their capacity as holders of B Shares.

Attendance and voting at general meetings

- (8) The holders of the B Shares shall not be entitled, in their capacity as holders of such B Shares, to receive notice of any general meeting of the Company nor to attend, speak or vote at any such general meeting nor to vote on a written resolution of the Company.

Class rights

- (9) The Company may from time to time create, allot and issue further shares, whether ranking *pari passu* with or in priority or subsequent to the B Shares. The creation, allotment or issue of any such further shares (whether or not ranking in any respect in priority to the B Shares) shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.
- (10) A reduction by the Company of the capital paid up or credited as paid up on the B Shares and the cancellation of such shares shall be treated as being in accordance with the rights attaching to the B Shares and shall not involve a variation of such rights for any purpose or require the consent of the holders of the B Shares.
- (11) Without prejudice to the generality of the foregoing, the Company is authorised to reduce (or purchase shares in) its capital of any class or classes and such redemption (or purchase) shall not involve a variation of any rights attaching to the B Shares for any purpose or require the consent of the holders of the B Shares.

Redemption of B Shares

- (12) Subject to the provisions of the 2006 Act and these Articles, the Company shall redeem the B Shares as follows:
 - (a) The B Shares shall be redeemed at such time or times as the Directors may in their absolute discretion determine (each a “**Redemption Time**”). There shall be paid on each B Share redeemed under this Article 170(12) the amount paid up thereon together with a sum equal to all arrears of any B Share Dividend which has become due and payable at any time prior to the Redemption Time.
 - (b) As from the Redemption Time, no B Share Dividends shall be payable on the B Shares redeemed.
 - (c) In the absence of bad faith or wilful default, neither the Company nor any of its Directors, officers or employees shall have any liability to any person for any loss or damage arising as a result of the determination of the Redemption Time in accordance with Article 170(12)(a) above.
 - (d) The receipt of the registered holder for the time being of any B Shares (or in the case of joint registered holders the receipt of any of them) of the monies payable on redemption thereof shall constitute an absolute discharge to the Company in respect thereof.

Transfer

- (13) The B Shares shall not be transferable.

Share certificates

- (14) The B Shares shall not be listed or admitted to trading on any stock exchange nor shall any share certificates be issued in respect of the B Shares.

Definitions

- (15) For the purposes of this Article 170, the following terms have the meanings given below:

B Share Dividend	has the meaning given to it in Article 170(3);
B Shares	unlisted, redeemable, fixed rate preference shares of 1 penny each in the capital of the Company;
Fixed Dividend Date	has the meaning given to it in Article 170(3);
Ordinary Shares	ordinary shares of 1 penny each in the capital of the Company;
Redemption Time	has the meaning given to it in Article 170(12)(a); and
Shareholders	means holders of Ordinary Shares.”

PART 4 – UNITED KINGDOM TAXATION

UNITED KINGDOM TAXATION

The following comments do not constitute tax advice and should not be relied upon as such. They are intended only as a general guide to current United Kingdom law and HMRC published practice (which are both subject to change at any time, possibly with retrospective effect). They relate only to certain limited aspects of the United Kingdom taxation treatment of Shareholders in connection with the proposed B Share Scheme and are intended to apply only to Shareholders who are resident for tax purposes solely in the United Kingdom and who are the absolute beneficial owners of their Shares and B Shares and who hold them as investments (and not as securities to be realised in the course of a trade) other than in an ISA. They may not apply to certain Shareholders, such as dealers in securities, insurance companies, collective investment schemes, Shareholders who are exempt from taxation or Shareholders who are treated as acquiring their shares by reason of any employment or office. The position may be different for future transactions and may alter between the date of this document and the implementation of the B Share Scheme. **All Shareholders should seek their professional tax advice in light of their own particular circumstances.**

ISSUE OF B SHARES

For the purposes of CGT, the issue of B Shares should constitute a reorganisation of the share capital of the Company. Accordingly, the B Shares should be treated as the same asset as the Shareholder's holding of existing Shares, and as having been acquired at the same time as the Shareholder's holding of existing Shares was acquired. A Shareholder's combined holding of Shares and B Shares should have the same aggregate base cost as the Shareholder's holding of Shares immediately before the issue of B Shares. The aggregate base cost should be apportioned between B Shares and the Shares held by the Shareholder by reference to the respective market values of the Shares and the B Shares on the first day after the issue of B Shares on which quoted market values for the Shares are available. Due to the terms on which the B Shares will be issued and as they are non-transferable, their market value is likely to be equal to their nominal value of 1 penny.

