

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, solicitor, accountant, bank manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended from time to time, if you are in the United Kingdom or, if not, from another appropriately authorised financial adviser.

If you have sold, transferred or otherwise disposed of all your shares in Personal Assets Trust PLC (the “Company”), please pass this document (but not the accompanying personalised Form of Proxy), as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that this document should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations.

PERSONAL ASSETS TRUST PLC

*(Incorporated and registered in Scotland with registered number SC074582)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Notice of a General Meeting to approve the cancellation of the Company’s share premium account

The proposals described in this document are conditional on Shareholder approval. Your attention is drawn to the letter from the Chair of the Company set out in Part 1 of this document, which contains, amongst other things, the recommendation of the Board that Shareholders vote in favour of the Resolution to be proposed at the General Meeting referred to below. This document should be read in its entirety before deciding what action you should take.

Notice of the general meeting of the Company to be held at 11.00am on 8 January 2024 at 28 Walker Street, Edinburgh EH3 7HR (the “**General Meeting**”) is set out in Part 3 of this document.

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf. A Form of Proxy for use in connection with the General Meeting is enclosed. To be valid for use at the General Meeting, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon so as to be received by the Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, by no later than 11.00am on 4 January 2024.

Alternatively, Shareholders may appoint a proxy or proxies electronically by visiting www.sharevote.co.uk and following the instructions. In order to appoint a proxy using this website, members will need their Voting ID, Task ID and Shareholder Reference Number, each of which is printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Shareholders who have already registered with Equiniti’s online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in click “View” on the “My Investments” page, click on the link to vote and then follow the on-screen instructions.

Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out in Part 3 of this document).

Proxy appointments for the General Meeting submitted online via www.sharevote.co.uk or www.shareview.co.uk or via the CREST electronic voting service must be transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 11.00am on 4 January 2024.

It is important that you complete and return the Form of Proxy, appoint a proxy or proxies electronically or use the CREST electronic voting service in the manner referred to above, as soon as possible.

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EXPECTED TIMETABLE

Latest time and date for receipt of Forms of Proxy	11.00am on 4 January 2024
Record time and date for the General Meeting	6.30pm on 4 January 2024
General Meeting	11.00am on 8 January 2024

Notes:

All references to time in this document are to UK time. If any of the above times and/or dates change, the revised time(s) and/or date(s) will be notified to Shareholders by an announcement through a Regulatory Information Service.

PART 1– LETTER FROM THE CHAIR

PERSONAL ASSETS TRUST PLC

*(Incorporated and registered in Scotland with registered number SC074582)
(Registered as an investment company under section 833 of the Companies Act 2006)*

Directors

Iain Ferguson CBE (*Chair*)
Mandy Clements
Gordon Neilly
Paul Read
Robbie Robertson
Jean Sharp

Registered Office

28 Walker Street
Edinburgh EH3 7HR

11 December 2023

Dear Shareholder

Notice of General Meeting to approve the cancellation of the Company’s share premium account

1. INTRODUCTION

Under the Company’s discount control mechanism (“**DCM**”) the Company purchases or issues Ordinary Shares to ensure, in normal market conditions, that the Ordinary Shares trade as close as possible to their underlying net asset value per Ordinary share. The DCM has successfully operated since November 1999, with the Company’s Ordinary Shares having not traded at a material discount to their underlying net asset value per Ordinary Share since its inception. The Board believes that the liquidity and reduction in discount volatility achieved by both issuing and, more recently, buying back Ordinary Shares under the DCM is in the best interests of the Company and its Shareholders. The Board believes that the operation of the DCM is fundamental to the Company and as a result the policy is enshrined in the Articles of Association.

The Articles of Association provide that the Directors will operate the DCM subject to the requisite authorities being in place, including both the required shareholder authorities and appropriate levels of distributable profits available to enable the Company to purchase its own shares. Given the level of share issuance since the inception of the DCM, the Company has substantial sums standing to the credit of its share premium account which are non-distributable.

Accordingly, in order to continue to operate the DCM effectively, at the annual general meeting of the Company held on 13 July 2023 (the “**AGM**”), the Company put forward a resolution to have: (i) the entire amount standing to the credit of the Company’s share premium account cancelled; and (ii) the resulting credit arising in the Company’s books of account credited to a new distributable reserve to be called the ‘Distributable Capital Reserve’ (the “**AGM Resolution**”).

