

VOLTA FINANCE LIMITED
Annual General Meeting 30 November 2018 – Voting Schedule

RESULTS OF PROXY VOTING RIGHTS RECEIVED

ORDINARY RESOLUTIONS		FOR	AGAINST	WITHHELD	TOTAL VOTES
1)	To adopt the audited financial statements of the Company for the year ended 31 July 2018, including the reports of the Board of Directors of the Company (the “ Board ”) and the Auditor (together the “ Accounts ”).	11,163,052 100.00%	0 0.00%	0 -	11,163,052 100.00%
2)	To re-appoint KPMG Channel Islands Limited of Gategny Court, Gategny Esplanade, St Peter Port, Guernsey, GY1 1WR as the Company’s Auditor to hold office until the conclusion of the next AGM.	11,163,052 100.00%	0 0.00%	0 -	11,163,052 100.00%
3)	To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the year ending 31 July 2019.	11,163,052 100.00%	0 0.00%	0 -	11,163,052 100.00%
4)	To re-elect Graham Harrison as an Independent Director of the Company. Mr Harrison has been a Director of the Company since October 2015 and has served as the Company’s Risk Committee Chairman since June 2017.	10,620,334 97.77%	242,718 2.23%	300,000 -	10,863,052 100.00%
5)	To re-elect Stephen Le Page as an Independent Director of the Company. Mr Le Page has been a Director of the Company since October 2014 and has served as the Company’s Audit Committee Chairman since then.	10,620,334 97.77%	242,718 2.23%	300,000 -	10,863,052 100.00%
6)	To re-elect Paul Meader as an Independent Director of the Company. Mr Meader has been a Director of the Company since May 2014 and has served as Chairman of the Company since November 2015	10,620,334 97.77%	242,718 2.23%	300,000 -	10,863,052 100.00%
7)	To re-elect Atosa Moini as an Independent Director of the Company. Ms Moini has been a Director of the Company since June 2017.	10,620,334 97.77%	242,718 2.23%	300,000 -	10,863,052 100.00%
8)	To re-elect Paul Varotsis as an Independent Director of the Company. Mr Varotsis has been a Director of the Company since its inception in 2006 and has served as the Company’s Senior Independent Director since December 2015	10,620,334 97.77%	242,718 2.23%	300,000 -	10,863,052 100.00%
9)	To approve the quarterly dividend payments each March, June, September and December and to note that the following dividends should be considered as relating to the financial year ended 31 July 2018: the quarterly dividend of €0.15 paid on 29 March 2018; the quarterly dividend of €0.16 paid on 28 June 2018, the quarterly dividend of €0.15 paid on 27 September 2018 and the quarterly dividend of €0.16 payable in December 2018.	11,163,052 100.00%	0 0.00%	0 -	11,163,052 100.00%

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	SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHELD	TOTAL VOTE
10)	<p>THAT in accordance with Article 5(7) of the Articles, the Board be and is hereby authorised to issue equity securities (within the meaning of the Articles) as if Article 5(2) of the Articles did not apply to any such issue, provided that this power shall be limited to the issue of up to a maximum number of 3,657,116 Ordinary Shares (being not more than 10% of the number of Ordinary Shares in issue as at the date of this notice) or such other number being not more than 10% of the Ordinary Shares in issue at the date of the AGM, whether in respect of the sale of shares held as treasury shares, the issue of newly created shares or the grant of rights to subscribe for, or convert securities into, shares which, in accordance with the Listing Rules, could only be issued at or above net asset value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by Shareholders). This authority will expire on the conclusion of the next AGM of the Company unless previously renewed, varied or revoked by the Company at a general meeting, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.</p>	11,160,471 99.98%	2,581 0.02%	300,000 -	11,163,052 100.00%
11)	<p>THAT the Company be generally and unconditionally authorised to make market purchases, for the purposes of Section 315 of the Companies (Guernsey) Law, 2008 (as amended), of Ordinary Shares in the Company on such terms and in such manner as the Directors may from time to time determine, provided that:</p> <p>(a) the maximum number of Ordinary Shares hereby authorised to be acquired is 5,482,017, representing not more than 14.99% of the issued Ordinary Share capital of the Company as at the date of this notice;</p> <p>(b) the minimum price (excluding expenses) payable by the Company for each Ordinary Share is 1% of the average of the mid-market values of the Ordinary Shares of that class in the Company for the five business days prior to the date of the market purchase;</p> <p>(c) the maximum price (excluding expenses) which may be paid for any such Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company 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 (ii) the amount stipulated by Article 3(2) of the EU Buy-back and Stabilisation Regulation (2016/1052/EU) being the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution will be carried out (provided that limb (ii) shall not apply where the purchases would not bear the risk of breaching the prohibition on market abuse);</p> <p>(d) the authority hereby conferred shall expire at the end of the next Annual General Meeting of the Company unless previously renewed, varied or revoked by the Company in general meeting; and</p> <p>(e) the Company may make a contract to purchase the 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 expiry of such authority, and may purchase its Ordinary Shares in pursuance of any such contract.</p>	11,62,249 99.99%	803 0.01%	0 -	11,163,052 100.00%