

VOLTA FINANCE LIMITED
Annual General Meeting 6 December 2019 – 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 2019, including the reports of the Board of Directors of the Company (the “Board”) and the Auditor (together the “Accounts”).	11,637,053 100.00%	0 0.00%	0 0.00%	11,637,053
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.	11,637,053 100.00%	0 0.00%	0 0.00%	11,637,053
3)	To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the year ending 31 July 2020.	11,637,053 100.00%	0 0.00%	0 0.00%	11,637,053
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.	7,325,585 62.95%	4,311,468 37.05%	0 0.00%	11,637,053
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.	7,325,585 62.95%	4,311,468 37.05%	0 0.00%	11,637,053
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.	7,325,585 62.95%	4,311,468 37.05%	0 0.00%	11,637,053
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.	7,325,560 62.95%	4,311,493 37.05%	0 0.00%	11,637,053
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.	7,325,560 62.95%	4,311,493 37.05%	0 0.00%	11,637,053
9)	To approve the quarterly dividend payments for each March, June, September and December.	11,637,053 100.00%	0 0.00%	0 0.00%	11,637,053

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	SPECIAL RESOLUTIONS	FOR	AGAINST	WITHHELD	TOTAL VOTES
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 3,658,058 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>	11,634,207 99.98%	2,846 0.02%	0 0.00%	11,637,053
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 5,483,429, 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 €0.01. 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>	11,636,250 99.99%	803 0.01%	0 0.00%	11,637,053

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	<p>(c) 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>(d) 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>				
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