Subsequent to the AGM and the passing of the AGM Resolution, it has come to the Company’s attention that the AGM Resolution was proposed, and passed at the AGM, as an ordinary resolution when it should have been proposed and passed as a special resolution. The Company is therefore seeking approval, by way of a special resolution, to cancel its share premium account and have the credit arising in the Company’s books of account credited to a new distributable reserve to be called the ‘Distributable Capital Reserve’ which may be used for paying dividends and/or funding share buy-backs (the “**Resolution**”).

The purpose of this document is therefore to convene the General Meeting at which Shareholders will be asked to vote in favour of the Resolution. The General Meeting will be held at 11.00am on 8 January 2024 at 28 Walker Street, Edinburgh EH3 7HR.

2. BACKGROUND TO THE PROPOSALS

2.1 *Reasons for the Capital Reduction*

Since the introduction of the DCM in 1999, the Company has issued a significant number of new Ordinary Shares at a premium to net asset value. This has resulted in the Company having a substantial share premium account, which as at 7 December 2023, stood at approximately £1.35 billion. Under the Companies Act, the share premium account is a non-distributable reserve and can be applied only for limited purposes. However, a company may, with the sanction of a special resolution of its shareholders and the confirmation of the Court, reduce its existing share capital, including by cancelling any amounts standing to the credit of its share premium account, and apply sums resulting from such reduction to create distributable reserves which are required for, amongst other things, paying dividends and funding share buy-backs.

Since 1 May 2023 the Company has bought back 29,094,828 Ordinary shares under the DCM. Whilst the Company currently has sufficient distributable reserves in order to maintain the effective operation of the DCM, the Board is committed to ensuring that the DCM remains fully operative while the trend for buying back Ordinary Shares remains.

Accordingly, the Board proposes to cancel the amount standing to credit of the Company's share premium account (the "**Capital Reduction**") and to have the resulting credit arising in the Company's books of account credited to a new distributable reserve to be called the 'Distributable Capital Reserve' which, subject to any terms and conditions required by the Court in granting the order confirming the Capital Reduction, may be used by the Company to return value to Shareholders in the future, whether in the form of dividends, distributions or the repurchase of Ordinary Shares (including through the DCM).

2.2 *The Capital Reduction process*

The Capital Reduction is conditional upon, amongst other things, the Resolution being passed at the General Meeting and the subsequent confirmation by the Court. The Company intends to make an application to the Court to confirm the Capital Reduction promptly following the General Meeting.

3. THE GENERAL MEETING

Part 3 of this document contains a notice convening the General Meeting at which Shareholders will be asked to consider and, if thought fit, approve the Resolution. The General Meeting is to be held at 11.00am on 8 January 2024. The Resolution being proposed at the General Meeting is being proposed as a special resolution and will therefore require that not less than 75 per cent. of the votes cast in person or by proxy are voted in favour of it in order to be passed.

All Shareholders are entitled to attend and vote at the General Meeting. The vote shall be taken on a poll. In accordance with the Company's Articles of Association, all Shareholders entitled to vote and present in person, by proxy or by corporate representative at the General Meeting upon a poll shall have one vote in respect of every Ordinary Share held or represented by them.

4. ACTION TO BE TAKEN

All Shareholders are encouraged to vote in favour of the Resolution to be proposed at the General Meeting and, if their Ordinary Shares are not held directly, to arrange for their nominee to vote on their behalf.

Shareholders will find enclosed a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders propose to attend the General Meeting, they are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed on it, or lodge a proxy appointment online or *via* the CREST electronic voting service as soon as possible.

To be valid, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed on it so as to be received by the Registrar, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and, in any event, by no later than 11.00am on 4 January 2024.

Alternatively, Shareholders may appoint a proxy or proxies electronically by visiting www.sharevote.co.uk and following the instructions. In order to appoint a proxy using this website, members will need their Voting ID, Task ID and Shareholder Reference Number, each of which is printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions.

Shareholders who hold their Ordinary Shares in uncertificated form (i.e. in CREST) may vote using the CREST electronic voting service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of the General Meeting set out in Part 3 of this document).

