

**IMPORTANT INFORMATION:**

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser, without delay.

If you have sold or transferred all of your Ordinary Shares in the capital of the Company and, as a result, no longer hold any Ordinary Shares in the Company, please send this document as soon as possible to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares in the Company, you should retain the documents and consult the person through whom the sale was effected.

**A Shareholder may appoint one or more proxies to exercise all or any of their rights to attend, speak and vote at the meeting, provided that each proxy is appointed to exercise the rights attached to a different Ordinary Share or Ordinary Shares held by that Shareholder. A proxy need not be a member of the Company. To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's Registrar, at the address shown on the form of proxy, or in the case of shares held through CREST, via the CREST system, or if submitting the proxy vote electronically, via the Registrar's website, by no later than 11.45 am on Sunday, 12 January 2020.**



# MANCHESTER AND LONDON INVESTMENT TRUST PLC

(the "Company")

(registered in England and Wales under number 01009550)

Notice of the **forty-seventh** Annual General Meeting  
of the Company to be held at **11.45 am**  
on **Tuesday, 14 January 2020** at the  
**ICAEW, Members Room, Chartered Accountants' Hall,**  
**One Moorgate Place, London EC2R 6EA**



# MANCHESTER AND LONDON INVESTMENT TRUST PLC

## LETTER FROM THE CHAIRMAN

Dear Shareholder,

### **NOTICE OF THE ANNUAL GENERAL MEETING**

I am pleased to advise that the forty-seventh Annual General Meeting ("AGM") of the Company will be held at the ICAEW, Members Room, Chartered Accountants' Hall, One Moorgate Place, London EC2R 6EA on Tuesday, 14 January 2020 at 11.45 am. The formal Notice of the AGM, which follows this letter, sets out the business to be considered at the meeting.

### **BUSINESS OF THE MEETING**

Shareholders are being asked to vote on various items of business, being: the receipt and acceptance of the Annual Report and the Financial Statements for the year ended 31 July 2019; the approval of the Directors' Remuneration Report; the approval of the final ordinary dividend; the re-election of Directors; the re-appointment of Deloitte LLP as Auditor; the authorisation of the Directors to allot Ordinary Shares and disapply statutory pre-emption rights for certain issues of Ordinary Shares; the authorisation of the Company to make market purchases of Ordinary Shares; the authorisation for the sale of Treasury Shares at a discount to NAV; and the holding of general meetings (other than AGMs) on not less than 14 clear days' notice.

Resolutions 1 to 9 will be proposed as ordinary resolutions and resolutions 10 to 13 will be proposed as special resolutions.

### **RESOLUTION 1 – ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2019**

The Directors are required to present to the meeting the Company's Strategic Report, Directors' Report, Auditor's Report and the audited financial statements for the financial year ended 31 July 2019 (the "Annual Report and Financial Statements"). These are contained in the Annual Report of the Company for such period.

### **RESOLUTION 2 – DIRECTORS' REMUNERATION REPORT**

The Directors' Remuneration Report for the year ended 31 July 2019 is set out on pages 40 to 43 of the Annual Report and Financial Statements. In accordance with Companies Act 2006 (the "Act"), this vote to approve the Remuneration Report is advisory only and the Directors' entitlement to receive remuneration is not conditional on it. The resolution and vote are a means of providing Shareholder feedback to the Board. The Directors' Remuneration Policy was last put to Shareholders for approval at the 2017 AGM. As the Board does not propose to make any changes to the existing remuneration policy nor change the way it is implemented, the remuneration policy will not be put to Shareholder vote at the forthcoming AGM.

### **RESOLUTION 3 – FINAL DIVIDEND**

The final ordinary dividend for the year ended 31 July 2019, as recommended by the Directors, is 8.0 pence per Share. If approved by Shareholders at the forthcoming AGM, this final dividend will be paid on 14 February 2020 to Shareholders on the register at the close of business on 24 January 2020. The ex-dividend date will be 23 January 2020.