The B Shares are intended to be fully paid up by means of applying amounts which stand to the credit of the Company's share premium account (and which are not treated for UK tax purposes as having previously been returned to shareholders as a return of capital). On this basis, the Company should be treated for UK tax purposes as having received "new consideration" for the issue of B Shares and accordingly the issue of B Shares should not be treated as constituting a distribution for UK tax purposes. The issue of B Shares should therefore not give rise to a liability to UK income tax, or corporation tax on income, for a UK resident Shareholder.

REDEMPTION OF THE B SHARES

A redemption of B Shares will be treated as a disposal for CGT purposes and accordingly this may, depending on a Shareholder's particular circumstances, and subject to any available allowance, exemption or relief, give rise to a chargeable gain or allowable loss for a Shareholder for CGT purposes. As noted above, for the purpose of calculating any chargeable gain or allowable loss on a disposal of B Shares, a portion of a Shareholder's existing base cost in its Shares will be apportioned to the B Shares.

TAXATION OF DIVIDENDS

The B Shares will carry an entitlement to a small fixed rate dividend. However, given the short period of time for which any B Shares are anticipated to be in issue prior to being redeemed, it may be unlikely that any dividend would become payable on the B Shares.

As with other dividends paid by the Company, any dividend paid on the B Shares would be subject to income tax for individual Shareholders (to the extent the annual dividend allowance is exceeded). Dividends received by Shareholders within the charge to corporation tax would be subject to corporation tax unless the dividends qualify for exemption under Part 9A of the Corporation Tax Act 2009. The Company is not required to withhold tax at source when paying a dividend.

TRANSACTIONS IN SECURITIES

Under the provisions of Part 15 of the Corporation Tax Act 2010 (for companies) and Chapter 1 of Part 13 of the Income Tax Act 2007 (for individuals), HMRC can in certain circumstances counteract

tax advantages arising in relation to a transaction or transactions in securities. If these provisions were to be applied by HMRC to the proposed B Share Scheme, in broad terms, Shareholders might be liable to taxation as if they had received an income amount rather than a capital amount. However, these provisions generally only apply in the case of close company transactions. The Directors do not consider that the Company is a close company, and consequently these provisions should not be relevant.

ISAS

Based on HMRC guidance, where B Shares are issued in respect of Shares held in an ISA, and accordingly become held within an ISA, the proceeds of the redemption of such B Shares may be retained within the ISA (with any chargeable gain on the redemption accordingly being exempt within the ISA) notwithstanding that the B Shares are not listed or admitted to trading on a recognised stock exchange, provided that the redemption of the B Shares is effected within 30 days of their issue.

STAMP DUTY AND STAMP DUTY RESERVE TAX ("SDRT")

No stamp duty or SDRT will be payable by Shareholders on the allotment and issue of any B Shares or the redemption of any B Shares.

PART 5 – DEFINITIONS

The following definitions apply throughout this document unless the context otherwise requires:

“Act”	the Companies Act 2006
“Articles”	the articles of association of the Company in force at the date of this document
“B Share Dividend”	a dividend paid by the Company on the B Shares
“B Share Scheme”	the proposed mechanism to enable returns of capital through the issue and redemption of B Shares
“B Shares”	unlisted redeemable fixed rate preference shares of 1 penny each in the capital of the Company carrying the rights and restrictions set out in Part 3 of this document
“Board” or “Directors”	the board of directors of the Company
“CGT”	United Kingdom taxation of capital gains and corporation tax on chargeable gains
“Company”	VPC Specialty Lending Investments PLC
“Company’s Registrar”	Link Group
“CREST”	the relevant system as defined in the CREST Regulations in respect of which Euroclear is the operator (as defined in the CREST Regulations) in accordance with which securities may be held in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 2001/3755), as amended
“Disclosure Guidance and Transparency Rules”	the disclosure guidance and transparency rules as set out in the FCA’s handbook of rules and guidance, as amended
“Euroclear”	Euroclear UK & International Limited
“FCA” or “Financial Conduct Authority”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy provided with this document for use by Shareholders in connection with the General Meeting
“FSMA”	the UK Financial Services and Markets Act 2000, as amended
“General Meeting”	the general meeting of the Company to be held on 5 April 2024 at 10.00 a.m. (or any adjournment thereof), notice of which is set out at the end of this document
“HMRC”	HM Revenue & Customs
“Investment Manager”	Victory Park Capital Advisors, LLC
“Latest Practicable Date”	13 March 2024 (being the latest practicable date prior to the publication of this document)
“Listing Rules”	the Listing Rules made by the FCA under section 74 of FSMA
“London Stock Exchange”	London Stock Exchange plc
“Net Asset Value” or “NAV”	the total value of all of the assets of the Company less its liabilities as determined in accordance with the accounting principles adopted by the Company from time to time
“New Articles of Association”	the new articles of association of the Company, which it is proposed are adopted to replace in their entirety the Articles, to be proposed for approval by Shareholders at the General Meeting pursuant to Resolution 1