Proxy appointments for the General Meeting submitted online *via* www.sharevote.co.uk or www.shareview.co.uk or *via* the CREST electronic voting service must be transmitted so as to be received by the Registrar as soon as possible and, in any event, by no later than 11.00am on 4 January 2024.

The completion and return of a Form of Proxy, the online submission of a proxy appointment or the appointment of a proxy *via* the CREST electronic voting service, will not prevent a Shareholder from attending and voting in person at the General Meeting.

5. RECOMMENDATION

The Directors consider the passing of the Resolution to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution.

The Directors intend to vote in favour of the Resolution in respect of their own beneficial holdings of Ordinary Shares (amounting to 1,268,551 Ordinary Shares, representing approximately 0.3 per cent. of the issued Ordinary Share capital of the Company (excluding Ordinary Shares held in treasury) as at 7 December 2023.

Yours sincerely

Iain Ferguson CBE
Chair

PART 2 – DEFINITIONS

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

Articles of Association	the articles of association of the Company, as amended from time to time
Board	the board of Directors, from time to time
Capital Reduction	the cancellation of the entire amount standing to credit of the Company's share premium account and the creation of a distributable reserve to be called the 'Distributable Capital Reserve' of an amount equivalent to that reduction
Companies Act	the UK Companies Act 2006, as amended from time to time
Company	Personal Assets Trust PLC, a public limited company registered and incorporated in Scotland with registered number SC074582 and having its registered office at 28 Walker Street, Edinburgh EH3 7HR
Court	the Court of Session
CREST	the Relevant System as defined in the Uncertificated Securities Regulations in respect of which Euroclear is operator (as defined in the Uncertificated Securities Regulations), in accordance with which securities may be held in uncertificated form
CREST Manual	the document titled "CREST Reference Manual" issued by Euroclear, as amended from time to time
Directors	the directors of the Company, from time to time
Euroclear	Euroclear UK & International Limited, a private limited company incorporated in England and Wales with registered number 02878738 and having its registered office is at 33 Cannon Street, London EC4M 5SB, the operator of CREST
Form(s) of Proxy	the form of proxy for use by Shareholders in connection with the General Meeting, which accompanies this document
General Meeting	the general meeting of the Company to be held at 11.00am on 8 January 2024 at 28 Walker Street, Edinburgh EH3 7HR (or any adjournment thereof), notice of which is set out in the Notice of General Meeting
Notice of General Meeting	the notice of the General Meeting, as set out in Part 3 of this document
Ordinary Shares or Shares	ordinary shares with a nominal value of 12.5 pence each in the capital of the Company
Equiniti or Registrar	Equiniti Limited, a private limited company registered and incorporated in England and Wales with registered number 06226088 and having its registered office at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
Regulatory Information Service	the regulatory information service provided by the London Stock Exchange plc

Resolution

the special resolution to be proposed at the General Meeting relating to the Capital Reduction, as set out in the notice convening the General Meeting in Part 3 of this document

Shareholders

holders of Ordinary Shares

Uncertificated Securities Regulations

any provision of the Companies Act relating to uncertificated shares (including the holding, evidencing of title to, or transfer of uncertificated shares) and any legislation, rules or other arrangements made under or by virtue of such provision, including without limitation the Uncertificated Securities Regulations 2001, as amended from time to time

PART 3 – NOTICE OF GENERAL MEETING

PERSONAL ASSETS TRUST PLC

*(Incorporated and registered in Scotland with registered number SC074582)
(Registered as an investment company under section 833 of the Companies Act 2006)*

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of Personal Assets Trust PLC (the “**Company**”) will be held at 11.00am on 8 January 2024 at 28 Walker Street, Edinburgh EH3 7HR to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

That, subject to the confirmation of the Court of Session (the “**Court**”) and subject also to any undertaking required by the Court: (i) the share capital of the Company be reduced by cancelling the entire amount standing to the credit of the Company’s share premium account as at the date of the final hearing before the Court at which confirmation of the said cancellation is sought; and (ii) the credit thereby arising in the Company’s books of account from the cancellation of the Company’s share premium account be applied in crediting a distributable reserve (to be designated the “Distributable Capital Reserve”) to be established in the Company’s books of account which shall be able to be applied in any manner in which the Company’s profits available for distribution (as determined in accordance with the Companies Act 2006) are able to be applied.