#### **RESOLUTIONS 4, 5 AND 6 – RE-ELECTION OF DIRECTORS**

As detailed in the Corporate Governance Statement in the Annual Report, the Board has agreed a policy whereby all Directors will seek annual re-election at the Company's AGMs.

The re-election of David Harris is proposed in accordance with the UK Corporate Governance Code (the "UK Code"), which requires the annual re-election of non-executive directors who have served on the board for nine years or more. Mr Harris has no previous relationship with the Company other than his position as an independent non-executive Director, nor with the controlling Shareholder of the Company or any associate of the controlling Shareholder of the Company within the meaning of Listing Rule 13.8.17 R. In addition to being satisfied that Mr Harris is independent of the controlling Shareholder, the other Directors have also determined that he satisfies all the other independence criteria in the UK Code, save that he has served on the Board for more than nine years. The other Directors consider that Mr Harris' long association with the Company over the years does not compromise his independence, and his judgement and experience continue to be of great benefit to the Board and the Company.

Brett Miller is a director of M&L Property and Assets plc and M&L Capital Management Global Fund ICAV; he was registered with the Financial Conduct Authority as an employee of M&L Capital Management Limited, the Company's Manager until July 2019. Mr Miller was head of governance and risk oversight and also sat on the risk management committee at M&L Capital Management Limited until July 2019. Approval remains pending with the FCA, however it is intended that Mr Miller will assume M&L Capital Management's SMF16 and SMF17 roles after the commencement of the Senior Managers and Certification Regime and AIFMD Risk and Valuation oversight; he is therefore not deemed to be independent of the Manager. Due to his non-independent status and in accordance with the Listing Rules, Mr Miller stands for re-election on an annual basis.

Daniel Wright was appointed as a Director of the Company on 29 October 2018 and was elected by Shareholders at the Annual General Meeting held on 15 January 2019. In accordance with the above mentioned policy, Mr Wright will stand for re-election at the forthcoming AGM. Mr Wright has no previous relationship with the Company other than his position as an independent non-executive Director, nor with the controlling Shareholder of the Company or any associate of the controlling Shareholder of the Company within the meaning of Listing Rule 13.8.17 R.

M&M Investment Company plc, which is controlled by Mark Sheppard who forms part of the investment management team at M&L Capital Management Limited, is the controlling Shareholder of the Company (further details can be found on page 25 of the Annual Report). The Listing Rules require independent non-executive directors of premium listed companies that have a controlling shareholder to be re-elected by a majority of the votes cast by the independent Shareholders of the Company, as well as by a majority of the votes cast by all the Shareholders. In the case of the Company, 'independent Shareholders' mean all the Shareholders of the Company other than M&M Investment Company plc.

Accordingly, the resolutions for the re-election of Mr Harris and Mr Wright (Resolutions 4 and 6) will be taken on a poll and the votes cast by the independent Shareholders and by all the Shareholders will be calculated separately. Such a resolution will be passed only if a majority of the votes cast by the independent Shareholders are in favour, in addition to a majority of the votes cast by all the Shareholders being in favour. If the resolution to approve the re-election of Mr Harris or Mr Wright is passed, but separate approval by the independent Shareholders is not given, the Listing Rules permit the Director to remain in office pending a further resolution to be approved by all Shareholders, at a meeting which must be held more than 90 days, but within 120 days, of the first votes.

The Chairman and the Board confirm that, following formal performance evaluations, the performance of each of the Directors continues to be effective and demonstrates commitment to the role and having considered the Directors' other time commitments and board positions, are satisfied that each Director has the capacity to be fully engaged with the Company's business. The Chairman and the Board therefore believe that it is in the interests of Shareholders that each of those Directors seeking re-election are re-elected. Directors' biographical details can be found in the Annual Report on page 22.