"Notice of General Meeting"	the notice convening the General Meeting set out on pages 18 to 20 of this document
"Official List"	the Official List of the FCA
"Overseas Shareholders"	Shareholders resident in, or citizens or nationals of, jurisdictions outside the United Kingdom
"Proposal"	the proposal to adopt a B Share Scheme to facilitate the return of capital to Shareholders, as described in Part 1 of this document
"Record Date"	in respect of any Return of Capital, the date determined by the Board, at its absolute discretion, on which the B Shares are allotted in connection with that Return of Capital
"Redemption Date"	in respect of any Return of Capital, the date determined by the Board, at its absolute discretion, on which the B Shares allotted under that Return of Capital will be redeemed
"Redemption Price"	in respect of any Return of Capital, the price at which B Shares allotted under that Return of Capital are to be redeemed being, in respect of each B Share, the amount equal to its nominal value
"Register of Members"	the register of members of the Company
"Regulatory Information Service"	a service authorised by the Financial Conduct Authority to release regulatory announcements to the London Stock Exchange
"Resolution 1"	the resolution number 1 to be proposed at the General Meeting as detailed on pages 7 and 10 of this document and in the Notice of General Meeting
"Resolution 2"	the resolution number 2 to be proposed at the General Meeting as detailed on pages 7 and 10 of this document and in the Notice of General Meeting
"Resolution 3"	the resolution number 3 to be proposed at the General Meeting as detailed on pages 7 and 11 of this document and in the Notice of General Meeting
"Resolutions"	together Resolution 1, Resolution 2 and Resolution 3
"Return of Capital"	each return of capital pursuant to the allotment and redemption of B Shares to be made at such time or times as determined by the Board, at its absolute discretion
"SDRT"	Stamp Duty Reserve Tax
"Shareholders"	holders of Shares
"Shares"	ordinary shares of 1 penny each in the capital of the Company
"US Securities Act"	the United States Securities Act of 1933

NOTICE OF GENERAL MEETING

VPC SPECIALTY LENDING INVESTMENTS PLC

(Incorporated in England and Wales under the Companies Act 2006 with registered number 9385218)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of VPC Specialty Lending Investments PLC (the “**Company**”) will be held at the offices of Stephenson Harwood LLP, 1 Finsbury Circus, London EC2M 7SH on 5 April 2024 at 10.00 a.m. to consider and, if thought fit, pass the following special and ordinary resolutions. As the second ordinary resolution is conditional upon the passing of the first ordinary resolution, if the first ordinary resolution fails to be passed, the second ordinary resolution will not be proposed.

SPECIAL RESOLUTION

1. **THAT** the draft articles of association produced to the meeting and signed by the Chairman (the “**New Articles of Association**”) be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company to take effect immediately.

ORDINARY RESOLUTIONS

2. **THAT** conditional upon the New Articles of Association being adopted pursuant to resolution 1 above, the directors be generally and unconditionally authorised pursuant to article 170 of the New Articles of Association to apply from time to time a sum or sums not exceeding, at each relevant time, the aggregate amount then standing to the credit of the Company's share premium account for the purpose of making an issue of unlisted redeemable fixed rate preference shares of 1 penny each in the capital of the Company carrying the rights and restrictions set out in article 170 of the New Articles of Association (“**B Shares**”) in accordance with the Companies Act 2006 and the New Articles of Association and to apply such sum or sums from time to time in paying up in full up to 11,000,000,000 B Shares which may be allotted from time to time pursuant to the authority given by resolution 3 below.
3. **THAT** conditional upon resolutions 1 and 2 above being approved, pursuant to section 551 of the Companies Act 2006, to exercise all powers of the Company to allot and issue from time to time, credited as fully paid up, B Shares up to an aggregate nominal amount of £110,000,000.00 to the holders of ordinary shares of 1 penny each in the capital of the Company on a *pro rata* basis as determined by the Directors from time to time. Unless previously varied, revoked or renewed, this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2024 (save that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require B Shares to be allotted after such expiry and the Directors may allot B Shares in pursuance of such offer or agreement as if the power conferred hereby had not expired).