By order of the Board

Juniper Partners Limited
Company Secretary

11 December 2023

Registered office
28 Walker Street
Edinburgh EH3 7HR

Notes:

1. A member who is entitled to attend, speak and vote at the General Meeting is entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote on their behalf. A proxy need not be a member of the Company but must attend the General Meeting to represent you. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different Ordinary Shares. A member can only appoint a proxy using the procedures set out in these notes and the explanatory notes to the Form of Proxy. The appointment of a proxy or proxies will not prevent a Shareholder from attending the General Meeting and voting in person.
2. A Form of Proxy for use by Shareholders at the General Meeting is enclosed with this document. To be valid, the Form of Proxy must be lodged, together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority (or a copy certified in some other way approved by the Directors), at the address stated thereon so as to be received by the Company's registrar, Equiniti Limited ("**Equiniti**"), at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 11.00am on 4 January 2024 (or in the event the General Meeting is adjourned no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting).
3. If a member wishes to appoint more than one proxy, and therefore requires additional Forms of Proxy, the member should contact the Company's registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA (Tel.: +44 (0)371 384 2459). Please indicate the proxy holder's name and the number of Ordinary Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Ordinary Shares in the Company held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If possible, all Forms of Proxy should be returned together in the same envelope. If you submit more than one valid proxy appointment in respect of the same Ordinary Share for the purposes of the General Meeting, the appointment last delivered or received shall prevail in conferring authority on the person named in it to attend the General Meeting and speak and vote. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of the relevant Ordinary Share(s).
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, to have the right to attend, speak and vote at the General Meeting a member must first have their name entered in the Company's Register of Members by not later than 6.30pm on 4 January 2024 (or, if the General Meeting is adjourned, 6.30pm on the day which is 48 hours prior to the time appointed for the holding of the adjourned meeting (excluding any part of a day that is not a working day)). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any member to vote at the General Meeting referred to above, notwithstanding any provision in any enactment, the Articles of Association or other instrument to the contrary.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and by logging on to the website www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
6. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's registrar, Equiniti (ID RA19 by 4 January 2024 (or in the event the General Meeting is adjourned no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting)). No such message received through the CREST network after this time will be accepted. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST application

host) from which the Company's Registrar 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.

7. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International 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 their 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
8. As an alternative to appointing a proxy using the Form of Proxy or CREST, members can appoint a proxy online at www.sharevote.co.uk. In order to appoint a proxy using this website, members will need their Voting ID, Task ID and Shareholder Reference Number, printed on the face of the accompanying Form of Proxy. Full details of the procedures are given on the website. Alternatively, shareholders who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at www.shareview.co.uk using their user ID and password. Once logged in, click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions.
9. 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.
10. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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 Register of Members in respect of the joint holding (the first-named being the more senior).
11. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Ordinary Shares.
12. The right to appoint a proxy does not apply to persons whose Ordinary Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("**Nominated Persons**"). Nominated Persons may, under an agreement between them and the member by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Ordinary Shares as to the exercise of voting rights.
13. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged so as to be received by 4 January 2024 (or in the event the General Meeting is adjourned no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting) in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.
14. As at close of business on 7 December 2023 (being the latest practicable date prior to publication of this document), the Company's issued share capital comprised 392,805,200 Ordinary Shares, of which 30,329,828 Ordinary Shares were held in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 7 December 2023, was 362,475,372 Ordinary Shares.

15. Under section 319A of the Companies Act 2006, any member attending the General Meeting has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the General Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the General 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 General Meeting that the question be answered.
16. Any person holding three per cent. or more of the total voting rights in the Company who appoints a person other than the chair of the General Meeting as their proxy will need to ensure that both they and such third party complies with their respective disclosure obligations under the Disclosure Guidance and Transparency Rules.
17. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.
18. Under section 338 of the Companies Act 2006, Shareholders may require the Company to give, to members of the Company entitled to receive this notice of General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the General Meeting. Under section 338A of the Companies Act 2006, members may request the Company to include in the business to be dealt with at the General Meeting any matter (other than a proposed resolution) which may properly be included in the business.
19. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at www.patplc.co.uk.