#### **RESOLUTIONS 7 AND 8 – RE-APPOINTMENT OF AUDITOR AND TO AUTHORISE THE DIRECTORS TO DETERMINE THE REMUNERATION OF THE COMPANY'S AUDITOR**

Auditors must be appointed at each general meeting at which the Annual Report and Financial Statements are presented to Shareholders. An assessment of the independence and objectivity of Deloitte LLP has been undertaken by the Audit Committee; it has recommended to the Board that a resolution for the re-appointment of Deloitte LLP as the Company's Auditor be put to Shareholders at the forthcoming AGM. Further details about the performance of the Auditor can be found on page 39 of the Annual Report. Resolution 8, if passed, would authorise the Directors to determine the level of Auditor's remuneration.

#### **RESOLUTION 9 – AUTHORITY TO ALLOT SHARES**

Resolution 9, an ordinary resolution, as set out in the notice of meeting, if passed, will renew the Directors' authority to issue up to an aggregate nominal value of £2,446,994, representing 9,787,976 Ordinary Shares (being approximately one-third of the issued share capital (excluding Treasury Shares) as at 24 September 2019), in accordance with statutory pre-emption rights. The authority, if given, will lapse at the conclusion of the next AGM of the Company after the passing of this resolution (which must be held no later than 31 January 2021). The authority will be used where Directors consider it to be in the best interests of Shareholders. The Directors will only issue new Ordinary Shares at a price at or above the prevailing net asset value per Ordinary Share.

As at 24 September 2019, no Shares were held in Treasury.

#### **RESOLUTION 10 – WAIVER OF PRE-EMPTION RIGHTS**

Resolution 10, a special resolution, if passed, will renew the Directors' authority to disapply the statutory pre-emption rights of existing Shareholders in relation to the issue of Ordinary Shares for cash or the sale of Ordinary Shares out of Treasury up to an aggregate nominal amount of £734,098 (being approximately 10% of the issued share capital (excluding Treasury Shares) as at 24 September 2019). This authority, if given, will expire at the next AGM, when a resolution for its renewal will be proposed. The authority will be used where Directors consider it to be in the best interests of Shareholders. Any Ordinary Shares issued on a non-pre-emptive basis under this authority will be issued at a price at or above the prevailing NAV per Ordinary Share. The passing of Resolution 10 is subject to the passing of Resolution 9.

#### **RESOLUTION 11 – AUTHORITY TO ALLOT OR SELL TREASURY SHARES AT A DISCOUNT TO NAV**

Subject to the passing of Resolution 10, Resolution 11 will renew the Company's authority to sell Shares from Treasury at a discount to NAV. Treasury Shares may only be sold at a discount to NAV per Share if that discount does not exceed the weighted average discount to NAV per Share at which the Shares were purchased and provided that any Shares sold from Treasury for cash are sold at higher prices (including expenses) than the weighted average price at which those Shares were bought into Treasury.

#### **RESOLUTION 12 – AUTHORITY TO MAKE MARKET PURCHASES OF THE COMPANY'S OWN SHARES**

At the AGM held on 15 January 2019, the Company was granted authority to purchase up to 14.99% of the Company's Ordinary Shares in issue (excluding Treasury Shares) amounting to 3,769,238 Ordinary Shares. As at 24 September 2019, no Shares have been bought back under this authority.

Resolution 12, which will be proposed as a special resolution, seeks to renew the authority granted at last year's AGM and gives the Company authority to buy back its own Shares in the market. The authority limits the number of Ordinary Shares that could be purchased to a maximum of 4,401,653 (representing 14.99% of the issued ordinary share capital of the Company as at the close of business on 24 September 2019). The authority sets out the minimum and maximum prices. This authority will expire at the conclusion of the next AGM of the Company.

Whilst the Directors have no present intention of using this authority, the Directors would use this authority in order to address any imbalance between the supply and demand for the Ordinary Shares and to manage the discount to NAV at which the Ordinary Shares trade.

Any purchases of Shares would be by means of market purchases through the London Stock Exchange. Any Shares purchased pursuant to this authority may either be held as Treasury Shares or cancelled by the Company, as determined by the Directors at the time of purchase. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company.