Registered Office
6th Floor
65 Gresham Street
London
EC2V 7NQ

By Order of the Board

Notes:

These notes should be read in conjunction with the notes on the Form of Proxy.

1. Voting record date

Only members registered in the Register of Members of the Company at 6.00 p.m. on 3 April 2024 shall be entitled to attend and vote at the General Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after 6.00 p.m. on 3 April 2024 shall be disregarded in determining the rights of any person to attend and vote at the General Meeting.

If the General Meeting is adjourned, then the voting record date will be the close of business on the day which is two days (not including any part of a day that is not a business day) before the day of the adjourned meeting.

In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

2. Right to appoint proxies

Pursuant to Section 324 of the Companies Act 2006, a member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote in its place. Such a member may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company.

A Form of Proxy is enclosed. The completion of the Form of Proxy or any CREST proxy instructions (as described in Note 7) will not in itself preclude a Shareholder from attending and voting in person at the General Meeting.

If the total number of voting rights that the Chairman will be able to vote (taking into account any proxy appointments from Shareholders over which he is given discretion and any voting rights in respect of his own shares) is such that he will have a notifiable obligation under the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority, the Chairman will make the necessary notifications to the Company and to the Financial Conduct Authority. Therefore, any member holding 3 per cent. or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and to the Financial Conduct Authority. However, any member holding 3 per cent. or more of the voting rights in the Company who appoints a person other than the Chairman as proxy will need to ensure that both the member and the proxy comply with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules. Section 324 does not apply to persons nominated to receive information rights pursuant to Section 146 of the Companies Act 2006. Persons nominated to receive information rights under Section 146 of the Companies Act 2006 have been sent this Notice of General Meeting and are hereby informed, in accordance with Section 149(2) of the Companies Act 2006, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this General Meeting. If they have such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements. The statement of rights of Shareholders in relation to the appointment of proxies in this paragraph does not apply to nominated persons.

3. Proxies' rights to vote at the meeting

On a vote on a show of hands, each proxy has one vote.

If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote "for" or "against" as applicable. If a proxy is appointed by more than one member, but such members have given different voting instructions, the proxy may, on a show of hands, vote both "for" and "against" in order to reflect the different voting instructions.

On a poll, all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, Section 285(4) of the Companies Act 2006 does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

4. Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with Section 323 of the Companies Act 2006 provided they do not do so in relation to the same shares.

5. Receipt and termination of proxies

To be valid the Form of Proxy must be lodged with the Company's Registrar no later than 10.00 a.m. on 3 April 2024 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

As an alternative to completing and returning the accompanying Form of Proxy, you may submit your proxy electronically by accessing the Company Registrar's online voting portal www.signalshares.com. For security purposes, you will be asked to enter the control number, your shareholder reference number (SRN) and personal identification number (PIN) to validate the submission of your proxy online. The control number and members' individual SRN and PIN numbers are shown on the accompanying Form of Proxy. To be valid proxies must be received no later than 10.00 a.m. on 3 April 2024 (or, in the case of an adjournment, no later than 48 hours before the time fixed for the holding of the adjourned meeting).

A member may terminate a proxy's authority at any time before the commencement of the General Meeting. Termination must be provided in writing and submitted to the Company's Registrar. In accordance with the Articles, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

6. Communication with the Company

Members may not use any electronic address provided either in the Notice of General Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

7. Electronic receipt of proxies via CREST

To appoint one or more proxies or give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the Company's agent (ID number RA10) no later than the deadline specified in Note 5. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. Instructions on how to vote through CREST can be found on the website www.euroclear.com.

8. Questions at the General Meeting

Any member attending the General Meeting has the right to ask questions. Section 319A of the Companies Act 2006 requires the Directors to answer any question raised at the General Meeting which relates to the business of the meeting, although no answer need be given: (a) if to do so would interfere unduly with the proceedings of the General Meeting or involve disclosure of confidential information; (b) if the answer has already been given on the Company's website; or (c) if it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

9. Website

A copy of the Notice of the General Meeting, including these explanatory notes and other information required by Section 311A of the Companies Act 2006, is included on the Company's website, www.vpcspecialtylending.com.

10. Total voting rights at date of notice

As at 13 March 2024 (being the last practicable date prior to the publication of this Notice) the total number of Shares in the Company in issue was 382,615,665 and 104,339,273 Shares were held in treasury. The total number of voting rights on that date was therefore 382,615,665.