**RESOLUTION 13 – NOTICE OF GENERAL MEETINGS**

Under the Act, the notice period required for all general meetings of a company is 21 days. AGMs will always be held on at least 21 clear days' notice but shareholders can approve a shorter notice period for other general meetings, provided this is not less than 14 clear days. Such a notice period provides flexibility and, if approved, will remain effective until the next AGM of the Company, when it is intended that a similar resolution will be proposed. The Directors will only call general meetings on 14 clear days' notice where they consider it in the best interests of Shareholders to do so and the relevant matter requires to be dealt with expediently.

**RECOMMENDATION**

The Board considers all the resolutions to be proposed at the AGM to be in the best interests of Shareholders and the Company as a whole. Accordingly, the Directors unanimously recommend that all Shareholders vote in favour of the resolutions, as they intend to do in respect of their own shareholdings.

**ACTION TO BE TAKEN**

If you would like to vote on the resolutions but are unable to attend the AGM, you may appoint a proxy by completing and returning a proxy form. Alternatively, if you hold your shares in CREST, you can appoint a proxy via the CREST system or, a proxy may also be submitted electronically via the Registrar's website. To be effective, your proxy form must be lodged with the Registrar at the address shown on the proxy form by 11.45 am on Sunday, 12 January 2020. If you hold your Shares through a nominee service, please contact the nominee service provider regarding the process for appointing a proxy.

Yours faithfully,

**David Harris**  
Chairman

24 September 2019



# MANCHESTER AND LONDON INVESTMENT TRUST PLC

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Manchester and London Investment Trust plc (the "Company") will be held at the ICAEW, Members Room, Chartered Accountants' Hall, One Moorgate Place, London EC2R 6EA on Tuesday, 14 January 2020 at 11.45 am.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions, which means that for each of these to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 10 to 13 will be proposed as special resolutions, meaning that for each of these to be passed, at least 75% of the votes cast must be in favour.

### **BUSINESS OF THE MEETING**

1. To receive and accept the Company's Annual Report and Financial Statements for the year ended 31 July 2019.
2. To receive and approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 July 2019.
3. To declare a final ordinary dividend of 8.0 pence per Ordinary Share for the year ended 31 July 2019.
4. To re-elect David Harris as a Director.
5. To re-elect Brett Miller as a Director.
6. To re-elect Daniel Wright as a Director.
7. To re-appoint Deloitte LLP as Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which the Annual Report and Financial Statements are laid.
8. To authorise the Directors to determine the Auditor's remuneration.
9. THAT, the Directors of the Company be and are hereby generally and unconditionally authorised, in addition to any existing authorities, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot Ordinary Shares of 25 pence each in the capital of the Company ("Ordinary Shares"), up to an aggregate nominal amount of £2,446,994 (representing approximately one-third of the issued Share capital (excluding Treasury Shares) as at 24 September 2019, such authority to expire at the next AGM of the Company after the passing of this resolution (unless previously revoked or varied by the Company in a general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
10. THAT, subject to the passing of Resolution 9 above, in addition to any existing authorities, the Directors be and are hereby empowered, pursuant to Sections 570 to 573 of the Companies Act 2006 (the "Act") to allot Ordinary Shares for cash and to sell Ordinary Shares from Treasury for cash pursuant to the authority referred to in Resolution 9 above as if Section 561 of the Act did not apply to any such allotment or sale provided that this authority: (i) shall be limited to the allotment of Ordinary Shares and the sale of Ordinary Shares from Treasury for cash up to an aggregate nominal amount of £734,098 (representing 10% of the issued Share capital (excluding Treasury Shares) of the Company as at 24 September 2019); and (ii) shall expire at the conclusion of the next AGM of the Company after the passing of this resolution (unless previously revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from Treasury after the expiry of such power, and the Directors may allot Ordinary Shares or sell Ordinary Shares from Treasury in pursuance of such an offer or agreement as if such power had not expired.
11. THAT, subject to the passing of Resolution 10, to generally and unconditionally authorise and

empower the Directors in compliance with the Listing Rules to sell, transfer and allot Shares held by the Company in Treasury (whether or not those Shares are held in Treasury at the date this Resolution is passed or repurchased pursuant to the authority sought under Resolution 12 below) for cash and that such Shares may be allotted or sold or transferred for a price which represents a discount to the most recently published NAV per Share as at the date of such allotment or sale provided that such discount does not exceed the weighted average discount to NAV per Share at which the Shares were purchased and provided that any Shares sold from Treasury for cash are sold at higher prices (including expenses) than the weighted average price at which those Shares were bought into Treasury. The authority hereby granted shall require renewal from Shareholders and expire at the conclusion of the next AGM of the Company after the passing of this Resolution, save that the Company may before such expiry enter into offers or agreements which would or might require Shares held in Treasury to be sold or allotted after such expiry and the Company may sell or allot Shares pursuant to any such offer or agreement as if the authority hereby granted had not expired.

12. THAT, in substitution of all existing authorities, to unconditionally and generally authorise the Company, pursuant to section 701 of the Companies Act 2006 (the "Act"), to make one or more market purchases (within the meaning of section 693 of the Act) of any of its own Ordinary Shares of 25 pence provided that:
  - a. the maximum number of Ordinary Shares hereby authorised to be so purchased shall be 4,401,653 (or, if less, 14.99% of the number of Ordinary Shares in issue (excluding Treasury Shares) immediately following the passing of this Resolution);
  - b. the minimum price, exclusive of expenses, which may be paid for such Shares shall be 25 pence each;
  - c. the maximum price, exclusive of expenses, which may be paid for a Share contracted to be purchased on any day shall be an amount not more than the higher of (i) 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 higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(6) of the Market Abuse Regulation;
  - d. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company, unless previously renewed, varied or revoked by the Company in a general meeting; and
  - e. the Company may make a contract or contracts to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or might be executed wholly or partly after the expiration of such authority and may make a purchase of its own Shares in pursuance of any such contract(s).
13. THAT, a general meeting, other than an AGM, may be called on not less than 14 clear days' notice.

By order of the Board

**Link Company Matters Limited**

Company Secretary

24 September 2019

**Registered Office:**

12a Princes Gate Mews  
London SW7 2PS

## NOTES TO THE NOTICE OF THE ANNUAL GENERAL MEETING

1. To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), shareholders must be registered in the Register of Members of the Company at close of trading on Sunday, 12 January 2020. Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
2. Shareholders, or their proxies, intending to attend the Meeting in person are requested, if possible, to arrive at the Meeting venue at least 20 minutes prior to the commencement of the Meeting at 11.45 am (UK time) on 14 January 2020 so that their shareholding may be checked against the Company's Register of Members and attendances recorded.
3. Shareholders are entitled to appoint another person as a proxy to exercise all or part of their rights to attend and to speak and vote on their behalf at the Meeting. A shareholder may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company.
4. 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 holding (the first named being the most senior).
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. You can vote either:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions;
  - You may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

In order for a proxy appointment to be valid a form of proxy must be completed. In each case the form of proxy must be received by Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 11.45 am on Sunday 12 January 2020.

7. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
8. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 11 below) will not prevent a shareholder from attending the Meeting and voting in person if he/she wishes to do so.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting (and any adjournment of the Meeting) by using the procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.



10. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.45 AM on Sunday, 12 January 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application 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.
11. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 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 system 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.
12. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
13. As at 24 September 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consists of 29,363,930 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 24 September 2019 are 29,363,930.
14. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) 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 Meeting; or (ii) any circumstances 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 (in each case) that the shareholders propose to raise at the relevant meeting. 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 Meeting for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
15. Any shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or 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.
16. Copies of the Directors' letters of appointment or service contracts are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the Meeting and may also be inspected at the Meeting venue, as specified in this Notice, from 11.30 am on the day of the Meeting until the conclusion of the Meeting.
17. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in either this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found on the Company's website at [www.mlcapman.com/manchester-london-investment-trust-plc](http://www.mlcapman.com/manchester-london-investment-trust-plc).





